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EXTENSION GRANTED TO 7/15/2013
Return of Private Foundation
 or Section 4947(a)(1) Nonexempt Charitable Trust
 Treated as a Private Foundation

Form **990-PF**

Department of the Treasury
 Internal Revenue Service

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

OMB No 1545-0052

2011

For calendar year 2011 or tax year beginning **DEC 1, 2011**, and ending **NOV 30, 2012**

Name of foundation
HARRY S. MOSS FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)
3838 OAK LAWN AVENUE, SUITE 1516

City or town, state, and ZIP code
DALLAS, TX 75219

G Check all that apply: Initial return, Final return, Address change, Initial return of a former public charity, Amended return, 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): **\$ 5,788,839.**

J Accounting method: Cash, Accrual, Other (specify)

A Employer identification number: **75-6036333**

B Telephone number: **214-754-2984**

C If exemption application is pending, check here

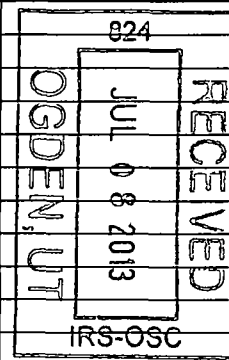
D 1. Foreign organizations, check here
 2. Foreign organizations meeting the 85% test, check here and attach computation

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))		(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				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		13.	13.		STATEMENT 1
4 Dividends and interest from securities		148,317.	148,317.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		73,356.			
b Gross sales price for all assets on line 6a		72,899.			
7 Capital gain net income (from Part IV, line 2)			73,356.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		9,906.	9,906.		STATEMENT 3
12 Total. Add lines 1 through 11		231,592.	231,592.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 4		13,766.	8,550.		5,216.
c Other professional fees					
17 Interest					
18 Taxes STMT 5		6,032.	2,540.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 6		1,364.	1,352.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		21,162.	12,442.		5,216.
25 Contributions, gifts, grants paid		254,000.			254,000.
26 Total expenses and disbursements. Add lines 24 and 25		275,162.	12,442.		259,216.
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements		<43,570.>			
b Net investment income (if negative, enter -0-)			219,150.		
c Adjusted net income (if negative, enter -0-)				N/A	

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value	
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	65,857.	39,103.	39,103.
	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			
	7 Other notes and loans receivable ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations			
	b Investments - corporate stock STMT 7	1,385,926.	1,378,267.	5,350,009.
	c Investments - corporate bonds			
11 Investments - land, buildings, and equipment basis ▶ 49,390.				
Less accumulated depreciation ▶	49,390.	49,390.	89,107.	
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶ STATEMENT 8)	408,559.	399,402.	310,620.	
16 Total assets (to be completed by all filers)	1,909,732.	1,866,162.	5,788,839.	
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			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	and complete lines 27 through 31.			
27 Capital stock, trust principal, or current funds	1,019,409.	1,019,409.		
28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds	890,323.	846,753.		
30 Total net assets or fund balances	1,909,732.	1,866,162.		
31 Total liabilities and net assets/fund balances	1,909,732.	1,866,162.		

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	1,909,732.
2 Enter amount from Part I, line 27a	2	<43,570.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	1,866,162.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,866,162.

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 400 SHS EXXON MOBIL CORP COM	D	07/01/81	11/09/12
b 400 SHS BARD C R INC	D	02/21/91	11/09/12
c LT CAPITAL GAIN DISTRIBUTIONS			
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 34,956.		1,171.	33,785.
b 37,943.		1,168.	36,775.
c			2,796.
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))
(j) FMV as of 12/31/69	(k) Adjusted basis as of 12/31/69	(l) Excess of col. (i) over col. (j), if any	
a			33,785.
b			36,775.
c			2,796.
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	73,356.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8 }	3	N/A

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	258,292.	5,575,692.	.046325
2009	268,562.	5,017,868.	.053521
2008	307,430.	4,788,774.	.064198
2007	337,649.	6,304,644.	.053556
2006	307,606.	7,014,764.	.043851

2 Total of line 1, column (d)	2	.261451
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	.052290
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	5,728,783.
5 Multiply line 4 by line 3	5	299,558.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,192.
7 Add lines 5 and 6	7	301,750.
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	259,216.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	4,383.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0.
3 Add lines 1 and 2		3	4,383.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	4,383.
6 Credits/Payments			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	2,920.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	6,800.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d	7	9,720.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	29.	
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	5,308.	
11 Enter the amount of line 10 to be Credited to 2012 estimated tax	11	5,308.	Refunded

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 instructions for definition)? <i>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.</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation $\$$ 0. (2) On foundation managers $\$$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers $\$$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		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? <i>If "Yes," attach a conformed copy of the changes</i>		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? <i>If "Yes," attach the statement required by General Instruction T.</i>		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? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <u>TX</u>		
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? <i>If "No," attach explanation</i>	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)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

N/A

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)			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)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	X		
14	The books are in care of ▶ HARRY S MOSS FOUNDATION Telephone no. ▶ 214-754-2984 Located at ▶ 3838 OAK LAWN AVENUE, SUITE 1516, DALLAS, TX ZIP+4 ▶ 75219			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A			
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶		Yes	No
		16		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? <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 N/A	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <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.) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	4b	X

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? 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 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? Yes No
 If "Yes," attach the statement required by Regulations section 53.4945-5(d). N/A

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. N/A

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

	5b	
6b	X	
7b		

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
FRANK S. RYBURN 3838 OAK LAWN AVENUE, SUITE 1516 DALLAS, TX 75219	PRESIDENT 1.00	0.	0.	0.
MARY JANE RYBURN 3838 OAK LAWN AVENUE, SUITE 1516 DALLAS, TX 75219	VP, SEC'Y, TREAS 1.00	0.	0.	0.

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

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

Total number of other employees paid over \$50,000 0

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See instructions	
3 N/A	0.
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	5,589,143.
b	Average of monthly cash balances	1b	137,773.
c	Fair market value of all other assets	1c	89,107.
d	Total (add lines 1a, b, and c)	1d	5,816,023.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	5,816,023.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	87,240.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,728,783.
6	Minimum investment return. Enter 5% of line 5	6	286,439.

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	286,439.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	4,383.
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	4,383.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	282,056.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	282,056.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	282,056.

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	259,216.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	259,216.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	259,216.

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				282,056.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			226,058.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 259,216.				
a Applied to 2010, but not more than line 2a			226,058.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2011 distributable amount				33,158.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:	0.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				248,898.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

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

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

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

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

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

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

NONE

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

NONE

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**
 Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

SEE STATEMENT 9

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 Paid during the year				
AUSTIN STREET SHELTER P.O. BOX 710729 DALLAS, TX 75371-0729	NO RELATIONSHIP	501C(3)	GENERAL SUPPORT	5,000.
BIG BROTHERS BIG SISTERS 450 EAST JOHN CARPENTER FWY IRVING, TX 75062	NO RELATIONSHIP	501C(3)	GENERAL SUPPORT	5,000.
BOYS & GIRLS CLUBS OF GREATER DALLAS, INC. P.O. BOX 140189 DALLAS, TX 75214-0189	NO RELATIONSHIP	501C(3)	GENERAL SUPPORT	5,000.
CAPTAIN HOPE'S KIDS 10555 NEWKIRK, STE 580 DALLAS, TX 75220	NO RELATIONSHIP	501C(3)	GENERAL SUPPORT	3,000.
CHILDREN'S MEDICAL CENTER 2777 N. STEMMONS FREEWAY STE 1025 DALLAS, TX 75207	NO RELATIONSHIP	501C(3)	GENERAL SUPPORT	5,000.
Total SEE CONTINUATION SHEET(S) ▶ 3a				254,000.
b Approved for future payment				
NONE				
Total				0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include Program service revenue, Membership dues, Interest on savings, Dividends, Net rental income, Other investment income, Gain from sales, Net income from special events, Gross profit from sales, Other revenue, Subtotal, and Total.

(See worksheet in line 13 instructions to verify calculations)

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

Table with 2 columns: Line No. and Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

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

Table with 2 columns: Question (1, a, b, c, d) and Yes/No. Includes sub-questions 1a(1)-(2), 1b(1)-(6), and 1c.

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Content is mostly N/A.

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 [X] No

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. Content is mostly N/A.

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: [Signature], Date: 7/2/13, Title: PRESIDENT. May the IRS discuss this return with the preparer shown below (see instr)? [X] Yes [] No

Paid Preparer Use Only Print/Type preparer's name: MICHELLE A. JOHNSON, CPA; Preparer's signature: [Signature]; Date: 06/27/13; Check [X] if self-employed; PTIN: P00008920; Firm's name: JHB, LLP; Firm's address: 12801 N. CENTRAL EXPWY., #260 DALLAS, TX 75243; Firm's EIN: 75-2445995; Phone no: 214-368-8714

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CHILDREN'S VILLAGE & FAMILY SERVICE AGENCY P.O. BOX 6564 TYLER, TX 75711-6564	NO RELATIONSHIP	501C(3)	GENERAL SUPPORT	5,000.
DALLAS ARBORETUM & BOTANICAL SOCIETY 8617 GARLAND ROAD DALLAS, TX 75218	NO RELATIONSHIP	501C(3)	GENERAL SUPPORT	5,000.
DALLAS CASA 2815 GASTON AVENUE DALLAS, TX 75226	NO RELATIONSHIP	501C(3)	GENERAL SUPPORT	5,000.
DALLAS CHILDREN'S THEATER 5938 SKILLMAN DALLAS, TX 75231	NO RELATIONSHIP	501C(3)	GENERAL SUPPORT	5,000.
DALLAS HERITAGE VILLAGE 1515 SOUTH HARWOOD DALLAS, TX 75215	NO RELATIONSHIP	501C(3)	GENERAL SUPPORT	5,000.
DALLAS INSTITUTE OF HUMANITIES & CULTURE 2719 ROUTH STREET DALLAS, TX 75201	NO RELATIONSHIP	501C(3)	GENERAL SUPPORT	35,000.
DALLAS LIFE 1100 CADIZ ST DALLAS, TX 75215	NO RELATIONSHIP	501C(3)	GENERAL SUPPORT	5,000.
DALLAS MUSEUM OF ART 1717 HARWOOD DALLAS, TX 75201	NO RELATIONSHIP	501C(3)	GENERAL SUPPORT	5,000.
DALLAS OPERA 2403 FLORA STREET, SUITE 500 DALLAS, TX 75201	NO RELATIONSHIP	501C(3)	GENERAL SUPPORT	10,000.
DALLAS THEATER CENTER 2400 FLORA STREET DALLAS, TX 75201	NO RELATIONSHIP	501C(3)	GENERAL SUPPORT	5,000.
Total from continuation sheets				231,000.

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
DALLAS WOMENS FOUNDATION 8150 N. CENTRAL EXPWY SUITE 110 DALLAS, TX 75206	NO RELATIONSHIP	501C(3)	GENERAL SUPPORT	5,000.
DALLAS ZOOLOGICAL SOCIETY 621 E CLARENDON DR DALLAS, TX 75203	NO RELATIONSHIP	501C(3)	GENERAL SUPPORT	10,000.
EAST DALLAS COMMUNITY SCHOOLS 924 WAYNE STREET DALLAS, TX 75223	NO RELATIONSHIP	501C(3)	GENERAL SUPPORT	5,000.
EDUCATIONAL OPPORTUNITIES INC 8350 N. CENTRAL EXPRESSWAY, SUITE 775 DALLAS, TX 75206	NO RELATIONSHIP	501C(3)	GENERAL SUPPORT	5,000.
FAMILY GATEWAY 3000 SAN JACINTO STREET DALLAS, TX 75204-5743	NO RELATIONSHIP	501C(3)	GENERAL SUPPORT	5,000.
FRIENDS OF THE KATY TRAIL 3523 MCKINNEY AVENUE DALLAS, TX 75204	NO RELATIONSHIP	501C(3)	GENERAL SUPPORT	5,000.
GIRLS INC OF METROPOLITAN DALLAS 2040 EMPIRE CENTRAL DR. DALLAS, TX 75235	NO RELATIONSHIP	501C(3)	GENERAL SUPPORT	5,000.
GREENHILL SCHOOL 4141 SPRING VALLEY ROAD ADDISON, TX 75001-3683	NO RELATIONSHIP	501C(3)	GENERAL SUPPORT	5,000.
HOPE COTTAGE FOUNDATION 4209 MCKINNEY AVE #200 DALLAS, TX 75205-4525	NO RELATIONSHIP	501C(3)	GENERAL SUPPORT	5,000.
INTERFAITH HOUSING COALITION 5600 ROSS AVE. DALLAS, TX 75206	NO RELATIONSHIP	501C(3)	GENERAL SUPPORT	5,000.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
MCKINNEY AVENUE CONTEMPORARY 3120 MCKINNEY AVE. DALLAS, TX 75204	NO RELATIONSHIP	501C(3)	GENERAL SUPPORT	5,000.
NASHER SCULPTURE CENTER 2001 FLORA STREET DALLAS, TX 75201	NO RELATIONSHIP	501C(3)	GENERAL SUPPORT	3,000.
NEXUS, INC. 8733 LA PRADA DRIVE DALLAS, TX 75228	NO RELATIONSHIP	501C(3)	GENERAL SUPPORT	5,000.
NORTH TEXAS PUBLIC BROADCASTING 3000 HARRY HINES BLVD. DALLAS, TX 75201	NO RELATIONSHIP	501C(3)	GENERAL SUPPORT	5,000.
OUR FRIENDS PLACE 2501 OAK LAWN AVE. DALLAS, TX 75219-4046	NO RELATIONSHIP	501C(3)	GENERAL SUPPORT	5,000.
PEROT MUSEUM OF NATURE & SCIENCE 2201 N. FIELD STREET DALLAS, TX 75202	NO RELATIONSHIP	501C(3)	GENERAL SUPPORT	5,000.
PLANNED PARENTHOOD 7424 GREENVILLE AVE, STE 206 DALLAS, TX 75231	NO RELATIONSHIP	501C(3)	GENERAL SUPPORT	5,000.
PRESERVATION DALLAS 2922 SWISS AVE DALLAS, TX 75204	NO RELATIONSHIP	501C(3)	GENERAL SUPPORT	3,000.
RUFF HOUSE MINISTRIES 1321 SUNSHINE CT LANCASTER, TX 75134	NO RELATIONSHIP	501C(3)	GENERAL SUPPORT	2,000.
SCHOOL OF SPIRITUAL PSYCHOLOGY P.O. BOX 7 BENSON, NC 27504	NO RELATIONSHIP	501C(3)	GENERAL SUPPORT	5,000.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
ST, JOHN'S EPISCOPAL SCHOOL 848 HARTER ROAD DALLAS, TX 75218	NO RELATIONSHIP	501C(3)	GENERAL SUPPORT	5,000.
ST. PHILIPS SCHOOL & COMMUNITY CENTER 1600 PENNSYLVANIA AVENUE DALLAS, TX 75215	NO RELATIONSHIP	501C(3)	GENERAL SUPPORT	5,000.
THE FAMILY PLACE P.O. BOX 7999 DALLAS, TX 75209-9998	NO RELATIONSHIP	501C(3)	GENERAL SUPPORT	5,000.
THE HOCKADAY SCHOOL 11600 WELCH RD. DALLAS, TX 75229	NO RELATIONSHIP	501C(3)	GENERAL SUPPORT	5,000.
THE INTERNATIONAL THEATRICAL ARTS SOCIETY 2100 ROSS AVENUE, SUITE 650 DALLAS, TX 75201	NO RELATIONSHIP	501C(3)	GENERAL SUPPORT	5,000.
THE OXBOW SCHOOL 530 THIRD STREET NAPA, CA 94559	NO RELATIONSHIP	501C(3)	GENERAL SUPPORT	3,000.
THE WAY BACK HOUSE, INC. 6211 DENTON DRIVE, SUITE C DALLAS, TX 75235-5692	NO RELATIONSHIP	501C(3)	GENERAL SUPPORT	5,000.
THEATRE THREE INC 2800 ROUTH STREET, SUITE 168 DALLAS, TX 75201-1415	NO RELATIONSHIP	501C(3)	GENERAL SUPPORT	5,000.
UPLIFT EDUCATION 1750 VICEROY DR DALLAS, TX 75235	NO RELATIONSHIP	501C(3)	GENERAL SUPPORT	5,000.
YMCA CAMP GRADY SPRUCE 9409 GARLAND ROAD, SUITE 200 DALLAS, TX 75218	NO RELATIONSHIP	501C(3)	GENERAL SUPPORT	5,000.
Total from continuation sheets				

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

SOURCE	AMOUNT
BANK OF AMERICA	3.
US TREASURY	10.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	13.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CREDIT SUISSE FIRST BOSTON LLC	148,317.	0.	148,317.
TOTAL TO FM 990-PF, PART I, LN 4	148,317.	0.	148,317.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
SABINE ROYALTY TRUST	9,906.	9,906.	
TOTAL TO FORM 990-PF, PART I, LINE 11	9,906.	9,906.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	13,766.	8,550.		5,216.
TO FORM 990-PF, PG 1, LN 16B	13,766.	8,550.		5,216.

FORM 990-PF	TAXES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAXES - AD VALOREM	2,540.	2,540.		0.
FEDERAL INCOME TAXES	3,492.	0.		0.
TO FORM 990-PF, PG 1, LN 18	6,032.	2,540.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK & BROKERAGE FEES	5.	5.		0.
MOWING	1,320.	1,320.		0.
POSTAGE & DELIVERY	27.	27.		0.
NONDEDUCTIBLE EXPENSES	12.	0.		0.
TO FORM 990-PF, PG 1, LN 23	1,364.	1,352.		0.

FORM 990-PF	CORPORATE STOCK		STATEMENT 7
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
ABBOTT LABS COM - 145 SHARES	6,011.	9,425.	
ABERCROMBIE & FITCH CO CL A - 201 SHARES	11,586.	9,224.	
ADOBE SYSTEMS INC DEL - 211 SHARES	6,756.	7,303.	
ADVANCED MICRO DEVICES INC - 680 SHARES	13,580.	1,496.	
AETNA US HEALTHCARE - 246 SHARES	9,737.	10,625.	
AETNA US HEALTHCARE - 3,000 SHARES	26,063.	129,570.	
AMERICAN INTERNATIONAL GROUP - 191 SHARES	42,386.	6,328.	
APPLIED MATERIALS INC - 812 SHARES	15,501.	8,713.	
BANK OF AMERICA COM - 884 SHARES	42,969.	8,716.	
BAXTER INTL - 505 SHARES	20,168.	33,466.	
BOSTON SCIENTIFIC CORP - 913 SHARES	14,706.	5,058.	
BRISTOL MYERS SQUIBB CO - 960 SHARES	2,308.	31,325.	
BROADCOM CORP CL A - 325 SHARES	6,794.	10,524.	
CAPITAL ONE FINL CORP - 240 SHARES	19,070.	13,824.	
CHEVRON CORP - 546 SHARES	31,990.	57,707.	
CIGNA CORP - 348 SHARES	12,279.	18,190.	
CISCO SYSTEMS - 926 SHARES	14,245.	17,511.	

COCA COLA COMPANY - 760 SHARES	15,416.	28,819.
CONOCO INC COM NEW - 500 SHARES	11,199.	28,470.
CVS CORP COM- 790 SHARES	10,462.	36,743.
DEERE & CO - 444 SHARES	15,146.	37,318.
DISNEY WALT COMPANY HOLDING CO - 502 SHARES	10,678.	24,929.
DOW CHEM CO - 1800 SHARES	18,156.	54,342.
DOW CHEM CO - 340 SHARES	17,257.	10,265.
EASTMAN KODAK CO - 900 SHARES	45,298.	180.
EDISON INTL - 478 SHARES	18,557.	21,739.
EMC CORP - 912 SHARES	9,758.	22,636.
ENDO PHARMACEUTICALS HLDGS INC - 666 SHARES	20,275.	19,101.
FIRSTENERGY - 405 SHARES	21,024.	17,196.
GENERAL DYNAMICS CORP - 202 SHARES	11,864.	13,433.
GENERAL ELECTRIC CO - 1205 SHARES	28,935.	25,462.
GENERAL MLS INC - 624 SHARES	15,089.	25,578.
GENWORTH FINL INC COM CL A - 642 SHARES	19,515.	3,820.
GOLDMAN SACHS GRP - 106 SHARES	11,133.	12,486.
HARTFORD FINL SVCS - 2,318 SHARES	14,634.	49,095.
HEALTH NET INC - 300 SHARES	15,132.	7,065.
HOME DEPOT -286 SHARES	10,903.	18,610.
HONEYWELL INTL INC - 4,492 SHARES	30,593.	275,494.
HSBC HOLDING PLC SPONS - 4,815 SHARES	43,764.	246,191.
ITT INDS INC - 2,318 SHARES	2,802.	25,927.
JOHNSON & JOHNSON - 316 SHARES	17,882.	22,035.
JP MORGAN CHASE & CO - 342 SHARES	13,875.	14,049.
KELLOGG - 372 SHARES	16,318.	20,631.
KIMBERLY CLARK CORP - 7,870 SHARES	26,393.	674,616.
LOCKHEED MARTIN CORP - 104 SHARES	7,416.	9,703.
MCDONALDS CORP - 464 SHARES	15,327.	40,387.
MORGAN STANLEY COM - 355 SHARES	17,912.	5,989.
NEENAH PAPER INC COM - 238 SHARES	429.	6,678.
OCCIDENTAL PETROLEUM CORP - 183 SHARES	9,374.	13,763.
PEPSICO INC - 484 SHARES	19,992.	33,982.
PPL CORP - 427 SHARES	14,215.	12,532.
PROCTOR AND GAMBLE CP - 402 SHARES	18,153.	28,072.
SABINE RTY UNIT BEN INT - 4,000 SHARES	45,991.	191,560.
SPRINT NEXTEL CORP FON - 824 SHARES	14,590.	4,722.
ST JUDE MED INC - 288 SHARES	10,714.	9,873.
TEXAS INSTRUMENTS INC - 613 SHARES	19,429.	18,065.
US BANCORP DEL - 630 SHARES	18,585.	20,324.
VERIZON COMMUNICATIONS - 627 SHARES	18,722.	27,663.
WELLS FARGO - 338 SHARES	7,769.	11,157.
BANK OF NEW YORK MELLON CORP COM - 934 SHARES	30,161.	22,360.
DISCOVER FINL SVCS COM INC - 177 SHARES	3,527.	7,365.
AT&T INC COM - 14,956 SHARES	90,930.	510,448.
TRAVELERS COS INC - 290 SHRS	13,714.	20,538.
PFIZER - 6,895 SHARES	121,766.	172,513.
INTERNATIONAL BUSINESS MACHS CORP - 217 SHARES	10,722.	41,245.
PFIZER - 146 SHARES	2,578.	3,653.
FRONTIER COMMUNICATIONS CORP - 150 SHARES	1,117.	722.
XYLEM INC COM - 2,318 SHARES	8,430.	60,477.
AMERICAN INTERNATIONAL GROUP - 101 WARRANTS	1,645.	1,402.
EXELIS INC COM - 2,318 SHARES	3,401.	26,193.
BARD C R INC - 9,932 SHARES	29,010.	983,367.

HARRY S. MOSS FOUNDATION

75-6036333

EXXON MOBIL CORP COM - 10,630 SHARES	31,113.	936,928.
PHILLIPS 66 COM - 250 SHARES	3,328.	13,093.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,378,267.	5,350,009.

FORM 990-PF	OTHER ASSETS	STATEMENT	8
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
MUTUAL FUND-DNP SELECT INC FD-12,000 SHARES	119,220.	118,653.	113,520.
MUTUAL FUND-MFS INTERMEDIATE INCOME TRUST-30,000 SHARES	289,339.	280,749.	197,100.
TO FORM 990-PF, PART II, LINE 15	408,559.	399,402.	310,620.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 9

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

FRANK S. RYBURN
3838 OAK LAWN AVENUE, SUITE 1516
DALLAS, TX 75219

TELEPHONE NUMBER

214-754-2984

FORM AND CONTENT OF APPLICATIONS

NO FORMAL FORMAT-SHOULD INCLUDE INFORMATION ABOUT ORGANIZATION, PURPOSE & ACTIVITIES.

ANY SUBMISSION DEADLINES

NO DEADLINE

RESTRICTIONS AND LIMITATIONS ON AWARDS

NO FORMAL RESTRICTIONS-DALLAS, TX & SURROUNDING AREAS PREFERRED.

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

▶ **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file) You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print	Name of exempt organization or other filer, see instructions. HARRY S. MOSS FOUNDATION	Employer identification number (EIN) or <input checked="" type="checkbox"/> 75-6036333
File by the due date for filing your return. See instructions.	Number, street, and room or suite no. If a P.O. box, see instructions. 3838 OAK LAWN AVENUE, SUITE 1516	Social security number (SSN) <input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. DALLAS, TX 75219	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

HARRY S MOSS FOUNDATION

- The books are in the care of ▶ **3838 OAK LAWN AVENUE, SUITE 1516 - DALLAS, TX 75219**
 Telephone No. ▶ **214-754-2984** FAX No. ▶ _____

- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **JULY 15, 2013**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
 ▶ calendar year _____ or
 ▶ tax year beginning **DEC 1, 2011**, and ending **NOV 30, 2012**.

2 If the tax year entered in line 1 is for less than 12 months, check reason: Initial return Final return Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	9,720.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	2,920.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions.	3c	\$	6,800.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

LHA For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev. 1-2012)