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**Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation****2011**

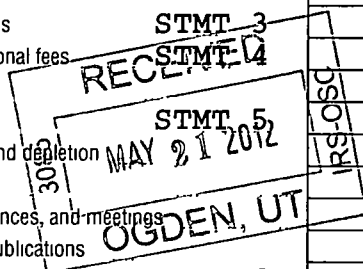
Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

For calendar year 2011 or tax year beginning

, and ending

Name of foundation BERT F WINSTON SR FOUNDATION		A Employer identification number 76-0662270
Number and street (or P.O. box number if mail is not delivered to street address) PO BOX 522	Room/suite	B Telephone number 281-342-3825
City or town, state, and ZIP code RICHMOND, TX 77406-0522		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1. Foreign organizations, check here ☐ Foreign organizations meeting the 85% test, 2. check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 214,710.	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		775.		N/A	
2 Check ☒ if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		8,501.	8,501.		STATEMENT 1
4 Dividends and interest from securities		1,714.	1,618.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		2,261.			
b Gross sales price for all assets on line 6a 153,487.					
7 Capital gain net income (from Part IV, line 2)			2,261.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11		13,251.	12,380.		
13 Compensation of officers, directors, trustees, etc.		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees		2,675.	1,338.		1,337.
c Other professional fees		569.	569.		0.
17 Interest					
18 Taxes		157.	24.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses		13.	7.		6.
24 Total operating and administrative expenses. Add lines 13 through 23		3,414.	1,938.		1,343.
25 Contributions, gifts, grants paid		8,500.			8,500.
26 Total expenses and disbursements. Add lines 24 and 25		11,914.	1,938.		9,843.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		1,337.			
b Net investment income (if negative, enter -0-)			10,442.		
c Adjusted net income (if negative, enter -0-)				N/A	

 SCANNED JUN 04 2012
 Operating and Administrative Expenses


2

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

		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	166,482.	163,702.	163,702.
	3 Accounts receivable 77.			
	Less: allowance for doubtful accounts ▶	5.	77.	77.
	4 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 ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 7	45,833.	49,878.	50,931.
	c Investments - corporate bonds			
Liabilities	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 ▶)			
	16 Total assets (to be completed by all filers)	212,320.	213,657.	214,710.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 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.	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	212,320.	213,657.	
	30 Total net assets or fund balances	212,320.	213,657.	
31 Total liabilities and net assets/fund balances	212,320.	213,657.		

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	212,320.
2 Enter amount from Part I, line 27a	2	1,337.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	213,657.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	213,657.

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 STATEMENT A	P	12/31/10	12/31/11
b SEE STATEMENT A	P	12/30/10	12/31/11
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 110,931.		115,512.	<4,581.>
b 42,556.		35,714.	6,842.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(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	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			<4,581.>
b			6,842.
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	2,261.
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). If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	11,467.	220,512.	.052002
2009	12,015.	216,860.	.055404
2008	11,752.	233,498.	.050330
2007	7,225.	242,513.	.029792
2006	6,853.	156,136.	.043891

2 Total of line 1, column (d)	2	.231419
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	.046284
4 Enter the net value of noncharitable-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 (1% of Part I, line 27b)	6	104.
7 Add lines 5 and 6	7	10,259.
8 Enter qualifying distributions from Part XII, line 4	8	9,843.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	209.
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	0.
3 Add lines 1 and 2		3	209.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0-		5	209.
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7		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	9		209.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax ☐ Refunded ☐	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? 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		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ☐ \$ 0. (2) On foundation managers. ☐ \$ 0.		
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? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		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?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV.	X	
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	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		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)	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	X	
Website address ► <u>N/A</u>				
14	The books are in care of ► <u>MR GARY POCHYLA</u> Telephone no. ► <u>281-342-3825</u>			
Located at ► <u>2116 THOMPSONS HWY, STE 111, RICHMOND TX</u>		ZIP+4 ► <u>77469-5415</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	15	N/A	
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►				X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	1b
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?		1c
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? If "Yes," list the years ►	☐ Yes ☒ No	
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.)	N/A	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. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?		4b

Form 990-PF (2011)

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

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

N/A

Organizations relying on a current notice regarding disaster assistance check here

▶ ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

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

If "Yes" to 6b, file Form 8870.

6b

X

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

N/A

7b

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

(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
SEE STATEMENT 8		0.	0.	0.

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

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

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

▶ 0

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

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

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

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

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	
2	
All other program-related investments. See instructions.	
3	

Total. Add lines 1 through 3

0.

Form 990-PF (2011)

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a Average monthly fair market value of securities	1a	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.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	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.

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	10,971.
2a Tax on investment income for 2011 from Part VI, line 5	2a	209.
b Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	209.
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.
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	10,762.

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	9,843.
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:		
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	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	0.
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 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				10,762.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			8,347.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ 9,843.				
a Applied to 2010, but not more than line 2a			8,347.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2011 distributable amount				1,496.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				9,266.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

N/A

- b** Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(j)(3) or ☐ 4942(j)(5)

- (4) Gross investment income

[illegible]Form **990-PF** (2011)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
CITY OF RICHMOND FIRE DEPT. 112 JACKSON ST. RICHMOND, TX 77469		OTHER PUBLIC CHARITY	FOR THE GENERAL FUND	1,000.
FORT BEND COUNTY FAIR ASSOCIATION P.O. BOX 428 ROSENBERG, TX 77471		OTHER PUBLIC CHARITY	FOR THE GENERAL FUND	500.
RICHMOND ROTARY 1012 MORTON STREET RICHMOND, TX 77469		OTHER PUBLIC CHARITY	FOR THE GENERAL FUND	500.
FORT BEND SENIORS MEALS ON WHEELS P.O. BOX 1488 ROSENBERG, TX 77471		OTHER PUBLIC CHARITY	FOR THE GENERAL FUND	500.
CITY OF RICHMOND DEVELOPMENT CORPORATION 402 MORTON STREET RICHMOND, TX 77469		OTHER PUBLIC CHARITY	FOR THE GENERAL FUND	2,500.
Total	SEE CONTINUATION SHEET(S)			8,500.
b Approved for future payment				
NONE				
Total				0.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
MORTON CEMETERY ASSOCIATION P.O. BOX 300 RICHMOND, TX 77406		OTHER PUBLIC CHARITY	FOR THE GENERAL FUND	1,000.
OAK HILL MISSIONARY BAPTIST CHURCH 21518 MORTON RD. RICHMOND, TX 77469		RELIGIOUS ORGANIZATION	FOR THE GENERAL FUND	1,000.
RICHMOND CITIZEN'S POLICE ACADEMY ALUMNI 600 PRESTON ST. RICHMOND, TX 77469		OTHER PUBLIC CHARITY	FOR THE GENERAL FUND	1,000.
ROSENBERG RAILROAD MUSEUM ASSOCIATION P.O. BOX 607 ROSENBERG, TX 77471		OTHER PUBLIC CHARITY	FOR THE GENERAL FUND	500.
Total from continuation sheets				3,500.

1099-B (SALES)

ASSET ID	DESCRIPTION	SALE DATE	ACQ DATE	SALES PRICE	COST BASIS	FED TAX	WTH	TERM	NC
395258106	GREENHAVEN CONTINUOUS COMMODIT	12/07/11	12/01/11	2056 55	2083 68	0	00	ST	
464287465	I SHARES MSCI EAFE INDEX FD	09/14/11	03/23/11	7704 19	9183 30	0	00	ST	
464287465	I SHARES MSCI EAFE INDEX FD	12/07/11	12/01/11	758 74	764 14	0	00	ST	
06738C794	IPATH GSCI TOTAL RETURN	09/14/11	03/08/11	1323 24	1470 87	0	00	ST	
06738C794	IPATH GSCI TOTAL RETURN	12/01/11	03/08/11	2903 30	3243 45	0	00	ST	
464287432	ISHARES BARCLAYS 20+ YR TREAS	12/01/11	03/08/11	580 39	449 91	0	00	ST	
464288513	ISHARES IBOX \$ HIGH YIELD COR	12/07/11	12/01/11	960 50	949 30	0	00	ST	
464287242	ISHARES IBOX \$ INVEST GRADE CO	12/07/11	12/01/11	1907 70	1877 69	0	00	ST	
464288281	ISHARES JP MORGAN USD EMERGING	12/07/11	12/01/11	1202 71	1196 14	0	00	ST	
464287234	ISHARES MSCI EMERGING MKT INDE	12/07/11	12/01/11	395 23	401 00	0	00	ST	
464287655	ISHARES RUSSELL 2000 INDEX FUN	12/07/11	12/01/11	220 88	221 34	0	00	ST	
464287689	ISHARES RUSSELL 3000 INDEX	09/14/11	03/08/11	5670 28	6337 06	0	00	ST	
464287200	ISHARES S&P 500 INDEX FUND (ET	12/07/11	12/01/11	477 23	502 64	0	00	ST	
464288695	ISHARES S&P GLOBAL MATERIALS	12/01/11		1503 72	1779 26	0	00	ST	
464287507	ISHARES S&P MIDCAP 400 INDEX F	12/07/11	12/01/11	263 15	265 55	0	00	ST	
464288414	ISHARES S&P NAT AMT - FREE MUN	09/14/11	03/08/11	212 48	199 65	0	00	ST	
464288414	ISHARES S&P NAT AMT - FREE MUN	12/01/11	03/08/11	2961 64	2795 05	0	00	ST	
46625H365	JP MORGAN ALERIAN MLP INDEX	12/01/11	09/14/11	1638 97	1545 68	0	00	ST	
57060U100	MARKET VECTORS GOLD MINERS	12/01/11	09/14/11	1381 64	1470 34	0	00	ST	
25154W407	POWERSHARES DB 3X GERMAN BUND	12/07/11	12/01/11	1063 15	1049 15	0	00	ST	
25154N522	POWERSHARES DB 3X LNG 25+ YR T	12/07/11	12/01/11	1374 70	1338 15	0	00	ST	
922042858	VANGUARD MSCI EMERG MARKET ETF	09/14/11	03/08/11	5506 00	6432 27	0	00	ST	
922908553	VANGUARD REIT ETF	09/14/11	03/08/11	3050 79	3214 81	0	00	ST	
97717X867	WISDOMTREE EMRG MKTS DEBT	09/14/11	03/08/11	102 75	102 58	0	00	ST	
97717X867	WISDOMTREE EMRG MKTS DEBT	12/01/11	03/08/11	2871 82	2974 74	0	00	ST	
00203H792	AQR MULTI-STRATEGY ALTERNATIVE	12/01/11	09/14/11	5998 86	5956 02	0	00	ST	Y
04315J860	ARTIO GLOBAL HIGH INCOME - I	09/14/11		2806 77	3062 19	0	00	ST	Y
04315J860	ARTIO GLOBAL HIGH INCOME - I	10/10/11	03/25/11	0 01	0 01	0	00	ST	Y
233203611	DFA EMERGING MARKETS SMALL CAP	12/01/11	09/14/11	2808 88	2969 60	0	00	ST	Y
233203587	DFA EMERGING MARKETS VALUE I	12/01/11	09/14/11	2880 58	2972 28	0	00	ST	Y
25434D203	DFA INTERNATIONAL VALUE PORTFO	12/01/11	09/14/11	9156 35	8969 48	0	00	ST	Y
233203827	DFA US LARGE CAP VALUE PORTFOL	12/01/11	09/14/11	6207 40	5956 50	0	00	ST	Y
262028855	DRIEHAUS ACTIVE INCOME FUND	09/15/11		3492 65	3753 58	0	00	ST	Y
44134R735	HOTCHKIS & WILEY FUNDS HIGH YI	12/01/11	09/14/11	4438 59	4453 54	0	00	ST	Y

RECIPIENT

76-0662270

BERT F WINSTON SR FOUNDATION (CONTINUED)

448108100	HUSSMAN STRATEGIC GROWTH FUND	03/08/11	10/27/10	105 91	115 46	0 00	ST	Y
464287564	ISHARES COHEN & STEERS RLTY	03/08/11	05/18/10	698 09	598 20	0 00	ST	Y
464286848	ISHARES JAPAN	03/08/11	10/26/10	33 81	30 30	0 00	ST	Y
464288240	ISHARES MSCI ACWI EX US INDX	03/23/11	03/08/11	9322 75	9573 85	0 00	ST	Y
66537X555	NORTHERN LTS MUTUALHEDGE FRONT	12/01/11		5744 68	5835 36	0 00	ST	Y
722005220	PIMCO FOREIGN BOND FUND - IN	03/08/11	10/27/10	5604 75	5948 12	0 00	ST	Y
77956H872	T ROWE PRICE EMERGING MKT BOND	03/08/11	05/18/10	2539 44	2447 10	0 00	ST	Y
77956H872	T ROWE PRICE EMERGING MKT BOND	03/23/11	05/18/10	5 78	5 57	0 00	ST	Y
872407101	TFS MARKET NEUTRAL FUND - SELE	09/15/11		756 11	783 34	0 00	ST	Y
03875R205	THE ARBITRAGE FUND - I	09/15/11		237 84	233 85	0 00	ST	Y
04315J704	ARTIO GLOBAL EQUITY FUND - I	03/08/11	03/13/09	1429 49	806 56	0 00	LT15	Y
448108100	HUSSMAN STRATEGIC GROWTH FUND	03/08/11		2920 67	3136 81	0 00	LT15	Y
464287432	ISHARES BARCLAYS 20+ YR TREAS	03/23/11	02/18/09	464 70	527 60	0 00	LT15	Y
464287432	ISHARES BARCLAYS 20+ YR TREAS	09/14/11	02/18/09	1350 09	1266 24	0 00	LT15	Y
464287432	ISHARES BARCLAYS 20+ YR TREAS	12/01/11		5571 73	4609 05	0 00	LT15	Y
464287242	ISHARES IBOX\$ INVEST GRADE CO	03/08/11		7539 91	7101 12	0 00	LT15	Y
464286848	ISHARES JAPAN	03/08/11		1431 27	1444 73	0 00	LT15	Y
464287234	ISHARES MSCI EMERGING MKT INDE	03/08/11	02/18/09	2024 34	954 59	0 00	LT15	Y
464287861	ISHARES S&P EUROPE 350	03/08/11		710 42	991 27	0 00	LT15	Y
464287341	ISHARES S&P GLBL ENERGY SECT	03/08/11	02/18/09	826 88	502 26	0 00	LT15	Y
46625H365	JP MORGAN ALERIAN MLP INDEX	03/08/11	06/11/09	375 59	227 20	0 00	LT15	Y
46625H365	JP MORGAN ALERIAN MLP INDEX	12/01/11	06/11/09	3128 93	1908 48	0 00	LT15	Y
57060U100	MARKET VECTORS GOLD MINERS	03/08/11		3500 71	2139 14	0 00	LT15	Y
78464A805	SPDR DJ WILSHIRE TOTAL MARKET	03/08/11	02/18/09	695 71	403 20	0 00	LT15	Y
880192109	TEMPLETON EMERG MKTS INC FD	09/14/11	05/18/10	669 98	567 20	0 00	LT15	Y
872407101	TFS MARKET NEUTRAL FUND - SELE	03/08/11		3392 40	2884 70	0 00	LT15	Y
872407101	TFS MARKET NEUTRAL FUND - SELE	09/15/11		2728 71	2684 52	0 00	LT15	Y
03875R205	THE ARBITRAGE FUND - I	03/08/11	03/13/09	2065 60	1945 69	0 00	LT15	Y
03875R205	THE ARBITRAGE FUND - I	03/23/11	03/13/09	40 31	38 06	0 00	LT15	Y
03875R205	THE ARBITRAGE FUND - I	09/15/11		1688 49	1575 22	0 00	LT15	Y
				153486 93	151225 74	0 00		

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
CHASE & OTHER	8,501.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	8,501.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
SALIENT TRUST CO	1,714.	0.	1,714.
TOTAL TO FM 990-PF, PART I, LN 4	1,714.	0.	1,714.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MOHLE ADAMS LLP	2,675.	1,338.		1,337.
TO FORM 990-PF, PG 1, LN 16B	2,675.	1,338.		1,337.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FIDUCIARY FEES	569.	569.		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) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FEDERAL TAX	133.	0.		0.	
FOREIGN TAXES PAID	24.	24.		0.	
TO FORM 990-PF, PG 1, LN 18	157.	24.		0.	

FORM 990-PF		OTHER EXPENSES		STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
POSTAGE	13.	7.		6.	
TO FORM 990-PF, PG 1, LN 23	13.	7.		6.	

FORM 990-PF		CORPORATE STOCK		STATEMENT	7
DESCRIPTION		BOOK VALUE	FAIR MARKET VALUE		
SALIENT TRUST CO INVESTMENTS		49,878.	50,931.		
TOTAL TO FORM 990-PF, PART II, LINE 10B		49,878.	50,931.		

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS STATEMENT 8
 TRUSTEES AND FOUNDATION MANAGERS

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
GARY POCHYLA P.O. BOX 522 RICHMOND, TX 774060522	PRESIDENT/DIRECTOR 2.00	0.	0.	0.
KAREN CARR P.O. BOX 522 RICHMOND, TX 774060522	VICE PRESIDENT/SECRETARY/D 2.00	0.	0.	0.
JACK H MOORE P.O. BOX 522 RICHMOND, TX 774060522	VICE PRESIDENT/DIRECTOR 2.00	0.	0.	0.
DAVID WINSTON P.O. BOX 522 RICHMOND, TX 774060522	VICE PRESIDENT/DIRECTOR 2.00	0.	0.	0.
BERT F WINSTON III P.O. BOX 522 RICHMOND, TX 774060522	VICE PRESIDENT/DIRECTOR 2.00	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