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Form **990-PF**

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

OMB No 1545-0052

2012

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

Open to Public Inspection

For calendar year 2012 or tax year beginning , and ending

Name of foundation FOSTER CHARITABLE FOUNDATION, INC		A Employer identification number 02-0653934
Number and street (or P O box number if mail is not delivered to street address) 4101 E LOUISIANA #400	Room/suite	B Telephone number (see instructions) 830-257-0586
City or town, state, and ZIP code DENVER CO 80246		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply. <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 7,977,701	J Accounting method. <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
(Part I, column (d) must be on cash basis)		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	42,702	42,702		
	5a Gross rents	8,939			
	b Net rental income or (loss)	-6,835			
	6a Net gain or (loss) from sale of assets not on line 10 Stmt 1	196,307			
	b Gross sales price for all assets on line 6a 8,890,713				
	7 Capital gain net income (from Part IV, line 2)		191,807		
	8 Net short-term capital gain			0	
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule) Stmt 2	28,670				
12 Total. Add lines 1 through 11	276,618	234,509	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	150,000			22,500
	14 Other employee salaries and wages	82,550			12,383
	15 Pension plans, employee benefits	15,443	13,127		2,316
	16a Legal fees (attach schedule) See Stmt 3	146,392	146,392		
	b Accounting fees (attach schedule) Stmt 4	37,044	37,044		
	c Other professional fees (attach schedule) Stmt 5	138,183	138,183		
	17 Interest	1,462	1,462		
	18 Taxes (attach schedule) (see instructions) Stmt 6	70,564	70,564		
	19 Depreciation (attach schedule) and depletion Stmt 7	23,378			
	20 Occupancy	24,812	21,090		3,722
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (att sch) Stmt 8	727,024	196,511		444,670
	24 Total operating and administrative expenses. Add lines 13 through 23	1,416,852	624,373	0	485,591
	25 Contributions, gifts, grants paid	0			0
26 Total expenses and disbursements. Add lines 24 and 25	1,416,852	624,373	0	485,591	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-1,140,234				
b Net investment income (if negative, enter -0-)		0			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2012)

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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	394,802	478,142	478,142
	2	Savings and temporary cash investments	40,495	20,276	20,276
	3	Accounts receivable ▶ Less: allowance for doubtful accounts ▶	1,080,792		
	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 (att. schedule) ▶ Less: allowance for doubtful accounts ▶	0		
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	250,000		
	10a	Investments – U S and state government obligations (attach schedule)			
	b	Investments – corporate stock (attach schedule)			
	c	Investments – corporate bonds (attach schedule)			
	11	Investments – land, buildings, and equipment basis ▶ 3,519,133 Less: accumulated depreciation (attach sch.) ▶ Stmt 9		3,519,133	3,519,133
	12	Investments – mortgage loans			
	13	Investments – other (attach schedule) See Statement 10	3,146,874	2,219,939	2,266,552
	14	Land, buildings, and equipment basis ▶ 210,898 Less: accumulated depreciation (attach sch.) ▶ Stmt 11 23,896	6,025,068	187,002	187,002
15	Other assets (describe ▶ See Statement 12)	2,157,649	2,540,800	1,506,596	
16	Total assets (to be completed by all filers – see the instructions. Also, see page 1, item I)	13,095,680	8,965,292	7,977,701	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable	25,000		
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)	363,153		
	22	Other liabilities (describe ▶ See Statement 13)	2,237,432	704	
23	Total liabilities (add lines 17 through 22)	2,625,585	704		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input checked="" type="checkbox"/>				
	24	Unrestricted	10,470,095	8,964,588	
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input type="checkbox"/>				
	27	Capital stock, trust principal, or current funds			
	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)	10,470,095	8,964,588		
31	Total liabilities and net assets/fund balances (see instructions)	13,095,680	8,965,292		

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	10,470,095
2	Enter amount from Part I, line 27a	2	-1,140,234
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	9,329,861
5	Decreases not included in line 2 (itemize) ▶ See Statement 14	5	365,273
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	8,964,588

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 See Worksheet				
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				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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				
b				
c				
d				
e				
2 Capital gain net income or (net capital loss)		<div style="border: 1px solid black; padding: 2px; display: inline-block;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div>		2
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)		<div style="border: 1px solid black; padding: 2px; display: inline-block;"> If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 </div>		3
				191,807
				129,874

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))
2011	1,146,754	13,785,449	0.083186
2010	291,310	11,274,342	0.025838
2009	722,070	9,838,760	0.073390
2008	562,827	10,428,818	0.053968
2007	575,488	11,288,070	0.050982
2 Total of line 1, column (d)			2
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
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4
5 Multiply line 4 by line 3			5
6 Enter 1% of net investment income (1% of Part I, line 27b)			6
7 Add lines 5 and 6			7
8 Enter qualifying distributions from Part XII, line 4			8
If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions			

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <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	
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	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	0
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	
b	Exempt foreign organizations – tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
b		X
c		X
d		
e		
2		X
3		X
4a	X	
4b	X	
5		X
6	X	
7	X	
8a		
b	X	
9		X
10		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? Website address ► www.fostercharitablefoundation.com	13	X	
14	The books are in care of ► JANA SMITH 2125 SIDNEY BAKER	Telephone no ► 830-257-0586		
	Located at ► KERRVILLE	TX	ZIP+4 ► 78028	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 – Check here and enter the amount of tax-exempt interest received or accrued during the year	15		<input type="checkbox"/>
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	16	Yes	No 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 2012?	N/A	1c
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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If "Yes," list the years ► 20 , 20 , 20 , 20	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
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. ► 20 , 20 , 20 , 20		
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 2012 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 2012)	N/A	3b
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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 2012?		X

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? **N/A** **5b**

Organizations relying on a current notice regarding disaster assistance check here

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

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

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

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

If "Yes" to 6b, file Form 8870

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JANA SMITH 2125 SIDNEY BAKER KERRVILLE TX 78028	PRESIDENT 40.00	150,000	0	0
JOHN CHRISTOPHER DOYLE 2125 SIDNEY BAKER KERRVILLE TX 78028	0.25	0	0	0
DR DOUGLAS EDWIN WRIGHT MD 2125 SIDNEY BAKER KERRVILLE TX 78028	0.25	0	0	0
MARK VALHALLA 2125 SIDNEY BAKER KERRVILLE TX 78028	0.25	0	0	0

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

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

Total number of other employees paid over \$50,000 ▶ **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 (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NOVEN FINANCIAL GROUP INC 1777 S HARRISON ST STE 1500 DENVER CO 80210	INV ADVISOR	136,106
THE CORNWALL LAW FIRM 12314 HAWTHORNE DR MONTGOMERY TX 77356	LEGAL	69,280
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 COLON CANCER AWARENESS RADIO ADVERTISING CAMPAIGN. RADIO BLITZ TO EDUCATE THE PUBLIC AND ENCOURAGE PEOPLE TO GET CHECKUPS	437,000
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 N/A	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	2,786,310
b	Average of monthly cash balances	1b	1,997,896
c	Fair market value of all other assets (see instructions)	1c	5,757,145
d	Total (add lines 1a, b, and c)	1d	10,541,351
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	10,541,351
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	158,120
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	10,383,231
6	Minimum investment return. Enter 5% of line 5	6	519,162

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	519,162
2a	Tax on investment income for 2012 from Part VI, line 5	2a	
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	519,162
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	519,162
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	519,162

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	485,591
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	
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	485,591
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	485,591

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				519,162
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only				
b Total for prior years: 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				40,961
d From 2010				
e From 2011				457,482
f Total of lines 3a through e	498,443			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 485,591				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required – see instructions)				
c Treated as distributions out of corpus (Election required – see instructions)				
d Applied to 2012 distributable amount				485,591
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	33,571			33,571
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	464,872			
b Prior years' undistributed income Subtract line 4b from line 2b				
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				
d Subtract line 6c from line 6b Taxable amount – see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount – see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	464,872			
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				7,390
c Excess from 2010				
d Excess from 2011				457,482
e Excess from 2012				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, 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				(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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))
N/A

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
N/A

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 or e-mail of the person to whom applications should be addressed
N/A

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

c Any submission deadlines.
N/A

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

Part XV Supplementary Information (continued)

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

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

Statement 15 – Explanation of Prior Period Adjustment

The Foster Charitable Foundation's former CPA, Larry Greenwald was charged with stealing large sums of assets from the foundation, using accounting entries to mask his theft. After being caught, he was indicted on charges related to these crimes. Larry has been uncooperative in helping the foundation unwind the false accounting entries that he made. Larry recently took his own life, closing any hope of obtaining his help in clearing up the books. The Foundation and their investment advisors have confirmed legitimate assets and liabilities, and are utilizing this prior period adjustment to remove assets and liabilities that cannot be confirmed. These unconfirmed accounts are presumed to be the result of Larry Greenwald's fictitious entries.

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For calendar year 2012, or tax year beginning

, and ending

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Employer Identification Number

FOSTER CHARITABLE FOUNDATION, INC**02-0653934**

(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.)
(1) ISHARES MORNINGSTAR FUND	P	08/23/11	08/16/12
(2) ISHARES SP SMCAP GROWTH	P	11/23/11	05/23/12
(3) ISHARES SP SMCAP VALUE	P	02/23/12	05/23/12
(4) ISHARES SP 500 GROWTH	P	08/23/11	02/23/12
(5) ISHARES SP 500 GROWTH	P	05/23/12	08/16/12
(6) ISHARES SP 500 GROWTH	P	05/23/12	11/26/12
(7) ISHARES TR DJ US FINL	P	04/23/12	07/23/12
(8) ISHARES TR DOW JONES RE US REAL ESTA	P	07/23/12	10/23/12
(9) MKT VECTORS RETAIL ETF	P	02/22/12	07/23/12
(10) POWERSHS EXCH TRAD FD	D	02/22/12	10/23/12
(11) POWERSHS EXCH TRAD FD	P	02/22/12	10/23/12
(12) POWERSHS EXCH TRAD FD	P	02/22/12	10/23/12
(13) POWERSHS EXCH TRAD FD	P	02/22/12	10/23/12
(14) POWERSHS EXCH TRAD FD	P	02/22/12	10/23/12
(15) SECTOR SPDR HEALTH FUND SHARES	P	02/22/12	04/23/12

(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)
(1) 104,935		82,447	22,488
(2) 188,501		169,252	19,249
(3) 349,820		387,201	-37,381
(4) 193,731		164,219	29,512
(5) 104,984		97,715	7,269
(6) 86,753		81,655	5,098
(7) 39,323		42,595	-3,272
(8) 38,635		38,812	-177
(9) 44,277		41,669	2,608
(10) 4,484		4,097	387
(11) 4,484		4,099	385
(12) 36,608		33,467	3,141
(13) 4,513		3,839	674
(14) 44,446		37,804	6,642
(15) 42,741		41,659	1,082

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(1)			22,488
(2)			19,249
(3)			-37,381
(4)			29,512
(5)			7,269
(6)			5,098
(7)			-3,272
(8)			-177
(9)			2,608
(10)			387
(11)			385
(12)			3,141
(13)			674
(14)			6,642
(15)			1,082

Capital Gains and Losses for Tax on Investment Income

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, and ending

Name

Employer Identification Number

FOSTER CHARITABLE FOUNDATION, INC**02-0653934**

(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.)
(1) SECTOR SPDR TECH SELECT SHARES	P	04/23/12	07/23/12
(2) SECTOR SPDR TR CON STPLSHSARES	P	02/22/12	04/23/12
(3) SPDR SP 500 GROWTH ETF	P	08/23/11	02/23/12
(4) SPDR SP 500 GROWTH ETF	P	05/23/12	08/16/12
(5) SPDR SP 500 GROWTH ETF	P	05/23/12	08/16/12
(6) SPDR SP 500 GROWTH ETF	P	05/23/12	11/26/12
(7) VANGUARD GROWTH	P	05/23/12	08/16/12
(8) VANGUARD GROWTH	P	05/23/12	11/26/12
(9) VANGUARD REIT	P	02/22/12	10/23/12
(10) VANGUARD TELECOMMUN SVCS	P	07/23/12	10/23/12
(11) AMERICAN FD CAP WORLD GWTH	P	07/20/12	09/05/12
(12) BLACKROCK INTL OPPTY	P	12/12/11	09/05/12
(13) HARBOR INTERNATIONAL FUND	P	12/16/11	07/12/12
(14) HARBOR INTERNATIONAL FUND	P	06/20/12	07/12/12
(15) HARBOR INTERNATIONAL FUND	P	06/20/12	09/05/12

(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)
(1) 41,834		42,766	-932
(2) 42,906		41,657	1,249
(3) 193,740		164,786	28,954
(4) 19,811		18,455	1,356
(5) 85,165		79,356	5,809
(6) 86,570		81,571	4,999
(7) 105,153		98,042	7,111
(8) 86,982		81,338	5,644
(9) 43,992		41,644	2,348
(10) 46,305		43,705	2,600
(11) 1,123		1,338	-215
(12) 669		880	-211
(13) 309		406	-97
(14) 13,849		14,506	-657
(15) 9,706		9,494	212

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(1)			-932
(2)			1,249
(3)			28,954
(4)			1,356
(5)			5,809
(6)			4,999
(7)			7,111
(8)			5,644
(9)			2,348
(10)			2,600
(11)			-215
(12)			-211
(13)			-97
(14)			-657
(15)			212

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, and ending

Name

Employer Identification Number

FOSTER CHARITABLE FOUNDATION, INC**02-0653934**

(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.)
(1) ISHARES IBOXX INVESTOP IBOXX	P	06/04/12	07/05/12
(2) ISHARES MORNINSTAR FUNDLARGE	P	12/06/11	09/19/12
(3) ISHARES MORNINGSTAR FUNDLARGE	P	12/06/11	10/11/12
(4) ISHARES MORNINGSTAR FUNDMID GROWTH	P	07/05/12	09/19/12
(5) ISHARES MORNINSAR FUNDMID GROWTH	P	07/05/12	10/11/12
(6) ISHARES MORNINGSTAR FUNDMID GROWTH	P	07/05/12	11/15/12
(7) ISHARES TR BARCLAYS BOND	P	06/05/12	07/02/12
(8) ISHARES TR BARCLAYS BOND	P	11/15/12	12/19/12
(9) ISHARES TR BARCLAYS BOND	P	05/21/12	07/05/12
(10) ISHARES TR BARCLAYS BOND	P	11/28/11	01/11/12
(11) ISHARES TR BARCLAYS BOND	P	06/04/12	07/02/12
(12) ISHARS TR BARCLAYS BOND	P	11/15/12	12/11/12
(13) ISHARES TR RUSSELL 2000	P	01/11/12	06/04/12
(14) ISHARES TR RUSSELL 2000	P	02/22/12	06/04/12
(15) ISHARES TR RUSSELL 2000	P	02/22/12	06/04/12

(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)
(1) 277,389		273,621	3,768
(2) 30,870		27,250	3,620
(3) 11,701		10,431	1,270
(4) 10,208		9,661	547
(5) 5,149		5,036	113
(6) 269,683		277,287	-7,604
(7) 280,006		280,350	-344
(8) 257,910		264,673	-6,763
(9) 292,404		288,068	4,336
(10) 230,814		228,921	1,893
(11) 269,954		270,971	-1,017
(12) 268,001		269,326	-1,325
(13) 234,023		243,436	-9,413
(14) 8,379		9,437	-1,058
(15) 8,379		9,437	-1,058

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(1)			3,768
(2)			3,620
(3)			1,270
(4)			547
(5)			113
(6)			-7,604
(7)			-344
(8)			-6,763
(9)			4,336
(10)			1,893
(11)			-1,017
(12)			-1,325
(13)			-9,413
(14)			-1,058
(15)			-1,058

Capital Gains and Losses for Tax on Investment Income

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For calendar year 2012, or tax year beginning

, and ending

Name

Employer Identification Number

FOSTER CHARITABLE FOUNDATION, INC**02-0653934**

(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.)
(1) ISHARES TR RUSSELL 2000	P	02/22/12	06/04/12
(2) ISHARES TR RUSSELL 2000	P	02/22/12	06/04/12
(3) ISHARES TR RUSSELL 2000	P	07/02/12	11/14/12
(4) IVY INTERNATIONAL CORE	P	06/20/12	07/12/12
(5) IVY INTERNATIONAL CORE	P	06/20/12	09/05/12
(6) JANUS OVERSEAS FD CL T	P	12/20/11	09/05/12
(7) LITMAN GREGORY MASTERS INTL	P	12/28/11	09/05/12
(8) NUVEEN TRADEWINDS INTL VALUE A	P	12/29/11	06/18/12
(9) SPDR SP 400 MID	P	10/12/11	06/05/12
(10) SPDR SP 400 MID	P	02/22/12	06/05/12
(11) SPDR SP 400 MID	P	02/22/12	06/05/12
(12) SPDR SP 600 SMALL	P	10/13/11	06/04/12
(13) SPDR SP 600 SMALL	P	02/22/12	06/04/12
(14) SPDR SP 600 SMALL	P	02/22/12	06/04/12
(15) SPDR SP 600 SMALL CAP	P	07/02/12	09/19/12

(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)
(1) 8,379		9,437	-1,058
(2) 14,914		16,797	-1,883
(3) 267,956		275,231	-7,275
(4) 19,185		19,586	-401
(5) 4,535		4,414	121
(6) 3,374		2,700	674
(7) 134		173	-39
(8) 887		743	144
(9) 237,938		221,307	16,631
(10) 6,175		6,789	-614
(11) 36,630		40,272	-3,642
(12) 226,493		209,414	17,079
(13) 11,827		13,441	-1,614
(14) 33,036		37,544	-4,508
(15) 8,188		7,481	707

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(1)			-1,058
(2)			-1,883
(3)			-7,275
(4)			-401
(5)			121
(6)			674
(7)			-39
(8)			144
(9)			16,631
(10)			-614
(11)			-3,642
(12)			17,079
(13)			-1,614
(14)			-4,508
(15)			707

Capital Gains and Losses for Tax on Investment Income

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For calendar year 2012, or tax year beginning

, and ending

Name

Employer Identification Number

FOSTER CHARITABLE FOUNDATION, INC**02-0653934**

(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.)
(1) SPDR SP 600 SMALL CAP	P	07/02/12	10/11/12
(2) SPDR SP 600 SMALL CAP	P	07/02/12	11/15/12
(3) T ROWE RPICE HEALTH SC FUND	P	07/02/12	03/08/12
(4) THIRD AVENUE INTL VALUE FD INSTL CL	P	12/20/11	09/05/12
(5) VANGUARD ENERGY FUND INVESTOR SHRS	P	12/20/11	03/09/12
(6) VANGUARD GROWTH	P	10/11/11	09/19/12
(7) VANGUARD GROWTH	P	10/11/11	10/11/12
(8) VANGUARD GROWTH	P	02/22/12	11/15/12
(9) VANGUARD MID CAP GROWTH	P	01/11/12	05/21/12
(10) VANGUARD MID CAP GROWTH	P	02/22/12	05/21/12
(11) VANGUARD MID CAP GROWTH	P	02/22/12	05/21/12
(12) AMERICAN FD CAP WORLD Gwth	P	07/21/08	07/12/12
(13) AMERICAN FD CAP WORLD Gwth	P	07/21/08	09/05/12
(14) BLACKROCK INTL OPPTY	P	07/21/08	07/12/12
(15) BLACKROCK INTL OPPTY	P	07/21/08	09/05/12

(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)
(1) 3,762		3,563	199
(2) 265,042		268,547	-3,505
(3) 3,599		2,547	1,052
(4) 327		402	-75
(5) 2,451		3,305	-854
(6) 35,343		28,512	6,831
(7) 5,232		4,354	878
(8) 53,950		54,499	-549
(9) 235,518		230,445	5,073
(10) 25,290		27,076	-1,786
(11) 27,567		29,517	-1,950
(12) 27,900		35,088	-7,188
(13) 8,288		9,873	-1,585
(14) 27,006		37,489	-10,483
(15) 3,871		5,090	-1,219

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(1)			199
(2)			-3,505
(3)			1,052
(4)			-75
(5)			-854
(6)			6,831
(7)			878
(8)			-549
(9)			5,073
(10)			-1,786
(11)			-1,950
(12)			-7,188
(13)			-1,585
(14)			-10,483
(15)			-1,219

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Name

Employer Identification Number

FOSTER CHARITABLE FOUNDATION, INC**02-0653934**

(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.)
(1) HARBOR INTERNATIONAL FUND	P	01/01/09	07/12/12
(2) IVY GLOBAL NATURAL RES	P	01/01/09	03/08/12
(3) JANUS OVERSEAS FD	P	02/26/09	07/12/12
(4) JANUS OVERSEAS FD	P	02/26/09	09/05/12
(5) LITMAN GREGORY MASTERS INTL FD INST	P	01/01/09	06/18/12
(6) LITMAN GREGORY MASTERS INTL	P	01/01/09	09/05/12
(7) NUVEEN TRADEWINDS INTL VALUE	P	01/01/09	06/18/12
(8) T ROWE PRICE HEALTH SC	P	07/21/08	02/07/12
(9) T ROWE PRICE HEALTH SC	P	07/21/08	03/08/12
(10) THIRD AVENUE INTL VALUE FD	P	07/21/08	07/12/12
(11) THIRD AVENUE INTL VALUE FD	P	07/21/08	09/05/12
(12) US OIL FUND	P	05/07/09	05/02/12
(13) US OIL FUND	P	05/07/09	06/18/12
(14) VANGUARD ENERGY FUND	P	01/01/09	03/09/12
(15) VANGUARD GROWTH	P	10/11/11	11/15/12

(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)
(1) 11,906		15,632	-3,726
(2) 18,803		33,086	-14,283
(3) 36,550		28,498	8,052
(4) 4,848		3,880	968
(5) 54,976		75,583	-20,607
(6) 5,131		6,627	-1,496
(7) 44,853		37,597	7,256
(8) 44,976		31,994	12,982
(9) 70,677		50,022	20,655
(10) 12,330		16,015	-3,685
(11) 4,485		5,521	-1,036
(12) 84,976		67,493	17,483
(13) 48,333		48,743	-410
(14) 38,809		52,314	-13,505
(15) 214,313		188,847	25,466

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(1)			-3,726
(2)			-14,283
(3)			8,052
(4)			968
(5)			-20,607
(6)			-1,496
(7)			7,256
(8)			12,982
(9)			20,655
(10)			-3,685
(11)			-1,036
(12)			17,483
(13)			-410
(14)			-13,505
(15)			25,466

Capital Gains and Losses for Tax on Investment Income

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For calendar year 2012, or tax year beginning , and ending

Name

Employer Identification Number

FOSTER CHARITABLE FOUNDATION, INC

02-0653934

(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.)
(1) ISHARES IBOXX INVESTOP IBOXX	P	11/28/11	01/11/12
(2) ISHARES MORNINGSTAR FUNDLARGE GROWTH	P	08/23/11	11/26/12
(3) 355.22 AC MCCULLOCH COUNTY	P	01/01/10	11/13/12
(4) 325.62 AC MCCULLOCH COUNTY	P	01/01/10	10/24/12
(5) 8177 NORTH US HWY 87	P	10/01/99	03/30/12
(6) WINTERS PROP MCCULLOCH COUNTY	P	01/01/10	05/22/12
(7) PRECIOUS METALS	P	01/01/10	02/10/12
(8)			
(9)			
(10)			
(11)			
(12)			
(13)			
(14)			
(15)			

(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)
(1) 243,763		236,365	7,398
(2) 102,932		81,598	21,334
(3) 508,000		733,234	-225,234
(4) 483,545		520,988	-37,443
(5) 85,000		80,675	4,325
(6) 64,400		65,822	-1,422
(7) 575,091		288,357	286,734
(8)			
(9)			
(10)			
(11)			
(12)			
(13)			
(14)			
(15)			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
			7,398
			21,334
			-225,234
			-37,443
			4,325
			-1,422
			286,734
(8)			
(9)			
(10)			
(11)			
(12)			
(13)			
(14)			
(15)			

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets

Whom Sold	Description	Date Acquired	Date Sold	How Received	Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
		1/01/10	9/20/12		\$ 6,000	\$ 1,500	\$ 1,500	\$ 0	\$ 4,500
					\$ 6,000	\$ 0	\$ 1,500	\$ 0	\$ 4,500
	Total								

Statement 2 - Form 990-PF, Part I, Line 11 - Other Income

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
CLASS ACTION LEGAL AWARD	\$ 8,670	\$	\$
EARNEST MONEY RETAINED	20,000		
Total	\$ 28,670	\$ 0	\$ 0

Statement 3 - Form 990-PF, Part I, Line 16a - Legal Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Indirect Legal Fees	\$ 146,392	\$ 146,392	\$	\$
Total	\$ 146,392	\$ 146,392	\$ 0	\$ 0

Statement 4 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
ACCOUNTING AND TAX PREP	\$ 37,044	\$ 37,044	\$	\$
Total	\$ 37,044	\$ 37,044	\$ 0	\$ 0

Federal Statements

Statement 5 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
ADVISOR FEES	\$ 136,106	\$ 136,106	\$	\$
LAND SEARCHES	2,077	2,077		
Total	\$ 138,183	\$ 138,183	\$ 0	\$ 0

Statement 6 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Indirect Taxes/Licenses	\$ 70,564	\$ 70,564	\$	\$
Total	\$ 70,564	\$ 70,564	\$ 0	\$ 0

Federal Statements

Statement 7 - Form 990-PF, Part I, Line 19 - Depreciation

Date Acquired	Description	Cost Basis	Prior Year Depreciation	Method	Life	Current Year Depreciation	Net Investment Income	Adjusted Net Income
1/01/10	DENTON LAND	\$ 18,000			0	\$	\$	\$
1/01/10	DENTON QUADPLEX BLDG	162,000		S/L	27.5	5,891		
6/30/12	AC Equipment	25,266		200DB	7	14,438		
1/01/10	Furniture	518	518	200DB	7			
6/30/12	Desk	650		200DB	7	371		
6/30/12	Computer Equipment	1,157		200DB	5	694		
6/30/12	Copier	3,307		200DB	5	1,984		
Total		\$ 210,898	\$ 518			\$ 23,378	\$ 0	\$ 0

Statement 8 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
DENTON QUADPLEX				
CLEANUP AND MAINTENANCE	8,576			
HOA DUES	1,307			
Expenses				
ADVERTISING	7,670			7,670
AUTO REIMB	14,079			
COMPUTER AND INTERNET EXP	2,217			
INSURANCE	58,039	58,039		
OFFICE EXP	3,284			
REFERENCE MATERIAL	2,421			
JANITORIAL	487			
Total	\$	\$	\$	\$

Federal Statements

Statement 8 - Form 990-PF, Part I, Line 23 - Other Expenses (continued)

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
POSTAGE	\$ 798			
SERVICE CHARGES	9,497			
SUPPLIES	8,253			
TELEPHONE	4,551			
AD CAMPAIGN FOR COLON CANCER	437,000			437,000
REPAIRS AND MAINT	8,777			
SECURITY	390			
TRAVEL AND MEETINGS	20,076			
1/2 MEALS AND ENT	1,130			
BAD DEBT	138,472	138,472		
Total	\$ 727,024	\$ 196,511	\$ 0	\$ 444,670

Federal Statements

Statement 9 - Form 990-PF, Part II, Line 11 - Land, Building, and Equipment Investments

Description	Beginning Net Book	End Cost / Basis	End Accumulated Depreciation	Net FMV
LAND HELD FOR INVESTMENT	\$ 3,519,133	\$ 3,519,133	\$ 0	\$ 3,519,133
Total	\$ 3,519,133	\$ 3,519,133	\$ 0	\$ 3,519,133

Statement 10 - Form 990-PF, Part II, Line 13 - Other Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
ISHARES MORNINGSTAR FUND	\$ 224,565	\$ 257,393	Cost	\$ 278,833
ISHARES MORNINGSTAR FUND	164,045		Cost	
US OIL FUND	116,235		Cost	
OTHER ASSETS	569,866		Market	
HARBOR INTL	16,038		Cost	
IVY GLOBAL	33,086		Cost	
JANUS OVERSEAS	35,077		Cost	
LITMAN GREGORY MASTERS	82,383		Cost	
NUVEEN TRADEWINDS	38,341		Cost	
TROWE PRICE HEALTH	84,564		Cost	
THIRD AVE INTL VALUE	21,938		Cost	
VANGUARD ENERGY	55,619		Cost	
ISHARES IBOXX INVESTOP	236,365	267,546	Cost	265,815
ISHARES TR BARCLAYS	228,921	267,979	Cost	265,038
SPDR SP 400 MID	221,307		Cost	
SPDR SP 600 SM	209,414		Cost	
VANGUARD GROWTH	221,714		Cost	
ISHARES SP SMCAP GROWTH	169,252		Cost	
ISHARES SP 500 GROWTH	164,219		Cost	
SPDR 500 GROWTH	164,786		Cost	
AMERICAN FD CAPITAL	45,681		Cost	
BLACKROCK INTL OPPTY	43,458		Cost	
ISHARES RUSSELL 1000 VAL		86,461	Cost	88,622
ISHARES SP VALUE		102,605	Cost	105,228
ISHARES TR DJ US HLTHCAR		41,249	Cost	43,592
ISHARES TR DJ US TELECOM		45,166	Cost	44,832
ISHARES TR SP GLOBAL		48,581	Cost	51,778

Federal Statements

Statement 10 - Form 990-PF, Part II, Line 13 - Other Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
ISHARES US INSURANCE FD	\$	45,925	Cost	\$ 45,431
MARKET VECTORS ETF TRUST		38,246	Cost	34,653
POWERSHARES EXCH TRAD FD		43,661	Cost	43,995
SPDR SP 500 VALUE ETF		86,748	Cost	88,517
ISHARES RUSSELL MIDCAP		86,287	Cost	88,875
ISHARES SP MIDCAP 400		276,990	Cost	293,418
ISHARS RUSSELL 2000 GROWTH		257,500	Cost	257,146
ISHARES TR RUSSELL 2000 INDEX		267,602	Cost	270,779
Total	\$ 3,146,874	\$ 2,219,939		\$ 2,266,552

Statement 11 - Form 990-PF, Part II, Line 14 - Land, Building, and Equipment

Description	Beginning Net Book	End Cost / Basis	End Accumulated Depreciation	Net FMV
LAND	\$ 6,025,068	\$ 192,898	\$	\$ 18,000
BUILDING AND EQUIP			23,896	169,002
Total	\$ 6,025,068	\$ 192,898	\$ 23,896	\$ 187,002

Federal Statements**Statement 12 - Form 990-PF, Part II, Line 15 - Other Assets**

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>	<u>Fair Market Value</u>
INTANGIBLE ASSETS	\$ 1,211,688	\$	\$
STOLEN FUNDS REC	138,472		
PRECIOUS METALS	507,489	1,213,312	781,155
LPTV	150,000	150,000	
RADIO STATION LICENSE	150,000	150,000	
RED RIVER REAL ESTATE		725,441	725,441
DUE FROM BCOW		302,047	
Total	<u>\$ 2,157,649</u>	<u>\$ 2,540,800</u>	<u>\$ 1,506,596</u>

Statement 13 - Form 990-PF, Part II, Line 22 - Other Liabilities

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>
INTERCOMPANY	\$ 1,570,431	\$
OTHER CONCHO	647,505	
PAYROLL LIABILITIES		704
NOTE PAYABLE	19,496	
Total	<u>\$ 2,237,432</u>	<u>\$ 704</u>

Statement 14 - Form 990-PF, Part III, Line 5 - Other Decreases

<u>Description</u>	<u>Amount</u>
PPA - Removal of accounts that cannot be verified	\$ 365,273
Total	<u>\$ 365,273</u>