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Form **990-PF**Department of the Treasury Internal Revenue Service

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

Treated as a Private Foundation

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

2011 2011

For calendar year 2011 or tax year beginning and ending Name of foundation A Employer identification number BERT F WINSTON SR FOUNDATION 76-0662270 Number and street (or P O box number if mail is not delivered to street address) Room/suite B Telephone number PO BOX 522 281-342-3825 City or town, state, and ZIP code C If exemption application is pending, check here RICHMOND, TX 77406-0522 Initial return G Check all that apply: Initial return of a former public charity D 1. Foreign organizations, check here Final return Amended return Foreign organizations meeting the 85% test, check here and attach computation Address change Name change H Check type of organization: X Section 501(c)(3) exempt private foundation E If private foundation status was terminated Other taxable private foundation Section 4947(a)(1) nonexempt charitable trust under section 507(b)(1)(A), check here I Fair market value of all assets at end of year J Accounting method: X Cash Accrual If the foundation is in a 60-month termination Other (specify) (from Part II, col. (c), line 16) under section 507(b)(1)(B), check here 214,710. (Part I, column (d) must be on cash basis.) ▶\$ Part | Analysis of Revenue and Expenses (d) Disbursements for charitable purposes (cash basis only) (c) Adjusted net (a) Revenue and (b) Net investment (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a)) expenses per books income ıncome 775 Contributions, gifts, grants, etc., received N/A Check I If the foundation is not required to attach Sch B Interest on savings and temporary cash investments 8,501 8,501 STATEMENT Dividends and interest from securities 1,714. 1,618. STATEMENT 5a Gross rents b Net rental income or (loss) 2,261 6a Net gain or (loss) from sale of assets not on line 10 Gross sales price for all assets on line 6a 153,487. 2,261 7 Capital gain net income (from Part IV, line 2) 8 Net short-term capital gain Income modifications 10a Gross sales less returns and allowances b Less Cost of goods sold c Gross profit or (loss) 11 Other income 13,251 12,380 12 Total. Add lines 1 through 11 0. Compensation of officers, directors, trustees, etc 0 0 15 r.
16a Legal ie.
b Accounting tee.
c Other professional te.
17 Interest
18 Taxes
19 Depreciation and depletion MAY 2 1
20 Occupancy
21 Travel, conferences, and meetings EN
22 Printing and publications
23 Other expenses
24 Total operating and administrative
expenses. Add lines 13 through 23
25 Contributions, gifts, grants paid
Total expenses and disbursements
14 lines 24 and 25
19 Total expenses and disbursements
19 Interest
19 Depreciation and depletion MAY 2 1
20 Occupancy
21 Travel, conferences, and meetings EN
22 Printing and publications
23 Other expenses
24 Total operating and administrative
expenses. Add lines 13 through 23
25 Contributions, gifts, grants paid
26 Total expenses and disbursements
27 Interest
28 Time 26 from line 12:
29 Year expenses and disbursements
20 Occupancy
21 Travel, conferences, and meetings EN
22 Printing and publications
23 Other expenses
24 Total operating and administrative
expenses. Add lines 13 through 23
25 Contributions, gifts, grants paid
26 Total expenses and disbursements
29 Interest
20 Occupancy
21 Travel, conferences, and meetings EN
22 Printing and publications
23 Other expenses
24 Total operating and administrative
expenses. Add lines 13 through 23
25 Contributions, gifts, grants paid
26 Total expenses and disbursements
27 Interest
28 Occupancy
29 Occupancy
20 Occupancy
20 Occupancy
20 Occupancy
21 Travel, conferences, and meetings EN
21 Travel, conferences, and meetings EN
22 Printing and publications
23 Other expenses
24 Total operating and administrative
expenses and disbursements
29 Occupancy
20 Occupancy
20 Occupancy
21 Travel, conferences, and meetings EN
21 Travel, conferences, and meetings EN
22 Printing and publications
23 Other expenses and disbursements
24 Interest
25 Occupancy
26 Occupancy
27 Occupancy
28 Occupancy
29 Occupancy
20 Occupancy
20 Occupancy
20 Occupancy
20 Occupancy
20 Occupancy
21 Travel, conferences, and meetings EN
22 Occupancy
23 Other expenses
24 Occupancy
25 Occupancy
26 Occupancy
26 Occupancy
27 Occupancy
28 Occupancy
29 Occupancy
2 14 Other employee salaries and wages 2,675 338 1,337. 569 569 0. Q 157 24 0. 13 STMT 6 6. 1,938 3,414 1,343. 8,500 8,500. 11,914 1,938 9,843. 1,337 10,442 c Adjusted net income (if negative, enter -0-) N/A

| Foi | rm 99 | 00-PF (2011) BERT F WINSTON SR FOUND | ATION Beginning of year | 76 - End o | 0662270 Page 2 |
|---------------|-------|---|--------------------------|----------------|---------------------------|
| P | art | II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only | (a) Book Value | (b) Book Value | (c) Fair Market Value |
| | T | Cash - non-interest-bearing | (a) DOOK VAILLE | (b) BOOK Value | (C) I all Ivial Ket Value |
| | 2 | Savings and temporary cash investments | 166,482. | 163,702. | 163,702. |
| | I - | Accounts receivable > 77. | 100,402. | 103,702. | 103,702. |
| | 3 | Less: allowance for doubtful accounts | 5. | 77. | 77. |
| | 1 | Pledges receivable | | | |
| | " | Less; allowance for doubtful accounts | | | |
| | 5 | Grants receivable | | | |
| | 6 | Receivables due from officers, directors, trustees, and other | | | |
| | " | disqualified persons | | | |
| | 7 | Other notes and loans receivable | | | |
| | ′ | Less; allowance for doubtful accounts | | | |
| G | 8 | Inventories for sale or use | | | |
| Assets | 9 | Prepaid expenses and deferred charges | | | |
| As | l - | Investments - U.S. and state government obligations | | | |
| | 1 | Investments - c.s. and state government obligations Investments - corporate stock STMT 7 | 45,833. | 49,878. | 50,931. |
| | | Investments - corporate bonds | =3,033. | | |
| | 11 | Investments - land, buildings, and equipment, basis | | | |
| | '' | Less accumulated depreciation | - | | |
| | 12 | Investments - mortgage loans | - | | |
| | 13 | Investments - other | | | |
| | 14 | Land, buildings, and equipment: basis | | - | |
| | ' | Less accumulated depreciation | | | |
| | 15 | Other assets (describe > | | | |
| | ' | , in accord (accorded = | | | |
| | 16 | Total assets (to be completed by all filers) | 212,320. | 213,657. | 214,710. |
| _ | 17 | Accounts payable and accrued expenses | 212/3201 | 22370374 | 222/1201 |
| | 18 | Grants payable | | · | |
| ທ | 19 | Deferred revenue | | | |
| Liabilities | 1 | Loans from officers, directors, trustees, and other disqualified persons | | | |
| ig | 21 | Mortgages and other notes payable | | | |
| Ë | 1 | Other liabilities (describe > | | | |
| | | | | | |
| | 23 | Total liabilities (add lines 17 through 22) | 0. | 0. | |
| | | Foundations that follow SFAS 117, check here | | | |
| | | and complete lines 24 through 26 and lines 30 and 31. | | | |
| Ses | 24 | Unrestricted | | | |
| Fund Balances | 25 | Temporarily restricted | | | |
| Bal | 26 | Permanently restricted | | | |
| ď | İ | Foundations that do not follow SFAS 117, check here | | | |
| Ē | | and complete lines 27 through 31. | | | |
| Net Assets or | 27 | Capital stock, trust principal, or current funds | 0. | 0. | |
| set | 28 | Paid-in or capital surplus, or land, bldg., and equipment fund | 0. | 0. | |
| As | 29 | Retained earnings, accumulated income, endowment, or other funds | 212,320. | 213,657. | |
| š | 30 | Total net assets or fund balances | 212,320. | 213,657. | |
| _ | | | | | |
| | 31 | Total liabilities and net assets/fund balances | 212,320. | 213,657. | |
| | art | III Analysis of Changes in Net Assets or Fund B | alances | | - |
| = | | | | | |
| 1 | | net assets or fund balances at beginning of year - Part II, column (a), line | 30 | | |
| | • | st agree with end-of-year figure reported on prior year's return) | | 1 | 212,320. |
| | | r amount from Part I, line 27a | | 2 | 1,337. |
| | | r increases not included in line 2 (itemize) | | 3 | 0. |
| | | lines 1, 2, and 3 | | 4 | 213,657. |
| | | eases not included in line 2 (itemize) | | 5 | 0. |
| 6 | Tota | net assets or fund balances at end of year (line 4 minus line 5) - Part II, co | olumn (b), line 30 | 6 | 213,657. |
| | | | | | Form 990-PF (2011) |

| Form 990-PF (2011) BERT | F WINSTON SR | FOUNDAT | ION | | | | 7 | <u>6-066</u> | 2270 | Page 3 | |
|---|--|--------------------|---------------------------------------|---------------|------------|------------|----------|------------------------------|-------------------------------------|---------------|--|
| | | | | | How ac | iiase | (c) Date | acquired lay, yr.) | (d) Dat (mo., da | | |
| 1a SEE STATEMENT A | | | | ١. ٢ | - Don | | | 1/10 | 12/3 | | |
| b SEE STATEMENT A | | | | | | | | $\frac{1/10}{0/10}$ | $\frac{12/3}{12/3}$ | | |
| C DIE DIFFERENT I | | | - | \vdash | | - | 14/5 | 0/10 | 12/3 | 1/11 | |
| d | | | | <u> </u> | _ | - | | | | | |
| е | | | | | | | | | | | |
| (e) Gross sales price | (f) Depreciation allowed (or allowable) | | st or other basis expense of sale | | | • | | ain or (loss s (f) minus | | | |
| a 110,931. | | | 115,51 | 2. | | | | | <4 | ,581. | |
| b 42,556. | | | 35,71 | 4. | | | | | 6 | ,842. | |
| С | | | | | | | | | | | |
| d | | | | | | | | | | | |
| e | | 1 | | | | | | | | | |
| Complete only for assets showing | g gain in column (h) and owned b | <u> </u> | | | | (1) | Gains (C | Col. (h) gain | minus | | |
| (i) F.M.V. as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | | cess of col. (1) | | | COI. | Losses | not less tha (from col. (| h)) | | |
| a | | | · · · · · · · · · · · · · · · · · · · | | | | | | <4 | <u>,581.</u> | |
| b | | | | | | | | | 6 | ,842. | |
| C | | | | | | | | | | | |
| d | | ļ | | | | | | | | | |
| <u>e</u> | | | | $\overline{}$ | | | | | | | |
| 2 Capital gain net income or (net cap | ((| 0- ın Part I, line | 7 7 | } | 2 | | | | 2 | ,261. | |
| 3 Net short-term capital gain or (loss | | and (6): | | ٦ | | | | | | | |
| If gain, also enter in Part I, line 8, on If (loss), enter -0- in Part I, line 8 | column (c). | | | · P | 2 | | | N/A | | | |
| | nder Section 4940(e) fo | r Reduced | Tax on Net | Inv | estn | nent Inc | ome | 11/21 | | | |
| (For optional use by domestic private | foundations subject to the section | 1 4940(a) tax on | net investment in | come | 2.) | | | | _ | | |
| | | | | | , | | | | | | |
| If section 4940(d)(2) applies, leave the | ıs part blank. | | | | | | | | | | |
| Was the foundation liable for the secti If "Yes," the foundation does not qualit | | | • | iod? | | | | | Yes | X No | |
| 1 Enter the appropriate amount in e | | | | s. | | | | | | | |
| (a) Base period years Calendar year (or tax year beginnin | g in) Adjusted qualifying d | ıstrıbutıons | Net value of no | (c) nchai | | use assets | | Distrit (col. (b) div | (d) oution ratio ided by col. | (c)) | |
| 2010 | | 11,467. | | 220,512 | | | .052002 | | | | |
| 2009 | | 12,015. | | | 216,860. | | | | | | |
| 2008 | | 11,752. | | | 233,498. | | | .050330 | | | |
| 2007 | | 7,225. | | | | 2,513 | | | | <u> 29792</u> | |
| 2006 | | 6,853. | | | <u> 15</u> | 6,136 | • | | . 04 | <u>43891</u> | |
| 2 Total of line 1, column (d) | | | | | | | 2 | _, | . 2 | <u>31419</u> | |
| 3 Average distribution ratio for the 5 | | l on line 2 by 5, | or by the number | of ye | ars | | | | | | |
| the foundation has been in existen | ce if less than 5 years | | | | | | 3 | | .04 | 46284 | |
| 4 Enter the net value of noncharitable | e-use assets for 2011 from Part X | , line 5 | | | | | 4 | | 219 | ,411. | |
| 5 Multiply line 4 by line 3 | | | | | | | 5 | | 10 | ,155. | |
| 6 Enter 1% of net investment income | e (1% of Part I, line 27b) | | | | | | 6 | | - | 104. | |
| 7 Add lines 5 and 6 | | | | | | | 7 | | 10 | ,259. | |
| B Enter qualifying distributions from | Enter qualifying distributions from Part XII, line 4 | | | | | 8 | | 9 | ,843. | | |
| If line 8 is equal to or greater than See the Part VI instructions. | line 7, check the box in Part VI, lin | e 1b, and comp | lete that part using | g a 1º | % tax r | ate. | | | | | |

| Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions 1a Exempt operating foundations described in section 4940(d)(2), check here ▶ and enter "N/A" on line 1. Date of ruling or determination letter: (attach copy of letter if necessary-see instructions) b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ and enter 1% of Part I, line 27b c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b). | • |
|--|-------------|
| Date of ruling or determination letter: | 9. |
| b Domestic foundations that meet the section 4940(e) requirements in Part V, check here 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, col. (b). | 9. |
| 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, col. (b). | 19. |
| c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b). | |
| | |
| | _ |
| | 0. |
| 3 Add lines 1 and 2 3 20 | |
| | 0. |
| 5 Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0- | 19. |
| 6 Credits/Payments: | |
| a 2011 estimated tax payments 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 | 0. |
| 8 Enter any penalty for underpayment of estimated tax. Check here if Form 2220 is attached 8 | |
| 9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed | <u> 19.</u> |
| 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 ▶ Refunded ▶ 11 | |
| Part VII-A Statements Regarding Activities | |
| 1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in Yes | <u>No</u> |
| any political campaign? | X |
| b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? | 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? | X |
| d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: | |
| (1) On the foundation. ► \$ O . (2) On foundation managers. ► \$ O . | |
| e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation | |
| managers. ▶ \$ 0 . | |
| 2 Has the foundation engaged in any activities that have not previously been reported to the IRS? | X |
| If "Yes," attach a detailed description of the activities. | |
| 3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or | |
| bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes | X |
| 4a 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 4b | |
| 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? | 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: | |
| 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? | |
| 7 Did the foundation have at least \$5,000 in assets at any time during the year? | |
| If "Yes," complete Part II, col. (c), and Part XV. | |
| 8a Enter the states to which the foundation reports or with which it is registered (see instructions) | |
| TX | |
| b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) | |
| of each state as required by General Instruction G? If "No," attach explanation | |
| 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 | |
| | Х |
| | X |

| | 1990-PF (2011) BERT F WINSTON SR FOUNDATION 76-0662 | <u> 1270</u> | | <u> Page 5</u> |
|----|--|--------------|----------|----------------|
| Pa | art 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? | 13 | Х | |
| | Website address ►N/A | | | |
| 14 | The books are in care of ► MR GARY POCHYLA Telephone no. ► 281 – 34 | 12-3 | 825 | |
| | Located at ► 2116 THOMPSONS HWY, STE 111, RICHMOND TX ZIP+4 ►77 | 1469 | -54 | <u>15</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 | 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, | | Yes | No |
| | securities, or other financial account in a foreign country? | 16 | | X |
| | See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign | | | |
| | country | | | |
| Pa | rt VII-B Statements Regarding Activities for Which Form 4720 May Be Required | | | |
| | File Form 4720 if any item is checked in the "Yes" column, unless an exception applies. | | Yes | No |
| 1a | During the year did the foundation (either directly or indirectly): | | | |
| | (1) Engage in the sale or exchange, or leasing of property with a disqualified person? | | | |
| | (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) | | | |
| | a disqualified person? | | | |
| | (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? | | | |
| | (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? | | | |
| | (5) Transfer any income or assets to a disqualified person (or make any of either available | | | |
| | for the benefit or use of a disqualified person)? | | | |
| | (6) Agree to pay money or property to a government official? (Exception. Check "No" | | | |
| | if the foundation agreed to make a grant to or to employ the official for a period after | | | |
| | termination of government service, if terminating within 90 days.) | | | |
| b | If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations | | | |
| | section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? N/A | 1b | | |
| | 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? | 1c | l | 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)): | | | |
| а | At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning | | | |
| | before 2011? | | | |
| | If "Yes," list the years > , , , , , | | | |
| 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 | | |
| C | If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. | | | |
| | > | | | |
| За | Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time | | İ | |
| | during the year? | | | |
| b | If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after | | | |
| | May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose | | | |
| | of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, | | | |
| | Form 4720, to determine if the foundation had excess business holdings in 2011) N/A | 3ь | | |
| 4a | Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? | 4a | | X |
| | Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that | | T | |
| | had not been removed from jeopardy before the first day of the tax year heginning in 2011? | Ah | ļ | x |

| Part VII-B Statements Regarding Activities for Which | Form 4720 May Re | Required (control | 76-06622 wed) | 70 | Page 6 |
|--|---|-----------------------------------|--|----------|-----------------------|
| 5a During the year did the foundation pay or incur any amount to: | . The Tree May be | (COITEE | ueu) | I | Т. |
| (1) Carry on propaganda, or otherwise attempt to influence legislation (section | n 4945(e))? | v | es X No | | |
| (2) Influence the outcome of any specific public election (see section 4955); | , | | .5 (22) 110 | ļ | |
| any voter registration drive? | | | es X No | ŀ | |
| (3) Provide a grant to an individual for travel, study, or other similar purposes | 37 | | es X No | ŀ | |
| (4) Provide a grant to an organization other than a charitable, etc., organization | | | | į | |
| 509(a)(1), (2), or (3), or section 4940(d)(2)? | | | es X No | } | |
| (5) Provide for any purpose other than religious, charitable, scientific, literary | , or educational purposes, or | | | - | |
| the prevention of cruelty to children or animals? | , | | es X No | | |
| b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify un | der the exceptions described | | | į | |
| section 53.4945 or in a current notice regarding disaster assistance (see instri | | _ | N/A | 5b | |
| Organizations relying on a current notice regarding disaster assistance check l | here | | ▶□ [| | |
| c If the answer is "Yes" to question 5a(4), does the foundation claim exemption to | from the tax because it mainta | ained | | - 1 | |
| expenditure responsibility for the grant? | | | es 🔲 No | | ŀ |
| If "Yes," attach the statement required by Regulations section 53.494 | | • | | | |
| 6a Did the foundation, during the year, receive any funds, directly or indirectly, to | | | | | |
| a personal benefit contract? | | | es X No | | |
| b Did the foundation, during the year, pay premiums, directly or indirectly, on a | personal benefit contract? | | | 6Ь | 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? | Y€ | es X No | i | į |
| b If "Yes," did the foundation receive any proceeds or have any net income attrib | | | | 7b | |
| Part VIII Information About Officers, Directors, Trust | | anagers, Highly | | | • |
| Paid Employees, and Contractors | | | | | |
| 1 List all officers, directors, trustees, foundation managers and their | compensation. | | | | |
| (a) Name and address | (b) Title, and average hours per week devoted | (c) Compensation (If not paid, | (d) Contributions to employee benefit plans and deferred compensation | (e) 8 | expense ant, other |
| (a) Name and address | to position | enter -0-) | and deterred compensation | allo | wances |
| | | | | | |
| | | | | | |
| SEE STATEMENT 8 | | 0. | 0. | | <u>0.</u> |
| | | | | | |
| | _ | | | | |
| | | <u> </u> | | | |
| | | | | | |
| | | | • | l | |
| | | | | | |
| | | | | | |
| | | | | | |
| 2. Companyation of five highest poid and a selection (About to the | | | | | |
| 2 Compensation of five highest-paid employees (other than those inc | (b) Title, and average | enter "NONE." | (d) Contributions to | 1-15 | vnasoo |
| (a) Name and address of each employee paid more than \$50,000 | hours per week | (c) Compensation | employee benefit plans and deferred | accou | xpense int, other |
| NOVE | devoted to position | | compensation | allo | wances |
| NONE | | | | | |
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| Table number of other ample and an indicators | <u> </u> | | | <u> </u> | |
| Total number of other employees paid over \$50,000 | | | | | 0 |

| | 0662270 Page 7 |
|---|------------------|
| Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued) | |
| 3 Five highest-paid independent contractors for professional services. If none, enter "NONE." | |
| (a) Name and address of each person paid more than \$50,000 (b) Type of service | (c) Compensation |
| | (C) Compensation |
| NONE | |
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| 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 |
| | |
| 1N/A | - |
| | 4 |
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| 2 |] |
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| 3 | |
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| 4 | - |
| | 4 |
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| Part IX-B Summary of Program-Related Investments | |
| Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2. | Amount |
| 1 N/A | |
| | 1 |
| | 1 |
| 0 | |
| 2 | 1 |
| | 4 |
| | |
| All other program-related investments. See instructions. | |
| 3 | |
| | |
| | 1 |
| Total, Add lines 1 through 3 | 0. |

| P | art X Minimum Investment Return (All domestic foundations must complete this part. Foreign four | ndations | s, 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 | 59,240. |
| b | Average of monthly cash balances | 1b | 163,512. |
| c | Fair market value of all other assets | 1c | |
| d | Total (add lines 1a, b, and c) | 1d | 222,752. |
| е | 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 | 222,752. |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) | 4 | 3,341. |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 219,411. |
| 6_ | Minimum investment return. Enter 5% of line 5 | 6 | 10,971. |
| P | art XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and foreign organizations check here and do not complete this part.) | d certair | 1 |
| 1 | Minimum investment return from Part X, line 6 | 1 | 10,971. |
| 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 | 2c | <u> 209.</u> |
| 3 | Distributable amount before adjustments. Subtract line 2c from line 1 | 3 | 10,762. |
| 4 | Recoveries of amounts treated as qualifying distributions | 4 | 0. |
| 5 | Add lines 3 and 4 | 5 | 10,762. |
| 6 | Deduction from distributable amount (see instructions) | 6 | 0. |
| <u>7</u> | Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | 7 | 10,762. |
| P | art XII Qualifying Distributions (see instructions) | | |
| 1 | Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes: | | <u></u> |
| а | Expenses, contributions, gifts, etc total from Part I, column (d), line 26 | 1a | 9,843. |
| b | Program-related investments - total from Part IX-B | 1b | 0. |
| 2 | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes | 2 | |
| 3 | Amounts set aside for specific charitable projects that satisfy the: | | |
| а | 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 | 9,843. |
| 5 | Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment | | |
| | income. Enter 1% of Part I, line 27b | 5 | <u> </u> |
| 6 | Adjusted qualifying distributions Subtract line 5 from line 4 | 6 | 9,843. |
| | Note: The amount on line 6 will be used in Part V. column (b), in subsequent years when calculating whether the foundation of | nualifies | for the section |

4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

| 1 Destrobushes amount for 2011 from Part XI, the 7 2 Undertrobushes amount for 2010 only b Troll for price years: 3 Excess destributions carryover, if any, to 2011: a From 2006 b From 2007 c From 2008 d From 2010 1 Total for price 3 at broughe 4 Unushying distributions for 2011 from Part XII, this 4 to From 2010 1 Total for line 3 at broughe 4 Unushying distributions for 2011 from Part XII, this 4 to From 2010 2 Applied to undistributed income of prior years (Election required -see instructions) 6 Treated as distributions of to copies 6 Treated as distributions of to copies 7 Treated as distributions of the come or prior years (Election required -see instructions) 6 Treated as distributions of the come or prior years (Election required -see instructions) 7 Treated as distributions of the come or prior years (Election required -see instructions) 9 Treated as distributions of the come or prior years (Election required -see instructions) 9 Treated as distributions of the come or prior years (Election required see instructions) 9 Treated as distributions of the come or prior years (Election required see instructions) 9 Treated as distributions of the come or prior years (Election required see instructions) 9 Treated as distributions of the come or prior years (Election required see instructions) 9 Treated as distributions of the series or prior years (Election required see instructions) 1 Treated by Treated as distributions of the series or prior years (Election required see instructions) 1 Treated as distributions of the series or prior years (Election required see instructions) 1 Treated as distributions are prior to prior years (Election required see instructions) 1 Treated as distributions carryover from 2006 1 Treated as distributions carryover from 2006 1 Treated as distributions carryover from 2006 1 Treated as distributions carryover from 2006 1 Treated as distributions carryover from 2006 1 Treated as distributions carryover from 2006 1 Treated as distributions carryover from 2006 1 Treated as distribut | | (a) Corpus | (b) Years prior to 2010 | (c) 2010 | (d) 2011 |
|---|---|---------------|----------------------------|-------------|---------------------|
| 2. Uncombuted recover, if any, is of the evid of 2011 a Finter amount for 2010 only b Total for prior years: 3. Excess distributions carryover, if any, to 2011: a From 2006 From 2007 c From 2009 e From 2010 1. Total of lines 3s through e 4. Outshiping distributions for 2011 from Part XII, line 4; P. S. 9, 84.3. Applied to 2010, but not more than line 2a. Applied to 2010, but not more than line 2a. Applied to addistribution income of prior years: (Election required - see instructions) c Freated as distributions out of corpus (Election required - see instructions) d Applied to 2011 distributable amount e Part xiii, in et al. P. S. 5. Excess statishedness anyone spelest to 101 (gran amount distributed out of corpus (Election required - see instructions) 5. Excess statishedness anyone spelest to 101 (gran amount spelest and to 101) (gran amount spelest and total cancel and total cancel and total cancel and total cancel and total cancel and total cancel and total cancel and total cancel and total cancel and total cancel and total cancel and total cancel and total cancel and total cancel and total cancel and total cancel and total cancel and | 1 Distributable amount for 2011 from Part XI, | | | | |
| a Enter amount for 2010 only b Total for prior years: D. SEXESS destributions carryover, if any, to 2011: a From 2006 b From 2007 c From 2008 d From 2009 c From 2009 l From 2009 l From 2016 T Total of lines 3 through e O. A Usualifying distributions for 2011 from Part XII, line 42 № S Applied to 2010, but not more than line 2 Applied to 2010, but not more than line 2 Applied to 2010 but not more than line 2 Applied to 2010 but not more than line 2 Applied to 2010 but not more than line 2 Applied to 2010 but not more than line 2 Applied to 2010 but not more than line 2 Applied to 2010 but not more than line 2 Applied to 2010 but not more than line 2 Applied to 2010 but not more than line 2 Applied to 2010 but not more than line 2 Applied to 2011 distributed a corrous (Election required - see instructions) O 1,496 - 1, | —————————————————————————————————————— | | | | <u> </u> |
| \$ | | | | | |
| g Excess distributions carryover, if any, to 2011; a From 2006 b From 2007 c From 2009 d From 2009 d From 2009 d From 2010 1 Total of lines 3 through e 1 Outlying distributions for 2011 from Part XII, inv. 4 ► S 9, 843. A Applied to 2010, but not more than line 2a A Applied to 2010, but not more than line 2a A Applied to 2010, but not more than line 2a A Applied to 2010, but not more than line 2a 1 Freated as distributions out of corpus (Election required - see instructions) 0 Applied to 2011 distributable amount el Remaning amount distributed out of corpus (Election required - see instructions) 0 Applied to 2011 distributable amount el Remaning amount distributed out of corpus (Election required - see instructions) 0 Applied to 2011 distributable amount el Remaning amount distributed out of corpus (Election required - see instructions) 0 Applied to 2011 distributable amount el Remaning amount distributed out of corpus 1 Applied to 2011 distributable amount el Remaning amount distributed out of corpus 0 . 1 Applied to 2012 distributions 0 . 2 Corpus de distributions carryover from 2006 the section 4942(a) tax has been premously assessed 0 . 2 Corpus to statisty requirements imposed by section 179(0)(1)(F) or 4942(0)(3) 0 . 2 Excess from 2008 Excess from 2008 Excess from 2008 Excess from 2009 Ex | | | | 8,347. | |
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| 1 Total of less 3a through e 0 | | | | | |
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| 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 A Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) 8 Excess distributions carryover from 2006 not applied on line 5 or line 7 9 Excess distributions carryover to 2012 Subtract lines 7 and 8 from line 6a 10 Analysis of line 9: a Excess from 2007 b Excess from 2007 b Excess from 2009 d Excess from 2010 | 2 Corpus Add lines 31, 4c, and 4e Subtract line 5 | 0. | | | |
| 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 instr. f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) 8 Excess distributions carryover from 2006 not applied on line 5 or line 7 9 Excess distributions carryover to 2012 Subtract lines 7 and 8 from line 6a 10 Analysis of line 9: a Excess from 2007 b Excess from 2009 d Excess from 2010 | b Prior years' undistributed income. Subtract | | | | - |
| 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 instr. f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) 8 Excess distributions carryover from 2006 not applied on line 5 or line 7 9 Excess distributions carryover to 2012 Subtract lines 7 and 8 from line 6a 10 Analysis of line 9: a Excess from 2007 b Excess from 2008 c Excess from 2009 d Excess from 2009 d Excess from 2010 | | | 0. | | |
| 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 instr. Undistributed income tor 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) Excess distributions carryover from 2006 not applied on line 5 or line 7 Excess distributions carryover to 2012 Subtract lines 7 and 8 from line 6a Analysis of line 9: a Excess from 2007 b Excess from 2009 d Excess from 2009 d Excess from 2010 | | | | | |
| 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 instr. f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) 8 Excess distributions carryover from 2006 not applied on line 5 or line 7 9 Excess distributions carryover to 2012 Subtract lines 7 and 8 from line 6a 10 Analysis of line 9: a Excess from 2008 c Excess from 2009 d Excess from 2009 d Excess from 2010 | | | | | |
| 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 instr. f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) 8 Excess distributions carryover from 2006 not applied on line 5 or line 7 9 Excess distributions carryover to 2012 Subtract lines 7 and 8 from line 6a 10 Analysis of line 9: a Excess from 2007 b Excess from 2008 c Excess from 2009 d Excess from 2009 d Excess from 2010 | | | | | |
| amount - see instructions e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr. f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) 8 Excess distributions carryover from 2006 not applied on line 5 or line 7 9 Excess distributions carryover to 2012 Subtract lines 7 and 8 from line 6a 10 Analysis of line 9: a Excess from 2007 b Excess from 2008 c Excess from 2009 d Excess from 2010 | assessed | | 0. | | |
| e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr. 1 Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) 8 Excess distributions carryover from 2006 not applied on line 5 or line 7 9 Excess distributions carryover to 2012 Subtract lines 7 and 8 from line 6a 10 Analysis of line 9: a Excess from 2007 b Excess from 2008 c Excess from 2009 d Excess from 2010 | d Subtract line 6c from line 6b. Taxable | | | | |
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| f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) 8 Excess distributions carryover from 2006 not applied on line 5 or line 7 9 Excess distributions carryover to 2012 Subtract lines 7 and 8 from line 6a 10 Analysis of line 9: a Excess from 2007 b Excess from 2008 c Excess from 2009 d Excess from 2010 | | | | _ | |
| lines 4d and 5 from line 1. This amount must be distributed in 2012 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) 8 Excess distributions carryover from 2006 not applied on line 5 or line 7 9 Excess distributions carryover to 2012 Subtract lines 7 and 8 from line 6a 10 Analysis of line 9: a Excess from 2007 b Excess from 2008 c Excess from 2009 d Excess from 2010 | | | | 0. | |
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| corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) 8 Excess distributions carryover from 2006 not applied on line 5 or line 7 9 Excess distributions carryover to 2012 Subtract lines 7 and 8 from line 6a 10 Analysis of line 9: a Excess from 2007 b Excess from 2008 c Excess from 2009 d Excess from 2010 | | | | | 9,266. |
| section 170(b)(1)(F) or 4942(g)(3) 8 Excess distributions carryover from 2006 not applied on line 5 or line 7 9 Excess distributions carryover to 2012 Subtract lines 7 and 8 from line 6a 10 Analysis of line 9: a Excess from 2007 b Excess from 2008 c Excess from 2009 d Excess from 2010 | | | | | |
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| 9 Excess distributions carryover to 2012 Subtract lines 7 and 8 from line 6a 10 Analysis of line 9: a Excess from 2007 b Excess from 2008 c Excess from 2010 d Excess from 2010 | - | n | | | |
| Subtract lines 7 and 8 from line 6a 10 Analysis of line 9: a Excess from 2007 b Excess from 2008 c Excess from 2010 d Excess from 2010 | | | | | <u></u> |
| 10 Analysis of line 9: a Excess from 2007 b Excess from 2008 c Excess from 2009 d Excess from 2010 | | ا م | | | |
| a Excess from 2007 b Excess from 2008 c Excess from 2010 d Excess from 2010 | | | | | |
| b Excess from 2008 c Excess from 2009 d Excess from 2010 | · 1 | | | | |
| c Excess from 2009 d Excess from 2010 | · | | | | |
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| e Excess from 2011 | d Excess from 2010 | | | | |
| | e Excess from 2011 | | | | |

| Form 990-PF (2011) BERT F W Part XIV Private Operating For | INSTON SK Indations (see in | structions and Part V | II-A guestion 9) | N/A | 62270 Page |
|--|---------------------------------------|---|--------------------------|-------------------------------|---------------------|
| 1 a If the foundation has received a ruling or o | | | 174 9400000000 | N/A | |
| foundation, and the ruling is effective for 2 | | | | | |
| b Check box to indicate whether the foundate | • | * | in caction | A0A2(1)(2) or A | 942(1)(5) |
| | | T TOUTIQATION DESCRIBED | | 4942(j)(3) or49 | 942(J)(5) |
| 2 a Enter the lesser of the adjusted net | Tax year (a) 2011 | (b) 2010 | Prior 3 years (c) 2009 | (d) 2008 | (a) Tatal |
| income from Part I or the minimum | (4) 2011 | (0) 2010 | (6) 2003 | (u) 2000 | (e) Total |
| investment return from Part X for | | | | 1 | |
| each year listed | | | | | |
| b 85% of line 2a | | | | | |
| c Qualifying distributions from Part XII, | | | | | |
| line 4 for each year listed | | <u> </u> | | | |
| d Amounts included in line 2c not | | | | | |
| used directly for active conduct of | | | 1 | İ | |
| 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 | · · · · · · · · · · · · · · · · · · · | <u> </u> | | | |
| 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 Inform | | | if the foundation | on had \$5,000 or m | ore in assets |
| at any time during the | | ructions.) | | - | |
| 1 Information Regarding Foundation | | | | | _ |
| a List any managers of the foundation who he year (but only if they have contributed more) | iave contributed more | than 2% of the total consection 507(d)(2)) | tributions received by t | he foundation before the clo | se of any tax |
| • • | e man wo,000). (See : | section 507 (u)(2).) | | | |
| NONE | | | | | |
| b List any managers of the foundation who conter entity) of which the foundation has a | | | (or an equally large po | rtion of the ownership of a p | artnership or |
| ** | 10% of greater filtere | St. | | | |
| ONE | | | | | |
| 2 Information Regarding Contribution | | | | | |
| Check here I if the foundation only | makes contributions | to preselected charitable | organizations and doe | s not accept unsolicited requ | iests for funds. If |
| the foundation makes gifts, grants, etc. (se | | | | complete items 2a, b, c, and | 1 0. |
| a The name, address, and telephone number | of the person to who | m applications should be | addressed: | | |
| SEE STATEMENT 9 | | | | | |
| b The form in which applications should be s | ubmitted and informa | tion and materials they s | hould include: | | |
| c Any submission deadlines: | | | | | |
| | | | | | |
| d Any restrictions or limitations on awards, s | | | | | |

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 Foundation Purpose of grant or Amount any foundation manager status of contribution Name and address (home or business) or substantial contributor recipient a Paid during the year CITY OF RICHMOND FIRE DEPT. OTHER PUBLIC FOR THE GENERAL FUND 112 JACKSON ST. CHARITY RICHMOND TX 77469 1,000. FORT BEND COUNTY FAIR ASSOCIATION OTHER PUBLIC FOR THE GENERAL FUND P.O. BOX 428 CHARITY ROSENBERG, TX 77471 500. RICHMOND ROTARY OTHER PUBLIC FOR THE GENERAL FUND 1012 MORTON STREET CHARITY RICHMOND TX 77469 500. FORT BEND SENIORS MEALS ON WHEELS OTHER PUBLIC FOR THE GENERAL FUND P.O. BOX 1488 CHARITY 500. ROSENBERG TX 77471 CITY OF RICHMOND DEVELOPMENT OTHER PUBLIC FOR THE GENERAL FUND CORPORATION CHARITY 402 MORTON STREET RICHMOND TX 77469 2.500. SEE CONTINUATION SHEET(S) **▶** 3a Total 8.500. b Approved for future payment NONE Total

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

| Enter gross amounts unless otherwise indicated. | Unrelated | business income | | ed by section 512, 513, or 514 | (e) |
|---|-----------------|------------------|-----------------------|--------------------------------|-----------------------------------|
| - | (a) Business | (b) Amount | (C) Exclu- sion | (d) Amount | Related or exempt function income |
| 1 Program service revenue: | code | 7,1104111 | code | 7 anount | - Idilotton moorno |
| ab | - | | + | | |
| | 1 1 | | + | + | |
| | | · | | | |
| O | | | | | |
| e | | | | | |
| g Fees and contracts from government agencies | - | | | | |
| 2 Membership dues and assessments | | - | | | |
| 3 Interest on savings and temporary cash | | | | | |
| investments | | | 14 | 8,501. | |
| 4 Dividends and interest from securities | | | 14 | 1,714. | |
| 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 | 2,261. | |
| 9 Net income or (loss) from special events | | | - | | |
| 10 Gross profit or (loss) from sales of inventory | | | | | |
| 11 Other revenue: | | | | | |
| a | | | - | | |
| b | 1 1 | | | | |
| <u> </u> | 1 1 | · | + + | | |
| d | - | | | | |
| 12 Subtotal. Add columns (b), (d), and (e) | | 0 | | 12,476. | 0. |
| 13 Total. Add line 12, columns (b), (d), and (e) | <u> </u> | | •1 1 | 13 | 12,476. |
| (See worksheet in line 13 instructions to verify calculations.) |) | | | 10 | <u> </u> |
| | | | | D | |
| Part XVI-B Relationship of Activities | to the Accol | inplishment of E | =xempt | Purposes | |

| Part X\ | Relationship of Activities to the Accomplishment of Exempt Purposes | | | | | | |
|---------------|---|--|--|--|--|--|--|
| Line No. ▼ | Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). | | | | | | |
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| | 0-PF (2011) BE | RT F WINS | TON SR F | OUNDATION | | | <u> </u> | 0662270 | Pa | ge 13 |
|--------------|---|-------------------------------|---------------------------|--------------------------------|-------------|-----------------------|---|--------------------------------|-----------|-------------------|
| Part | | on Regarding Organizations | Transfers To | and Transaction | ns ar | nd Relations | ships With No | ncharitable | | |
| 1 Did | the organization directly | or indirectly engage | in any of the follow | ing with any other organ | ızatıor | n described in sec | tion 501(c) of | | Yes | No |
| the | Code (other than section | i 501(c)(3) organizat | ions) or in section 5 | 527, relating to political o | organiz | zations? | | | | |
| a Tra | ansfers from the reporting | foundation to a non | charitable exempt o | organization of: | | | | | | ! [|
| (1) | Cash | | | | | | | 1a(1) | | X |
| (2) | Other assets | | | | | | | 1a(2) | | X |
| b Otl | ner transactions: | | | | | | | | | |
| (1) | Sales of assets to a non | charitable exempt or | ganization | | | | | 1b(1) | | X |
| (2) | Purchases of assets fro | m a noncharitable ex | empt organization | | | | | 1b(2) | | X |
| (3) | Rental of facilities, equip | oment, or other asset | ts | | | | | 1b(3) | | X |
| (4) | Reimbursement arrangi | ements | | | | | | 1b(4) | | X |
| (5) | Loans or loan guarante | es | | | | | | 1b(5) | | X |
| (6) | Performance of services | s or membership or f | fundraising solicitat | ions | | | | 1b(6) | | X |
| | aring of facilities, equipme | | | | | | | 1c | | X |
| d If t | he answer to any of the ai | bove is "Yes," comple | ete the following sch | nedule. Column (b) shou | ıld alwa | ays show the fair | market value of the | goods, other ass | ets, | |
| | services given by the repo iumn (d) the value of the (| | | | t value | e in any transactio | n or sharing arrange | ement, show in | | |
| (a) Line r | | | | le exempt organization | | (d) Description | on of transfers, transaction | ons, and sharing an | angeme | nts |
| | | | N/A | | | | | | | |
| | | | | | | | | | | |
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| | he foundation directly or section 501(c) of the Code | | | | rganiza | ations described | | | v |] ₁₁ , |
| | Yes," complete the follow | • | 30 1(c)(3)) OF III SEC | JUI 327 : | | | | Yes | LA | No |
| | | e of organization | | (b) Type of organizat | ion | | (c) Description of re | elationship | | |
| | | /A | | (L) r) processing and a | + | - | (0) 0 000 | - | | |
| | | | | | + | | | | | |
| _ | | | | | \dashv | | | | | |
| | · | _ | · | | \dashv | | | | | |
| | | | | | \neg | | | =: | | |
| | Under penalties of perjury, I | declare that I have exam | ined this return, includi | ing accompanying schedules | s and st | tatements, and to the | best of my knowledge | Mar. 15 - 150 | | |
| Sign | and belief, it strue, correct, | and complete Declaration | on of preparer (other the | an taxpayer) is based on all i | nformat | tion of which prepare | r has any knowledge | May the IRS of return with the | e prepare | er |
| Here | | X | 0- | DX-10:10 | 1A | Hora | incol | shown below X Yes | (See Inst | No No |
| | Signature of officer or | trustes | | Date | | Title | · • • • • • • • • • • • • • • • • • • • | | | , ,10 |
| | Print/Type prepar | er's name | Preparer's | | 1 | Date | Check If | PTIN | | |
| | | | 0 | | | | self- employed | | | |
| Paid | CONNIE | L ESTOPIN | AL Connu | L. Estopina | 1.1 | 5-4-2012 | | P00150 | 005 | |
| Pren: | | MOUTE ADA | | | | | Frank FIN N 7 | 1 10676 | <u> </u> | |

<u>713-629-1381</u>

Firm's EIN $\triangleright 74-1067601$

Phone no.

Preparer

Use Only

Firm's name ► MOHLE ADAMS

Firm's address ► 3900 ESSEX LANE, SUITE 1000 HOUSTON, TX 77027

BERT F WINSTON SR FOUNDATION 76-0662270 Part XV **Supplementary Information** Grants and Contributions Paid During the Year (Continuation) Recipient If recipient is an individual, Foundation status of recipient Purpose of grant or contribution show any relationship to Amount any foundation manager Name and address (home or business) or substantial contributor MORTON CEMETERY ASSOCIATION OTHER PUBLIC FOR THE GENERAL FUND P.O. BOX 300 CHARITY RICHMOND TX 77406 1,000. OAK HILL MISSIONARY BAPTIST CHURCH RELIGIOUS FOR THE GENERAL FUND 21518 MORTON RD. ORGANIZATION RICHMOND TX 77469 1,000. RICHMOND CITIZEN'S POLICE ACADEMY OTHER PUBLIC FOR THE GENERAL FUND ALUMNI CHARITY 600 PRESTON ST. RICHMOND TX 77469 1,000. ROSENBERG RAILROAD MUSEUM ASSOCIATION OTHER PUBLIC FOR THE GENERAL FUND P.O. BOX 607 CHARITY ROSENBERG, TX 77471 500.

3,500.

Total from continuation sheets

1099-B (SALES)

| ASSET ID | DESCRIPTION | | ACQ DATE | SALES PRICE | | - | TAX WTH | | NC |
|-----------|---------------------------------|----------|----------|-------------|--------|----|---------|----|----|
| | | | | | | | | | |
| 395258106 | GREENHAVEN CONTINUOUS COMMODIT | | | 2056 5 | | | 0 00 | | |
| 464287465 | I SHARES MSCI EAFE INDEX FD | 09/14/11 | 03/23/11 | 7704 1 | | 30 | 0 00 | | |
| 464287465 | | | 12/01/11 | | | 14 | 0 00 | | |
| 06738C794 | | | 03/08/11 | | | 87 | 0 00 | | |
| 06738C794 | IPATH GSCI TOTAL RETURN | 12/01/11 | 03/08/11 | 2903 3 | 0 3243 | 45 | 0 00 | | |
| 464287432 | ISHARES BARCLAYS 20+ YR TREAS | 12/01/11 | 03/08/11 | 580 31 | 9 449 | 91 | 0 00 | ST | |
| 464288513 | ISHARES IBOXX \$ HIGH YIELD COR | | | | 0 949 | 30 | 0 00 | | |
| 464287242 | ISHARES IBOXX\$ INVEST GRADE CO | 12/07/11 | 12/01/11 | 1907 7 | 0 1877 | 69 | 0 00 | ST | |
| 464288281 | ISHARES JP MORGAN USD EMERGING | 12/07/11 | 12/01/11 | 1202 7 | 1 1196 | 14 | 0 00 | ST | |
| 464287234 | ISHARES MSCI EMERGING MKT INDE | 12/07/11 | 12/01/11 | 395 2 | 3 401 | 00 | 0 00 | ST | |
| 464287655 | ISHARES RUSSELL 2000 INDEX FUN | 12/07/11 | 12/01/11 | 220 8 | 8 221 | 34 | 0 00 | ST | |
| 464287689 | ISHARES RUSSELL 3000 INDEX | 09/14/11 | 03/08/11 | 5670 2 | 8 6337 | 06 | 0 00 | ST | |
| 464287200 | ISHARES S&P 500 INDEX FUND (ET | 12/07/11 | 12/01/11 | 477 2 | 3 502 | 64 | 0 00 | ST | |
| 464288695 | ISHARES S&P GLOBAL MATERIALS | 12/01/11 | | 1503 7 | 2 1779 | 26 | 0 00 | ST | |
| 464287507 | ISHARES S&P MIDCAP 400 INDEX F | | 12/01/11 | 263 1 | 5 265 | 55 | 0 00 | ST | |
| 464288414 | ISHARES S&P NAT AMT - FREE MUN | | | | 8 199 | 65 | 0 00 | ST | |
| 464288414 | ISHARES S&P NAT AMT - FREE MUN | | | | 4 2795 | 05 | 0 00 | ST | |
| 46625H365 | | | 09/14/11 | | 7 1545 | 68 | 0 00 | ST | |
| 57060U100 | | | 09/14/11 | | | 34 | 0 00 | ST | |
| 25154W407 | POWERSHARES DB 3X GERMAN BUND | | | | 5 1049 | 15 | 0 00 | ST | |
| 25154N522 | POWERSHARES DB 3X LNG 25+ YR T | | | | | 15 | 0 00 | ST | |
| 922042858 | VANGUARD MSCI EMERG MARKET ETF | | | | | 27 | 0 00 | ST | |
| 922908553 | | | 03/08/11 | | | 81 | 0 00 | | |
| 97717X867 | WISDOMTREE EMRG MKTS DEBT | | | | | 58 | 0 00 | ST | |
| 97717X867 | | | 03/08/11 | | | | 0 00 | ST | |
| 00203H792 | AOR MULTI-STRATEGY ALTERNATIVE | | | | | 02 | 0 00 | ST | Y |
| 04315J860 | ARTIO GLOBAL HIGH INCOME - I | | ,, | 2806 7 | | 19 | 0 00 | ST | Y |
| 04315J860 | | | 03/25/11 | | | 01 | 0 00 | ST | Ý |
| 233203611 | DFA EMERGING MARKETS SMALL CAP | | | | | 60 | 0 00 | ST | Ÿ |
| 233203587 | DFA EMERGING MARKETS VALUE I | | 09/14/11 | | | | 0 00 | | Ÿ |
| 25434D203 | DFA INTERNATIONAL VALUE PORTFO | | | | | | 0 00 | | Ÿ |
| 233203827 | DFA US LARGE CAP VALUE PORTFOL | | | | | 50 | 0 00 | | Ÿ |
| 262028855 | DRIEHAUS ACTIVE INCOME FUND | 09/15/11 | ,, | 3492 6 | | 58 | 0 00 | | Ÿ |
| 44134R735 | HOTCHKIS & WILEY FUNDS HIGH YI | | 09/14/11 | | | | 0 00 | | Ÿ |
| | northing a might rough high it | ,, | ,, | | - **** | | | | - |

| RECIPIENT | | | | | | | |
|------------------------|--|----------------------|----------------------|--------------|-----------|----|----------------------------|
| 76-0662270 | BERT F WINSTON SR FOUNDATION (CONT. | CINUED) | | | | | |
| 448108100 464287564 | HUSSMAN STRATEGIC GROWTH FUND ISHARES COHEN & STEERS RLTY | 03/08/11 03/08/11 | 10/27/10 05/18/10 | 105 698 | | | 0 00 ST Y 0 00 ST Y |
| 464286848 | ISHARES COHEN & SIBERS REII ISHARES JAPAN | 03/08/11 | 10/26/10 | 33 | | 30 | 0 00 ST Y |
| 464288240 | ISHARES MSCI ACWI EX US INDX | 03/23/11 | 03/08/11 | 9322 | | | 0 00 ST Y |
| 66537X555 | NORTHERN LTS MUTUALHEDGE FRONT | | 43, 40, 11 | 5744 | | | 0 00 ST Y |
| 722005220 | PIMCO FOREIGN BOND FUND - IN | 03/08/11 | 10/27/10 | 5604 | | | 0 00 ST Y |
| 77956H872 | T ROWE PRICE EMERGING MKT BOND | | 05/18/10 | 2539 | | | 0 00 ST Y |
| 77956H872 | T ROWE PRICE EMERGING MKT BOND | | 05/18/10 | 5 | | 57 | 0 00 ST Y |
| 872407101 | TFS MARKET NEUTRAL FUND - SELE THE ARBITRAGE FUND - I | | | 756 237 | | | 0 00 ST Y 0 00 ST Y |
| 03875R205 04315J704 | ARTIO GLOBAL EQUITY FUND - I | 09/15/11 03/08/11 | 03/13/09 | 1429 | | | 0 00 LT15 Y |
| 448108100 | HUSSMAN STRATEGIC GROWTH FUND | 03/08/11 | 03/13/03 | 2920 | | | 0 00 LT15 Y |
| 464287432 | ISHARES BARCLAYS 20+ YR TREAS | 03/23/11 | 02/18/09 | 464 | | | 0 00 LT15 Y |
| 464287432 | ISHARES BARCLAYS 20+ YR TREAS | 09/14/11 | 02/18/09 | 1350 | | | 0 00 LT15 Y |
| 464287432 | ISHARES BARCLAYS 20+ YR TREAS | 12/01/11 | | 5571 | | | 0 00 LT15 Y |
| 464287242 | ISHARES IBOXX\$ INVEST GRADE CO | | | 7539 | | | 0 00 LT15 Y |
| 464286848 | ISHARES JAPAN | 03/08/11 | 00/30/00 | 1431 | | 59 | 0 00 LT15 Y 0 00 LT15 Y |
| 464287234 464287861 | ISHARES MSCI EMERGING MKT INDE | 03/08/11 | 02/18/09 | 2024 710 | | 27 | 0 00 LT15 Y |
| 464287341 | ISHARES S&P GLBL ENERGY SECT | 03/08/11 | 02/18/09 | 826 | | 26 | 0 00 LT15 Y |
| 46625H365 | JP MORGAN ALERIAN MLP INDEX | 03/08/11 | 06/11/09 | 375 | | 20 | 0 00 LT15 Y |
| 46625H365 | JP MORGAN ALERIAN MLP INDEX | 12/01/11 | 06/11/09 | 3128 | | | 0 00 LT15 Y |
| 57060U100 | MARKET VECTORS GOLD MINERS | 03/08/11 | | 3500 | | | 0 00 LT15 Y |
| 78464A805 | SPDR DJ WILSHIRE TOTAL MARKET | 03/08/11 | 02/18/09 | 695 | | 20 | 0 00 LT15 Y |
| 880192109 | TEMPLETON EMERG MKTS INC FD | 09/14/11 | 05/18/10 | 669 | | 20 | 0 00 LT15 Y |
| 872407101 | TFS MARKET NEUTRAL FUND - SELE | | | 3392 2728 | | | 0 00 LT15 Y 0 00 LT15 Y |
| 872407101 03875R205 | TFS MARKET NEUTRAL FUND - SELE THE ARBITRAGE FUND - I | 03/08/11 | 03/13/09 | 2065 | | | 0 00 LT15 Y |
| 03875R205 | THE ARBITRAGE FUND - I | 03/03/11 | 03/13/09 | 40 | | 06 | 0 00 LT15 Y |
| 03875R205 | THE ARBITRAGE FUND - I | 09/15/11 | 03/ ±3/ 03 | 1688 | | | 0 00 LT15 Y |
| | | , | | 153486 | 93 151225 | 74 | 0 00 |
| | | | | 200.00 | | - | - /* |

| FORM 990-PF INTEREST ON SAVI | NGS AND TEM | PORARY CA | ASH IN | IVESTMENTS | STATEMENT | 1 |
|-------------------------------|------------------------------|-----------------------------|--------|------------------------------|---------------------|-----|
| SOURCE | | | | | AMOUNT | |
| CHASE & OTHER | | | | • | 8,5 | 01. |
| TOTAL TO FORM 990-PF, PART I, | LINE 3, CO | LUMN A | | | 8,5 | 01. |
| FORM 990-PF DIVIDEND | S AND INTER | EST FROM | SECUE | RITIES | STATEMENT | 2 |
| SOURCE | GROSS | AMOUNT | | TAL GAINS | COLUMN (A AMOUNT | .) |
| SALIENT TRUST CO | | 1,714. | | 0. | 1,714. | |
| TOTAL TO FM 990-PF, PART I, L | N 4 | 1,714. | | 0. | 1,7 | 14. |
| FORM 990-PF | ACCOUNTI | NG FEES | | | STATEMENT | 3 |
| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVE MENT INC | | (C) ADJUSTED NET INCOM | | |
| MOHLE ADAMS LLP | 2,675. | 1,338. | | | 1,3 | 37. |
| TO FORM 990-PF, PG 1, LN 16B | 2,675. | 1, | 338. | | 1,3 | 37. |
| FORM 990-PF O | THER PROFES | SIONAL FE | EES | | STATEMENT | 4 |
| DESCRIPTION | (A) EXPENSES PER BOOKS | | EST- | (C) ADJUSTED NET INCOM | | |
| FIDUCIARY FEES | 569. | 59. 5 | | | | 0. |
| TO FORM 990-PF, PG 1, LN 16C | 569. | | 569. | | | 0. |

| FORM 990-PF | TAXES | | | STATEMENT 5 | | |
|---|------------------------------|-----------------------------------|-----------|------------------------------|-------------|----|
| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | | (C) ADJUSTEI NET INCOM | | |
| FEDERAL TAX FOREIGN TAXES PAID | 133. 24. | | 0. 24. | | | 0. |
| TO FORM 990-PF, PG 1, LN 18 | 157. | | 24. | | | 0. |
| FORM 990-PF | OTHER E | XPENSES | | STATEMENT | | |
| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVE MENT INC | | (C) ADJUSTEI NET INCOM | | |
| POSTAGE | 13. | | 7. | | <u></u> | 6. |
| TO FORM 990-PF, PG 1, LN 23 | 13. | | 7. | | | 6. |
| FORM 990-PF CORPORATE STOCK | | | | | STATEMENT | 7 |
| DESCRIPTION | | | вос | OK VALUE | FAIR MARKE' | т |
| SALIENT TRUST CO INVESTMENTS | | | | 49,878. 50,9 | | |
| TOTAL TO FORM 990-PF, PART II, LINE 10B | | | | 49,878. 50,93 | | |

| | IST OF OFFICERS, IND FOUNDATION MANA | STATEMENT 8 | | |
|--|--------------------------------------|---------------------|---------------------------------|---------|
| NAME AND ADDRESS | TITLE AND AVRG HRS/WK | COMPEN- SATION | EMPLOYEE BEN PLAN CONTRIB | EXPENSE |
| GARY POCHYLA P.O. BOX 522 RICHMOND, TX 774060522 | PRESIDENT/DIRI | ECTOR 0. | 0. | 0. |
| KAREN CARR P.O. BOX 522 RICHMOND, TX 774060522 | VICE PRESIDENT 2.00 | T/SECRETARY/I 0. | 0. | 0. |
| JACK H MOORE P.O. BOX 522 RICHMOND, TX 774060522 | VICE PRESIDENT 2.00 | r/DIRECTOR 0. | 0. | 0. |
| DAVID WINSTON P.O. BOX 522 RICHMOND, TX 774060522 | VICE PRESIDENT 2.00 | T/DIRECTOR 0. | 0. | 0. |
| BERT F WINSTON III P.O. BOX 522 RICHMOND, TX 774060522 | VICE PRESIDENT 2.00 | r/DIRECTOR 0. | 0. | 0. |
| MAC MEADOWS P.O. BOX 522 RICHMOND, TX 774060522 | DIRECTOR 2.00 | 0. | 0. | 0. |
| CHAILLE HAWKINS P.O. BOX 522 RICHMOND, TX 774060522 | DIRECTOR 2.00 | 0. | 0. | 0. |
| PAT MCDONALD P.O. BOX 522 RICHMOND, TX 774060522 | DIRECTOR 2.00 | 0. | 0. | 0. |
| DANNY MAREK P.O. BOX 522 RICHMOND, TX 774060522 | DIRECTOR 2.00 | 0. | 0. | 0. |
| TOTALS INCLUDED ON 990-PF, PAGE | 6, PART VIII | 0. | 0. | 0. |

FORM 990-PF

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

STATEMENT

9

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

GARY POCHYLA, P O BOX 522, RICHMOND, TX 77406-0522

TELEPHONE NUMBER

281-342-3825

FORM AND CONTENT OF APPLICATIONS

REQUESTS MUST BE IN WRITING AND SHOULD INCLUDE THE ORGANIZATION REQUESTING, THE ORGANIZATION'S PURPOSE, THE SPECIFIC USE OF THE MONEY REQUESTED, AND DOCUMENTATION REGARDING THE CHARITABLE STATUS OF THE ORGANIZATION

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

RESTRICTED TO THE GEOGRAPHIC AREA IN OR AROUND RICHMOND, TEXAS