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# INTERNAL REVENUE SERVICE

OMB No 1545-0052

Form **990-PF**

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

Department of the Treasury  
Internal Revenue Service

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

**2011**

For calendar year 2011 or tax year beginning **05/01, 2011, and ending 04/30, 2012**

Name of foundation <b>HELEN IRWIN LITTAUER EDUCATIONAL TRUST</b>		A Employer identification number <b>23-7029857</b>
Number and street (or P.O. box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions) <b>(800) 357-7094</b>
BANK OF AMERICA, N.A. P.O. BOX 831041		
City or town, state, and ZIP code <b>DALLAS, TX 75283-1041</b>		
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change		C If exemption application is pending, check here <input type="checkbox"/> D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		
I Fair market value of all assets at end of year (from Part II, col (c), line 16) <b>\$ 8,773,972.</b>		J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	259,869.	259,869.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	412,312.			
	b Gross sales price for all assets on line 6a	2,506,852.			
	7 Capital gain net income (from Part IV, line 2)		412,312.		
	8 Net short-term capital gain				
Operating and Administrative Expenses	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)	77,905.	77,905.		STMT 4
	12 Total. Add lines 1 through 11	750,086.	750,086.		
	13 Compensation of officers, directors, trustees, etc.	61,662.	38,760.		22,902.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	2,705.	NONE	NONE	2,705.
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	5,388.	4,015.		
	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	12,728.	5,528.		7,200.
	24 Total operating and administrative expenses. Add lines 13 through 23	82,706.	48,303.	NONE	33,030.
	25 Contributions, gifts, grants paid	398,000.			398,000.
	26 Total expenses and disbursements. Add lines 24 and 25	480,706.	48,303.	NONE	431,030.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	269,380.			
	b Net investment income (if negative, enter -0-)		701,783.		
	c Adjusted net income (if negative, enter -0-)				

For Paperwork Reduction Act Notice, see instructions.

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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 . . . . .	856,096.	725,487.	725,487.	
	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) . . . . .	1,821,987.	1,511,362.	1,841,377.	
	c	Investments - corporate bonds (attach schedule) . . . . .	1,087,364.	888,892.	989,061.	
	11	Investments - land, buildings, and equipment basis . . . . .				
	Less accumulated depreciation (attach schedule) ▶ . . . . .					
12	Investments - mortgage loans . . . . .					
13	Investments - other (attach schedule) . . . . .	3,417,635.	4,326,722.	4,885,810.		
14	Land, buildings, and equipment basis . . . . .					
	Less accumulated depreciation (attach schedule) ▶ . . . . .					
15	Other assets (describe ▶ . . . . .)	1.	1.	332,237.		
16	<b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item I) . . . . .	7,183,083.	7,452,464.	8,773,972.		
Liabilities	17	Accounts payable and accrued expenses . . . . .				
	18	Grants payable . . . . .				
	19	Deferred revenue . . . . .				
	20	Loans from officers, directors, trustees, and other disqualified persons . . . . .				
	21	Mortgages and other notes payable (attach schedule) . . . . .				
	22	Other liabilities (describe ▶ . . . . .)				
	23	<b>Total liabilities</b> (add lines 17 through 22) . . . . .				
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted . . . . .				
	25	Temporarily restricted . . . . .				
	26	Permanently restricted . . . . .				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds . . . . .	7,183,083.	7,452,464.		
	28	Paid-in or capital surplus, or land, bldg, and equipment fund . . . . .				
	29	Retained earnings, accumulated income, endowment, or other funds . . . . .				
	30	<b>Total net assets or fund balances</b> (see instructions) . . . . .	7,183,083.	7,452,464.		
	31	<b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	7,183,083.	7,452,464.		

## 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	7,183,083.
2	Enter amount from Part I, line 27a . . . . .	2	269,380.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8 . . . . .	3	120.
4	Add lines 1, 2, and 3 . . . . .	4	7,452,583.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 9 . . . . .	5	119.
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6	7,452,464.

**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.)
<b>1a PUBLICLY TRADED SECURITIES</b>					
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 2,459,634.		2,094,540.	365,094.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) FMV 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			365,094.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) <span style="float:right">{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }</span>			2	412,312.	
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	449,812.	8,706,886.	0.051662
2009	276,658.	8,578,336.	0.032251
2008	431,797.	8,303,173.	0.052004
2007	434,674.	9,703,203.	0.044797
2006	276,048.	8,695,547.	0.031746
<b>2 Total of line 1, column (d)</b>			2 0.212460
<b>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</b>			3 0.042492
<b>4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5</b>			4 8,554,708.
<b>5 Multiply line 4 by line 3</b>			5 363,507.
<b>6 Enter 1% of net investment income (1% of Part I, line 27b)</b>			6 7,018.
<b>7 Add lines 5 and 6</b>			7 370,525.
<b>8 Enter qualifying distributions from Part XII, line 4</b> If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			8 431,030.

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**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 <input type="checkbox"/> and enter "N/A" on line 1 . . . . . Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		1	7,018.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b . . . . .			
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	7,018.
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	7,018.
6 Credits/Payments			
a 2011 estimated tax payments and 2010 overpayment credited to 2011 . . . . .	6a	3,804.	
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	3,804.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	3,214.	
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 <input type="checkbox"/> Refunded <input type="checkbox"/>	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
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)? . . . . . 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 ▶ \$ _____ (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		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 <b>NONE</b>				
14	The books are in care of <b>BANK OF AMERICA, N.A.</b> Telephone no <b>(817) 390-6028</b>			
	Located at <b>500 W 7TH ST, FL 2, FORT WORTH, TX</b> ZIP + 4 <b>76102-4700</b>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here	15		
and enter the amount of tax-exempt interest received or accrued during the year				
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
				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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011)	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

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**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)? ☐ Yes ☒ NoOrganizations 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? ☐ Yes ☒ No

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? ☐ Yes ☒ No**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 10		61,662.	-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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		NONE
<b>Total</b> 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	
All other program-related investments. See instructions.	
3 NONE	
<b>Total.</b> Add lines 1 through 3 . . . . .	



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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities . . . . .	<b>1a</b>	8,326,618.
<b>b</b>	Average of monthly cash balances . . . . .	<b>1b</b>	358,365.
<b>c</b>	Fair market value of all other assets (see instructions) . . . . .	<b>1c</b>	NONE
<b>d</b>	<b>Total</b> (add lines 1a, b, and c) . . . . .	<b>1d</b>	8,684,983.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) . . . . .	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets . . . . .	<b>2</b>	NONE
<b>3</b>	Subtract line 2 from line 1d . . . . .	<b>3</b>	8,684,983.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) . . . . .	<b>4</b>	130,275.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4 . . . . .	<b>5</b>	8,554,708.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5 . . . . .	<b>6</b>	427,735.

**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)

<b>1</b>	Minimum investment return from Part X, line 6 . . . . .	<b>1</b>	427,735.
<b>2a</b>	Tax on investment income for 2011 from Part VI, line 5 . . . . .	<b>2a</b>	7,018.
<b>b</b>	Income tax for 2011 (This does not include the tax from Part VI.) . . . . .	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b . . . . .	<b>2c</b>	7,018.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1 . . . . .	<b>3</b>	420,717.
<b>4</b>	Recoveries of amounts treated as qualifying distributions . . . . .	<b>4</b>	NONE
<b>5</b>	Add lines 3 and 4 . . . . .	<b>5</b>	420,717.
<b>6</b>	Deduction from distributable amount (see instructions) . . . . .	<b>6</b>	NONE
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1 . . . . .	<b>7</b>	420,717.

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26 . . . . .	<b>1a</b>	431,030.
<b>b</b>	Program-related investments - total from Part IX-B . . . . .	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes . . . . .	<b>2</b>	NONE
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required) . . . . .	<b>3a</b>	NONE
<b>b</b>	Cash distribution test (attach the required schedule) . . . . .	<b>3b</b>	NONE
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 . . . . .	<b>4</b>	431,030.
<b>5</b>	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) . . . . .	<b>5</b>	7,018.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4 . . . . .	<b>6</b>	424,012.

**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 . . . . .				420,717.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only . . . . .			362,553.	
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 ▶ \$ 431,030.				
a Applied to 2010, but not more than line 2a . . . . .			362,553.	
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 . . . . .				68,477.
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 . . . . .				352,240.
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			(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
<b>2a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .					
<b>b</b> 85% of line 2a . . . . .					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c . . . . .					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon:					
<b>a</b> "Assets" alternative test - enter:					
<b>(1)</b> Value of all assets . . . . .					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i) . . . . .					
<b>b</b> "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . . . .					
<b>c</b> "Support" alternative test - enter:					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . . .					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) . . . . .					
<b>(3)</b> Largest amount of support from an exempt organization . . . . .					
<b>(4)</b> 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 11

**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

**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
<b>a Paid during the year</b>  SEE STATEMENT 18				
<b>Total</b> . . . . .			<b>3a</b>	398,000.
<b>b Approved for future payment</b>				
<b>Total</b> . . . . .			<b>3b</b>	



<p><b>1</b> 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?</p> <p><b>a</b> Transfers from the reporting foundation to a noncharitable exempt organization of:</p> <p>(1) Cash . . . . .</p> <p>(2) Other assets . . . . .</p> <p><b>b</b> Other transactions.</p> <p>(1) Sales of assets to a noncharitable exempt organization . . . . .</p> <p>(2) Purchases of assets from a noncharitable exempt organization . . . . .</p> <p>(3) Rental of facilities, equipment, or other assets . . . . .</p> <p>(4) Reimbursement arrangements . . . . .</p> <p>(5) Loans or loan guarantees . . . . .</p> <p>(6) Performance of services or membership or fundraising solicitations . . . . .</p> <p><b>c</b> Sharing of facilities, equipment, mailing lists, other assets, or paid employees . . . . .</p> <p><b>d</b> 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.</p>	<p><b>Yes</b></p>	<p><b>No</b></p>
<p><b>1a(1)</b></p>		<p>X</p>
<p><b>1a(2)</b></p>		<p>X</p>
<p><b>1b(1)</b></p>		<p>X</p>
<p><b>1b(2)</b></p>		<p>X</p>
<p><b>1b(3)</b></p>		<p>X</p>
<p><b>1b(4)</b></p>		<p>X</p>
<p><b>1b(5)</b></p>		<p>X</p>
<p><b>1b(6)</b></p>		<p>X</p>
<p><b>1c</b></p>		<p>X</p>

[illegible]

**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  
Signature of officer or trustee  
BANK OF AMERICA, N.A.

08/20/2012

Date \_\_\_\_\_

► TRUSTEE

Title

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 <input type="checkbox"/> 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	753.	753.
ABBOTT LABS	1,632.	1,632.
ABBOTT LABS NT	5,875.	5,875.
AIR PRODS & CHEMS INC	870.	870.
ALLERGAN INC	35.	35.
AMERICAN WTR WKS CO INC NEW COM	966.	966.
APACHE CORP	75.	75.
AUTOLIV INC	172.	172.
AUTOMATIC DATA PROCESSING INC	956.	956.
AVON PRODS INC	253.	253.
BAXTER INTL INC	784.	784.
BECTON DICKINSON & CO	180.	180.
BLACKROCK INC	300.	300.
BOFA GOVERNMENT RESERVES TRUST CLASS	8.	8.
CMS ENERGY CORP COM	1,254.	1,254.
CELANESE CORP DEL SER A COM	25.	25.
CHEVRONTXACO CORP COM	156.	156.
CHUBB CORP	1,106.	1,106.
CISCO SYS INC	676.	676.
COCA COLA CO	725.	725.
COLUMBIA ACORN FUND CLASS Z SHARES	930.	930.
COLUMBIA ACORN INTERNATIONAL FUND CL Z	7,314.	7,314.
COLUMBIA INCOME OPPORTUNITIES FUND CL Z	1,726.	1,726.
COLUMBIA SHORT TERM BOND FUND CLASS Z SH	7,788.	7,788.
COLUMBIA MID CAP VALUE FUND CLASS Z SHAR	2,462.	2,462.
COLUMBIA INTERMEDIATE BOND FUND CLASS Z	24,078.	24,078.
COLUMBIA SMALL CAP GROWTH I FUND CLASS Z	1,357.	1,357.
CULLEN FROST BANKERS INC	690.	690.
DIAMOND OFFSHORE DRILLING INC COM	1,313.	1,313.
DOVER CORP	83.	83.
EXELON CORP COM	315.	315.
EXXON MOBIL CORPORATION	5,264.	5,264.

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

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
FREEMPORT-MCMORAN COPPER & GOLD INC COM	600.	600.
GANNETT INC	88.	88.
GENENTECH INC SR NT	4,750.	4,750.
GENERAL DYNAMICS CORP	846.	846.
GENERAL ELEC CO	1,078.	1,078.
GENERAL ELEC CO 01/28/2003 5% 02/01/2013	10,000.	10,000.
GOLDMAN SACHS GROUP INC	105.	105.
HEWLETT PACKARD CO COM	126.	126.
REMS REAL ESTATE VALUE OPPTY FUND	979.	979.
HONEYWELL INTERNATIONAL INC	754.	754.
INTERNATIONAL BUSINESS MACHS	900.	900.
ISHARES INC MSCI AUSTRALIA INDEX	4,607.	4,607.
ISHARES INC MSCI BRAZIL FREE INDEX FUND	2,416.	2,416.
ISHARES INC MSCI CDA INDEX FD	2,355.	2,355.
ISHARES INC MSCI SINGAPORE INDEX FUND	3,886.	3,886.
ISHARES MSCI SOUTH KOREA INDEX FUND	1,680.	1,680.
ISHARES RUSSELL 2000 VALUE INDEX FUND	5,127.	5,127.
J P MORGAN CHASE & CO COM	325.	325.
JOHNSON & JOHNSON	1,026.	1,026.
KRAFT FOODS INC CL A COM	1,276.	1,276.
MCKESSON HBOC INC	60.	60.
MICROSOFT CORP	1,108.	1,108.
MURPHY OIL CORP	55.	55.
NATL RURAL UTLY DTD 2/25/2004 4.75% DUE	4,750.	4,750.
NORDSTROM INC	207.	207.
NOVARTIS AG ADR ISIN #US66987V1098	1,986.	1,986.
OCCIDENTAL PETROLEUM CORP	1,336.	1,336.
PNC BK CORP	840.	840.
PACKAGING CORP OF AMERICA	160.	160.
PARKER HANNIFIN CORP	148.	148.
PEPSICO INC	155.	155.
PHILIP MORRIS INTL INC COM	2,206.	2,206.
PIMCO COMMODITY REALRETURN STRATEGY FUND	74,116.	74,116.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
PRICE T ROWE GROUP INC COM	248.	248.
PROCTER & GAMBLE CO	1,470.	1,470.
QUESTAR CORP COMMON	214.	214.
RAYTHEON CO COM NEW	645.	645.
REPUBLIC SERVICES INC CL A	1,024.	1,024.
SBC COMMUNICATIONS INC GLOBAL NT	9,694.	9,694.
SBC COMMUNICATIONS INC NT	5,100.	5,100.
SCHLUMBERGER LTD FOREIGN	410.	410.
SMUCKER J M CO COM NEW	720.	720.
STANLEY BLACK & DECKER INC COM	738.	738.
TJX COS INC NEW	456.	456.
TARGET CORP	690.	690.
TEXAS INSTRS INC	1,020.	1,020.
3M CO COM	676.	676.
UNITED PARCEL SERVICE CL B	364.	364.
UNITED TECHNOLOGIES CORP	480.	480.
UNITED TECHNOLOGIES CORP NT	9,750.	9,750.
VANGUARD MSCI EMERGING MKTS ETF	17,542.	17,542.
WACHOVIA BK NATL ASSN MEDIUM TERM SUB BK	5,600.	5,600.
WELLS FARGO COMPANY	652.	652.
WEYERHAEUSER CO COM	255.	255.
YUM BRANDS INC COM	738.	738.
ACCENTURE PLC CL A COM	338.	338.
TE CONNECTIVITY LTD COM	648.	648.
TYCO INTL LTD NEW F COM	225.	225.
	-----	-----
TOTAL	259,869.	259,869.
	=====	=====

FORM 990PF, PART I - OTHER INCOME  
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
ROYALTY INCOME	76,469.	76,469.
SBC GLOBAL COMMUNICATION	1,436.	1,436.
	-----	-----
TOTALS	77,905.	77,905.
	=====	=====

FORM 990PF, PART I - ACCOUNTING FEES  
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
TAX PREPARATION FEE	2,705.			2,705.
TOTALS	2,705.	NONE	NONE	2,705.

FORM 990PF, PART I - TAXES  
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES	298.	298.
FEDERAL EXCISE ESTIMATES	1,373.	
FOREIGN TAXES ON QUALIFIED FOR	2,288.	2,288.
FOREIGN TAXES ON NONQUALIFIED	1,429.	1,429.
	-----	-----
TOTALS	5,388.	4,015.
	=====	=====

## FORM 990PF, PART I - OTHER EXPENSES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	CHARITABLE PURPOSES -----
GRANTMAKING FEE	7,200.		7,200.
OTHER INVESTMENT FEE	3.	3.	
O&G ROYALTY EXPENSES:			
PRODUCTION TAX	4,848.	4,848.	
AD VALOREM TAX	297.	297.	
STATE TAX WITHHELD	380.	380.	
TOTALS	12,728.	5,528.	7,200.

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

=====

DESCRIPTION	AMOUNT
-----	-----
ROC ADJUSTMENT - 2012	119.
NET ROUNDING	1.
	-----
TOTAL	120.
	=====

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

DESCRIPTION -----	AMOUNT -----
ROC ADJUSTMENT - 2011	119.
TOTAL	----- 119. =====

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

=====

OFFICER NAME:

BANK OF AMERICA, N.A.

ADDRESS:

P.O. BOX 1479

FORT WORTH, TX 76101-1479

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION ..... 61,662.

TOTAL COMPENSATION:

61,662.

=====



RECIPIENT NAME:

MARK SMITH, BANK OF AMERICA

ADDRESS:

P.O. BOX 1479

FORT WORTH, TX 76101-1479

RECIPIENT'S PHONE NUMBER: 817-390-6028

FORM, INFORMATION AND MATERIALS:

1. A BRIEF DESCRIPTION OF THE PROGRAM OR PROJECT

2. THE AMOUNT REQUIRED

3. COPIES OF IRS DOCUMENTS PERTAINING TO TAX EXEMPT STATUS

SUBMISSION DEADLINES:

MARCH 31 AND SEPTEMBER 30

RESTRICTIONS OR LIMITATIONS ON AWARDS:

EDUCATIONAL, CHARITABLE, SCIENTIFIC, LITERARY OR RELIGIOUS

RECIPIENT NAME:

TEXAS HEALTH HARRIS METHODIST  
HOSPITAL SOUTHWEST FOUNDATION

ADDRESS:

6100 WESTERN PL, SUITE 1001  
FT WORTH, TX 76107

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

UNRESTRICTED CONTRIBUTION

FOUNDATION STATUS OF RECIPIENT:

PUBLIC 501(C)(3)

AMOUNT OF GRANT PAID ..... 30,000.

RECIPIENT NAME:

BIG BROTHERS & SISTERS -  
NORTH TEXAS CHAPTER

ADDRESS:

450 E JOHN CARPENTER FWY  
IRVING, TX 75062

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GOLF CLASSIC - BENEFIT MENTORING PROGRAM

FOUNDATION STATUS OF RECIPIENT:

PUBLIC 501(C)(3)

AMOUNT OF GRANT PAID ..... 50,000.

RECIPIENT NAME:

GUARDIANSHIP SERVICES,  
INC.

ADDRESS:

P.O. BOX 11481  
FT WORTH, TX 76110

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORT VOLUNTEER APPRECIATION DINNER

FOUNDATION STATUS OF RECIPIENT:

PUBLIC 501(C)(3)

AMOUNT OF GRANT PAID ..... 25,000.

RECIPIENT NAME:  
COMMUNITIES IN SCHOOLS  
ADDRESS:  
6707 BRENTWOOD STAIR RD  
FT WORTH, TX 76112  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
SUPPORT OPERATIONS  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC 501(C)(3)  
AMOUNT OF GRANT PAID ..... 30,000.

RECIPIENT NAME:  
LEARNING CENTER OF NORTH  
TEXAS, INC.  
ADDRESS:  
1701 RIVER RUN  
FT WORTH, TX 76107  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
UNRESTRICTED CONTRIBUTION  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC 501(C)(3)  
AMOUNT OF GRANT PAID ..... 10,000.

RECIPIENT NAME:  
FORT WORTH OPERA ASSOCIATION, INC.  
ADDRESS:  
1300 GENDY ST  
FORT WORTH, TX 76107  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
SUPPORT FORT WORTH OPERA FESTIVAL  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC 501(C)(3)  
AMOUNT OF GRANT PAID ..... 25,000.

RECIPIENT NAME:  
CANCER CARE SERVICES  
ADDRESS:  
623 S HENDERSON  
FORT WORTH, TX 76104  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
PURCHASE CANCER MEDICINES  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC 501(C)(3)  
AMOUNT OF GRANT PAID ..... 20,000.

RECIPIENT NAME:  
PRESBYTERIAN NIGHT SHELTER  
ADDRESS:  
P.O. BOX 2645  
FORT WORTH, TX 76113  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
SUPPORT 2010 CHRISTMAS GALA  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC 501(C)(3)  
AMOUNT OF GRANT PAID ..... 30,000.

RECIPIENT NAME:  
WOODSTOCK ARTISTS ASSOCIATION  
AND MUSEUM  
ADDRESS:  
28 TINKER ST  
WOODSTOCK, NY 12498  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
SUPPORT EDUCATION PROJECT  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC 501(C)(3)  
AMOUNT OF GRANT PAID ..... 40,000.

RECIPIENT NAME:  
FORT WORTH PUBLIC LIBRARY  
FOUNDATION  
ADDRESS:  
500 W 3RD ST  
FORT WORTH, TX 76102  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
SUPPORT LECTURE SERIES  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC 501(C)(3)  
AMOUNT OF GRANT PAID ..... 10,000.

RECIPIENT NAME:  
ENDOWMENT FUND OF ROTARY CLUB  
OF FORT WORTH  
ADDRESS:  
306 W 7TH ST, SUITE 715  
FORT WORTH, TX 76102  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
UNRESTRICTED CONTRIBUTION  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC 501(C)(3)  
AMOUNT OF GRANT PAID ..... 3,000.

RECIPIENT NAME:  
JUNIOR ACHIEVEMENT OF THE CHISHOLM  
TRAIL, INC.  
ADDRESS:  
6300 RIDGLEA PL, SUITE 400  
FORT WORTH, TX 76116  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
UNRESTRICTED CONTRIBUTION  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC 501(C)(3)  
AMOUNT OF GRANT PAID ..... 10,000.

RECIPIENT NAME:  
TEXAS CHRISTIAN UNIVERSITY  
FOUNDATION  
ADDRESS:  
2800 S UNIVERSITY DR  
FORT WORTH, TX 76129  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
SUPPORT KINDERFROGS SCHOOL  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC 501(C)(3)  
AMOUNT OF GRANT PAID ..... 25,000.

RECIPIENT NAME:  
AMARILLO SYMPHONY, INC.  
ADDRESS:  
P.O. BOX 2586  
AMARILLO, TX 79105  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
SUPPORT YOUTH ORCHESTRA  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC 501(C)(3)  
AMOUNT OF GRANT PAID ..... 10,000.

RECIPIENT NAME:  
FAMILY PATHFINDERS OF TARRANT  
COUNTY  
ADDRESS:  
P.O. BOX 470869  
FORT WORTH, TX 76147  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
SUPPORT MENTORING PROGRAMS  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC 501(C)(3)  
AMOUNT OF GRANT PAID ..... 20,000.

RECIPIENT NAME:  
CENIKOR FOUNDATION, INC.  
ADDRESS:  
2209 S MAIN ST  
FORT WORTH, TX 76110  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
ADULT RESIDENTIAL SUBSTANCE ABUSE FACILITY  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC 501(C)(3)  
AMOUNT OF GRANT PAID ..... 15,000.

RECIPIENT NAME:  
ILLUMINATION EDUCATION, INC.  
ADDRESS:  
4621 S COOPER ST  
ARLINGTON, TX 76017  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
SUPPORT 'MEGAMINDS' AFTER SCHOOL CLUBS  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC 501(C)(3)  
AMOUNT OF GRANT PAID ..... 15,000.

RECIPIENT NAME:  
LOVE NEVER FAILS INTERNATIONAL,  
INC.  
ADDRESS:  
5617 DIAMOND OAKS DR S  
HALTOM CITY, TX 76117  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
SUPPORT AFTER SCHOOL MENTORING PROGRAMS  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC 501(C)(3)  
AMOUNT OF GRANT PAID ..... 5,000.

HELEN IRWIN LITTAUER EDUCATIONAL TRUST 23-7029857  
FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID  
=====

RECIPIENT NAME:

SAFE CITY COMMISSION

ADDRESS:

200 CALHOUN ST

FORT WORTH, TX 76102

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORT BRIGHT FUTURES PROGRAMS

FOUNDATION STATUS OF RECIPIENT:

PUBLIC 501(C)(3)

AMOUNT OF GRANT PAID ..... 25,000.

TOTAL GRANTS PAID: 398,000.

=====

STATEMENT 18



## FEDERAL FOOTNOTES

=====

FORM 990-PF - PART VIII, LINE 1(B) - AVERAGE HOURS PER WEEK DEVOTED TO POSITION: THE COMPENSATION SHOWN ON THE RETURN THAT IS PAID TO BANK OF AMERICA, N.A. AS CORPORATE TRUSTEE IS NOT CALCULATED BASED UPON AN HOURLY RATE FOR TIME SPENT BY THE TRUSTEE; RATHER, BANK OF AMERICA'S COMPENSATION AS CORPORATE TRUSTEE IS CALCULATED USING A MARKET VALUE FEE SCHEDULE. THE TRUST OFFICER'S TIME SPENT PERFORMING ADMINISTRATIVE RESPONSIBILITIES FOR THIS FOUNDATION AVERAGES ONE HOUR PER WEEK. IN ADDITION, TIME IS SPENT BY OTHER STAFF MEMBERS FOR RECORDKEEPING, INVESTMENT MANAGEMENT, INCOME COLLECTION, RENDERING STATEMENTS AND ACCOUNTINGS, REGULATORY REPORTING, REGULATORY COMPLIANCE, AND TAX SERVICES.

**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

HELEN IRWIN LITTAUER EDUCATIONAL TRUST

Employer identification number

23-7029857

**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)
<b>1a</b>					

<b>b</b> Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b . . . . .	<b>1b</b>	-42,874.
<b>2</b> Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824 . . . . .	<b>2</b>	
<b>3</b> Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts . . . . .	<b>3</b>	
<b>4</b> Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2010 Capital Loss Carryover Worksheet . . . . .	<b>4</b>	( )
<b>5</b> <b>Net short-term gain or (loss).</b> Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back . . . . . ►	<b>5</b>	-42,874.

**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)
<b>6a</b> LONG-TERM CAPITAL GAIN DIVIDENDS					47,218.

<b>b</b> Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b . . . . .	<b>6b</b>	407,968.
<b>7</b> Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824 . . . . .	<b>7</b>	
<b>8</b> Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts . . . . .	<b>8</b>	
<b>9</b> Capital gain distributions . . . . .	<b>9</b>	
<b>10</b> Gain from Form 4797, Part I . . . . .	<b>10</b>	
<b>11</b> Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2010 Capital Loss Carryover Worksheet . . . . .	<b>11</b>	( )
<b>12</b> <b>Net long-term gain or (loss).</b> Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back . . . . . ►	<b>12</b>	455,186.

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

Schedule D (Form 1041) 2011

<b>Part III Summary of Parts I and II</b>		(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
<b>Caution: Read the instructions before completing this part.</b>				
<b>13</b>	<b>Net short-term gain or (loss)</b> . . . . .	<b>13</b>		-42,874.
<b>14</b>	<b>Net long-term gain or (loss):</b>			
a	Total for year . . . . .	<b>14a</b>		455,186.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.) . . . . .	<b>14b</b>		
c	28% rate gain . . . . .	<b>14c</b>		
<b>15</b>	<b>Total net gain or (loss).</b> Combine lines 13 and 14a . . . . . ▶	<b>15</b>		412,312.

**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

<b>16</b>	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the <b>smaller</b> of:	<b>16</b>	( )
a	The loss on line 15, column (3) or b \$3,000		

**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.

<b>17</b>	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34) . . . . .	<b>17</b>		
<b>18</b>	Enter the <b>smaller</b> of line 14a or 15 in column (2) but not less than zero . . . . .	<b>18</b>		
<b>19</b>	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) . . . . .	<b>19</b>		
<b>20</b>	Add lines 18 and 19 . . . . .	<b>20</b>		
<b>21</b>	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- . . . . . ▶	<b>21</b>		
<b>22</b>	Subtract line 21 from line 20. If zero or less, enter -0- . . . . .	<b>22</b>		
<b>23</b>	Subtract line 22 from line 17. If zero or less, enter -0- . . . . .	<b>23</b>		
<b>24</b>	Enter the <b>smaller</b> of the amount on line 17 or \$2,300 . . . . .	<b>24</b>		
<b>25</b>	Is the amount on line 23 equal to or more than the amount on line 24? <input type="checkbox"/> <b>Yes.</b> Skip lines 25 and 26, go to line 27 and check the "No" box. <input type="checkbox"/> <b>No.</b> Enter the amount from line 23 . . . . .	<b>25</b>		
<b>26</b>	Subtract line 25 from line 24 . . . . .	<b>26</b>		
<b>27</b>	Are the amounts on lines 22 and 26 the same? <input type="checkbox"/> <b>Yes.</b> Skip lines 27 thru 30, go to line 31 <input type="checkbox"/> <b>No.</b> Enter the smaller of line 17 or line 22 . . . . .	<b>27</b>		
<b>28</b>	Enter the amount from line 26 (If line 26 is blank, enter -0-) . . . . .	<b>28</b>		
<b>29</b>	Subtract line 28 from line 27 . . . . .	<b>29</b>		
<b>30</b>	Multiply line 29 by 15% ( 15 ) . . . . .	<b>30</b>		
<b>31</b>	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) . . . . .	<b>31</b>		
<b>32</b>	Add lines 30 and 31 . . . . .	<b>32</b>		
<b>33</b>	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) . . . . .	<b>33</b>		
<b>34</b>	<b>Tax on all taxable income.</b> Enter the <b>smaller</b> of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36) . . . . .	<b>34</b>		

Schedule D (Form 1041) 2011

## HELEN IRWIN LITTAUER EDUCATIONAL TRUST

23-7029857

Balance Sheet

04/30/2012

Bank of America



Cusip	Asset	Units	Basis	Market Value
002824100	ABBOTT LABS	650 000	31,721 36	40,339 00
002824AT7	ABBOTT LABS	100000 000	100,019 00	118,132 00
009158106	AIR PRODS & CHEMS INC	400 000	36,352.88	34,196.00
030420103	AMERICAN WTR WKS CO INC	1000 000	29,055 00	34,240 00
053015103	AUTOMATIC DATA PROCESSING INC	700 000	36,364 72	38,934 00
071813109	BAXTER INTL INC	800 000	46,851 68	44,328.00
075887109	BECTON DICKINSON & CO	400 000	30,641 00	31,380.00
09247X101	BLACKROCK INC	200.000	39,876 00	38,316 00
171232101	CHUBB CORP	700.000	44,016 49	51,149 00
17275R102	CISCO SYS INC	2600 000	55,428 53	52,403 00
191216100	COCA COLA CO	500.000	32,853 05	38,160 00
197199409	COLUMBIA ACORN FUND	8339.912	210,298 14	261,873 24
197199813	COLUMBIA ACORN INTERNATIONAL	6714 550	281,742 53	265,627.60
19763T889	COLUMBIA INCOME OPPORTUNITIES	41279 670	400,000 00	398,348.82
19765H362	COLUMBIA SHORT TERM BOND FUND	36292 133	351,307.85	360,743.80
19765J764	COLUMBIA SMALL CAP VALUE FUND	0 027	0 22	0.40
19765J830	COLUMBIA MID CAP VALUE FUND	18758 502	193,211 05	267,308 65
19765N468	COLUMBIA INTERMEDIATE BOND FUND	62751 376	550,842.85	589,235 42
19765P596	COLUMBIA SMALL CAP GROWTH I	8861.412	172,000 00	271,247 82
19765Y688	COLUMBIA SELECT LARGE CAP	38372 985	500,000 00	550,268.60
219350105	CORNING INC	1700.000	22,142 50	24,395 00
229899109	CULLEN / FROST BANKERS INC	500.000	27,999 15	29,480 00
25271C102	DIAMOND OFFSHORE DRILLING INC	500 000	33,645 00	34,275.00
291011104	EMERSON ELEC CO	600 000	30,083 58	31,524.00
30231G102	EXXON MOBIL CORP	2800.000	82,982 03	241,752 00
35671D857	FREEPORT-MCMORAN COPPER &	800 000	38,580 56	30,640 00
368710AG4	GENENTECH INC	100000.000	93,554.00	111,786.00
369550108	GENERAL DYNAMICS CORP	600 000	42,989.40	40,500 00
369604AY9	GENERAL ELEC CO	200000 000	199,308 00	206,614 00
432787307	REMS REAL ESTATE VALUE OPPTY	13844 937	175,000 00	184,553.01
438516106	HONEYWELL INTL INC	700 000	39,515 00	42,462 00
459200101	INTERNATIONAL BUSINESS MACHS	250 000	19,631 33	51,770 00
464286103	ISHARES INC MSCI AUSTRALIA INDEX	4200 000	94,290 00	100,128 00
464286400	ISHARES INC MSCI BRAZIL FREE	1400 000	95,423 58	84,357.00

## HELEN IRWIN LITTAUER EDUCATIONAL TRUST

23-7029857

## Balance Sheet

04/30/2012

Bank of America



Cusip	Asset	Units	Basis	Market Value
464286509	ISHARES INC MSCI CDA INDEX	3500 000	96,950 00	99,260 00
464286673	ISHARES MSCI SINGAPORE INDEX	8300 000	96,155 50	107,858 50
464286772	ISHARES MSCI SOUTH KOREA INDEX	1900 000	94,177 88	112,556.00
464287630	ISHARES RUSSELL 2000 VALUE INDEX	3700.000	172,568 00	265,882 00
478160104	JOHNSON & JOHNSON	600.000	39,747.00	39,060 00
50075N104	KRAFT FOODS INC	1100 000	37,709 21	43,857.00
637432DC6	NATL RURAL UTLY DTD 2/25/2004	100000 000	96,941 00	107,224.00
641069406	NESTLE S A	700.000	43,186 50	42,879.90
66987V109	NOVARTIS A G	800 000	48,694 32	44,136 00
674599105	OCCIDENTAL PETE CORP DEL	600 000	38,720 58	54,732.00
693475105	PNC FINL SVCS GROUP INC	600 000	27,114 76	39,792 00
713448108	PEPSICO INC	600 000	37,531.26	39,600 00
718172109	PHILIP MORRIS INTL INC	600 000	25,753 44	53,706.00
722005667	PIMCO COMMODITY REALRETURN	38167 939	300,000 00	256,870 23
742718109	PROCTER & GAMBLE CO	600 000	37,945 50	38,184 00
78387GAP8	SBC COMMUNICATIONS INC	100000 000	98,384 00	109,832 00
806857108	SCHLUMBERGER LTD	400.000	33,158 00	29,656.00
832696405	SMUCKER J M CO	500.000	38,338.05	39,815 00
854502101	STANLEY BLACK & DECKER INC	600 000	41,102 46	43,896 00
872540109	TJX COS INC NEW	1200 000	18,881 34	50,052 00
87612E106	TARGET CORP	600 000	33,991 29	34,764.00
882508104	TEXAS INSTRS INC	1300.000	39,867 75	41,522 00
88579Y101	3M CO	400 000	36,656 84	35,744 00
911312106	UNITED PARCEL SVC INC	500.000	38,246 00	39,070 00
913017BH1	UNITED TECHNOLOGIES CORP	200000 000	199,264 00	223,574.00
922042858	VANGUARD MSCI EMERGING MKTS	17100 000	542,754 00	727,690.50
92976GAE1	WACHOVIA BK NATL ASSN	100000 000	101,422 00	111,899 00
949746101	WELLS FARGO & CO	1600 000	43,900 00	53,464 00
962166104	WEYERHAEUSER CO	1700.000	34,518.33	34,612 00
988498101	YUM BRANDS INC	500 000	27,234 85	36,365 00
9O3018603	OIL GAS OR OTHER MINERALS	1 000	1.00	332,237 00
G1151C101	ACCENTURE PLC	500 000	27,332.50	32,475.00
H84989104	TE CONNECTIVITY LTD	1200 000	41,003 52	43,752.00
	Cash/Cash Equivalent	725487 060	725,487 06	725,487 06

HELEN IRWIN LITTAUER EDUCATIONAL TRUST

Bank of America



Balance Sheet

04/30/2012

Cusip	Asset	Units	Basis	Market Value
		Totals	7,452,464.42	8,791,971.55