



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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

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

For calendar year 2012, or tax year beginning

, 2012, and ending

THE KEETER FOUNDATION
1501 COLONY CIRCLE
LONGVIEW, TX 75604

G Check all that apply Initial return Initial return of a former public charity
 Final return Amended return
 Address change Name change

H Check type of organization: Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end of year
(from Part II, column (c), line 16) J Accounting method: Cash Accrual
 Other (specify) *(Part I, column (d) must be on cash basis.)*

► \$ 1,083,688.

	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)
R E V E N U E	1 Contributions, gifts, grants, etc, received (att sch)				
	2 Ck ► <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	32,535.	32,535.	32,535.	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	27,599.			
	b Gross sales price for all assets on line 6a	293,992.			
	7 Capital gain net income (from Part IV, line 2)		27,599.		
	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/(loss) (att sch)					
11 Other income (attach schedule)					
SEE STATEMENT 1	-1,995.	-1,995.			
12 Total. Add lines 1 through 11	58,139.	58,139.	32,535.		
A D M I N I S T R A T I V E O P E R A T I N G A N D E X P E N S E S	13 Compensation of officers, directors, trustees, etc.	12,000.	12,000.		
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach sch)				
	c Other prof fees (attach sch) SEE ST 2	5,887.	5,887.		
	17 Interest <i>RECEIVED</i> SEE STM 3				
	18 Taxes (attach schedule) <i>SEE STM 3</i>	75.	75.		
	19 Depreciation (attach sch) and depletion				
	20 Occupancy <i>NOV 18 2013 OSC</i>				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
23 Other expenses (attach schedule)					
24 Total operating and administrative expenses. Add lines 13 through 23	17,962.	17,962.			
25 Contributions, gifts, grants paid STM 4	53,000.			53,000.	
26 Total expenses and disbursements. Add lines 24 and 25	70,962.	17,962.	0.	53,000.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-12,823.				
b Net investment income (if negative, enter -0-)		40,177.			
c Adjusted net income (if negative, enter -0-)			32,535.		

12/23/12
g14

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1	Cash – non-interest-bearing			
	2	Savings and temporary cash investments	42,309.	40,951.	40,951.
	3	Accounts receivable			
		Less allowance for doubtful accounts			
	4	Pledges receivable			
		Less allowance for doubtful accounts			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach sch)			
		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 (attach schedule)	105,239.		
	b	Investments – corporate stock (attach schedule)	STATEMENT 5	361,449.	439,070.
	c	Investments – corporate bonds (attach schedule)	STATEMENT 6	475,416.	592,181.
	11	Investments – land, buildings, and equipment: basis			
	Less: accumulated depreciation (attach schedule)				
12	Investments – mortgage loans				
13	Investments – other (attach schedule)				
14	Land, buildings, and equipment, basis				
	Less: accumulated depreciation (attach schedule)				
15	Other assets (describe)				
16	Total assets (to be completed by all filers – see the instructions Also, see page 1, item I)	1,007,815.	994,581.	1,083,688.	
LIABILITIES	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe)			
	23	Total liabilities (add lines 17 through 22)	0.	0.	
NET ASSETS	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.			<input checked="" type="checkbox"/>	
	24	Unrestricted	1,007,815.	994,581.	
	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, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see instructions)	1,007,815.	994,581.	
	31	Total liabilities and net assets/fund balances (see instructions)	1,007,815.	994,581.	

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	1,007,815.
2	Enter amount from Part I, line 27a	2	-12,823.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	994,992.
5	Decreases not included in line 2 (itemize)	5	411.
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	994,581.

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 shares MLC Company)			(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a SEE STATEMENT 8					
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			(i) Gains (Column (h)) gain minus column (k), but not less than -0- or Losses (from column (h))		
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any			
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)	[If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7]		2	27,599.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):	[If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8]		3	-90.	

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 (column (b) divided by column (c))
2011	50,000.	1,113,327.	0.044910
2010	65,169.	1,127,178.	0.057816
2009	61,172.	1,088,586.	0.056194
2008	30,600.	1,183,296.	0.025860
2007	50,700.	1,237,449.	0.040971

2 Total of line 1, column (d)	2	0.225751
3 Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.045150
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	1,100,647.
5 Multiply line 4 by line 3	5	49,694.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	402.
7 Add lines 5 and 6	7	50,096.
8 Enter qualifying distributions from Part XII, line 4	8	53,000.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter 'N/A' on line 1.	1	402.	
Date of ruling or determination letter: (attach copy of letter if necessary – see instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	2	0.	
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)	3	402.	
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.	
3 Add lines 1 and 2	5	402.	
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-			
6 Credits/Payments:			
a 2012 estimated tax pmts and 2011 overpayment credited to 2012	6 a		
b Exempt foreign organizations – tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c		
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments Add lines 6a through 6d	7	0.	
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	SEE STATEMENT 9	9	420.
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 ►	Refunded	11	

Part VII-A Statements Regarding Activities

1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?

	Yes	No
1 a	X	

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?

	X
--	---

If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities

	X
--	---

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

--	--

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

	0.
--	----

(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?

	X
--	---

If 'Yes,' attach a detailed description of the activities

--	--

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

	X
--	---

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

	X
--	---

b If 'Yes,' has it filed a tax return on **Form 990-T** for this year?

--	--

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

--	--

If 'Yes,' attach the statement required by General Instruction T.

--	--

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?

--	--

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

--	--

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

--	--

N/A

--	--

b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If 'No,' attach explanation

--	--

9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If 'Yes,' complete Part XIV

--	--

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

	X
--	---

BAA

Form 990-PF (2012)

Part VII-A Statements Regarding Activities (continued)

11		X
12		X
13	X	
14	Telephone no ► 903-238-8822	
15	ZIP + 4 ► 75604	
16	Yes X	
See the instructions for exceptions and filing requirements for Form TD F 90-22 1. If 'Yes,' enter the name of the foreign country ►		

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

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

1 a	During the year did the foundation (either directly or indirectly).	Yes	No
<p>(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(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</p> <p>(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(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</p> <p>(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</p>			
1 b	If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	N/A	
1 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? <input type="checkbox"/>	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)):	Yes	No
<p>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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>If 'Yes,' list the years ► 20 __ , 20 __ , 20 __ , 20 __</p>			
2 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) <input type="checkbox"/>	N/A	
2 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 __	Yes	No
3 a	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	Yes	No
3 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) <input type="checkbox"/>	N/A	
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/>	X	
4 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? <input type="checkbox"/>	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))?
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?
- (3) Provide a grant to an individual for travel, study, or other similar purposes?
- (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)
- (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 Yes No Yes No Yes No Yes Nob If any answer is 'Yes' to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?Organizations relying on a current notice regarding disaster assistance check here

c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

If 'Yes,' attach the statement required by *Regulations section 53.4945-5(d)*.N/A Yes No

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?

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
SEE STATEMENT 10		12,000.	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
NONE		

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.		Expenses
1	<u>N/A</u>	
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		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	1 a 1,117,175.
b	Average of monthly cash balances	1 b 233.
c	Fair market value of all other assets (see instructions)	1 c
d	Total (add lines 1a, b, and c)	1 d 1,117,408.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e 0.
2	Acquisition indebtedness applicable to line 1 assets	2 0.
3	Subtract line 2 from line 1d	3 1,117,408.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4 16,761.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5 1,100,647.
6	Minimum investment return. Enter 5% of line 5	6 55,032.

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 55,032.
2a	Tax on investment income for 2012 from Part VI, line 5	2a 402.
b	Income tax for 2012 (This does not include the tax from Part VI.)	2b
c	Add lines 2a and 2b	2c 402.
3	Distributable amount before adjustments Subtract line 2c from line 1	3 54,630.
4	Recoveries of amounts treated as qualifying distributions	4
5	Add lines 3 and 4	5 54,630.
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 54,630.

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	1 a 53,000.
b	Program-related investments – total from Part IX-B	1 b
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)	3 a
b	Cash distribution test (attach the required schedule)	3 b
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4 53,000.
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)	5 402.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6 52,598.

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				54,630.
2 Undistributed income, if any, as of the end of 2012:			25,629.	
a Enter amount for 2011 only		0.		
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				
d From 2010				
e From 2011				
f Total of lines 3a through e		0.		
4 Qualifying distributions for 2012 from Part XII, line 4 ► \$ 53,000.				
a Applied to 2011, but not more than line 2a			25,629.	
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 2012 distributable amount				27,371.
e Remaining amount distributed out of corpus		0.		
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)		0.		0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		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 2011 Subtract line 4a from line 2a. Taxable amount – see instructions			0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				27,259.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)		0.		
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)		0.		
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a		0.		
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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 2012, enter the date of the ruling				►																																																		
b	Check box to indicate whether the foundation is a private operating foundation described in section				<input type="checkbox"/> 4942(j)(3) or	4942(j)(5)																																																	
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				<table border="1"> <thead> <tr> <th rowspan="2">Tax year</th> <th colspan="3">Prior 3 years</th> <th rowspan="2">(e) Total</th> </tr> <tr> <th>(a) 2012</th> <th>(b) 2011</th> <th>(c) 2010</th> <th>(d) 2009</th> </tr> </thead> <tbody> <tr><td></td><td></td><td></td><td></td><td></td></tr> <tr><td></td><td></td><td></td><td></td><td></td></tr> <tr><td></td><td></td><td></td><td></td><td></td></tr> <tr><td></td><td></td><td></td><td></td><td></td></tr> <tr><td></td><td></td><td></td><td></td><td></td></tr> <tr><td></td><td></td><td></td><td></td><td></td></tr> <tr><td></td><td></td><td></td><td></td><td></td></tr> <tr><td></td><td></td><td></td><td></td><td></td></tr> </tbody> </table>		Tax year	Prior 3 years			(e) Total	(a) 2012	(b) 2011	(c) 2010	(d) 2009																																								
Tax year	Prior 3 years			(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)(ii)																																																						
(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))

J. PHILLIP KEETER

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

SEE STATEMENT 11

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

SEE STATEMENT FOR LINE 2A

c Any submission deadlines

SEE STATEMENT FOR LINE 2A

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

SEE STATEMENT FOR LINE 2A

Part XVI **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)				
<i>a Paid during the year</i>				
Total				► 3a
<i>b Approved for future payment</i>				
Total				► 3b

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities					
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a BOND AMORTIZATION					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				32,535.	
13 Total. Add line 12, columns (b), (d), and (e)				25,604.	
				13	58,139.

(See worksheet in line 13 instructions to verify calculations.)

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

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

a Transfers from the reporting foundation to a noncharitable exempt organization of:

- (1) Cash
- (2) Other assets

b Other transactions:

- (1) Sales of assets to a noncharitable exempt organization**
- (2) Purchases of assets from a noncharitable exempt organization**
- (3) Rental of facilities, equipment, or other assets**
- (4) Reimbursement arrangements**
- (5) Loans or loan guarantees**
- (6) Performance of services or membership or fundraising solicitations**

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.

	Yes	No
1 a (1)		X
1 a (2)		X
1 b (1)		X
1 b (2)		X
1 b (3)		X
1 b (4)		X
1 b (5)		X
1 b (6)		X
1 c		X

d If the answer to any of the above is 'Yes,' complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no.	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
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 No

b If 'Yes,' complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Sign
Here

Karen J. Grace

1

11/11/13

—

Treasurer

May the IRS discuss this return with the preparer shown below (see instructions)?

Signature of owner or trustee		Date	Date	Yes	No
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	KAREN A. JACKS, CPA	<i>Karen A. Jacks, CPA</i>	11/11/13		P01404823
	Firm's name	► KAREN A. JACKS & ASSOCIATES PC		Firm's EIN	75-2886572
Firm's address	► P.O. BOX 3167		Phone no (903) 238-8822		
	LONGVIEW, TX 75606				

BAA

2012

FEDERAL STATEMENTS

PAGE 7

THE KEETER FOUNDATION

20-0476138

STATEMENT 8 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
26								\$ 546.
								TOTAL \$ 27,599.

STATEMENT 9
FORM 990-PF, PART VI, LINE 9
TAX DUE

TAX DUE	\$ 402.
	12.
	6.
	TOTAL \$ 420.

STATEMENT 10
FORM 990-PF, PART VIII, LINE 1
LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED	COMPEN- SATION	CONTRI- BUTION TO EBP & DC	EXPENSE ACCOUNT/ OTHER
CARRIE KEETER TERRY 625 HONEYSUCKLE LANE LONGVIEW, TX 75605	PRESIDENT 0	\$ 2,400.	\$ 0.	\$ 0.
KURT WALLER KEETER 3617 WIMBERLEY DRIVE YUKON, OK 73099	DIRECTOR 0	2,400.	0.	0.
MICHAEL KEITH KEETER 6260 ST. ALBANS DRIVE DALLAS, TX 75214	V-P, SECRETARY 0	2,400.	0.	0.
KAREN J. GRACE 1501 COLONY CIRCLE LONGVIEW, TX 75604	TREASURER 0	2,400.	0.	0.
J. PHILLIP KEETER 3070 TRYON ROAD LONGVIEW, TX 75605	DIRECTOR 0	2,400.	0.	0.
		TOTAL \$ 12,000.	\$ 0.	\$ 0.

2012

FEDERAL STATEMENTS

PAGE 1

THE KEETER FOUNDATION

20-0476138

**STATEMENT 1
FORM 990-PF, PART I, LINE 11
OTHER INCOME**

	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
BOND AMORTIZATION	\$ -1,995.	\$ -1,995.	\$ -1,995.
TOTAL	\$ -1,995.	\$ -1,995.	\$ 0.

**STATEMENT 2
FORM 990-PF, PART I, LINE 16C
OTHER PROFESSIONAL FEES**

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FIDUCIARY FEES	\$ 5,887.	\$ 5,887.		
TOTAL	\$ 5,887.	\$ 5,887.	\$ 0.	\$ 0.

**STATEMENT 3
FORM 990-PF, PART I, LINE 18
TAXES**

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES PAID	\$ 75.	\$ 75.	\$ 0.	\$ 0.
TOTAL	\$ 75.	\$ 75.	\$ 0.	\$ 0.

**STATEMENT 4
FORM 990-PF, PART I, LINE 25
CONTRIBUTIONS, GIFTS, AND GRANTS**

<u>CASH GRANTS AND ALLOCATIONS</u>		
CLASS OF ACTIVITY:	SCHOLARSHIP GRANT	
DONEE'S NAME:	CHRISTIAN HERITAGE SCHOOL	
DONEE'S ADDRESS:	2715 FM 1844 LONGVIEW, TX 75605	
RELATIONSHIP OF DONEE:	NONE	
ORGANIZATIONAL STATUS OF DONEE:	501 (C) (3)	
AMOUNT GIVEN:	\$	10,000.
CLASS OF ACTIVITY:	DONATION PER DIRECTORS	
DONEE'S NAME:	LONGVIEW HABITAT FOR HUMANITY	
DONEE'S ADDRESS:	300 W TYLER ST LONGVIEW, TX 75601	
RELATIONSHIP OF DONEE:	NONE	
ORGANIZATIONAL STATUS OF DONEE:	501(C) (3)	
AMOUNT GIVEN:	2,000.	

STATEMENT 4 (CONTINUED)
FORM 990-PF, PART I, LINE 25
CONTRIBUTIONS, GIFTS, AND GRANTS

CLASS OF ACTIVITY:	EMERGENCY SERVICES GRANT
DONEE'S NAME:	EAST TEXAS CH, AMERICAN RED CROSS
DONEE'S ADDRESS:	P. O. BOX 7096 LONGVIEW, TX 75607
RELATIONSHIP OF DONEE:	NONE
ORGANIZATIONAL STATUS OF DONEE:	501(C) (3)
AMOUNT GIVEN:	\$ 1,000.
CLASS OF ACTIVITY:	DONATION PER DIRECTORS
DONEE'S NAME:	HOPE HAVEN
DONEE'S ADDRESS:	P.O. BOX 3223 LONGVIEW, TX 75606
RELATIONSHIP OF DONEE:	NONE
ORGANIZATIONAL STATUS OF DONEE:	501(C) (3)
AMOUNT GIVEN:	1,000.
CLASS OF ACTIVITY:	DONATION PER DIRECTORS
DONEE'S NAME:	CROSSROADS COMMUNITY SERVICES
DONEE'S ADDRESS:	1822 YOUNG STREET, 2ND FLOOR DALLAS, TX 75201
RELATIONSHIP OF DONEE:	NONE
ORGANIZATIONAL STATUS OF DONEE:	501(C) (3)
AMOUNT GIVEN:	3,500.
CLASS OF ACTIVITY:	DONATION PER DIRECTORS
DONEE'S NAME:	MEALS ON WHEELS MINISTRY, INC.
DONEE'S ADDRESS:	P.O. BOX 5475 TYLER, TX 75712
RELATIONSHIP OF DONEE:	NONE
ORGANIZATIONAL STATUS OF DONEE:	501(C) (3)
AMOUNT GIVEN:	2,000.
CLASS OF ACTIVITY:	DONATION PER DIRECTORS
DONEE'S NAME:	EAST TEXAS LITERACY COUNCIL
DONEE'S ADDRESS:	320 E. METHVIN STREET LONGVIEW, TX 75601
RELATIONSHIP OF DONEE:	NONE
ORGANIZATIONAL STATUS OF DONEE:	501(C) (3)
AMOUNT GIVEN:	6,000.
CLASS OF ACTIVITY:	FLOORING
DONEE'S NAME:	EVERGREEN PRESBYTERIAN MINISTRIES, INC.
DONEE'S ADDRESS:	802 PINE TREE ROAD LONGVIEW, TX 75604
RELATIONSHIP OF DONEE:	NONE
ORGANIZATIONAL STATUS OF DONEE:	501(C) (3)
AMOUNT GIVEN:	7,000.
CLASS OF ACTIVITY:	FUEL
DONEE'S NAME:	ELM GROVE VOLUNTEER FIRE DEPT
DONEE'S ADDRESS:	ELM GROVE, TX
RELATIONSHIP OF DONEE:	NONE
ORGANIZATIONAL STATUS OF DONEE:	501(C) (3)
AMOUNT GIVEN:	2,500.
CLASS OF ACTIVITY:	DONATION PER DIRECTORS

STATEMENT 4 (CONTINUED)
FORM 990-PF, PART I, LINE 25
CONTRIBUTIONS, GIFTS, AND GRANTS

DONEE'S NAME:	CAL FARLEY RANCH
DONEE'S ADDRESS:	600 W. 11TH AMARILLO, TX 79101
RELATIONSHIP OF DONEE:	NONE
ORGANIZATIONAL STATUS OF DONEE:	501(C) (3)
AMOUNT GIVEN:	\$ 1,000.
CLASS OF ACTIVITY:	DONATION PER DIRECTORS
DONEE'S NAME:	TEXAS SCOTTISH RITE HOSPITAL
DONEE'S ADDRESS:	2222 WELBORN STREET DALLAS, TX 75219
RELATIONSHIP OF DONEE:	NONE
ORGANIZATIONAL STATUS OF DONEE:	501(C) (3)
AMOUNT GIVEN:	5,000.
CLASS OF ACTIVITY:	DONATION PER DIRECTORS
DONEE'S NAME:	GREGG COUNTY HISTORICAL MUSEUM
DONEE'S ADDRESS:	214 N FREDONIA ST LONGVIEW, TX 75601
RELATIONSHIP OF DONEE:	NONE
ORGANIZATIONAL STATUS OF DONEE:	501(C) (3)
AMOUNT GIVEN:	2,000.
CLASS OF ACTIVITY:	DONATION PER DIRECTORS
DONEE'S NAME:	NESBITT, OKLAHOMA VOLUNTEER FIRE DEPT
DONEE'S ADDRESS:	NESBITT, OK
RELATIONSHIP OF DONEE:	NONE
ORGANIZATIONAL STATUS OF DONEE:	501(C) (3)
AMOUNT GIVEN:	1,000.
CLASS OF ACTIVITY:	DONATION PER DIRECTORS
DONEE'S NAME:	ELYSIAN FIELDS VOLUNTEER FIRE DEPT
DONEE'S ADDRESS:	ELYSIAN FIELDS, TX
RELATIONSHIP OF DONEE:	NONE
ORGANIZATIONAL STATUS OF DONEE:	501(C) (3)
AMOUNT GIVEN:	2,000.
CLASS OF ACTIVITY:	DONATION PER DIRECTORS
DONEE'S NAME:	HARMONY, TEXAS VOLUNTEER FIRE DEPT
DONEE'S ADDRESS:	HARMONY, TX
RELATIONSHIP OF DONEE:	NONE
ORGANIZATIONAL STATUS OF DONEE:	501(C) (3)
AMOUNT GIVEN:	2,000.
CLASS OF ACTIVITY:	SCHOLARSHIP GRANT
DONEE'S NAME:	PANOLA COLLEGE
DONEE'S ADDRESS:	1109 W. PANOLA ST CARTHAGE, TX 75633
RELATIONSHIP OF DONEE:	NONE
ORGANIZATIONAL STATUS OF DONEE:	501(C) (3)
AMOUNT GIVEN:	1,000.
CLASS OF ACTIVITY:	MEMORIAL
DONEE'S NAME:	BLUE HILL UNITED METHODIST CHURCH

THE KEETER FOUNDATION

20-0476138

STATEMENT 4 (CONTINUED)
FORM 990-PF, PART I, LINE 25
CONTRIBUTIONS, GIFTS, AND GRANTS

DONEE'S ADDRESS:	302 S. WEBSTER BLUE HILL, NE 68930
RELATIONSHIP OF DONEE:	NONE
ORGANIZATIONAL STATUS OF DONEE:	501 (C) (3)
AMOUNT GIVEN:	\$ 1,000.
CLASS OF ACTIVITY:	DONATION PER DIRECTORS
DONEE'S NAME:	FELLOWSHIP BIBLE CHURCH
DONEE'S ADDRESS:	4600 MCCANN LONGVIEW, TX 75605
RELATIONSHIP OF DONEE:	NONE
ORGANIZATIONAL STATUS OF DONEE:	501 (C) (3)
AMOUNT GIVEN:	1,000.
CLASS OF ACTIVITY:	DONATION PER DIRECTORS
DONEE'S NAME:	PARENTING RESOURCE CENTER OF EAST TEXAS
DONEE'S ADDRESS:	501 PINE TREE RD STE U-14 LONGVIEW, TX 75604
RELATIONSHIP OF DONEE:	NONE
ORGANIZATIONAL STATUS OF DONEE:	501 (C) (3)
AMOUNT GIVEN:	2,000.
TOTAL \$ 53,000.	

STATEMENT 5
FORM 990-PF, PART II, LINE 10B
INVESTMENTS - CORPORATE STOCKS

CORPORATE STOCKS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
250 ABBOTT LABS	COST	\$ 9,300.	\$ 16,375.
132 AMGEN INC	COST	7,689.	11,378.
210 BERKSHIRE HATHAWAY INC	COST	12,869.	18,837.
85 CATERPILLAR INC	COST	3,202.	7,617.
140 GOLDMAN SACHS GROUP INC	COST	20,028.	17,858.
250 JPMORGAN CHASE & CO	COST	9,032.	10,992.
141 LABORATORY CORP AMER HLDGS	COST	6,102.	12,213.
245 MEDTRONIC INC	COST	11,361.	10,050.
375 MICROSOFT CORP	COST	10,216.	10,016.
325 PLUM CREEK TIMBER CO INC	COST	10,075.	14,420.
235 TARGET CORP	COST	10,701.	13,905.
205 WAL MART STORES INC	COST	10,943.	13,987.
350 WELLS FARGO & CO	COST	9,930.	11,963.
125 APACHE CORP	COST	8,131.	9,813.
108 HALLIBURTON CO COM	COST	3,929.	3,747.
75 DEVON ENERGY CORP NEW	COST	7,614.	3,903.
75 EOG RESOURCES INC COM	COST	7,680.	9,059.
160 FREEPORT COPPER AND GOLD CLASS B COM	COST	6,601.	5,472.
250 ENERGEN CORP	COST	10,699.	11,273.
25 APPLE COMPUTER	COST	3,926.	13,304.
450 GENERAL ELEC CO	COST	5,420.	9,446.
150 PHILIP MORRIS INTL INC	COST	7,538.	12,546.
230 PROCTOR & GAMBLE CO	COST	13,465.	15,615.
62 PROSHARES ULTRASHORT FINLS	COST	5,940.	2,079.

STATEMENT 5 (CONTINUED)
FORM 990-PF, PART II, LINE 10B
INVESTMENTS - CORPORATE STOCKS

<u>CORPORATE STOCKS</u>	<u>VALUATION METHOD</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
287 VERIZON COMMUNICATIONS	COST	\$ 7,959.	\$ 12,418.
125 CME GROUP INC	COST	7,521.	6,334.
191 EXXON MOBIL CORP	COST	13,149.	16,531.
10 GOOGLE INC CL A	COST	5,374.	7,074.
32 CHEVRON CORP	COST	3,075.	3,460.
470 CISCO SYS INC	COST	8,486.	9,235.
135 HARRIS CORP DEL	COST	4,862.	6,610.
600 PFIZER INC	COST	11,324.	15,173.
225 VALERO ENERGY CORP	COST	4,820.	7,677.
950 VANGUARD FTSE ALLWORLD EX-US	COST	37,667.	43,462.
255 WARNER CHILCOTT PUB F	COST	5,572.	3,070.
175 AFLAC INC COM	COST	7,657.	9,296.
30 CF INDUSTRIES HOLDINGS, INC	COST	5,563.	6,095.
225 DELL INC COM	COST	2,417.	2,282.
235 DIRECTV COM CLA	COST	10,622.	11,788.
95 NATIONAL OILWELL VARCO INC	COST	6,940.	6,493.
10 PRICELINE.COM INC	COST	6,050.	6,204.
	TOTAL	\$ 361,449.	\$ 439,070.

STATEMENT 6
FORM 990-PF, PART II, LINE 10C
INVESTMENTS - CORPORATE BONDS

<u>CORPORATE BONDS</u>	<u>VALUATION METHOD</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
DUKE CAPITAL LLC 5.668%	COST	\$ 50,355.	\$ 53,649.
VALERO ENERGY CORP 6.7%	COST	51,359.	51,095.
DEVON ENERGY CORP 5.625%	COST	87,680.	88,040.
JB HUNT TRANSPORT 3.375%	COST	100,719.	102,794.
ATMOS ENERGY CORP 4.95%	COST	94,316.	96,448.
JOHNSON CONTROLS INC 1.75%	COST	99,569.	101,350.
SOUTHWESTERN ENERGY CO 7.5%	COST	108,183.	110,291.
	TOTAL	\$ 592,181.	\$ 603,667.

STATEMENT 7
FORM 990-PF, PART III, LINE 5
OTHER DECREASES

2011 EXCISE TAX PAID		\$ 411.
	TOTAL	\$ 411.

STATEMENT 8
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
1	125 CHESAPEAKE ENERGY CORP	PURCHASED	VARIOUS	12/13/2012
2	25 CLIFFS NATURAL RESOURCES INC	PURCHASED	5/18/2011	4/23/2012
3	10.833 ENGLITY HOLDINGS INC	PURCHASED	3/14/2012	8/09/2012
4	165 HEWLETT PACKARD CO	PURCHASED	9/21/2011	2/23/2012
5	65 L3 COMMUNICATIONS HLDG	PURCHASED	3/14/2012	12/04/2012
6	30 PFIZER INC	PURCHASED	8/09/2011	5/04/2012
7	90 TEVA PHARMACEUTICAL INDs LTD ADR	PURCHASED	3/25/2011	2/10/2012
8	5 APPLE COMPUTER INC	PURCHASED	7/22/2009	3/05/2012
9	40 BERKSHIRE HATHAWAY INC CL B NEW	PURCHASED	3/04/2004	4/09/2012
10	72 CHESAPEAKE ENERGY CORP	PURCHASED	6/06/2007	12/13/2012
11	400 CITIGROUP CAPITAL XI 6%	PURCHASED	VARIOUS	8/17/2012
12	75,000 DEVON ENERGY CORP NEW NOTE 5.625%	PURCHASED	1/14/2009	6/07/2012
13	34.81 DODGE & COX INTERNATIONAL	PURCHASED	10/01/2009	1/23/2012
14	15.833 ENGLITY HOLDINGS INC	PURCHASED	3/11/2009	8/09/2012
15	100,000 FANNIE MAE 3.875%	PURCHASED	5/03/2010	3/30/2012
16	250 HOME DEPOT INC	PURCHASED	9/17/2004	3/06/2012
17	200 JOHNSON & JOHNSON	PURCHASED	3/25/2004	12/07/2012
18	160 L3 COMMUNICATIONS HLDG	PURCHASED	3/11/2009	VARIOUS
19	15 LABORATORY CORP AMER HLDGS	PURCHASED	3/25/2004	2/10/2012
20	125 PHILIP MORRIS INTL INC	PURCHASED	12/08/2009	VARIOUS
21	10 PROCTOR & GAMBLE CO	PURCHASED	2/17/2009	6/20/2012
22	115 TEVA PHARMACEUTICAL INDs LTD ADR	PURCHASED	8/12/2010	2/10/2012
23	175 TRINITY INDs INC	PURCHASED	12/24/2008	4/09/2012
24	85 VERIZON COMMUNICATIONS	PURCHASED	11/03/2009	10/22/2012
25	105 WAL MART STORES INC	PURCHASED	12/03/2004	VARIOUS
26	CAPITAL GAIN DIVIDENDS			

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
1	2,081.		2,051.	30.				\$ 30.
2	1,626.		2,231.	-605.				-605.
3	188.		185.	3.				3.
4	4,523.		4,105.	418.				418.
5	4,927.		4,406.	521.				521.
6	671.		518.	153.				153.
7	3,957.		4,567.	-610.				-610.
8	2,725.		785.	1,940.				1,940.
9	3,185.		2,451.	734.				734.
10	1,198.		2,589.	-1,391.				-1,391.
11	9,996.		10,010.	-14.				-14.
12	80,414.		75,641.	4,773.				4,773.
13	1,090.		1,068.	22.				22.
14	275.		227.	48.				48.
15	104,533.		103,294.	1,239.				1,239.
16	11,586.		9,692.	1,894.				1,894.
17	13,986.		9,942.	4,044.				4,044.
18	11,871.		9,224.	2,647.				2,647.
19	1,317.		576.	741.				741.
20	10,823.		6,082.	4,741.				4,741.
21	601.		507.	94.				94.
22	5,056.		5,822.	-766.				-766.
23	5,542.		2,528.	3,014.				3,014.
24	3,801.		2,313.	1,488.				1,488.
25	7,474.		5,579.	1,895.				1,895.

**STATEMENT 11
FORM 990-PF, PART XV, LINE 2A-D
APPLICATION SUBMISSION INFORMATION**

NAME OF GRANT PROGRAM:

NAME: J. PHILLIP KEETER

CARE OF:

STREET ADDRESS: 1405 COLONY CIRCLE
CITY, STATE, ZIP CODE: LONGVIEW, TX 75604

TELEPHONE:

E-MAIL ADDRESS:

FORM AND CONTENT:

SUBMIT A WRITTEN APPLICATION, INCLUDING THE FOLLOWING INFORMATION. NAME, ADDRESS, ENTITY STATUS, AND DATE OF INCEPTION; LIST OF OFFICERS AND DIRECTORS, INCLUDING HOME ADDRESSES OF EACH AND ANNUAL COMPENSATION OF EACH, IF ANY; A COPY OF THE IRS DETERMINATION LETTER WITH REGARD TO THE ENTITY'S EXEMPT STATUS; THE ORGANIZATION'S MISSION STATEMENT AND BRIEF STATEMENT OF ACTIVITIES; TWO YEAR'S FINANCIAL STATEMENTS AND COPIES OF ANNUAL RETURNS TO IRS, IF ANY; A STATEMENT OF THE NEED FOR FUNDING, INCLUDING THE AMOUNT AND PURPOSE OF THE FUNDING REQUEST; WRITTEN CONFIRMATION THAT THE ORGANIZATION IS ORGANIZED AND OPERATED IN COMPLIANCE WITH APPLICABLE FEDERAL, STATE AND MUNICIPAL ANTI-DISCRIMINATION LAWS AND REGULATIONS.

SUBMISSION DEADLINES:

RESTRICTIONS ON AWARDS:

NONE

NONE