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**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

For calendar year 2011 or tax year beginning , 2011, and ending , 20

Name of foundation  
**LUPE MURCHISON FOUNDATION**

Number and street (or P O box number if mail is not delivered to street address) Room/suite  
**16250 KNOLL TRAIL DR., SUITE 110**

City or town, state, and ZIP code  
**DALLAS, TX 75248**

**A Employer identification number**  
 75-2953224

**B Telephone number (see instructions)**  
 (972) 248-2200

**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, col (c), line 16) ▶ \$ **46,544,053.**

**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)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	10,166.	10,166.		ATCH 1
	4 Dividends and interest from securities	826,039.	826,039.		ATCH 2
	5a Gross rents	48,296.	48,296.		
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-1,146,521.			
	b Gross sales price for all assets on line 6a	16,290,211.			
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)	-1,665,709.	384,852.		ATCH 3	
12 Total. Add lines 1 through 11	-1,927,729.	1,269,353.	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	129,212.	48,455.		64,606.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) ATCH 4	2,429.	1,215.		810.
	b Accounting fees (attach schedule) ATCH 5	89,091.	44,546.		29,703.
	c Other professional fees (attach schedule) *	189,470.	142,103.		
	17 Interest				
	18 Taxes (attach schedule) (see instructions) **	29,965.	26,375.		
	19 Depreciation (attach schedule) and depletion	3,463.	3,463.		
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 8	203,641.	202,910.		50.
	24 Total operating and administrative expenses				
	Add lines 13 through 23	647,271.	469,067.		95,169.
25 Contributions, gifts, grants paid	1,965,000.			1,965,000.	
26 Total expenses and disbursements Add lines 24 and 25	2,612,271.	469,067.	0	2,060,169.	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-4,540,000.				
b Net investment income (if negative, enter -0-)		800,286.			
c Adjusted net income (if negative, enter -0-)			0		

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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		169,118.	6,963,180.	6,963,179.
	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 schedule)			* 150,000.	ATCH 9
		Less allowance for doubtful accounts		225,000.	150,000.	150,000.
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U.S. and state government obligations (attach schedule)				
	b	Investments - corporate stock (attach schedule) ATCH 10		216,831.	216,831.	216,831.
	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) ATCH 11		46,725,099.	39,194,043.	39,194,043.	
14	Land, buildings, and equipment basis					
	Less accumulated depreciation (attach schedule)					
15	Other assets (describe ATCH 12)		20,000.	20,000.	20,000.	
16	<b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item I)		47,356,048.	46,544,054.	46,544,053.	
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	<b>Total liabilities</b> (add lines 17 through 22)		0	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/>			and complete lines 24 through 26 and lines 30 and 31.		
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds		39,368,018.	43,096,024.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund		7,988,030.	3,448,030.	
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	<b>Total net assets or fund balances</b> (see instructions)		47,356,048.	46,544,054.	
31	<b>Total liabilities and net assets/fund balances</b> (see instructions)		47,356,048.	46,544,054.		

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 47,356,048.
2	Enter amount from Part I, line 27a	2 -4,540,000.
3	Other increases not included in line 2 (itemize) ATTACHMENT 13	3 3,728,006.
4	Add lines 1, 2, and 3	4 46,544,054.
5	Decreases not included in line 2 (itemize)	5
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30	6 46,544,054.

**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 SEE PART IV SCHEDULE				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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 }	2	-1,170,012.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8			3	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)

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

(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	2,238,687.	43,916,438.	0.050976
2009	2,338,498.	43,608,965.	0.053624
2008	2,607,033.	45,296,272.	0.057555
2007	2,321,403.	51,222,324.	0.045320
2006	29,571.	48,602,188.	0.000608
2 Total of line 1, column (d)			2 0.208083
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.041617
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 46,497,676.
5 Multiply line 4 by line 3			5 1,935,094.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 8,003.
7 Add lines 5 and 6			7 1,943,097.
8 Enter qualifying distributions from Part XII, line 4 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			8 2,060,169.

**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 instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b . . . . .	1	8,003.
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	8,003.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . . . .	4	0
5	<b>Tax based on investment income</b> Subtract line 4 from line 3 If zero or less, enter -0- . . . . .	5	8,003.
6	<b>Credits/Payments</b>		
a	2011 estimated tax payments and 2010 overpayment credited to 2011 . . . . .	6a	27,180.
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	<b>Total credits and payments</b> Add lines 6a through 6d . . . . .	7	27,180.
8	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached . . . . .	8	2.
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . . . .	9	
10	<b>Overpayment</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . . . .	10	19,175.
11	Enter the amount of line 10 to be <b>Credited to 2012 estimated tax</b> <input type="checkbox"/> 19,175. <b>Refunded</b> <input type="checkbox"/> <b>11</b>	11	

**Part VII-A Statements Regarding Activities**

	Yes	No
1 a		X
b		X
c		X
d		
e		
2		X
3		X
4 a		X
b	X	
5		X
6	X	
7	X	
8 a		
b	X	
9		X
10		X

**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)			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)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	X		
Website address <input type="checkbox"/> N/A				
14	The books are in care of <input type="checkbox"/> J. V. SMITH PC C/O JERRY SMITH Telephone no <input type="checkbox"/> 972/248-2200			
	Located at <input type="checkbox"/> 16250 KNOLL TRAIL DR, SUITE 110 DALLAS, TX ZIP + 4 <input type="checkbox"/> 75248			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/>			
	and enter the amount of tax-exempt interest received or accrued during the year <input type="checkbox"/> 15			
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 <input type="checkbox"/>		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
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? <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 checked="" type="checkbox"/> Yes <input 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 checked="" type="checkbox"/> Yes <input 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"/>	1 b	X
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?	1 c	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 <input type="checkbox"/>		
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)	2 b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <input type="checkbox"/>		
3 a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input checked="" type="checkbox"/> Yes <input 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)	3 b	X
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	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?	4 b	X

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

5a During the year did the foundation pay or incur any amount to... (1) Carry on propoganda... (2) Influence the outcome of any specific public election... (3) Provide a grant to an individual for travel... (4) Provide a grant to an organization other than a charitable... (5) Provide for any purpose other than religious... b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify... c If the answer is "Yes" to question 5a(4), does the foundation claim exemption... 6a Did the foundation, during the year, receive any funds... 6b Did the foundation, during the year, pay premiums... 7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? 7b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

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).

Table with 5 columns: (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. Row 1: ATTACHMENT 14, 129,212., 0, 0.

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

Table with 5 columns: (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. Row 1: 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
ATTACHMENT 15		264,919.
Total number of others receiving over \$50,000 for professional services . . . . .		0

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

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

	Expenses
1 N/A	
2	
3	
4	

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

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

	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3 . . . . .	

**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	19,716,209.
b	Average of monthly cash balances	1b	3,548,113.
c	Fair market value of all other assets (see instructions)	1c	23,941,440.
d	Total (add lines 1a, b, and c)	1d	47,205,762.
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	47,205,762.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	708,086.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	46,497,676.
6	Minimum investment return. Enter 5% of line 5	6	2,324,884.

**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	2,324,884.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	8,003.
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	8,003.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,316,881.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	2,316,881.
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	2,316,881.

**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	2,060,169.
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	2,060,169.
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	8,003.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,052,166.

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 . . . . .				2,316,881.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only . . . . .			1,857,802.	
b Total for prior years 20 09 , 20 08 , 20 07 . . . . .				
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 . . . . .				
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 2,060,169 . . . . .				
a Applied to 2010, but not more than line 2a . . . . .			1,857,802.	
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 . . . . .				202,367.
e Remaining amount distributed out of corpus . . . . .				
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 . . . . .				
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 instructions . . . . .				
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instructions . . . . .				
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012 . . . . .				2,114,514.
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) . . . . .				
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)**

NOT APPLICABLE

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

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

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

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

**1 Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

ATTACHMENT 16

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

ATTACHMENT 17

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

ATTACHMENT 18

**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 <i>Paid during the year</i>  ATTACHMENT 19				
<b>Total</b> ..... ▶ <b>3a</b>				1,965,000.
b <i>Approved for future payment</i>				
<b>Total</b> ..... ▶ <b>3b</b>				





Lupe Murchison Foundation  
Gain/Loss Report from K-1s  
12/31/2011

Short-Term	
From K-1, Line 8	
CLO OPPORTUNITY FUND LP	1012
ATLANTIC TRUST FUND MLP	53470
BRANDYWINE-GLOBAL FIXED INCOME	58121
MONTAUK TRIGARD IV LP FUND	1158
LCKM INVESTMENT PARTNERSHIP LP	-2248
SONSNOWSKI FUND (Q P.)	7922
LANSFORD CAPITAL	-12395

Total	<u>107040</u>
40% of Line 11C	
MONTAUK TRIGARD IV LP FUND	18.4
LANSFORD CAPITAL	<u>-6077.2</u>
	-6058.8

Total Short-Term 100981

Total Gain/Loss from K-1s 326243

UBIT Gains/Losses from K-1s

Short-Term	
From K-1, Line 8	
LCKM INVESTMENT PARTNERSHIP LP	<u>-329</u>
	-329

Total UBIT Gain/Loss from K-1s 23491

Total Investment Gain/Loss from K-1s 302752

Long-Term	
From K-1, Line 9	
WARD TRUST	488
CLO OPPORTUNITY FUND LP	251866
ATLANTIC TRUST FUND MLP	28206
HW SPRING CREEK PARTNERS LP	-335743
BRANDYWINE-GLOBAL FIXED INCOME	24532
MONTAUK TRIGARD IV LP FUND	102533
LCKM INVESTMENT PARTNERSHIP LP	163042
SONSNOWSKI FUND (Q P )	-571
LANSFORD CAPITAL	<u>-3</u>

Total	<u>234350</u>
60% of Line 11C	
MONTAUK TRIGARD IV LP FUND	27.6
LANSFORD CAPITAL	<u>-9115.8</u>
	-9088.2

Total Long-Term 225262

Long-Term	
From K-1, Line 9	
LCKM INVESTMENT PARTNERSHIP LP	<u>23820</u>
	23820

**FORM 990-PF - PART IV  
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
15932454.		PUBLICLY TRADED SECURITIES 17436732.				P	-1504278.	
31,514.		CAPITAL GAINS DISTRIBUTIONS					31,514.	
302,752.		INVESTMENT CAPITAL GAINS FROM K-1S					302,752.	
TOTAL GAIN(LOSS) .....							<u>-1170012.</u>	

ATTACHMENT 1

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
GRAND BANK CHG	506.	506.
GRAND BANK MMA	9,649.	9,649.
GLOVISTA	11.	11.
TOTAL	<u>10,166.</u>	<u>10,166.</u>

ATTACHMENT 2

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
GULF COAST	87,750.	87,750.
ORD DIVIDENDS CHARLES SCHWAB ND22435592	124,861.	124,861.
QUAL DIVIDENDS CHARLES SCHWAB NC2243559	308,356.	308,356.
DIVIDENDS - GLOVISTA	13,042.	13,042.
INTEREST INCOME ROYAL GORGE NOTE JVS	11,025.	11,025.
DIVIDENDS - SCHAEFFER	12,464.	12,464.
INTEREST FROM K-1S	216,264.	216,264.
DIVIDENDS FROM K-1S	52,277.	52,277.
TOTAL	<u>826,039.</u>	<u>826,039.</u>

ATTACHMENT 3

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
GROSS ROYALTIES FROM PASS THRU	362,309.	362,309.
ESPUELA GAS PARTNERS	-5,537.	
JDM MINERALS LTD	5,830.	
LA PLATA LGM CORP	129,832.	
LGM RESOURCES	20,955.	
LGM STARR COUNTY LP	29,310.	
GRAND ISLE	-352.	
AT MLP FUND	19,017.	64.
HW SPRING CREEK PARTNERS LP	-2,189,072.	
BRANDYWINE GLOBAL FIXED INCOME FUND	10,393.	10,393.
MONTAUK TRIGUARD	-21,914.	2,913.
LKCM INVESTMENT PARTNERSHIP	1,867.	3,113.
ESPUELA GAS PARTNERS II	39,459.	
ESPUELA GAS PARTNERS III	-9,675.	
LANSFORD CAPITAL	-58,272.	5,919.
MISC INCOME	40.	40.
OTHER INCOME	101.	101.
TOTALS	<u>-1,665,709.</u>	<u>384,852.</u>

ATTACHMENT 4

FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
LEGAL FEES-OTHER	2,429.	1,215.		810.
TOTALS	<u>2,429.</u>	<u>1,215.</u>		<u>810.</u>

ATTACHMENT 5

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
ACCOUNTING	89,091.	44,546.		29,703.
TOTALS	<u>89,091.</u>	<u>44,546.</u>		<u>29,703.</u>

ATTACHMENT 6

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
ADVISORY/DUE DILLIGENCE- OTHER	13,642.	10,232.
INVESTMENT ADVISORY FEE-CAPROC	137,500.	103,125.
TAX PREPARATION	38,328.	28,746.
TOTALS	<u>189,470.</u>	<u>142,103.</u>

ATTACHMENT 7

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
NET INVESTMENT TAXES	15,000.	
NET UBTI TAXES PAID	-11,757.	
PROPERTY TAXES PAID	17.	17.
IRS FILING FEE	695.	348.
FOREIGN TAXES	21,593.	21,593.
FOREIGN TAXES FROM K-1S	4,417.	4,417.
TOTALS	<u>29,965.</u>	<u>26,375.</u>

ATTACHMENT 8

FORM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
PROPERTY & LIABILITY INSURANCE	22,915.	22,915.	
BANK FEES	150.	75.	50.
ROYALTY EXPENSES	64,366.	64,366.	
OTHER PROFOLIO EXPENSES	115,554.	115,554.	
NON-DEDUCTIBLE EXPENSES	656.		
	<u>203,641.</u>	<u>202,910.</u>	<u>50.</u>
TOTALS	<u>203,641.</u>	<u>202,910.</u>	<u>50.</u>

ATTACHMENT 9

FORM 990PF, PART II - OTHER NOTES AND LOANS RECEIVABLE

BORROWER: JERRY V. SMITH, TRUSTEE  
 ORIGINAL AMOUNT: 900,000.  
 INTEREST RATE: 4.900000  
 DATE OF NOTE: 11/01/2001  
 REPAYMENT TERMS: ANNUAL INSTALLMENT OF \$75,000 PLUS 4.9% INT ON BAL  
 SECURITY PROVIDED: ROYAL GORGE STOCK  
 PURPOSE OF LOAN: LGM ESTATE SOLD 100% OF STOCK IN BUSINESS

BEGINNING BALANCE DUE .....	225,000.
ENDING BALANCE DUE .....	<u>150,000.</u>
ENDING FAIR MARKET VALUE .....	<u>150,000.</u>
TOTAL BEGINNING OTHER NOTES AND LOANS RECEIVABLE	<u>225,000.</u>
TOTAL ENDING BOOK - OTHER NOTES AND LOANS RECEIVABLE	<u>150,000.</u>
TOTAL ENDING FMV - OTHER NOTES AND LOANS RECEIVABLE	<u>150,000.</u>

ATTACHMENT 10

FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
GULF COAST WATER CO. 351 SH	105,300.	105,300.	105,300.
FRANKLIN BANK STOCK	111,531.	111,531.	111,531.
TOTALS	<u>216,831.</u>	<u>216,831.</u>	<u>216,831.</u>

FORM 990PF, PART II - OTHER INVESTMENTS

ATTACHMENT 11

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
<b>EQUITY FUNDS:</b>			
ISHARES EAFE INDEX FUND	3,373,576.	1,238,306.	1,238,306.
ISHARES EMERGING MARKETS FUND	2,128,735.	2,154,329.	2,154,329.
ISHARES MSCI GROWTH INDEX FUND	2,478,607.	3,915,935.	3,915,935.
MORGAN STANLEY INTERNATIONAL	2,983,304.	2,339,323.	2,339,323.
VANGUARD DIVIDEND	4,170,478.	710,970.	710,970.
VANGUARD GROWTH INDEX	2,783,799.	85,127.	85,127.
VANGUARD 500 INDEX	1,664,507.	684,914.	684,914.
GLOVISTA EQUITIES		810,689.	810,689.
GLOVISTA ETFS			
SCHAEFFER CULLEN EQUITIES			
<b>BOND FUNDS:</b>			
PIMCO REAL RETURN FUND	1,925,856.	991,139.	991,139.
DOUBLELINE TOTAL RETURN FUND		252,181.	252,181.
PIMCO TOTAL RETURN FUND	2,207,160.	991,801.	991,801.
STONE HARBOR LOCAL			
<b>DOMESTIC PARTNERSHIPS:</b>			
LKCM PARTNERSHIP	3,153,571.	3,316,479.	3,316,479.
ESPUELA GAS PARTNERS 2005, LP	267,630.	267,630.	267,630.
JDM MINERALS LTD	338,188.	315,861.	315,861.
LA PLATA COUNTY LGM CORP	1,360,982.	1,401,965.	1,401,965.
LGM RESOURCES LLC	432,479.	430,720.	430,720.
LGM RESOURCES STARR COUNTY LP	228,081.	247,443.	247,443.
GRAND ISLE-LGM RESOURCES STARR	-3,127.		
GLEN ABBEY LP	1,483,557.	2,200,000.	2,200,000.
ATLANTIC TRUST MLP FUND, LLC	607,431.	1,035,042.	1,035,042.
ENCAP ENERGY INFRASTRUCTURE FE	155,344.	448,361.	448,361.
225 CANYON ROAD LIMITED	1,272,550.	1,275,214.	1,275,214.
CLO OPPORTUNITY FUND	545,579.		
LONE STAR RACE PARK	-2,632.		
HW SPINGCREEK PARTNERS LP	175,000.		
BRANDYWINE GLOBAL FUND	3,032,222.	2,999,104.	2,999,104.
ESPUELA GAS PARTNERS II LP	1,230,191.	755,915.	755,915.

ATTACHMENT 11 (CONT'D)

FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
MONTAUK TRIGUARD FUND, LP	882,345.	1,233,178.	1,233,178.
ESPUELA GAS PARTNERS III LP		287,020.	287,020.
OFFSHORE PARTNERSHIPS:			
PINEHURST INSTITUTIONAL FD	3,791,457.	3,835,855.	3,835,855.
SILVERCREEK LOW VOLUME STRATEG	3,229,708.	2,222,894.	2,222,894.
COMMERCE STREET INCOME	363,752.	363,752.	363,752.
G.S. DISTRESSED FUND, LP	464,769.	878,673.	878,673.
SONSNOWSKI FUND		484,016.	484,016.
BLUE LION CAPITAL		1,020,207.	1,020,207.
TOTALS	<u>46,725,099.</u>	<u>39,194,043.</u>	<u>39,194,043.</u>

ATTACHMENT 12

FORM 990PF, PART II - OTHER ASSETS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
ART	20,000.	20,000.	20,000.
TOTALS	<u>20,000.</u>	<u>20,000.</u>	<u>20,000.</u>

ATTACHMENT 13

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
BOOK/TAX DIFF GAIN RECOG/UNREALIZED APPR	3,728,006.
TOTAL	<u>3,728,006.</u>

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 14

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>
JERRY V. SMITH J. V. SMITH PROFESSIONAL CORP. 16250 KNOLL TRAIL DRIVE, STE 110 DALLAS, TX 75007	TRUSTEE, ACCOUNTANT, RECORDS	57,705.
COMPENSATION RELATED TO TRUSTEE WORK (PAID TO JVSPC): \$57,705		
ROBERT MCCULLOCH HAYNES & BOONE 901 MAIN STREET, STE 3100 DALLAS, TX 75201	TRUSTEE	40,932.
TRUSTEE FEES: \$ 40,932 TOTAL PAID TO HAYNES & BOONE \$ 40,932		
D. MICHAEL REDDEN 5720 GLENEAGLES DRIVE PLANO, TX 75093	TRUSTEE	30,575.
TRUSTEE FEES \$30,575		
GRAND TOTALS		<u>129,212.</u>

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALS

ATTACHMENT 15

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
J.V. SMITH, PROFESSIONAL CORPORATION JERRY V. SMITH IS THE 100% OWNER OF J.V. SMITH, PROFESSIONAL CORPORATION. THIS COMPANY PROVIDED SERVICES TO THE FOUNDATION IN PURSUIT OF ITS EXEMPT PURPOSE RELATED TO BOOKKEEPING AND TAX PREPARATION. THESE FUNCTIONS WERE BILLED OUT AT THE SAME RATE AS THE SERVICES THE COMPANY PROVIDED TO OTHER CLIENTS. THE MAJORITY OF THESE FEES WENT TO PAY JVSPC EMPLOYEES AND CONTRACTORS.		127,419.
FEES (OTHER THAN TRUSTEE FEES) PAID TO JVSPC:		
ACCOUNTING FEES	89,091	
TAX PREPARATION	38,328	
	-----	
TOTAL FEES PAID TO JVSPC:		\$ 127,419
CAPROCK CAPITAL, LLC 16250 KNOLL TRAIL DRIVE DALLAS, TX 75248 JERRY V. SMITH IS THE A 50% OWNER OF CAPROCK CAPITAL, LLC. THIS COMPANY PROVIDED SERVICES TO THE FOUNDATION AS AN INVESTMENT ADVISOR. THIS FEE WAS NEGOTIATED BETWEEN THE TWO INDEPENDENT TRUSTEES AND CAPROCK CAPITAL, LLC, AND THE FEE IS SIMILAR TO THOSE CHARGED FOR SERVICES THE COMPANY PROVIDED TO OTHER CLIENTS. THE MAJORITY OF THIS FEE WENT TO PAY CAPROCK EMPLOYEES AND CONTRACTORS.		137,500.
FEES PAID TO CAPROCK CAPITAL, LLC:		
INVESTMENT ADVISORY FEE	\$ 137,500	
	-----	
TOTAL FEES PAID TO CAPROCK:		\$ 137,500
TOTAL COMPENSATION		<u>264,919.</u>

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

JERRY V. SMITH, TRUSTEE  
16250 KNOLL TRAIL DRIVE, STE 110  
DALLAS, TX 75248  
972/248-2200

ATTACHMENT 17

990PF, PART XV - FORM AND CONTENTS OF SUBMITTED APPLICATIONS

APPLICATION SHOULD BE SUBMITTED IN WRITING AND INCLUDE INTERNAL  
REVENUE CODE ORGANIZATION STATUS.

990PF, PART XV - RESTRICTIONS OR LIMITATIONS ON AWARDS

MUST BE AN IRC QUALIFIED CHARITABLE ORGANIZATION-THE FOUNDATION CONTRIBUTES TO IRC CHARITABLE ORGANIZATIONS, FOCUSING PRIMARILY ON (I) QUALIFIED CHARITABLE ORGANIZATION THAT ADMINISTER THE FUNDING OF PROGRAMS THAT PROVIDE EDUCATIONAL AND MEDICAL BENEFITS TO CHILDREN, (II) QUALIFIED CHARITABLE ORGANIZATIONS THAT ADMINISTER THE FUNDING OF STUDENT SCHOLARSHIPS, AND (III) GRANTS TO THE SOUTHWESTERN MEDICAL FOUNDATION.

LUPE MURCHISON FOUNDATION

75-2953224

FORM 990E, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 19

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
METHODIST HEALTH SYSTEM FOUNDATION P O BOX 655999 DALLAS, TX 75265-5999	PUBLIC	DONATION TO HELP ENHANCE THE PEDIATRIC EMERGENCY AND TRAUMA SERVICES	125,000
CHRISTIAN COMMUNITY ACTION 200 SOUTH MILL STREET LEWISVILLE, TX 75057	PUBLIC	DONATION TO CHARITY GENERAL FUND	170,000
FOSTERS HOME FOR CHILDREN 1779 N GRAHAM STEPHENVILLE, TX 76401	PUBLIC	DONATION TO CHARITY GENERAL FUND	25,000.
THE UNIVERSITY OF NORTH TEXAS FOUNDATION P O BOX 64469 DENTON, TX 76201	PUBLIC	DONATION TO THE GRADUATE FELLOWSHIP ENDOWMENT TO HELP PROVIDE SCHOLARSHIPS FOR STUDENTS	400,000
MERCY STREET 3801 HOLYSTONE DALLAS, TX 75212	PUBLIC	MISSION GENERAL FUND	100,000
COUNCIL FOR LIFE 4516 LOVERS LANE, PNB NO 103 DALLAS, TX 75225-6993	PUBLIC	DONATION TO CHARITY GENERAL FUND	50,000

LUPE MURCHISON FOUNDATION

75-2953224

FORM 990-E, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 19 (CONT'D.)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
PFAMILY ARTS 4017 PRESTON ROAD #544 LAKESIDE MARKET PLANO, TX 75093	PUBLIC	DONATION TO HELP FUND THE EDUCATION PROGRAMS AT PFAMILY ARTS	10,000.
SOUTHWESTERN MEDICAL FOUNDATION 5323 HARRY HINES BLVD DALLAS, TX 75390-9166	PUBLIC	DONATION TO HOSPITAL	400,000
DALLAS THEOLOGICAL SEMINARY 3909 SWISS AVENUE DALLAS, TX 75204	PUBLIC	DONATION TO CHARITY GENERAL FUND	50,000
PHOENIX HOUSES OF TEXAS 2351 WEST NORTHWEST HIGHWAY SUITE 3265 DALLAS, TX 75220	PUBLIC	TO GENERAL FUND OF PHOENIX HOUSES OF TEXAS	25,000
CENTER FOR STUDY OF NEW TESTAMENT MANUSCRIPTS 2001 WEST PLANO PKWY STE 1043 PLANO, TX 75075	PUBLIC	DONATION TO GENERAL FUND	25,000
TEXAS HEALTH PRESBYTERIAN FOUNDATION 8440 WALNUT HILL LANE, STE 800 DALLAS, TX 75231-4496	PUBLIC	DONATION TO CHARITY GENERAL FUND FOR LITERATURE AND MEDICAL SEMINAR	50,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 19 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
CHRIST THE KING CATHOLIC CHURCH 8017 PRESTON ROAD DALLAS, CA 75225	PUBLIC	GENERAL FUND CONTRIBUTION	250,000
BROTHER BILL'S HELPING HAND 3430 ODESSA STREET DALLAS, TX 75212	PUBLIC	CONTRIBUTION TOWARDS BROTHER BILL'S HELPING HAND BUILDING CAMPAIGN	50,000
OVERSEAS COUNCIL PO BOX 17368 INDIANAPOLIS, IN 46217	PUBLIC	GENERAL FUND CONTRIBUTION TOWARDS ADVANCING CHRISTIAN LEADERS	25,000.
RESTORATION OUTREACH OF DALLAS 1128 SABINE STREET DALLAS, TX 75203	PUBLIC	GENERAL FUND 2010-2011 CONTRIBUTION TO SHEPHERD AND RESTORE EX-OFFENDERS IN THE DALLAS COMMUNITY	25,000
SCOVELL SCHOLARSHIP FOUNDATION ONE LEGENDS WAY ARLINGTON, TX 76011	PUBLIC	CONTRIBUTION FOR THE BENEFIT OF TEXAS TECH STUDENTS	50,000
LIFE TALK RESOURCE CENTER 8380 WARREN PKWY STE 204 FRISCO, TX 75034	PUBLIC	GENERAL FUND CONTRIBUTION TO HELP PEOPLE NAVIGATE SOME OF LIFE'S MOST DIFFICULT CHALLENGES	25,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 19 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SALESMANSHIP CLUB OF DALLAS 106 EAST TENTH STREET DALLAS, TX 75203	PUBLIC	ONE TIME CONTRIBUTION	35,000
LIBERTY INSTITUTE 2001 WEST PLANO PARKWAY, SUITE 1600 PLANO, TX 75075	PUBLIC	GENERAL FUND CONTRIBUTION TO HELP PROTECT FREEDOMS AND STRENGTHEN FAMILIES	25,000
BUCKNER INTERNATIONAL 600 N PEARL ST , STE 2000 DALLAS, TX 75201	PUBLIC	CONTRIBUTION FOR GENERAL FUND	25,000
CITY SQUARE 409 NORTH HASKELL AVE DALLAS, TX 75246	PUBLIC	CONTRIBUTION TO THE GENERAL FUND	25,000

TOTAL CONTRIBUTIONS PAID 1,965,000

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 20

<u>DESCRIPTION</u>	<u>BUSINESS CODE</u>	<u>AMOUNT</u>	<u>EXCLUSION CODE</u>	<u>AMOUNT</u>	<u>RELATED OR EXEMPT FUNCTION INCOME</u>
UBTI OIL & GAS	212000	209,823.			
UBTI REAL ESTATE	531390	-2,189,072.			
UBTI OTHER FINANCE	525990	-71,338.			
TAX-EXEMPT INCOME EXCLUDED FROM EXCISE TAX					26.
TOTALS		<u>-2,050,587.</u>			<u>26.</u>