INTERNAL REVENUE SERVICE

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

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

OMB No 1545-0052

2011

For calendar year 2011 or tax year beginning 04/01 **, 2011, and ending** 03/31, 20 12

Name of foundation
KATRINE MENZING DEAKINS CHARITABLE TRUST

A Employer identification number
75-6370503

Number and street (or P O box number if mail is not delivered to street address)
BANK OF AMERICA, N.A. P.O. BOX 831041

Room/suite

B Telephone number (see instructions)
(800) 357-7094

City or town, state, and ZIP code
DALLAS, TX 75283-1041

C If exemption application is pending, check here ▶ ☐

D 1 Foreign organizations, check here ▶ ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 6,541,496.

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) ________ *(Part I, column (d) must be on cash basis.)*

	Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)*	**(a)** Revenue and expenses per books	**(b)** Net investment income	**(c)** Adjusted net income	**(d)** Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc , received (attach schedule)				
2	Check ▶ ☒ if the foundation is **not** required to attach Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	155,661.	155,661.		STMT 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	452,206.			
b	Gross sales price for all assets on line 6a 2,917,883.				
7	Capital gain net income (from Part IV, line 2)		452,206.		
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) (attach schedule)				
11	Other income (attach schedule)	16,491.	16,491.		STMT 4
12	**Total.** Add lines 1 through 11	624,358.	624,358.		
13	Compensation of officers, directors, trustees, etc	47,081.	28,892.		18,189.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule) STMT 5	1,800.	NONE	NONE	1,800.
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see instructions) STMT 6	15,263.	4,186.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications	223.			223.
23	Other expenses (attach schedule) STMT 7	1,405.	1,405.		
24	**Total operating and administrative expenses.** Add lines 13 through 23	65,772.	34,483.	NONE	20,212.
25	Contributions, gifts, grants paid	318,500.			318,500.
26	**Total expenses and disbursements** Add lines 24 and 25	384,272.	34,483.	NONE	338,712.
27	Subtract line 26 from line 12				
a	**Excess of revenue over expenses and disbursements**	240,086.			
b	**Net investment income** (if negative, enter -0-)		589,875.		
c	**Adjusted net income** (if negative, enter -0-)				

Revenue

Operating and Administrative Expenses

RECEIVED
A073
JUL 09 2012
OGDEN, UT
IRS-OSC

ENVELOPE POSTMARK DATE JUL 03 2012

SCANNED JUL 11 2012

ENVELOPE POSTMARK DATE JUL 03 2012

For Paperwork Reduction Act Notice, see instructions. JSA Form **990-PF** (2011)

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Part II Balance Sheets

		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	257,008.	669,867.	669,867.
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule)	1,969,926.	1,434,482.	1,622,485.
	c	Investments - corporate bonds (attach schedule)	496,339.	397,103.	419,350.
	11	Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)	2,716,941.	3,178,856.	3,759,675.
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)	1.	1.	70,119.
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	5,440,215.	5,680,309.	6,541,496.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)			
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
	27	Capital stock, trust principal, or current funds	5,440,215.	5,680,309.	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)	5,440,215.	5,680,309.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	5,440,215.	5,680,309.	

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	5,440,215.
2	Enter amount from Part I, line 27a	2	240,086.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3	8.
4	Add lines 1, 2, and 3	4	5,680,309.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	5,680,309.

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	PUBLICLY TRADED SECURITIES			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	2,904,445.		2,465,677.	438,768.
b				
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				438,768.
b				
c				
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 } 2 452,206.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 3

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

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

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

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

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

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

(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	311,801.	6,288,108.	0.049586
2009	304,440.	5,841,950.	0.052113
2008	354,983.	6,060,960.	0.058569
2007	352,350.	7,484,539.	0.047077
2006	334,164.	7,230,425.	0.046216

2	**Total** of line 1, column (d)	2	0.253561
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.050712
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	6,305,709.
5	Multiply line 4 by line 3	5	319,775.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	5,899.
7	Add lines 5 and 6	7	325,674.
8	Enter qualifying distributions from Part XII, line 4	8	338,712.

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	5,899.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . .			2	
3	Add lines 1 and 2 . . .			3	5,899.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . .			4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0- . . .			5	5,899.
6	Credits/Payments				
a	2011 estimated tax payments and 2010 overpayment credited to 2011 . . .	6a	6,748.		
b	Exempt foreign organizations - tax withheld at source . . .	6b	NONE		
c	Tax paid with application for extension of time to file (Form 8868) . . .	6c	NONE		
d	Backup withholding erroneously withheld . . .	6d			
7	Total credits and payments Add lines 6a through 6d . . .			7	6,748.
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	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** . . . ▶			10	849.
11	Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶ 849. **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? . . .	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? . . .	1b		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? . . .	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ▶ $ ________ (2) On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . *If "Yes," attach a detailed description of the activities*	2		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* . . .	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year? . . .	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? . . .	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . *If "Yes," attach the statement required by General Instruction T*	5		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? . . .	6	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*	7	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* . . .	8b	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* . . .	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses* . . .	10		X

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

			Yes	No
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 ▶ NONE

14 The books are in care of ▶ BANK OF AMERICA, N.A. Telephone no. ▶ (817)390-6028

Located at ▶ 500 W 7TH ST, FL 15, FORT WORTH, TX ZIP + 4 ▶ 76102-4700

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

			Yes	No
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		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 ▶			

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)?	1b		X
	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		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☒ No 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		X
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)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b		X

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

5a During the year did the foundation pay or incur any amount to.

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b**

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 9		47,081.	-0-	-0-

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

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

Total number of other employees paid over $50,000 ▶ NONE

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		NONE
Total number of others receiving over $50,000 for professional services ▶		NONE

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2 NONE	
All other program-related investments See instructions 3 NONE	
Total. Add lines 1 through 3 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	6,331,611.
b	Average of monthly cash balances	1b	NONE
c	Fair market value of all other assets (see instructions)	1c	70,124.
d	**Total** (add lines 1a, b, and c)	1d	6,401,735.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	6,401,735.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	96,026.
5	**Net value of noncharitable-use assets**. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,305,709.
6	**Minimum investment return**. Enter 5% of line 5	6	315,285.

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	315,285.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	5,899.		
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	5,899.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	309,386.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	309,386.
6	Deduction from distributable amount (see instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	309,386.

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	338,712.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	338,712.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	5,899.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	332,813.

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					309,386.
2	Undistributed income, if any, as of the end of 2011					
a	Enter amount for 2010 only				274,606.	
b	Total for prior years 20 09 , 20____, 20____			NONE		
3	Excess distributions carryover, if any, to 2011.					
a	From 2006	NONE				
b	From 2007	NONE				
c	From 2008	NONE				
d	From 2009	NONE				
e	From 2010	NONE				
f	**Total** of lines 3a through e		NONE			
4	Qualifying distributions for 2011 from Part XII, line 4: ▶ $ 338,712.					
a	Applied to 2010, but not more than line 2a				274,606.	
b	Applied to undistributed income of prior years (Election required - see instructions)			NONE		
c	Treated as distributions out of corpus (Election required - see instructions)		NONE			
d	Applied to 2011 distributable amount					64,106.
e	Remaining amount distributed out of corpus		NONE			
5	Excess distributions carryover applied to 2011 *(If an amount appears in column (d), the same amount must be shown in column (a).)*		NONE			NONE
6	**Enter the net total of each column as indicated below:**					
a	Corpus. Add lines 3f, 4c, and 4e Subtract line 5		NONE			
b	Prior years' undistributed income Subtract line 4b from line 2b			NONE		
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			NONE		
d	Subtract line 6c from line 6b Taxable amount - see instructions			NONE		
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					245,280.
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)		NONE			
8	Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)		NONE			
9	**Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a		NONE			
10	Analysis of line 9.					
a	Excess from 2007	NONE				
b	Excess from 2008	NONE				
c	Excess from 2009	NONE				
d	Excess from 2010	NONE				
e	Excess from 2011	NONE				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

SEE STATEMENT 10

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

75-6370503

Part XV **Supplementary Information** (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 14				
Total . . . . ▶ **3a**				318,500.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	155,661.	
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	452,206.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b O&G ROYALTY INCOME			15	15,773.	
c SBC COMMUNICATIONS			14	718.	
d					
e					
12 Subtotal Add columns (b), (d), and (e)				624,358.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . 13 624,358.

(See worksheet in line 13 instructions to verify calculations)

Part XVI-B 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). (See instructions.)
	NOT APPLICABLE

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

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

▶ Mary Frost | 6-30-12 | ▶ TRUSTEE

Signature of officer or trustee | Date | Title

BANK OF AMERICA, N.A.

May the IRS discuss this return with the preparer shown below (see instructions)? ☐ Yes ☐ No

Paid Preparer Use Only				
Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
AT&T INC	602.	602.
AT&T INC PFD 6.375%	6,056.	6,056.
ABBOTT LABS	1,104.	1,104.
AIR PRODS & CHEMS INC	696.	696.
ALLERGAN INC	30.	30.
AMERICAN WTR WKS CO INC NEW COM	690.	690.
APACHE CORP	60.	60.
AUTOLIV INC	129.	129.
AUTOMATIC DATA PROCESSING INC	453.	453.
AVON PRODS INC	276.	276.
BAXTER INTL INC	387.	387.
BECTON DICKINSON & CO	135.	135.
BERKSHIRE HATHAWAY INC DEL NT	4,750.	4,750.
BLACKROCK INC	150.	150.
BOFA GOVERNMENT RESERVES TRUST CLASS	2.	2.
CMS ENERGY CORP COM	924.	924.
CELANESE CORP DEL SER A COM	20.	20.
CHEVRONTEXACO CORP COM	156.	156.
CHUBB CORP	585.	585.
CISCO SYS INC	402.	402.
COCA COLA CO	376.	376.
COLUMBIA ACORN INTERNATIONAL FUND CL Z	16,837.	16,837.
COLUMBIA INCOME OPPORTUNITIES FUND CL Z	1,000.	1,000.
COLUMBIA SHORT TERM BOND FUND CLASS Z SH	6,785.	6,785.
COLUMBIA MID CAP VALUE FUND CLASS Z SHAR	2,270.	2,270.
COLUMBIA SMALL CAP GROWTH I FUND CLASS Z	108.	108.
CONSOLIDATED EDISON CO NY INC DEB SER 20	4,875.	4,875.
CULLEN FROST BANKERS INC	552.	552.
DIAMOND OFFSHORE DRILLING INC COM	788.	788.
DISCOVER FINL SVCS COM	78.	78.
DOMINION RES INC VA PFD NEW ENHANCED JR	7,537.	7,537.
DOVER CORP	55.	55.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
EMERSON ELEC CO	200.	200.
EXELON CORP COM	158.	158.
EXXON MOBIL CORPORATION	987.	987.
FIFTH THIRD BANCORP COM	120.	120.
FLOWSERVE CORP	32.	32.
FREEPORT-MCMORAN COPPER & GOLD INC COM	450.	450.
GANNETT INC	160.	160.
GENERAL DYNAMICS CORP	564.	564.
GENERAL ELEC CO	512.	512.
GENERAL ELEC CO 01/28/2003 5% 02/01/2013	5,000.	5,000.
GOLDMAN SACHS GROUP INC	70.	70.
HEWLETT PACKARD CO COM	180.	180.
HONEYWELL INTERNATIONAL INC	539.	539.
INTERNATIONAL BUSINESS MACHS	750.	750.
ISHARES INC MSCI AUSTRALIA INDEX	4,497.	4,497.
ISHARES INC MSCI BRAZIL FREE INDEX FUND	2,243.	2,243.
ISHARES INC MSCI CDA INDEX FD	2,019.	2,019.
ISHARES INC MSCI SINGAPORE INDEX FUND	3,231.	3,231.
ISHR MSCI TAIWAN INDEX FUND	1,235.	1,235.
ISHARES MSCI SOUTH KOREA INDEX FUND	1,503.	1,503.
ISHARES RUSSELL 2000 VALUE INDEX FUND	3,039.	3,039.
J P MORGAN CHASE & CO COM	300.	300.
JOHNSON & JOHNSON	684.	684.
KRAFT FOODS INC CL A COM	696.	696.
MCKESSON HBOC INC	152.	152.
METLIFE INC PFD 6.500% SER B	6,825.	6,825.
MICROSOFT CORP	872.	872.
MURPHY OIL CORP	55.	55.
NORDSTROM INC	207.	207.
OCCIDENTAL PETROLEUM CORP	1,104.	1,104.
OCEANEERING INC COMMON	30.	30.
PIMCO TOTAL RETURN FUND INSTL	11,824.	11,824.
PNC BK CORP	490.	490.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
PACKAGING CORP OF AMERICA	280.	280.
PARKER HANNIFIN CORP	148.	148.
PEPSICO INC	412.	412.
PHILIP MORRIS INTL INC COM	2,012.	2,012.
PRICE T ROWE GROUP INC COM	217.	217.
PROCTER & GAMBLE CO	1,103.	1,103.
PRUDENTIAL FINL INC JR SUB NT PFD 9.000%	8,325.	8,325.
QUESTAR CORP COMMON	183.	183.
RAYTHEON CO COM NEW	516.	516.
REPUBLIC SERVICES INC CL A	768.	768.
SBC COMMUNICATIONS INC GLOBAL NT	4,847.	4,847.
SCHLUMBERGER LTD FOREIGN	400.	400.
SEMPRA ENERGY	192.	192.
SMUCKER J M CO COM NEW	576.	576.
STANLEY BLACK & DECKER INC COM	615.	615.
STAPLES INC	80.	80.
TJX COS INC NEW	399.	399.
TARGET CORP	575.	575.
TEXAS INSTRS INC	639.	639.
3M CO COM	507.	507.
UNITED PARCEL SERVICE CL B	540.	540.
UNITED TECHNOLOGIES CORP	432.	432.
UNITED TECHNOLOGIES CORP NT	4,875.	4,875.
VANGUARD MSCI EMERGING MKTS ETF	15,387.	15,387.
WELLS FARGO COMPANY	486.	486.
WEYERHAEUSER CO COM	195.	195.
YUM BRANDS INC COM	492.	492.
ACCENTURE PLC CL A COM	203.	203.
TE CONNECTIVITY LTD COM	486.	486.
TYCO INTL LTD NEW F COM	175.	175.
TOTAL	155,661.	155,661.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
GROSS OIL & GAS ROYALTY INCOME	15,773.	15,773.
SBC COMMUNICATIONS - DISCOUNT ACCRETION	718.	718.
TOTALS	16,491.	16,491.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE		1,800.			1,800.
	TOTALS	1,800.	NONE	NONE	1,800.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
EXCISE TAX - PRIOR YEAR	4,329.	
FEDERAL EXCISE ESTIMATES	6,748.	
FOREIGN TAXES ON QUALIFIED FOR	2,101.	2,101.
FOREIGN TAXES ON NONQUALIFIED	2,085.	2,085.
TOTALS	15,263.	4,186.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OIL & GAS -		
PRODUCTION TAXES	1,050.	1,050.
AD VALOREM TAXES	59.	59.
LEASE OPERATING	134.	134.
PROF SVC - AV TAX	162.	162.
TOTALS	1,405.	1,405.

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

DESCRIPTION	AMOUNT
NET ROUNDING	8.
TOTAL	8.

KATRINE MENZING DEAKINS CHARITABLE TRUST 75-6370503

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

OFFICER NAME:
  BANK OF AMERICA, N.A.
ADDRESS:
  P.O. BOX 1317
  FORT WORTH, TX 76101-1317
TITLE:
  TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 25
COMPENSATION .... 47,081.

TOTAL COMPENSATION: 47,081.
==============

STATEMENT 9

FORM 990PF, PART XV - LINES 2a - 2d
====================================

RECIPIENT NAME:
  BANK OF AMERICA - MARK J. SMITH
ADDRESS:
  500 W 7TH ST, FL 15
  FORT WORTH, TX 76102-4700
RECIPIENT'S PHONE NUMBER: 817-390-6028
FORM, INFORMATION AND MATERIALS:
  WRITTEN REQUEST THAT INCLUDES AGENCY BACKGROUND AND MISSION, EVIDENCE
  OF IRS EXEMPTION STATUS, AMOUNT REQUESTED AND THE
  NATURE OF PROJECT, OTHER CONTRIBUTORS, AUDIT OR FINANCIAL STATEMENTS &
SUBMISSION DEADLINES:
  SEPTEMBER 30
RESTRICTIONS OR LIMITATIONS ON AWARDS:
  IRC SECTION 501(c)(3) ORGANIZATIONS LOCATED IN TEXAS
FORM, INFORMATION AND MATERIALS:
  LIST OF DIRECTORS

STATEMENT 10

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
HARRIS METHODIST HEALTH
FOUNDATION
ADDRESS:
612 E LAMAR, 6TH FL
ARLINGTON, TX 76011-4121
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
FOR PALLIATIVE CARE UNIT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID .... 50,000.

RECIPIENT NAME:
CASSATA HIGH SCHOOL
ADDRESS:
1400 HEMPHILL ST
FORT WORTH, TX 76104
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
DROPOUT PREVENTION & MEDIA RESOURCE CENTER
FOUNDATION STATUS OF RECIPIENT:
EXEMPT - CHURCH
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
FORT WORTH COUNTRY DAY
SCHOOL
ADDRESS:
4200 COUNTRY DAY LANE
FORT WORTH, TX 76109-4201
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT 'BREAKTHROUGH FORT WORTH' PROGRAM
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID .... 15,000.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
CHILD STUDY CENTER
ADDRESS:
1300 W LANCASTER AVE
FORT WORTH, TX 76102-3410
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID .... 69,000.

RECIPIENT NAME:
AMON CARTER MUSEUM OF WESTERN ART
ADDRESS:
3501 CAMP BOWIE BLVD
FORT WORTH, TX 76107-2631
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EXHIBITION NATURE & THE AMERICAN VISION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
FORT WORTH SYMPHONY ORCHESTRA
ASSOCIATION, INC.
ADDRESS:
330 E 4TH ST, SUITE 200
FORT WORTH, TX 76102-4019
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
ANNUAL FAMILY-ORIENTED SYMPHONIC CONCERTS
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID .... 50,000.

RECIPIENT NAME:
LADDER ALLIANCE, INC.
ADDRESS:
1000 BONNIE BRAE, SUITE 200
FORT WORTH, TX 76111-4301
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
SOUTHWESTERN DIABETIC FOUNDATION, INC.
ADDRESS:
P.O. BOX 918
GAINESVILLE, TX 76241-0918
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CAMPERSHIPS TO CAMP SWEENEY
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID .... 3,500.

RECIPIENT NAME:
JEWEL CHARITY BALL, INC.
ADDRESS:
P.O. BOX 472149
FORT WORTH, TX 76147-1416
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
COOK'S CHILDREN'S MEDICAL CTR - CHARITY CARE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID .... 15,000.

RECIPIENT NAME:
THE BATTERED WOMENS FOUNDATION
ADDRESS:
P.O. BOX 54888
HURST, TX 76054-4888
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
EASTER SEALS NORTH TEXAS
ADDRESS:
1424 HEMPHILL ST
FORT WORTH, TX 76104-4703
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID .... 28,000.

RECIPIENT NAME:
CARTER BLOODCARE
ADDRESS:
2205 HIGHWAY 121
BEDFORD, TX 76021-5950
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID .... 28,000.

TOTAL GRANTS PAID: 318,500.
===============

SCHEDULE D
(Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶**Attach to Form 1041, Form 5227, or Form 990-T. See the Instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).**

OMB No 1545-0092

2011

Name of estate or trust: KATRINE MENZING DEAKINS CHARITABLE TRUST

Employer identification number: 75-6370503

Note: *Form 5227 filers need to complete only Parts I and II.*

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	-31,751.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2010 Capital Loss Carryover Worksheet	4	( )
5 **Net short-term gain or (loss).** Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ▶	5	-31,751.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a LONG-TERM CAPITAL GAIN DIVIDENDS					13,438.

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	470,519.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2010 Capital Loss Carryover Worksheet	11	( )
12 **Net long-term gain or (loss).** Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back ▶	12	483,957.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

JSA
1F1210 2 000

Part III Summary of Parts I and II

Caution: *Read the instructions* **before** *completing this part.*

			(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
13	**Net short-term gain or (loss)**	13			-31,751.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			483,957.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b			
c	28% rate gain	14c			
15	**Total net gain or (loss).** Combine lines 13 and 14a ▶	15			452,206.

Note: *If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 14a and 15, column (2), are net gains, go to Part V, and* **do not** *complete Part IV If line 15, column (3), is a net loss, complete Part IV and the* **Capital Loss Carryover Worksheet,** *as necessary.*

Part IV Capital Loss Limitation

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of:

a The loss on line 15, column (3) **or** b $3,000 . . . 16 ( )

Note: *If the loss on line 15, column (3), is more than $3,000,* **or** *if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the* **Capital Loss Carryover Worksheet** *in the instructions to figure your capital loss carryover.*

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero

Caution: *Skip this part and complete the* **Schedule D Tax Worksheet** *in the instructions if:*

- *Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.*

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col. (2) or line 14c, col (2) is more than zero.

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17	
18	Enter the **smaller** of line 14a or 15 in column (2) but not less than zero	18	
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19	
20	Add lines 18 and 19	20	
21	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- ▶	21	
22	Subtract line 21 from line 20. If zero or less, enter -0-	22	
23	Subtract line 22 from line 17. If zero or less, enter -0-	23	
24	Enter the **smaller** of the amount on line 17 or $2,300	24	
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ **Yes.** Skip lines 25 and 26; go to line 27 and check the "No" box. ☐ **No.** Enter the amount from line 23	25	
26	Subtract line 25 from line 24	26	
27	Are the amounts on lines 22 and 26 the same? ☐ **Yes.** Skip lines 27 thru 30, go to line 31 ☐ **No.** Enter the smaller of line 17 or line 22	27	
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)	28	
29	Subtract line 28 from line 27	29	
30	Multiply line 29 by 15% (.15)	30	
31	Figure the tax on the amount on line 23. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	31	
32	Add lines 30 and 31	32	
33	Figure the tax on the amount on line 17. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33	
34	**Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34	

Bank of America

KATRINE MENZING DEAKINS CHARITABLE TRUST
75-6370503
Balance Sheet
03/31/2012

Cusip	Asset	Units	Basis	Market Value
002824100	ABBOTT LABS	500 000	23,971 65	30,645.00
0075W0817	CAMBIAR SMALL CAP FUND	7944.915	150,000 00	151,668.43
009158106	AIR PRODS & CHEMS INC	300 000	27,264 66	27,540 00
030420103	AMERICAN WTR WKS CO INC	800 000	23,244 00	27,224.00
053015103	AUTOMATIC DATA PROCESSING INC	500 000	25,974 80	27,595.00
071813109	BAXTER INTL INC	500 000	29,282 30	29,890.00
075887109	BECTON DICKINSON & CO	300 000	22,892.49	23,295 00
084670AS7	BERKSHIRE HATHAWAY INC	100000.000	99,521.00	100,498 00
09247X101	BLACKROCK INC	100.000	18,980.50	20,490.00
171232101	CHUBB CORP	500 000	31,440 35	34,555.00
17275R102	CISCO SYS INC	1900 000	39,464 82	40,185.00
191216100	COCA COLA CO	400 000	26,282 44	29,604.00
197199813	COLUMBIA ACORN INTERNATIONAL	3370 636	90,164.52	133,072 71
19763T889	COLUMBIA INCOME OPPORTUNITIES	33889.468	325,000 00	324,661.10
19765H362	COLUMBIA SHORT TERM BOND FUND	32865 660	319,969.79	326,684 66
19765J723	COLUMBIA SMALL CAP GROWTH FUND	13036 192	145,465.15	169,861 58
19765J830	COLUMBIA MID CAP VALUE FUND	14954 119	131,446.71	213,694 36
19765P232	COLUMBIA MID CAP GROWTH FUND	7552 618	119,029 26	214,720.93
19765P596	COLUMBIA SMALL CAP GROWTH I	703 083	13,000.00	21,718 23
19765Y688	COLUMBIA SELECT LARGE CAP	52719 642	700,000 00	760,744 43
209111EA7	CONSOLIDATED EDISON CO NY INC	100000 000	98,296 00	103,524.00
229899109	CULLEN / FROST BANKERS INC	400 000	22,399 32	23,276 00
25271C102	DIAMOND OFFSHORE DRILLING INC	300.000	20,187 00	20,025.00
25746U604	DOMINION RES INC VA	3600.000	100,171 80	102,168.00
291011104	EMERSON ELEC CO	500.000	26,028.00	26,090.00
30231G102	EXXON MOBIL CORP	700 000	55,578 53	60,711 00
35671D857	FREEPORT-MCMORAN COPPER &	600 000	28,935.42	22,824 00
369550108	GENERAL DYNAMICS CORP	400.000	28,659 60	29,352.00
369604AY9	GENERAL ELEC CO	100000 000	99,654 00	103,643.00
438516106	HONEYWELL INTL INC	500 000	28,225.00	30,525.00
459200101	INTERNATIONAL BUSINESS MACHS	200 000	16,257 30	41,730.00
464286103	ISHARES INC MSCI AUSTRALIA INDEX	4100 000	78,679 00	96,391.00
464286400	ISHARES INC MSCI BRAZIL FREE	1300 000	78,806.00	84,058 00
464286509	ISHARES INC MSCI CDA INDEX	3000.000	77,340 00	85,020.00

KATRINE MENZING DEAKINS CHARITABLE TRUST

BankofAmerica

75-6370503

Balance Sheet

03/31/2012

Cusip	Asset	Units	Basis	Market Value
464286673	ISHARES MSCI SINGAPORE INDEX	6900.000	75,624.00	88,941 00
464286731	ISHR MSCI TAIWAN INDEX	2000 000	30,090.00	26,830 00
464286772	ISHARES MSCI SOUTH KOREA INDEX	1700 000	74,591.42	101,218.00
478160104	JOHNSON & JOHNSON	400 000	26,498.00	26,384.00
50075N104	KRAFT FOODS INC	800.000	27,424 88	30,408.00
59156R603	METLIFE INC	4200 000	100,174 20	106,302 00
594918104	MICROSOFT CORP	900 000	1,246 87	29,029 50
641069406	NESTLE S A	500 000	30,847.50	31,421.00
66987V109	NOVARTIS A G	600 000	36,520.74	33,246 00
674599105	OCCIDENTAL PETE CORP DEL	500 000	31,172 50	47,615.00
693390700	PIMCO TOTAL RETURN FUND	27803 522	300,000 00	308,341.06
693475105	PNC FINL SVCS GROUP INC	400 000	19,030.18	25,796 00
713448108	PEPSICO INC	500 000	31,995.45	33,175 00
718172109	PHILIP MORRIS INTL INC	500 000	21,157.50	44,305 00
742718109	PROCTER & GAMBLE CO	400 000	25,297 00	26,884 00
744320508	PRUDENTIAL FINL INC	3700 000	100,305.52	100,085 00
760759100	REPUBLIC SVCS INC	1000 000	30,406 40	30,560.00
806857108	SCHLUMBERGER LTD	400 000	33,158.00	27,972 00
832696405	SMUCKER J M CO	400 000	30,670.44	32,544 00
854502101	STANLEY BLACK & DECKER INC	500 000	34,252 05	38,480 00
872540109	TJX COS INC NEW	900 000	14,812 74	35,739.00
87612E106	TARGET CORP	500 000	27,906.36	29,135 00
882508104	TEXAS INSTRS INC	1000 000	24,799.14	33,610 00
88579Y101	3M CO	300 000	27,492 63	26,763.00
911312106	UNITED PARCEL SVC INC	400 000	30,638 00	32,288.00
913017BH1	UNITED TECHNOLOGIES CORP	100000 000	99,632.00	111,685 00
922042858	VANGUARD MSCI EMERGING MKTS	15000.000	469,650 00	652,050 00
949746101	WELLS FARGO & CO	900 000	26,718 90	30,726 00
962166104	WEYERHAEUSER CO	1300.000	26,396 37	28,496.00
988498101	YUM BRANDS INC	400 000	21,787.88	28,472.00
903031028	OIL GAS OR OTHER MINERALS	1 000	1.00	70,119 00
G1151C101	ACCENTURE PLC	500 000	27,780 50	32,250.00
H84989104	TE CONNECTIVITY LTD	900 000	30,752 64	33,075 00
	Cash/Cash Equivalent	669867 080	669,867 08	669,867 08

Balance Sheet
03/31/2012

Cusip	Asset	Units	Basis	Market Value
		Totals	5,680,309.30	6,541,496.08