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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

2011Department of the Treasury
Internal Revenue Service

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

For calendar year 2011, or tax year beginning , 2011, and ending

Bill Pace Cogdell Charitable Trust
2005 W Missouri Ave
Midland, TX 79701-6401**A** Employer identification number
75-2737902**B** Telephone number (see the instructions)
(432) 682-3541**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 ☐**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 ☐**G** Check all that apply. ☐ Initial return ☐ Initial Return of a former public charity
☐ Final return ☐ Amended return
☐ Address change ☐ Name change**H** Check type of organization ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation**I** Fair market value of all assets at end of year (from Part II, column (c), line 16)
\$ 4,892,310.
J Accounting method ☒ Cash ☐ Accrual
☐ Other (specify) _____
(Part I, column (d) must be on cash basis)**Part I Analysis of Revenue and Expenses**

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc, received (att sch)				
2 Ck <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
3 Interest on savings and temporary cash investments	83.	83.		
4 Dividends and interest from securities	55,558.	55,558.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain/(loss) from sale of assets not on line 10	27,891.			
b Gross sales price for all assets on line 6a	61,520.			
7 Capital gain net income (from Part IV, line 2)		27,891.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit/(loss) (att sch)				
11 Other income (attach schedule)				
See Statement 1	640,582.	640,582.		
12 Total Add lines 1 through 11	724,114.	724,114.	0.	
13 Compensation of officers, directors, trustees, etc	54,784.	54,784.		
14 Other employee salaries and wages				
15 Pension plans/employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach sch)	19,865.	19,865.		
c Other prof fees (attach sch)	655.	655.		
17 Interest				
18 Taxes (attach schedule)(see instrs)	3,642.	3,642.		
19 Depreciation (attach sch) and depletion	1,496.	1,496.		
20 Occupancy	13,836.	13,836.		
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)	24,636.	24,636.		
24 Total operating and administrative expenses. Add lines 13 through 23	118,914.	118,914.		
25 Contributions, gifts, grants paid Part XV	160,182.			160,182.
26 Total expenses and disbursements. Add lines 24 and 25	279,096.	118,914.	0.	160,182.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	445,018.			
b Net investment income (if negative, enter -0-)		605,200.		
c Adjusted net income (if negative, enter -0-)			0.	

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ADMINISTRATIVE EXPENSES

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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	1,394,294.	1,022,943.	
	3 Accounts receivable			
	Less: allowance for doubtful accounts			
	4 Pledges receivable			
	Less: allowance for doubtful accounts			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach sch)			
	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)	1,953,435.	2,771,395.	2,622,070.
	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	24,660.			
Less: accumulated depreciation (attach schedule)	See Stmt 6	19,011.		
15 Other assets (describe) See Statement 7	7,145.	5,649.		
16 Total assets (to be completed by all filers — see the instructions Also, see page 1, item I)	10,540.	10,540.	2,270,240.	
	3,365,414.	3,810,527.	4,892,310.	
LIABILITIES	17 Accounts payable and accrued expenses	2,854.	2,949.	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe)			
	23 Total liabilities (add lines 17 through 22)	2,854.	2,949.	
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.	<input checked="" type="checkbox"/>		
	27 Capital stock, trust principal, or current funds	3,362,560.	3,807,578.	
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
30 Total net assets or fund balances (see instructions)	3,362,560.	3,807,578.		
31 Total liabilities and net assets/fund balances (see instructions)	3,365,414.	3,810,527.		

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	3,362,560.
2 Enter amount from Part I, line 27a	2	445,018.
3 Other increases not included in line 2 (itemize)	3	
4 Add lines 1, 2, and 3	4	3,807,578.
5 Decreases not included in line 2 (itemize)	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	3,807,578.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a Marketable Securities - See Stmt 10		P		
b Capital Gain Distributions		P		
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 41,792.		33,629.	8,163.
b 19,728.			19,728.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			8,163.
b			19,728.
c			
d			
e			

2 Capital gain net income or (net capital loss).	<div style="border: 1px solid black; padding: 2px; display: inline-block;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div>		2	27,891.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	<div style="border: 1px solid black; padding: 2px; display: inline-block;"> If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 </div>		3	0.

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) N/A

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

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

☐ Yes☐ No

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

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

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

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

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

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

1 a 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 instrs)			
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	12,104.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (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	12,104.
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	12,104.
6 Credits/Payments:			
a 2011 estimated tax pmts and 2010 overpayment credited to 2011.	6a	164.	
b Exempt foreign organizations – tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	8,548.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	8,712.	
8 Enter any penalty for underpayment of estimated tax. Check here <input 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. See Statement 8	9	3,469.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.	10		
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <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? <i>If 'Yes,' attach a detailed description of the activities</i>		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? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T.</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> N/A		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If 'No,' attach explanation</i>	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)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		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 <u>N/A</u>	13	X	
14	The books are in care of <u>Carol C Subia</u> Telephone no. <u>(432) 682-3541</u> Located at <u>2005 W Missouri Ave Midland TX</u> ZIP + 4 <u>79701-6401</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year. <u>N/A</u>	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 <u>N/A</u>	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)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	N/A
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? <input type="checkbox"/>	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 <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see instructions.)	2b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If 'Yes,' did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.)	3b	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b	X

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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)? (see 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 instructions)?

5b N/A

Organizations relying on a current notice regarding disaster assistance check here

☐**c** If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?N/A ☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b X

If 'Yes' to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Carol C Subia 2005 W Missouri Ave Midland, TX 79701	Trustee 40.00	46,784.	0.	0.
Dennis Sever 1605 N I St Midland, TX 79701	Trustee 5.00	8,000.	0.	0.

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

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

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

0

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

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

Total number of others receiving over \$50,000 for professional services 0

Part IX A Summary of Direct Charitable Activities

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

	Expenses
1 None	
2	
3	
4	

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

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

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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	2,444,243.
b Average of monthly cash balances	1b	1,038,261.
c Fair market value of all other assets (see instructions)	1c	
d Total (add lines 1a, b, and c)	1d	3,482,504.
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	3,482,504.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	52,238.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,430,266.
6 Minimum investment return. Enter 5% of line 5	6	171,513.

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	171,513.
2a Tax on investment income for 2011 from Part VI, line 5	2a	12,104.	
b Income tax for 2011. (This does not include the tax from Part VI.)	2b		
c Add lines 2a and 2b		2c	12,104.
3 Distributable amount before adjustments. Subtract line 2c from line 1		3	159,409.
4 Recoveries of amounts treated as qualifying distributions		4	
5 Add lines 3 and 4		5	159,409.
6 Deduction from distributable amount (see instructions)		6	
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1		7	159,409.

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	160,182.
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	160,182.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions).	5	
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	160,182.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				159,409.
2 Undistributed income, if any, as of the end of 2011.				
a Enter amount for 2010 only			65,984.	
b Total for prior years: 20____, 20____, 20____		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e.	0.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ \$ 160,182.				
a Applied to 2010, but not more than line 2a			65,984.	
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				94,198.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5.	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b.		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0.		
d Subtract line 6c from line 6b. Taxable amount — see instructions.		0.		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount — see instructions.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012.				65,211.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a.	0.			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

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 <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 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 organization had \$5,000 or more in assets at any time during the year — see instructions.)

1 Information Regarding Foundation Managers:

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

None

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

None

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

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

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

See Statement 9

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

See Statement for Line 2a

c Any submission deadlines:

See Statement for Line 2a

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

See Statement for Line 2a

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year See Statement 11		N/A		160,182.
Total				3a 160,182.
b Approved for future payment				
Total				3b

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

- 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

a Transfers from the reporting foundation to a noncharitable exempt organization of:

(1) Cash

(2) Other assets

b Other transactions:

(1) Sales of assets to a noncharitable exempt organization.

(2) Purchases of assets from a noncharitable exempt organization.

(3) Rental of facilities, equipment, or other assets

(4) Reimbursement arrangements

(5) Loans or loan guarantees.

(6) Performance of services or membership or fundraising solicitations

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

d If the answer to any of the above is "Yes," complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

☐ Yes ☒ No

b If 'Yes,' complete the following schedule

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

**Sign
Here**

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

Signature of Officer or Trustee Carl Castillo Date 15/15/2013 Title Trustee

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

☒ Yes ☐ No**Paid
Preparer
Use Only**

Print/Type preparer's name

Jim Collerd, CPA

Preparer's signature

Jim Collerd, CPA

Date _____

5/15/13

Check <input checked="checked" type="checkbox"/> if	
self-employed	

PTIN

P00390747

Firm's name ▶ Jim Collerd, CPA

Firm's address ▶ 602 N. Baird St Ste 227

Firm's EIN ▶

Phone no (432) 620-1502

BAA

Form 990-PF (2011)

Bill Pace Cogdell Charitable Trust

75-2737902

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

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
Limited partnership inv	\$ -3,413.		
Oil & Gas Royalties - Net	643,995.		
Total	\$ 640,582.	\$ 0.	\$ 0.

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Accounting & tax return fees	\$ 19,865.	\$ 19,865.		
Total	\$ 19,865.	\$ 19,865.	\$ 0.	\$ 0.

Statement 3
Form 990-PF, Part I, Line 16c
Other Professional Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Quarterly payroll tax reports	\$ 655.	\$ 655.		
Total	\$ 655.	\$ 655.	\$ 0.	\$ 0.

Statement 4
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Foreign tax withheld on dividends	\$ 811.	\$ 811.		
Payroll taxes	2,831.	2,831.		
Total	\$ 3,642.	\$ 3,642.	\$ 0.	\$ 0.

Bill Pace Cogdell Charitable Trust

75-2737902

Statement 5
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Investment expense	\$ 23,558.	\$ 23,558.		
Office supplies & expense	995.	995.		
Postage	83.	83.		
Total	\$ 24,636.	\$ 24,636.	\$ 0.	\$ 0.

Statement 6
Form 990-PF, Part II, Line 14
Land, Buildings, and Equipment

Category	Basis	Accum. Deprec.	Book Value	Fair Market Value
Furniture and Fixtures	\$ 2,644.	\$ 2,043.	\$ 601.	\$ 0.
Machinery and Equipment	19,652.	14,734.	4,918.	0.
Improvements	2,364.	2,234.	130.	0.
Total	\$ 24,660.	\$ 19,011.	\$ 5,649.	\$ 0.

Statement 7
Form 990-PF, Part II, Line 15
Other Assets

	Book Value	Fair Market Value
Mineral Properties	\$ 10,540.	\$ 2,270,240.
Total	\$ 10,540.	\$ 2,270,240.

Statement 8
Form 990-PF, Part VI, Line 9
Tax Due

Tax Due	\$ 3,392.
Late Interest	77.
Total	\$ 3,469.

Statement 9
Form 990-PF, Part XV, Line 2a-d
Application Submission Information

Name of Grant Program: N/A
 Name:
 Care Of:
 Street Address:
 City, State, Zip Code:
 Telephone:

Statement 9 (continued)
Form 990-PF, Part XV, Line 2a-d
Application Submission Information

Form and Content:	N/A
Submission Deadlines:	N/A
Restrictions on Awards:	N/A

2011

Federal Supporting Detail

Page 1

Bill Pace Cogdell Charitable Trust

75-2737902

**Other Revenue
Amount
Oil & Gas Royalties - Net**

Oil & Gas Royalties - Net (Statement 12)
Less: Property taxes

	\$	679,745.
		<u>-35,750.</u>
Total	\$	<u><u>643,995.</u></u>

**Balance Sheet, Part II, Line 17
Accounts payable and accrued expenses**

Employee payroll taxes payable

	\$	2,949.
Total	\$	<u><u>2,949.</u></u>

[illegible]

BILL PACE COGDELL CHARITABLE TRUST
75-2737902
2011

Form 990-PF, Part XV, Line 3a

Payment to Midland College, University of Texas of the Permian Basin, and/or University of Texas at Arlington for the benefit of the following students:

Name and Address	Relationship	Fdn. Status	Purpose	Amount
Christina Aguirre 301 E. County Road 150 Midland, TX 79706	None	N/A	Scholarship - tuition and books	2,163.59
Sylvia Athayde 3008 S. County Road 1196 Midland, TX 79706	None	N/A	Scholarship - tuition and books	4,194.05
Maria C. Barrera 5201 Anetta Dr Midland, TX 79707	None	N/A	Scholarship - tuition	312.00
Maria Benavides 3100 Kessler Midland, TX 79701	None	N/A	Scholarship - tuition and books	2,181.97
Irma M. Bueno 108 E. Pennsylvania Midland, TX 79701	None	N/A	Scholarship - tuition and books	6,742.35
Melinda Cantu 1701 N. Fairgrounds Rd. 3304 Midland, TX 79706	None	N/A	Scholarship - tuition and books	3,261.45
Katherine F. Castillo 5203 E. County Road 85 Midland, TX 79706	None	N/A	Scholarship - tuition and books	2,394.33
Celia Castro 1122 E. Golf Course Midland, TX 79701	None	N/A	Scholarship - tuition and books	663.97
Joe Castro 1122 E. Golf Course Midland, TX 79701	None	N/A	Scholarship - books	399.77
Arla D. Chavez 1212 Century Odessa, TX 79762	None	N/A	Scholarship - tuition and books	2,278.96
Jose A. Cisneros 3803 Fannin Ave Midland, TX 79707	None	N/A	Scholarship - tuition	757.00

BILL PACE COGDELL CHARITABLE TRUST
75-2737902
2011

Name and Address	Relationship	Fdn. Status	Purpose	Amount
Tracie L. Correa 905 W. Dakota Midland, TX 79701	None	N/A	Scholarship - tuition and books	2,152.73
Cynthia Costilla 1300 S. Pratt Midland, TX 79703	None	N/A	Scholarship - tuition and books	2,234.49
Joshua Cranfill 7814 W. County Road 52 Midland, TX 79707	None	N/A	Scholarship - tuition and books	2,657.03
Haydee C. Deanda 719 Sprayberry Midland, TX 79703	None	N/A	Scholarship - tuition	1,178.00
Ruby G. Diab 1215 S. Baird Midland, TX 79701	None	N/A	Scholarship - tuition and books	1,232.81
Maricela A. Dominguez 1800-B W. County Road 137 Midland, TX 79706	None	N/A	Scholarship - tuition and books	1,708.50
Raul Dominquez 106 Canyon Midland, TX 79703	None	N/A	Scholarship - tuition and books	906.86
Hannah C. Ellis 729 Pinehurst Drive Midland, TX 79705	None	N/A	Scholarship - tuition and books	1,730.39
Stephanie B Frost 5203 Blue Haven Dr. Midland, TX 79703	None	N/A	Scholarship - tuition and books	1,025.09
Luis Gabaldon 1209 E. Golf Road Midland, TX 79701	None	N/A	Scholarship - tuition and books	1,270.87
Bridgett Gagliardi P.O. Box 30166 Midland, TX 79712	None	N/A	Scholarship - tuition and books	2,321.34
Joe Gagliardi P.O. Box 30166 Midland, TX 79712	None	N/A	Scholarship - tuition and books	1,292.76

BILL PACE COGDELL CHARITABLE TRUST

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Name and Address	Relationship	Fdn. Status	Purpose	Amount
Jaime Gandara Jr. 1212 E. Wadley Apt. 502 Midland, TX 79701	None	N/A	Scholarship - tuition and books	6,430.40
Antonio Garcia 1207 Burchill Midland, TX 79703	None	N/A	Scholarship - tuition and books	5,939.15
Joshua M. Gatewood 5707 Highland Blvd. Midland, TX 79707	None	N/A	Scholarship - tuition and books	6,644.40
Abigail I. Gomez 713 Loma Vista Midland, TX 79707	None	N/A	Scholarship - tuition and books	1,161.20
Katarina Graves 3109 W. Louisiana Midland, TX 79701	None	N/A	Scholarship - tuition and books	6,539.80
Angelica Guzman 2901 S. County Road 1223 Midland, TX 79706	None	N/A	Scholarship - tuition and books	1,436.75
Cynthia Hernandez 2400 Holloway Midland, TX 79701	None	N/A	Scholarship - tuition and books	1,883.10
Kelly Herrera 3702 Kniffen Dr. Midland, TX 79705	None	N/A	Scholarship - tuition and books	1,242.77
Dorothy Horrell 10908 E. County Road 97 Midland, TX 79706	None	N/A	Scholarship - tuition and books	1,164.33
Jacob D. Keith 3710 Stanolind Midland, TX 79707	None	N/A	Scholarship - tuition and books	2,657.39
Rebecca Kyei 3408 W. Kansas Midland, TX 79703	None	N/A	Scholarship - tuition	1,250.00
Jeffery G. Lara 510 W. Clifford Odessa, TX 79761	None	N/A	Scholarship - tuition and books	795.36

BILL PACE COGDELL CHARITABLE TRUST
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Name and Address	Relationship	Fdn. Status	Purpose	Amount
Latosha L. Lister 4714 Leisure Midland, TX 79703	None	N/A	Scholarship - tuition and books	2,415.17
Agatha G. Lopez 401 W. Jax Midland, TX 79701	None	N/A	Scholarship - tuition and books	2,394.05
Acelia Lozano 2600 W. Loop 250 N. Apt. 804 Midland, TX 79705	None	N/A	Scholarship - tuition	441.00
Christres McGruder 1210 Lynn Midland, TX 79705	None	N/A	Scholarship - tuition and books	1,567.56
Lucero Mena 1700 N. Main Midland, TX 79701	None	N/A	Scholarship - tuition	1,250.00
Erika Mendoza 4208 W. County Road 114 Midland, TX 79706	None	N/A	Scholarship - tuition and books	1,896.49
Diego E. Montes 2503 Elizabeth Midland, TX 79701	None	N/A	Scholarship - tuition	630.00
Santos Montoya 4400 N. Holiday Hill Rd Apt 804 Midland, TX 79707	None	N/A	Scholarship - tuition and books	1,514.02
Moises Morales Jr. 1302 W. County Road 132 Midland, TX 79706	None	N/A	Scholarship - tuition	1,178.00
Trancito Morrison 4410 Stanolind Ave. Midland, TX 79707	None	N/A	Scholarship - tuition and books	5,353.25
Daniel C. Natividad 1716 S. Mineola Midland, TX 79701	None	N/A	Scholarship - tuition and books	4,554.66
Hilda Natividad 1710 S. Mineola Midland, TX 79701	None	N/A	Scholarship - books	123.62

BILL PACE COGDELL CHARITABLE TRUST
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2011

Name and Address	Relationship	Fdn. Status	Purpose	Amount
Saul Z. Natividad 4317 Versailles Midland, TX 79703	None	N/A	Scholarship - tuition and books	4,789.44
Ruben Ochoa 112 E. Nobles Midland, TX 79701	None	N/A	Scholarship - tuition and books	4,453.37
Ruth Ochoa 3200 Park Lane Midland, TX 79701	None	N/A	Scholarship - tuition and books	2,007.58
Viola C. Ojeda 1407 S. Main Midland, TX 79701	None	N/A	Scholarship - tuition and books	2,262.15
Dominique Padilla 1003 N. Weatherford Midland, TX 79701	None	N/A	Scholarship - tuition and books	785.00
Teresa L. Ramirez 3117 Thomas Ave Midland, TX 79701	None	N/A	Scholarship - tuition and books	331.48
Erika Rodriquez 1206 E. Cedar Midland, TX 79705	None	N/A	Scholarship - tuition and books	6,987.55
Alfredo A. Saenz 3220 Hill Ave. Midland, TX 79701	None	N/A	Scholarship - tuition and books	1,234.96
Elsa M. Saenz 3220 Hill Ave. Midland, TX 79701	None	N/A	Scholarship - tuition and books	829.06
Angelica M. Sanchez 5110 Sunnyside Midland, TX 79703	None	N/A	Scholarship - tuition and books	1,189.18
Amanda Sosa 815 Brooks Midland, TX 79703	None	N/A	Scholarship - tuition and books	7,089.18
Adrienne Trover 605 S. K St. Midland, TX 79701	None	N/A	Scholarship - tuition and books	1,038.09

BILL PACE COGDELL CHARITABLE TRUST
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Name and Address	Relationship	Fdn. Status	Purpose	Amount
Cecilia Trillo 3407 Thomas Midland, TX 79703	None	N/A	Scholarship - tuition	690.00
Julieta R. Vasquez 1307 W. Washington Midland, TX 79701	None	N/A	Scholarship - tuition and books	1,882.72
Hector Villarreal 1705 S. Marshall Midland, TX 79701	None	N/A	Scholarship - tuition and books	5,093.76
Hector Villegas 3905 S. County Road 1210 Midland, TX 79706	None	N/A	Scholarship - tuition and books	802.35
Manuel A. Villegas 3905 S. County Road 1210 Midland, TX 79706	None	N/A	Scholarship - tuition and books	1,334.19
Maria Villegas 1111 W. Kentucky Midland, TX 79701	None	N/A	Scholarship - tuition and books	6,454.45
Martha Villegas 3905 S. County Road 1210 Midland, TX 79706	None	N/A	Scholarship - tuition and books	1,520.00
Thomas J. Weathers 1007 W. Michigan Midland, TX 79701	None	N/A	Scholarship - tuition and books	662.51
Shawna M. Zachery 516 N. Loop 250 Apt 908 Midland, TX 79703	None	N/A	Scholarship - tuition and books	3,222.50
				<u>160,182.30</u>

BILL PACE COGDELL CHARITABLE TRUST
OIL & GAS ROYALTIES (NET TO GROSS)
2011

	CHECK DATE	NET	GPT	OTHER	GROSS
Occidental Permian Ltd	1/25/2011	46,717.63	866.41		47,584.04
	2/25/2011	47,163.73	893.63		48,057.36
	3/25/2011	43,405.98	848.03		44,254.01
	4/25/2011	55,155.56	972.77		56,128.33
	5/25/2011	60,710.26	1,097.38		61,807.64
	6/25/2011	59,400.17	1,157.75		60,557.92
	7/25/2011	54,289.58	1,164.74		55,454.32
	8/25/2011	50,296.31	(4.65)		50,291.66
	9/25/2011	45,887.55	1,065.88		46,953.43
	10/25/2011	47,415.51	1,122.75		48,538.26
	11/25/2011	52,149.66	1,230.87		53,380.53
	12/25/2011	61,876.08	(4,531.63)		57,344.45
		624,468.02	5,883.93	-	630,351.95
Plains Marketing L.P.	1/20/2011	332.88	16.10		348.98
	2/21/2011	76.16	3.68		79.84
	3/21/2011	302.65	14.62		317.27
	4/20/2011	190.85	9.22		200.07
	5/20/2011	111.55	5.39		116.94
	6/20/2011	352.42	17.02		369.44
	7/20/2011	341.58	16.49		358.07
	8/20/2011	254.34	12.29		266.63
	9/20/2011	235.15	11.37		246.52
	10/20/2011	275.65	13.32		288.97
	11/21/2011	233.94	11.31		245.25
	12/20/2011	250.96	12.12		263.08
		2,958.13	142.93	-	3,101.06
Exxon Mobil Corporation	1/04/2011	459.01	14.53		473.54
	1/25/2011	3,015.83	50.69		3,066.52
	1/31/2011	563.04	20.54		583.58
	2/25/2011	2,994.34	48.34		3,042.68
	3/25/2011	3,260.11	64.45		3,324.56
	4/25/2011	4,180.95	75.78		4,256.73
	4/29/2011	537.58	15.66		553.24
	5/25/2011	4,029.61	64.94		4,094.55
	6/24/2011	4,452.94	85.45		4,538.39
	7/25/2011	3,959.61	84.02		4,043.63
	8/25/2011	3,718.53	79.51		3,798.04
	9/23/2011	3,458.73	(5.97)		3,452.76
	10/25/2011	3,295.43	76.58		3,372.01
	10/28/2011	868.17	32.33		900.50
	11/19/2011	3,101.23	60.27		3,161.50
	12/23/2011	4,310.90	108.98		4,419.88
		46,206.01	876.10	-	47,082.11

BILL PACE COGDELL CHARITABLE TRUST
OIL & GAS ROYALTIES (NET TO GROSS)
2011

	CHECK DATE	NET	GPT	OTHER	GROSS
LPC Crude Oil, Inc	1/21/2011	339.06	16.38		355.44
	2/21/2011	176.78	8.53		185.31
	3/21/2011	-	-		-
	4/21/2011	380.16	18.36		398.52
	5/21/2011	-	-		-
	6/21/2011	200.82	9.70		210.52
	7/21/2011	181.79	8.78		190.57
	8/21/2011	-	-		-
	9/21/2011	-	-		-
	10/21/2011	-	-		-
	11/21/2011	-	-		-
	12/21/2011	-	-		-
		<u>1,278.61</u>	<u>61.75</u>	<u>-</u>	<u>1,340.36</u>
Sunoco, Inc.	1/21/2011	452.18	21.86		474.04
	2/23/2011	472.77	22.83		495.60
	3/23/2011	310.61	15.01		325.62
	4/22/2011	529.98	25.60		555.58
	5/23/2011	404.02	19.51		423.53
	6/23/2011	363.24	17.55		380.79
	7/22/2011	347.21	16.77		363.98
	8/23/2011	519.24	25.08		544.32
	9/23/2011	320.81	15.51		336.32
	10/23/2011	310.31	15.18		325.49
	11/23/2011	470.71	22.56		493.27
	12/23/2011	333.25	16.10		349.35
		<u>4,834.33</u>	<u>233.56</u>	<u>-</u>	<u>5,067.89</u>
Total Royalties		<u>679,745.10</u>	<u>7,198.27</u>	<u>-</u>	<u>686,943.37</u>

BILL PACE COGDELL CHARITABLE TRUST
75-2737902
2011

Form 990-PF, Part I, Depreciation - Line 19

Description	Date Acq.	Life	Method	Cost	Accum. Depreciation	2007 Depreciation
Air Cond. Htg. Unit	9/24/99	20 yr	SL	4,049	2,325	202
Leasehold Improvements	10/31/99	7 yr	SL	2,061	2,061	-
Laminator	7/13/00	5 yr	SL	100	100	-
Computer	7/26/00	5 yr	SL	3,419	3,419	-
Office Furniture	8/18/00	7 yr	SL	686	686	-
Leasehold Improvements	9/7/00	20 yr	SL	303	158	15
Office Equipment	10/17/00	7 yr	SL	126	126	-
Executive Desk	10/19/00	7 yr	SL	108	108	-
Office Desk	10/21/00	7 yr	SL	65	65	-
Office Equipment	11/19/00	7 yr	SL	172	172	-
Printers	11/27/00	5 yr	SL	1,078	1,078	-
Workcenter	12/5/00	7 yr	SL	150	150	-
File Cabinets	3/24/01	7 yr	SL	352	340	-
Copier	10/20/02	5 yr	SL	1,947	1,947	-
Computer, Monitor, Printer	1/23/04	5 yr	SL	2,516	2,306	-
Window Blinds	11/20/04	7 yr	SL	375	351	24
Phone, Answer Machine	6/13/05	7 yr	SL	260	204	37
Telephone	9/24/05	7 yr	SL	103	82	15
DSL Equipment	10/21/05	5 yr	SL	449	449	-
Dell Printer	11/21/05	5 yr	SL	325	325	-
Dell Computer	12/15/09	5 yr	SL	3,886	842	777
Office Computer Addition	4/20/10	5 yr	SL	876	117	175
Office Equipment	1/15/10	5 yr	SL	518	104	104
Conference Table & Chairs	12/27/10	5 yr	SL	736	-	147
				24,660	17,515	1,496

**Application for Extension of Time To File an
Exempt Organization Return**

OMB No 1545-1709

Department of the Treasury
Internal Revenue Service► **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***Enter filer's identifying number, see instructions**

Type or print File by the due date for filing your return. See instructions	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	Bill Pace Cogdell Charitable Trust	<input checked="" type="checkbox"/> 75-2737902
	Number, street, and room or suite number. If a P.O. box, see instructions	Social security number (SSN)
	2005 W Missouri Ave	<input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	Midland, TX 79701-6401	

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 (section 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ► Carol C Subia

Telephone No. ► (432) 682-3541FAX No ► (432) 682-0567

- 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 8/15, 20 12, to file the exempt organization return for the organization named above.

The extension is for the organization's return for

► ☒ calendar year 20 11 or► ☐ tax year beginning _____, 20 _____, and ending _____, 20 _____.

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	\$	12,104.
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	\$	8,712.
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	\$	3,392.

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.

BAA For Paperwork Reduction Act Notice, see Instructions.Form **8868** (Rev 1-2012)

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1)

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print File by the extended due date for filing the return. See instructions	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	Bill Pace Cogdell Charitable Trust	<input checked="" type="checkbox"/> 75-2737902
	Number, street, and room or suite number. If a P.O. box, see instructions	Social security number (SSN)
	Jim Collerd, CPA 602 N. Baird St Ste 227	<input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	Midland, TX 79701-4772	

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-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (section 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in care of ☒ Carol C Subia
Telephone No ☒ (432) 682-3541 FAX No. ☒ (432) 682-0567
- 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

- 4 I request an additional 3-month extension of time until 11/15, 20 12
- 5 For calendar year 2011, or other tax year beginning _____, 20____, and ending _____, 20____.
- 6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period
- 7 State in detail why you need the extension Taxpayer respectfully requests additional time to gather information necessary to file a complete and accurate tax return.

8a 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.	8a \$	8,548.
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 and any amount paid previously with Form 8868.	8b \$	8,548.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c \$	0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ☒ Title ☒ Trustee Date ☒

BAA FIF20502L 07/29/11 Form 8868 (Rev 1-2012)