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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	44,565.	37,919.	37,919.
	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)	299,578.	296,781.	366,254.
	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)	-6,437.	0.	0.
	14	Land, buildings, and equipment basis			
		Less accumulated depreciation (attach schedule)			
	15	Other assets (describe ▶ I-15 Stmt )	0.	7,665.	7,665.
	16	Total assets (to be completed by all filers – see the instructions Also, see page 1, item I)	337,706.	342,365.	411,838.
LIABILITIES	17	Accounts payable and accrued expenses			
	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 ▶ I-22 Stmt )	485.	0.	
	23	Total liabilities (add lines 17 through 22)	485.	0.	
NET FUND BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.			<input type="checkbox"/>	
	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	98,376.	98,376.	
	28	Paid-in or capital surplus, or land, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	238,845.	243,989.	
	30	Total net assets or fund balances (see instructions)	337,221.	342,365.	
	31	Total liabilities and net assets/fund balances (see instructions)	337,706.	342,365.	

## 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	337,221.
2	Enter amount from Part I, line 27a	2	-375.
3	Other increases not included in line 2 (itemize) ▶ See Other Increases Stmt	3	7,070.
4	Add lines 1, 2, and 3	4	343,916.
5	Decreases not included in line 2 (itemize) ▶ See Other Decreases Stmt	5	1,551.
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	342,365.

**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)
<b>1a</b> From W.P. Carey & Co. — Schedule K-1			P	various	various
<b>b</b> Merrill Lynch 04J56 — Covered Short Term			P	various	various
<b>c</b> Merrill Lynch 04J56 — Noncovered Short Term			P	various	various
<b>d</b> Merrill Lynch 04J56 — Noncovered Long Term			P	various	various
<b>e</b> Merrill Lynch 04J56 — Other			P	various	various
<b>(e)</b> Gross sales price		<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)	
<b>a</b> 60.			0.	60.	
<b>b</b> 442,270.			455,854.	-13,584.	
<b>c</b> 129,429.			117,471.	11,958.	
<b>d</b> 40,314.			34,255.	6,059.	
<b>e</b> 441,616.			449,643.	-8,027.	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
<b>(i)</b> Fair Market Value as of 12/31/69		<b>(j)</b> Adjusted basis as of 12/31/69	<b>(k)</b> Excess of column (i) over column (j), if any	<b>(l)</b> Gains (Column (h)) gain minus column (k), but not less than -0- or Losses (from column (h))	
<b>a</b> 0.		0.	0.	60.	
<b>b</b>				-13,584.	
<b>c</b> 0.		0.	0.	11,958.	
<b>d</b> 0.		0.	0.	6,059.	
<b>e</b>				-8,027.	
<b>2</b> 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		<b>2</b>	-3,534.
<b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)				<b>3</b>	-3,534.
If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8					

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?  Yes  No

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

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

<b>(a)</b> Base period years Calendar year (or tax year beginning in)	<b>(b)</b> Adjusted qualifying distributions	<b>(c)</b> Net value of noncharitable-use assets	<b>(d)</b> Distribution ratio (column (b) divided by column (c))
2010	78,764.	333,240.	0.236358
2009		294,459.	
2008		487,873.	
2007	30,881.	471,112.	0.065549
2006	3,000.	386,919.	0.007754

- |   |          |          |
|---|----------|----------|
| <b>2</b> Total of line 1, column (d)  | <b>2</b> | 0.309661 |
| <b>3</b> 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 | <b>3</b> | 0.103220 |
| <b>4</b> Enter the net value of noncharitable-use assets for 2011 from Part X, line 5   | <b>4</b> | 404,285. |
| <b>5</b> Multiply line 4 by line 3  | <b>5</b> | 41,730.  |
| <b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)   | <b>6</b> | 87.      |
| <b>7</b> Add lines 5 and 6  | <b>7</b> | 41,817.  |
| <b>8</b> Enter qualifying distributions from Part XII, line 4   | <b>8</b> | 9,101.   |

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	<b>1</b> <b>2</b> <b>3</b> <b>4</b> <b>5</b>	<b>175.</b> <b>0.</b> <b>175.</b> <b>0.</b> <b>175.</b>	
✓ 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			
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-)			
3 Add lines 1 and 2	<b>6a</b> <b>6b</b> <b>6c</b> <b>6d</b>	<b>7</b> <b>8</b> <b>9</b> <b>10</b> <b>11</b>	<b>Refunded</b>
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2011 estimated tax pmts and 2010 overpayment credited to 2011			
b Exempt foreign organizations – tax withheld at source			
c Tax paid with application for extension of time to file (Form 8868)			
d Backup withholding erroneously withheld			
7 Total credits and payments. Add lines 6a through 6d			
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached			
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			
11 Enter the amount of line 10 to be Credited to 2012 estimated tax ►			

**Part VII-A | Statements Regarding Activities**

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?

<b>1a</b>	<b>Yes</b>	<b>No</b>
<b>1a</b>	X	

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?

<b>1b</b>	X	
<b>1b</b>	X	

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?

<b>1c</b>	X	
<b>1c</b>	X	

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?

If 'Yes,' attach a detailed description of the activities.

<b>2</b>	X	
<b>2</b>	X	

3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If 'Yes,' attach a conformed copy of the changes

<b>3</b>	X	
<b>3</b>	X	

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

<b>4a</b>	X	
<b>4a</b>	X	

b If 'Yes,' has it filed a tax return on Form 990-T for this year?

<b>4b</b>	X	
<b>4b</b>	X	

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

<b>5</b>	X	
<b>5</b>	X	

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:

<b>6</b>	X	
<b>6</b>	X	

• By language in the governing instrument, or

<b>6</b>	X	
<b>6</b>	X	

• 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?

<b>6</b>	X	
<b>6</b>	X	

7 Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, column (c), and Part XV

<b>7</b>	X	
<b>7</b>	X	

8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► \_\_\_\_\_

<b>8a</b>	X	
<b>8a</b>	X	

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

<b>8b</b>	X	
<b>8b</b>	X	

9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If 'Yes,' complete Part XIV

<b>9</b>	X	
<b>9</b>	X	

10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses

<b>10</b>	X	
<b>10</b>	X	

**Part VII-A Statements Regarding Activities (continued)**

11		X
12		X
13	X	
Website address ► <u>N/A</u>		
14	The books are in care of ► <u>Ronald E. Spradlin, III</u> Telephone no ► <u>(903) 984-3629</u> Located at ► <u>500 S. Rusk St., Kilgore, TX ZIP + 4</u> ► <u>75662</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>15</u>	
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 ►	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.

1 a 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?  Yes  No
- (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?  Yes  No
- (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?  Yes  No
- (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?  Yes  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)?  Yes  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.)  Yes  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 ► 

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?

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?  Yes  NoIf 'Yes,' list the years ► 20\_\_ , 20\_\_ , 20\_\_ , 20\_\_

b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement — see instructions.)

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\_\_3 a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?  Yes  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.)

4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?  Yes  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?

**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)****5a** During the year did the foundation pay or incur any amount to

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?
- (3) Provide a grant to an individual for travel, study, or other similar purposes?
- (4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

 Yes  No Yes  No Yes  No Yes  No Yes  No**b** If any answer is 'Yes' to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

5b

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? Yes  NoIf '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?

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?

6b X

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
Ronald E. Spradlin, III 200 Wildwood Lane Kilgore TX 75662	President	0.	0.	0.
Eric Brian Marcott P.O. Box 1620 Kilgore TX 75663	Vice Pres.	0.	0.	0.
Nan Shertzer White 2121 San Jacinto, Ste. 1200, Dallas TX 75201	Sec/Treas.	0.	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	-----	-----	-----	-----
0	-----	-----	-----	-----
0	-----	-----	-----	-----
0	-----	-----	-----	-----
0	-----	-----	-----	-----

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

►

None

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**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

**3. Five highest-paid independent contractors for professional services (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**

None

**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 instructions)

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

**Amount**

1

2

All other program-related investments. See instructions.

3

---

**Total.** Add lines 1 through 3

**BAA**

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**Form 990-PF (2011)**

**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	358,092.
1b	52,350.
1c	
1d	410,442.
1e	

b Average of monthly cash balances .....

c Fair market value of all other assets (see instructions) .....

d Total (add lines 1a, b, and c) .....

e Reduction claimed for blockage or other factors reported on lines 1a and 1c  
(attach detailed explanation) 1e

2 Acquisition indebtedness applicable to line 1 assets .....

3 Subtract line 2 from line 1d .....

4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3  
(for greater amount, see instructions)

5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4

6 Minimum investment return. Enter 5% of line 5

2	
3	410,442.
4	6,157.
5	404,285.
6	20,214.

**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	20,214.
2a	175.
2b	
2c	175.
3	20,039.
4	
5	20,039.
6	
7	20,039.

2a Tax on investment income for 2011 from Part VI, line 5

b Income tax for 2011 (This does not include the tax from Part VI)

c Add lines 2a and 2b

3 Distributable amount before adjustments Subtract line 2c from line 1

4 Recoveries of amounts treated as qualifying distributions

5 Add lines 3 and 4

6 Deduction from distributable amount (see instructions)

7 Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1

1	20,214.
2a	175.
2b	
2c	175.
3	20,039.
4	
5	20,039.
6	
7	20,039.

**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	9,101.
1b	
2	
3a	
3b	

b Program-related investments – total from Part IX-B

2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes

3 Amounts set aside for specific charitable projects that satisfy the

a Suitability test (prior IRS approval required)

b Cash distribution test (attach the required schedule)

4 Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4

4	9,101.
5	0.
6	9,101.

5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)

6 Adjusted qualifying distributions. Subtract line 5 from line 4

**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				20,039.
2 Undistributed income, if any, as of the end of 2011:				
a Enter amount for 2010 only			0.	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2011				
a From 2006 3,000.				
b From 2007 31,000.				
c From 2008 38,460.				
d From 2009 41,000.				
e From 2010 62,578.				
f Total of lines 3a through e 176,038.				
4 Qualifying distributions for 2011 from Part XII, line 4 ► \$ 9,101.				
a Applied to 2010, but not more than line 2a 0.				
b Applied to undistributed income of prior years (Election required – see instructions)				
c Treated as distributions out of corpus (Election required – see instructions)				
d Applied to 2011 distributable amount 9,101.				
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)) 10,818.				10,818.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5 165,220.				
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				
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 120.				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
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 165,220.				
10 Analysis of line 9:				
a Excess from 2007 23,182.				
b Excess from 2008 38,460.				
c Excess from 2009 41,000.				
d Excess from 2010 62,578.				
e Excess from 2011 0.				

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Form 990-PF (2011)

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

N/A



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

## 1 Information Regarding Foundation Managers:

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

Ronald E. Spradlin, III

- 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

N/A

**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:**

Ronald E. Spradlin, III

500 S. Rusk St.

Kilgore TX 75662 (903) 984-3629

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

No standard form

- ### c Any submission deadlines

No standard deadline

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

None

**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
<b>Name and address (home or business)</b>				
<i>a Paid during the year</i>				
Chandler PTA 2500 Chandler St				
Kilgore TX 75662		Exempt	General Purpose	100.
Kilgore High School Athletics 301 N Kilgore St				
Kilgore TX 75662		Exempt	General Purpose	1,000.
Rusk County Boys & Girls Club 710 Robertson Blvd				
Henderson TX 75652		Exempt	General Purpose	5,000.
Texas Shakespeare Festival 1100 Broadway				
Kilgore TX 75662		Exempt	General Purpose	3,000.
<b>Total</b>				► 3a 9,100.
<i>b Approved for future payment</i>				
<b>Total</b>				► 3b

## Part XVI-A Analysis of Income-Producing Activities

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(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	86.	
4 Dividends and interest from securities			14	6,477.	
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			18	-3,534.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				3,029.	

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

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



## Form 990-PF, Page 1, Part I, Line 11

**Line 11 Stmt**

Other income:	Rev/Exp Book	Net Inv Inc	Adj Net Inc
<u>Income (loss) from Partnerships</u>	<u>-1,999.</u>	<u>-1,999.</u>	
<u>Capital Gain Distribution</u>	<u>828.</u>	<u>828.</u>	
<u>Section 1250 Gain</u>	<u>93.</u>	<u>93.</u>	
<u>Royalties</u>	<u>188.</u>	<u>188.</u>	
<u>Other Income</u>	<u>7,139.</u>	<u>7,139.</u>	
<u>Section 1231 Gain</u>	<u>770.</u>	<u>770.</u>	
 Total	 <u>7,019.</u>	 <u>7,019.</u>	

## Form 990-PF, Page 1, Part I, Line 23

**Line 23 Stmt**

Other expenses:	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
<u>Bank Fees</u>	<u>119.</u>	<u>119.</u>		
<u>Foreign Taxes</u>	<u>195.</u>	<u>195.</u>		
<u>Other Deductions from K-1's</u>	<u>271.</u>	<u>271.</u>		
<u>Investment Interest Expense</u>	<u>265.</u>	<u>265.</u>		
 Total	 <u>850.</u>	 <u>850.</u>		

## Form 990-PF, Page 2, Part III, Line 3

**Other Increases Stmt**

<u>Nondividend distributions</u>	<u>1,066.</u>
<u>Dissallowed Partnership Loss</u>	<u>6,004.</u>
 Total	 <u>7,070.</u>

## Form 990-PF, Page 2, Part III, Line 5

**Other Decreases Stmt**

<u>Non deductible expenses</u>	<u>486.</u>
<u>Deferred Partnership Loss</u>	<u>1,065.</u>
 Total	 <u>1,551.</u>

## Form 990-PF, Page 2, Part II, Line 15

**Other Assets Stmt**

Line 15 - Other Assets:	Beginning Year Book Value	End of Year	
		Book Value	Fair Market Value
<u>Deposits in transit</u>	<u>0.</u>	<u>7,665.</u>	<u>7,665.</u>
 Total	 <u>0.</u>	 <u>7,665.</u>	 <u>7,665.</u>

Form 990-PF, Page 2, Part II, Line 22

**Other Liab Stmt**

Line 22 - Other Liabilities:	Beginning Year Book Value	Ending Year Book Value
Check in transit	485.	0.
Total	<u>485.</u>	<u>0.</u>