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INTERNAL REVENUE SERVICE

Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2011

For calendar year 2011 or tax year beginning 11/01, 2011, and ending 10/31, 2012

Name of foundation EUSEBIA S. STONESTREET TRUST		A Employer identification number 75-6009142
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions) (800) 357-7094
BANK OF AMERICA, N.A. P.O. BOX 831041		
City or town, state, and ZIP code DALLAS, TX 75283-1041		C If exemption application is pending, check here ☐
G Check all that apply:	Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change ☐	D 1 Foreign organizations, check here ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☒ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation	E If private foundation status was terminated under section 507(b)(1)(A), check here ☐	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 23,434,771.	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis)	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)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ☒ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	235,937.	235,705.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,146,493.			
	b Gross sales price for all assets on line 6a 8,297,586.				
	7 Capital gain net income (from Part IV, line 2)		1,146,493.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	3,152,477.	3,152,477.		STMT 6
	12 Total Add lines 1 through 11	4,534,907.	4,534,675.		
	13 Compensation of officers, directors, trustees, etc.	241,462.	219,097.		22,365.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) STMT 7	3,800.	NONE	NONE	3,800
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 8	106,131.	6,915.		
	19 Depreciation (attach schedule) and depletion	108.	108.		
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) STMT 9	243,737.	243,737.		
	24 Total operating and administrative expenses. Add lines 13 through 23	595,238.	469,857.	NONE	26,165
25 Contributions, gifts, grants paid	2,261,219.			2,261,219	
26 Total expenses and disbursements Add lines 24 and 25	2,856,457.	469,857.	NONE	2,287,384	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	1,678,450.				
b Net investment income (if negative, enter -0-)		4,064,818.			
c Adjusted net income (if negative, enter -0-)					

For Paperwork Reduction Act Notice, see instructions.

JSA

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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	1,221,321.	1,071,555.	1,071,555.
	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) . .	503,860.	NONE	NONE
	b	Investments - corporate stock (attach schedule)	2,582,703.	NONE	NONE
	c	Investments - corporate bonds (attach schedule)	504,828.	NONE	NONE
	11	Investments - land, buildings, and equipment basis Less: accumulated depreciation ▶ (attach schedule)	1.	1.	101.
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) STMT 10.	2,649,957.	8,068,973.	8,067,686.
	14	Land, buildings, and equipment basis Less: accumulated depreciation ▶ (attach schedule)			
15	Other assets (describe ▶ STMT 11)	542.	434.	14,295,429.	
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	7,463,212.	9,140,963.	23,434,771.	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons .			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
23	Total liabilities (add lines 17 through 22)				
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒				
	27	Capital stock, trust principal, or current funds	7,463,212.	9,140,963.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds . .			
30	Total net assets or fund balances (see instructions)	7,463,212.	9,140,963.		
31	Total liabilities and net assets/fund balances (see instructions)	7,463,212.	9,140,963.		

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	7,463,212.
2	Enter amount from Part I, line 27a	2	1,678,450.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 12	3	19.
4	Add lines 1, 2, and 3	4	9,141,681.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 13	5	718.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	9,140,963.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a 8,294,939.		7,151,093.	1,143,846.		
b					
c					
d					
e					
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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a			1,143,846.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	1,146,493.	
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	1,341,331.	15,369,725.	0.087271
2009	1,472,249.	12,237,639.	0.120305
2008	6,424,791.	17,729,673.	0.362375
2007	1,817,026.	18,729,224.	0.097016
2006	826,750.	19,178,620.	0.043108
2 Total of line 1, column (d)			2 0.710075
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 0.142015
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 20,645,609.
5 Multiply line 4 by line 3			5 2,931,986.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 40,648.
7 Add lines 5 and 6			7 2,972,634.
8 Enter qualifying distributions from Part XII, line 4 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 2,287,384.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		1	81,296.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b).			
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	81,296.
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	81,296.
6 Credits/Payments			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a 91,700.		
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	91,700.
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached		8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	10,404.
11 Enter the amount of line 10 to be Credited to 2012 estimated tax ☐ 10,404. Refunded ☐		11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
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 NONE				
14	The books are in care of BANK OF AMERICA, N.A. Telephone no (817) 390-6028			
Located at 500 W 7TH ST, FL 15, FORT WORTH, TX ZIP + 4 76102-4700				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here	15		
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country				X

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

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

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

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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 ☒ No

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

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

If "Yes," attach the statement required by Regulations section 53.4945-5(d) STMT 14

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 15		241,462.	-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
Total number of others receiving over \$50,000 for professional services		NONE

Part IX-A Summary of Direct Charitable Activities

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

Expenses

1	NONE	
2		
3		
4		

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

Amount

1	NONE	
2	NONE	
All other program-related investments. See instructions.		
3	NONE	
Total. Add lines 1 through 3		

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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	9,040,394.
b	Average of monthly cash balances	1b	NONE
c	Fair market value of all other assets (see instructions)	1c	11,919,615.
d	Total (add lines 1a, b, and c)	1d	20,960,009.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	20,960,009.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	314,400.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	20,645,609.
6	Minimum investment return. Enter 5% of line 5	6	1,032,280.

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	1,032,280.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	81,296.
b	Income tax for 2011. (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	81,296.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	950,984.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	950,984.
6	Deduction from distributable amount (see instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	950,984.

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	2,287,384.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	2,287,384.
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	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,287,384.

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				950,984.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			NONE	
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	690,269.			
c From 2008	5,556,723.			
d From 2009	889,017.			
e From 2010	607,652.			
f Total of lines 3a through e	7,743,661.			
4 Qualifying distributions for 2011 from Part XII, line 4 ► \$ 2,287,384.				
a Applied to 2010, but not more than line 2a			NONE	
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				950,984.
e Remaining amount distributed out of corpus	1,336,400.			
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	9,080,061.			
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			NONE	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				NONE
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	9,080,061.			
10 Analysis of line 9				
a Excess from 2007	690,269.			
b Excess from 2008	5,556,723.			
c Excess from 2009	889,017.			
d Excess from 2010	607,652.			
e Excess from 2011	1,336,400.			

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)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

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

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

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

c Any submission deadlines:

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> SEE STATEMENT 16				
Total			▶ 3a	2,261,219.
b <i>Approved for future payment</i>				
Total			▶ 3b	

Form **990-PF** (2011)

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	
		14	235,937.	
			NONE	
		18	1,146,493.	
		15	2,958,530.	
		15	192,663.	
		15	254.	
		15	1,030.	
			4,534,907.	

13 Total. Add line 12, columns (b), (d), and (e) **13** 4,534,907.
(See worksheet in line 13 instructions to verify calculations)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

[illegible]

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

- | | | |
|--|-------------------|------------------|
| <p>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?</p> <p>a Transfers from the reporting foundation to a noncharitable exempt organization of:</p> <p>(1) Cash</p> <p>(2) Other assets</p> <p>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>c Sharing of facilities, equipment, mailing lists, other assets, or paid employees</p> <p>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.</p> | <p>Yes</p> | <p>No</p> |
| | | |
| <p>1a(1)</p> | | <p>X</p> |
| <p>1a(2)</p> | | <p>X</p> |
| <p>1b(1)</p> | | <p>X</p> |
| <p>1b(2)</p> | | <p>X</p> |
| <p>1b(3)</p> | | <p>X</p> |
| <p>1b(4)</p> | | <p>X</p> |
| <p>1b(5)</p> | | <p>X</p> |
| <p>1b(6)</p> | | <p>X</p> |
| <p>1c</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.

Signature of officer or trustee

09/07/2013
Date

TRUSTEE
Title

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

BANK OF AMERICA, N.A.

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date _____

Check ☐ if self-employed	PTIN
---	------

Firm's name ▶

Firm's EIN ▶

Firm's address ►

Phone no

Form **990-PF** (2011)

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
AT&T INC	1,617.	1,617.
ABBOTT LABORATORIES	742.	742.
AIR PRODUCTS AND CHEMICALS INC	135.	135.
ALLERGAN INCORPORATED	37.	37.
ALTRIA GROUP INC	380.	380.
AMERICAN ELECTRIC POWER CO	309.	309.
AMERICAN EXPRESS CO	96.	96.
AMERICAN TOWER CORP CL A	65.	65.
AMGEN INC COM	198.	198.
APACHE CORPORATION	78.	78.
APACHE CORP CONV PFD SER D 6.000%	167.	167.
ARTIO GLOBAL HIGH INCOME FUND CL I	2,331.	2,274.
AUTOMATIC DATA PROCESSING INC	201.	201.
AVON PRODUCTS INC	223.	223.
BB&T CORPORATION	46.	46.
BHP BILLITON LIMITED ADR	125.	125.
BLACKROCK INC CL A	175.	175.
BOEING CO	54.	54.
BOFA GOVERNMENT RESERVES TRUST CLASS	80.	80.
BOFA CASH RESERVES TRUST CLASS	25.	25.
BRISTOL MYERS SQUIBB CO COM	785.	785.
CME GROUP INC COM	232.	232.
CELANESE CORP DEL SER A COM	44.	44.
CHEVRONTXACO CORP COM	1,134.	1,134.
CHUBB CORPORATION	159.	159.
CISCO SYSTEMS INCORPORATED	42.	42.
CITIGROUP INC CONV PFD COM STK EQUIVALEN	215.	57.
CITIGROUP INC 08/26/2002 5.625% 08/27/20	3,109.	3,109.
CLOROX COMPANY	180.	180.
COACH INC COM	122.	122.
COLGATE PALMOLIVE CO	114.	114.
COLUMBIA ACORN INTERNATIONAL FUND CL Z	711.	711.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
COLUMBIA LARGE CAP INDEX FUND CLASS Z SH	2,854.	2,854.
COLUMBIA INTERNATIONAL VALUE FUND CLASS	25,670.	25,670.
COLUMBIA SMALL CAP VALUE FUND II CLASS Z	548.	548.
COLUMBIA MID CAP VALUE FUND CLASS Z SHAR	1,029.	1,029.
CREDIT SUISSE FIRST BOSTON USA NT	3,422.	3,422.
CUMMINS ENGINE INC	185.	185.
DANAHER CORPORATION	10.	10.
DIAGEO SPONSORED ADR (UK-USD) SEDOL #213	212.	212.
DIGITAL RLTY TR INC REITS	204.	187.
DISCOVER FINL SVCS COM	107.	107.
DOVER CORPORATION	274.	274.
DOW CHEMICAL COMPANY	107.	107.
DUPONT E I DE NEMOURS & CO COM	95.	95.
EOG RESOURCES INC	11.	11.
EATON VANCE LARGE-CAP VALUE FUND CL I	18,707.	18,707.
EATON CORPORATION	302.	302.
EMERSON ELEC CO	70.	70.
EXELON CORP COM	221.	221.
EXXON MOBIL CORPORATION	386.	386.
FEDERAL FARM CR BKS CONS BD	5,958.	5,958.
FEDERAL HOME LN BKS 05/20/2002 5.75% 05/	6,756.	6,756.
FEDERAL HOME LN MTG CORP REFERENCE NTS	1,875.	1,875.
FEDERAL NATL MTG ASSN MTN	5,058.	5,058.
FIFTH THIRD BANCORP COM	62.	62.
FLOWERVE CORP	27.	27.
FREEMPORT-MCMORAN COPPER & GOLD INC COM	32.	32.
GALLAGHER ARTHUR J & CO	102.	102.
GANNETT CO INC	176.	176.
GENERAL ELEC CO	163.	163.
GENERAL MILLS INC	411.	411.
GEORGIA PWR CO BD	6,122.	6,122.
GLAXO PLC	199.	199.
GOLDMAN SACHS GROUP INC	98.	98.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
HALLIBURTON CO	157.	157.
HEINZ H J CO	297.	297.
HEWLETT PACKARD CO COM	128.	128.
HEWLETT PACKARD CO SR UNSECD GLOBAL NT	3,178.	3,178.
HOME DEPOT INC	503.	503.
HONEYWELL INTERNATIONAL INC	191.	191.
INTEL CORPORATION	362.	362.
INTERNATIONAL BUSINESS MACHS	621.	621.
ISHARES RUSSELL 2000 VALUE INDEX FUND	1,520.	1,520.
J P MORGAN CHASE & CO COM	317.	317.
JOHNSON & JOHNSON	361.	361.
KIMBERLY CLARK CORP COM	310.	310.
KINDER MORGAN INC DEL COM	247.	247.
ESTEE LAUDER COMPANIES CL A	314.	314.
LIMITED BRANDS INC COM	446.	446.
LOWES COMPANIES INCORPORATED	200.	200.
MCDONALDS CORP	848.	848.
MCKESSON HBOC INC	84.	84.
MEAD JOHNSON NUTRITION CO COM	175.	175.
MERCK & CO INC NEW COM	517.	517.
MEREDITH CORP	144.	144.
METLIFE INC	249.	249.
METRO WEST T/R BD CL I	18,165.	18,165.
MICROSOFT CORPORATION	919.	919.
MONSANTO CO NEW COM	138.	138.
NATIONAL OILWELL VARCO INC COM	72.	72.
NEXTERA ENERGY INC COM	152.	152.
NIKE INC CL B	279.	279.
NORDSTROM INCORPORATED	331.	331.
NORFOLK SOUTHERN CORP	50.	50.
NUCOR CORP	134.	134.
NUVEEN REAL ESTATE SECS FUND CL Y	1,494.	1,494.
OCCIDENTAL PETROLEUM CORPORATION	816.	816.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
ORACLE SYS CORP	49.	49.
PG&E CORP COM	62.	62.
PIMCO TOTAL RETURN FUND INSTL	13,866.	13,866.
PIMCO HIGH YIELD FUND	9,415.	9,415.
PNC BK CORP	346.	346.
PPG INDUSTRIES INC	294.	294.
PACKAGING CORP OF AMERICA	178.	178.
PARKER HANNIFIN CORPORATION	249.	249.
PENN WEST PETE LTD NEW COM	81.	81.
PEOPLES UTD FINL INC COM	107.	107.
PEPSICO INCORPORATED	155.	155.
PFIZER INC	566.	566.
PHILIP MORRIS INTL INC COM	881.	881.
PIMCO FOREIGN BOND FUND UNHEDGED INSTL C	1,428.	1,428.
PIMCO COMMODITY REALRETURN STRATEGY FUND	39,942.	39,942.
PIMCO EMERGING MKT CURRENCY FUND INSTL	1,221.	1,221.
PRAXAIR INCORPORATED	331.	331.
PRECISION CASTPARTS CORPORATION	9.	9.
PRICE T ROWE GROUP INC COM	175.	175.
PRINCIPAL FINL GROUP INC COM	317.	317.
PROCTER & GAMBLE CO COM	594.	594.
PRUDENTIAL FINL INC COM	406.	406.
PUBLIC SERVICE ENTERPRISE GROUP INC	231.	231.
PUBLIC STORAGE INC	117.	117.
QEP RES INC COM	11.	11.
QUALCOMM INC	148.	148.
QUESTAR CORP	91.	91.
RPM INCORPORATED OHIO	77.	77.
RAYTHEON CO COM NEW	97.	97.
RIDGEWORTH MID CAP VALUE EQUITY FUND CL	614.	614.
RIO TINTO PLC SPONSORED ADR	302.	302.
ROYAL DUTCH SHELL PLC SPONSORED ADR CL A	533.	533.
SEMPRA ENERGY	499.	499.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
SHERWIN WILLIAMS COMPANY	48.	48.
SOTHEBYS HLDGS INC CL A	6.	6.
STAPLES INCORPORATED	91.	91.
STARBUCKS CORP COM	277.	277.
STARWOOD HOTELS & RESORTS WORLDWIDE INC	104.	104.
TJX COMPANIES INCORPORATED NEW	448.	448.
TARGET CORP	248.	248.
TARGET CORP NT	4,343.	4,343.
TEXAS INSTRS INC	302.	302.
THERMO ELECTRON CORP	38.	38.
TIFFANY & COMPANY NEW	163.	163.
TIME WARNER INC NEW COM	640.	640.
US BANCORP DEL COM NEW	234.	234.
UNION PAC CORP COM	343.	343.
UNITED PARCEL SERVICE CL B	334.	334.
UNITED TECHNOLOGIES CORP	771.	771.
VANGUARD FTSE EMERGING MKTS ETF	20,397.	20,397.
VERIZON COMMUNICATIONS	761.	761.
VISA INC CL A COM	151.	151.
WAL-MART STORES INCORPORATED	126.	126.
WASTE MANAGEMENT INC	153.	153.
WELLS FARGO COMPANY	668.	668.
WELLS FARGO & CO NEW PFD DEP SHS SER J	271.	271.
WYNN RESORTS LTD COM	1,357.	1,357.
YUM BRANDS INC COM	267.	267.
AXIS CAPITAL HOLDINGS LTD COM	41.	41.
ACCENTURE PLC CL A COM	434.	434.
TRANSOCEAN LTD COM	216.	216.
TYCO INTL LTD NEW F COM	210.	210.
	-----	-----
TOTAL	235,937.	235,705.
	=====	=====

FORM 990PF, PART I - OTHER INCOME

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
O&G ROYALTY INCOME	2,958,530.	2,958,530.
O&G LEASE BONUS	192,663.	192,663.
INTEREST INCOME - O&G	254.	254.
OK STATE W/H TAX REFUND - O&G	1,030.	1,030.
	-----	-----
TOTALS	3,152,477.	3,152,477.
	=====	=====

FORM 990PF, PART I - ACCOUNTING FEES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
TAX PREPARATION FEE - BANK OF AMERICA, N.A.	3,800.			3,800.
TOTALS	3,800.	NONE	NONE	3,800.
	=====	=====	=====	=====

FORM 990PF, PART I - TAXES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES	92.	92.
FEDERAL TAX PAYMENT - PRIOR YE	7,516.	
FEDERAL ESTIMATES - INCOME	91,700.	
FOREIGN TAXES ON QUALIFIED FOR	5,793.	5,793.
FOREIGN TAXES ON NONQUALIFIED	1,030.	1,030.
	-----	-----
TOTALS	106,131.	6,915.
	=====	=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
OIL & GAS ROYALTY -		
PRODUCTION TAXES	143,289.	143,289.
LEASE OPERATING	60,803.	60,803.
AD VALOREM TAXES	36,549.	36,549.
STATE TAX W/H	1,196.	1,196.
AVT CONSULTANT FEE	1,080.	1,080.
O&G WORKING INTEREST -		
LEASE OPERATING	164.	164.
NON-RENTAL REAL ESTATE -		
INSURANCE	134.	134.
REAL ESTATE MGMT	500.	500.
INSPECTION FEE	22.	22.
TOTALS	243,737.	243,737.

EUSEBIA S. STONESTREET TRUST

75-6009142

FORM 990PF, PART II - OTHER INVESTMENTS

=====

COST/
FMV

C OR F

DESCRIPTION

ENDING
BOOK VALUE

ENDING
FMV

008882532	INVESCO INTL GWTH FD	C	210,744.	212,146.
197199813	COLUMBIA ACORN INTL	C	141,894.	145,171.
19765Y688	COLUMBIA SELECT LG	C	2,016,000.	1,869,102.
269858304	EAGLE SM CAP GWTH	C	211,600.	200,754.
277905642	EATON VANCE LG CAP	C	1,675,000.	1,736,209.
411511306	HARBOR INTL FUND	C	210,744.	206,067.
464287630	ISHARES RUSSELL 2000	C	130,502.	135,809.
592905509	METRO WEST T/R BD	C	825,219.	866,232.
670678507	NUVEEN REAL ESTATE	C	110,953.	110,849.
693390700	PIMCO TOTAL RETURN	C	825,915.	862,746.
693390841	PIMCO HIGH YIELD FD	C	368,000.	377,400.
722005220	PIMCO FOREIGN BOND	C	97,812.	104,112.
72201F409	PIMCO EMERGING MKT	C	178,237.	177,771.
74441C808	PRUDENTIAL JENNSION	C	331,000.	327,015.
76628R615	RIDGEWORTH MID CAP	C	195,000.	199,980.
922042858	VANGUARD MSCI EMERG	C	540,353.	536,323.

TOTALS

8,068,973.

8,067,686.

EUSEBIA S. STONESTREET TRUST

75-6009142

FORM 990PF, PART II - OTHER ASSETS
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
903016052 OIL GAS OR OTHER MIN	434.	14,295,429.
	-----	-----
TOTALS	434.	14,295,429.
	=====	=====

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

DESCRIPTION -----	AMOUNT -----
ROC ADJUSTMENT - 2011	6.
BASIS ADJUSTMENT - CITIGROUP INC	13.

TOTAL	19.
	=====

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

DESCRIPTION	AMOUNT
-----	-----
NET ROUNDING ADJUSTMENT	14.
ROC BASIS ADJUSTMENT - SALES	477.
NET FACTORING ADJUSTMENT	227.

TOTAL	718.
	=====

FORM 990PF, PART VII-B, LN 5(c) EXPENDITURE RESPONSIBILITY STATEMENT

=====

NAME:

CUMBERLAND REST, INC.
dba TRINITY TERRACE

ADDRESS:

1600 TEXAS ST
, TX 76102

GRANT AMOUNT

936,764.

GRANT PURPOSE:

SEE ATTACHMENTS

**Statement Attached to Form 990-PF, Return of Private Foundation
Substantiation of Exercise of Expenditure Responsibility
Form 990-PF, Part VII-B, Line 5c**

Name of Foundation: EUSEBIA S. STONESTREET CHARITABLE TRUST
 EIN: 75-6009142
 Tax Year: 10/31/2012

The following information is provided in accordance with IRC § 4945(h)(3) and Reg. § 53.4945-5(d) to demonstrate that the foundation exercised expenditure responsibility with regard to its grants:

Name and Address of Grantee	Date of Grant	Amount of Grant	Purpose of Grant(s)	Amounts Expended by Grantee (based on Grantee Report)	To Grantor's Knowledge, has Grantee Diverted any Portion of the Funds from the Purpose of the Grant?	Dates of any Reports Received from Grantee	Results (and date) of any Verification of the Grantee's Reports (if Required)
Cumberland Rest, Inc. dba Trinity Terrace 1600 Texas St Fort Worth, TX 76102	01/03/12	\$ 155,059	Charitable	\$ 936,764	No	09/13/13	
	04/02/12	\$ 189,217					
	10/01/12	\$ 592,488					

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

=====

OFFICER NAME:

BANK OF AMERICA, N.A.

ADDRESS:

P.O. BOX 1317

FT WORTH, TX 76101-1317

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION

241,462.

COMPENSATION EXPLANATION:

SEE FOOTNOTE

OFFICER NAME:

LEE PATTERSON - TRINITY TERRACE

ADDRESS:

1600 TEXAS ST

FORT WORTH, TX 76102

TITLE:

DIST ADVISORY COMM

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:

WAYNE CARSON - ACH CHILD & FAMILY

ADDRESS:

1424 SUMMIT AVE

FORT WORTH, TX 76102-5912

TITLE:

DIST ADVISORY COMM

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:

MARK J SMITH - BANK OF AMERICA

ADDRESS:

P.O. BOX 1370

FORT WORTH, TX 76101-1370

TITLE:

DIST ADVISOR COMM

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

TOTAL COMPENSATION:

241,462.

=====

RECIPIENT NAME:
ACH CHIILD & FAMILY SERVICES -
FKA ALL CHURCH HOME FOR CHILDREN
ADDRESS:
1424 SUMMIT AVE
FORT WORTH, TX 76102-5912
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID1,324,455.

RECIPIENT NAME:
THE CUMBERLAND REST, INC.
- DBA TRINITY TERRACE
ADDRESS:
1600 TEXAS ST
FORT WORTH, TX 76102
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
SO UNKNOWN
AMOUNT OF GRANT PAID 936,764.

TOTAL GRANTS PAID: 2,261,219.
=====

FEDERAL FOOTNOTES

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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

EUSEBIA S. STONESTREET TRUST

Employer identification number

75-6009142

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

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

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

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	116,720.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2010 Capital Loss Carryover Worksheet	4	()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ►	5	116,720.

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

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a LONG-TERM CAPITAL GAIN DIVIDENDS					2,646.

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	1,027,126.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	1.
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2010 Capital Loss Carryover Worksheet	11	()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ►	12	1,029,773.

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

Schedule D (Form 1041) 2011

Part III Summary of Parts I and II		(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions before completing this part.				
13	Net short-term gain or (loss)	13		116,720.
14	Net long-term gain or (loss):			
a	Total for year	14a		1,029,773.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b		1.
c	28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14a ▶	15		1,146,493.

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

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

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

Part V Tax Computation Using Maximum Capital Gains Rates

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

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

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

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

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

Schedule D (Form 1041) 2011