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

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

2011

For calendar year 2011 or tax year beginning

10/1/2011

, and ending

9/30/2012

Name of foundation

ESTILL FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)

Room/suite

P O BOX 2787

City or town, state, and ZIP code

TX

78403-2787

CORPUS CHRISTI

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) ► \$ 2,606,945
 J Accounting method. Cash Accrual
 Other (specify) _____

A Employer identification number

74-1892894

B Telephone number (see instructions)

(361) 241-5361

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 ►

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 ► <input type="checkbox"/> if the foundation is not required to attach Sch. B				
3	Interest on savings and temporary cash investments	24,385	24,385		
4	Dividends and interest from securities	0	0		
5 a	Gross rents			0	
b	Net rental income or (loss)	0			
6 a	Net gain or (loss) from sale of assets not on line 10	0			
b	Gross sales price for all assets on line 6a	0			
7	Capital gain net income (from Part IV, line 2)		0		
8	Net short-term capital gain			0	
9	Income modifications				
10 a	Gross sales less returns and allowances	0			
b	Less Cost of goods sold	0			
c	Gross profit or (loss) (attach schedule)	0			
11	Other income (attach schedule)	695,824	695,824	0	
12	Total. Add lines 1 through 11	720,209	720,209	0	
13	Compensation of officers, directors, trustees, etc.	0			
14	Other employee salaries and wages	0			
15	Pension plans, employee benefits				
16 a	Legal fees (attach schedule)	0	0	0	0
b	Accounting fees (attach schedule)	0	0	0	0
c	Other professional fees (attach schedule)	881	881	0	0
17	Interest				
18	Taxes (attach schedule) (see instructions)	16,825	16,825	0	0
19	Depreciation (attach schedule) and depletion	0	0	0	
20	Occupancy	63	63		
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule)	3,437	3,437	0	0
24	Total operating and administrative expenses.	21,206	21,206	0	0
	Add lines 13 through 23	451,731			451,731
25	Contributions, gifts, grants paid	472,937	21,206	0	451,731
26	Total expenses and disbursements. Add lines 24 and 25	247,272	699,003	0	
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements				
b	Net investment income (if negative, enter -0-)				
c	Adjusted net income (if negative, enter -0-)				

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	260,942	197,929	197,929	
	2	Savings and temporary cash investments	1,207,403	1,525,772	1,525,772	
	3	Accounts receivable ►	0			
		Less allowance for doubtful accounts ►	0	0	0	
	4	Pledges receivable ►	0			
		Less allowance for doubtful accounts ►	0	0	0	
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)		0	0	0
	7	Other notes and loans receivable (attach schedule) ►	84,050			
		Less allowance for doubtful accounts ►	0	87,142	84,050	84,050
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges		1,028	5,028	5,028
	10	a Investments—U S and state government obligations (attach schedule)		0	0	0
	b	Investments—corporate stock (attach schedule)		0	0	0
	c	Investments—corporate bonds (attach schedule)		0	0	0
	11	Investments—land, buildings, and equipment basis ►	0			
	Less accumulated depreciation (attach schedule) ►	0	0	0	0	
12	Investments—mortgage loans					
13	Investments—other (attach schedule)		829,058	794,166	794,166	
14	Land, buildings, and equipment basis ►	0				
	Less accumulated depreciation (attach schedule) ►	0	0	0	0	
15	Other assets (describe ► RETURNED CONTRIBUTION RECEI)		4,000	0	0	
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)		2,389,573	2,606,945	2,606,945	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons		0	0	
	21	Mortgages and other notes payable (attach schedule)		0	0	
	22	Other liabilities (describe ►)		0	0	
23	Total liabilities (add lines 17 through 22)		0	0		
Net Assets or Fund Balances	24	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>				
	25	and complete lines 24 through 26 and lines 30 and 31.				
	26	Unrestricted				
	27	Temporarily restricted				
	28	Permanently restricted				
	29	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>				
	30	and complete lines 27 through 31.				
	31	Capital stock, trust principal, or current funds		1,468,546	1,468,546	
		Paid-in or capital surplus, or land, bldg , and equipment fund		0		
		Retained earnings, accumulated income, endowment, or other funds		921,027	1,138,399	
	Total net assets or fund balances (see instructions)		2,389,573	2,606,945		
	Total liabilities and net assets/fund balances (see instructions)		2,389,573	2,606,945		
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	2,389,573		
2	Enter amount from Part I, line 27a		2	247,272		
3	Other increases not included in line 2 (itemize) ►		3	0		
4	Add lines 1, 2, and 3		4	2,636,845		
5	Decreases not included in line 2 (itemize) ► ADJUST FOR DECREASE IN MINERAL VALUES		5	29,900		
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30		6	2,606,945		

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				
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 0	0	0	0	
b 0	0	0	0	
c 0	0	0	0	
d 0	0	0	0	
e 0	0	0	0	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a 0	0	0	0	
b 0	0	0	0	
c 0	0	0	0	
d 0	0	0	0	
e 0	0	0	0	
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	0
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8			3	0

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

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	533,081	2,323,314	0 229449
2009	513,247	2,541,350	0 201958
2008	137,742	2,435,248	0.056562
2007	140,075	1,876,914	0 074630
2006	149,645	1,845,930	0 081068

2 Total of line 1, column (d)

2 0 643667

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 128733

4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5

4 2,599,384

5 Multiply line 4 by line 3

5 334,627

6 Enter 1% of net investment income (1% of Part I, line 27b)

6 6,990

7 Add lines 5 and 6

7 341,617

8 Enter qualifying distributions from Part XII, line 4

8 451,731

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)1 a 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 2b

c All other domestic foundations enter 2% of line 2b 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)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0)

5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0

6 Credits/Payments

a 2011 estimated tax payments and 2010 overpayment credited to 2011

6a 5,028

b Exempt foreign organizations—tax withheld at source

6b

c Tax paid with application for extension of time to file (Form 8868)

6c 0

d Backup withholding erroneously withheld

6d

7 Total credits and payments Add lines 6a through 6d

7 5,028

8 Enter any penalty for underpayment of estimated tax Check here if Form 2220 is attached

8 0

9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed

9 1,962

10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid

10 0

11 Enter the amount of line 10 to be Credited to 2012 estimated tax ►

0 Refunded ►

11 0

Part VII-A Statements Regarding Activities

1 a 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?

Yes No

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

1c X

c Did the foundation file Form 1120-POL for this year?

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year

2 X

(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?

3

*If "Yes," attach a detailed description of the activities*3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*

4a X

4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

4b N/A

b If "Yes," has it filed a tax return on Form 990-T for this year?

5

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

If "Yes," attach the statement required by General Instruction T

6 X

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either

7 X

● By language in the governing instrument, or

● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?

7 Did the foundation have at least \$5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*

8b

8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ►

TX

9 X

b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? *If "Yes," complete Part XIV*

10 X

10 Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*

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	
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X
14	The books are in care of ► NARENDRA PATEL Located at ► 10659 LEOPARD STREET CORPUS CHRISTI TX	Telephone no ► (361) 241-5361 ZIP+4 ► 78410	
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	► <input type="checkbox"/>
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ►	16	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>

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 type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	N/A
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 ► 20_____ , 20_____ , 20_____ , 20_____		
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	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20_____ , 20_____ , 20_____ , 20_____	3b	N/A
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)	4a	X
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4b	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?		

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	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>		5b	N/A
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? If "Yes," attach the statement required by Regulations section 53.4945–5(d)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	6b	X
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	7b	X
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?			

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

(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 Attached Statement	.00	0	0	0
-----	00	0	0	0
-----	00	0	0	0
-----	00	0	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				

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

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		0
		0
		0
		0
		0
		0

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

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	NOT APPLICABLE	
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		
3		
	All other program-related investments. See instructions	

Total. Add lines 1 through 3


0

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	
b	Average of monthly cash balances	1b	1,760,753
c	Fair market value of all other assets (see instructions)	1c	878,216
d	Total (add lines 1a, b, and c)	1d	2,638,969
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	2,638,969
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	39,585
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,599,384
6	Minimum investment return. Enter 5% of line 5	6	129,969

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	129,969
2a	Tax on investment income for 2011 from Part VI, line 5	2a	6,990
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	0
c	Add lines 2a and 2b	2c	6,990
3	Distributable amount before adjustments Subtract line 2c from line 1	3	122,979
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	122,979
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	122,979

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	451,731
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	451,731
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	6,990
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	444,741

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				122,979
2 Undistributed income, if any, as of the end of 2011			0	
a Enter amount for 2010 only			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2011				
a From 2006 66,236				
b From 2007 61,096				
c From 2008 26,631				
d From 2009 394,037				
e From 2010 426,493				
f Total of lines 3a through e 974,493				
4 Qualifying distributions for 2011 from Part XII, line 4 ► \$ 451,731				
a Applied to 2010, but not more than line 2a 0			0	
b Applied to undistributed income of prior years (Election required—see instructions) 0			0	
c Treated as distributions out of corpus (Election required—see instructions) 0			0	
d Applied to 2011 distributable amount 122,979				
e Remaining amount distributed out of corpus 328,752				
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a)) 0				0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5 1,303,245				
b Prior years' undistributed income Subtract line 4b from line 2b 0			0	
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed 0			0	
d Subtract line 6c from line 6b Taxable amount—see instructions 0			0	
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see instructions 0			0	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012 0			0	
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions) 66,236				
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a 1,237,009				
10 Analysis of line 9				
a Excess from 2007 61,096				
b Excess from 2008 26,631				
c Excess from 2009 394,037				
d Excess from 2010 426,493				
e Excess from 2011 328,752				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

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

THE ESTILL FOUNDATION P. O BOX 2787 CORPUS CHRISTI TX 78403-2787 (361) 244-6046

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

LETTER EXPLAINING THE NEEDS OF THE ENTITY AND AMOUNT REQUIRED

c Any submission deadlines

NO DEADLINES

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

BENEFITTING NUECES COUNTY, TEXAS AND SURROUNDING COUNTIES

Part XV Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
DEL MAR COLLEGE FOUNDATION 101 BALDWIN BLVD CORPUS CHRISTI TX 78404	NONE	PUBLIC	SCHOLARSHIPS	1,731
TEXAS A&M UNIVERSITY 20 TECHNOLOGY WAY COLLEGE STATION TX 77840	NONE	PUBLIC	SCHOLARSHIPS	12,000
YWCA 4601 CORONA CORPUS CHRISTI TX 78411	NONE	PUBLIC	SCHOLARSHIP	5,000
TEXAS A&M UNIVERSITY CORPUS CHRISTI 6300 OCEAN DR.	NONE	PUBLIC	SCHOLARSHIP ENDOWMENT	400,000
COPRUS CHRISTI TX 78412 BOY SCOUTS - SOUTH TEXAS 700 EVERHART CORPUS CHRISTI TX 78411	NONE	PUBLIC	YOUTH RELATED SERVICES	5,000
SALVATION ARMY 521 JOSEPHINE CORPUS CHRISTI TX 78401	NONE	PUBLIC	CHARITABLE EXEMPT ORG	5,000
COASTAL BEND COMMUNITY FOUNDATION 600 LEOPARD STREET CORPUS CHRISTI TX 78473	NONE	PUBLIC	CHARITABLE EXEMPT ORG	6,000
NUECES COUNTY JR LIVESTOCK SHOW 710 E MAIN AVENUE ROBSTOWN TX 78380	NONE	PUBLIC	YOUTH SERVICES	1,000
WOMEN'S SHELTER OF S. TEXAS P O. BOX 3368 CORPUS CHRISTI TX 78463	NONE	PUBLIC	WOMEN'S SHELTER	5,000
UNIVERSITY OF TEXAS UT STATION AUSTIN TX 78713	NONE	PUBLIC	SCHOLARSHIP	4,000
BOYS AND GIRLS CLUB 3902 GREENWOOD DRIVE CORPUS CHRISTI TX 78416	NONE	PUBLIC	YOUTH RELATED SERVICES	5,000
Total See Attached Statement			► 3a	451,731
b Approved for future payment				
Total			► 3b	0

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		0		0	0
b		0		0	0
c		0		0	0
d		0		0	0
e		0		0	0
f		0		0	0
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments	900099	24,385	14		
4 Dividends and interest from securities					
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			15		
8 Gain or (loss) from sales of assets other than inventory				0	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue	a	0		0	0
b MINERAL ROYALTIES	900099	695,824		0	0
c		0		0	0
d		0		0	0
e		0		0	0
12 Subtotal Add columns (b), (d), and (e)		720,209		0	0
13 Total Add line 12, columns (b), (d), and (e)			13		720,209

(See worksheet in line 13 instructions to verify calculations)

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		

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

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

**Sign
Here**

Signature of officer or trustee

11/7/2013
Date

Treasurer

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	

ESTILL FOUNDATION

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Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

CHILDREN'S CHRISTMAS APPEAL

Street

820 N LOWER BROADWAY

City

CORPUS CHRISTI

State

Zip Code
TX 78401

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

YOUTH RELATED SERVICES

Amount

1,000

Name

CAMP ARANZAZU

Street

5420 FM1781

City

ROCKPORT

State

Zip Code
TX 78382

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

YOUTH RELATED SERVICES

Amount

1,000

Name

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

Purpose of grant/contribution

YOUTH RELATED SERVICES

Amount

0

Name

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

Purpose of grant/contribution

YOUTH RELATED SERVICES

Amount

0

Name

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

Purpose of grant/contribution

YOUTH RELATED SERVICES

Amount

0

Name

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

Purpose of grant/contribution

YOUTH RELATED SERVICES

Amount

0

Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Average Hours
1	BOB MCCOY		1218 ARNOLD	CORPUS CHRISTI	TX	78412		PRESIDENT	5.00
2	RICHARD KING		P O. BOX 2787	CORPUS CHRISTI	TX	78403		SECRETARY	5.00
3	CHRISTINE SALCH		802 N. CARANCAHUA	CORPUS CHRISTI	TX	78470		DIRECTOR	1.00
4	NANCY WESSON-DODD		4601 CORONA	CORPUS CHRISTI	TX	78411		DIRECTOR	1.00
5	NARENDRA PATEL		10659 LEOPARD ST	COPRUS CHRISTI	TX	78410		TREASURER	5.00
6									
7									
8									
9									
10									

Part

	Compensation	Benefits	Expense Account	Explanation
1				
2				
3				
4				
5				
6				
7				
8				
9				
10				