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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning , and ending

Name of foundation PINON FOUNDATION		A Employer identification number 20-5688587
Number and street (or P O box number if mail is not delivered to street address) 16803 DALLAS PARKWAY	Room/suite	B Telephone number (see instructions) (972) 590-9900
City or town, state, and ZIP code ADDISON TX 75001		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 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) \$ 19,269,861	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 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 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	1,710	1,710	1,710	
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain or (loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)	187,245	187,245	187,245		
12 Total. Add lines 1 through 11	188,955	188,955	188,955		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)	5,477		5,477	
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)				
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	1,497		1,289	208
	24 Total operating and administrative expenses. Add lines 13 through 23	6,974	0	6,766	208
	25 Contributions, gifts, grants paid	846,542			846,542
26 Total expenses and disbursements. Add lines 24 and 25.	853,516	0	6,766	846,750	
27 Subtract line 26 from line 12	(664,561)				
a Excess of revenue over expenses and disbursements		188,955			
b Net investment income (if negative, enter -0-)			182,189		
c Adjusted net income (if negative, enter -0-)					

For Paperwork Reduction Act Notice, see instructions.

HTA

Form **990-PF** (2012)

Part II Balance Sheets		Beginning of year	End of year	
			(a) Book Value	(b) Book Value
Assets	1 Cash—non-interest-bearing	20,631,603	14,903,018	14,903,018
	2 Savings and temporary cash investments			
	3 Accounts receivable			
	Less allowance for doubtful accounts			
	4 Pledges receivable			
	Less allowance for doubtful accounts			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule)			
	Less allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments—U S and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)			
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment basis			
Liabilities	Less accumulated depreciation (attach schedule)			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)		4,366,843	4,366,843
	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)	20,631,603	19,269,861	19,269,861
	17 Accounts payable and accrued expenses	20,908	26,057	
	18 Grants payable			
	19 Deferred revenue			
Net Assets or Fund Balances	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe)			
	23 Total liabilities (add lines 17 through 22)	20,908	26,057	
	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>			
	24 Unrestricted			
	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	20,610,695	19,243,804	
	30 Total net assets or fund balances (see instructions)	20,610,695	19,243,804	
	31 Total liabilities and net assets/fund balances (see instructions)	20,631,603	19,269,861	

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	20,610,695
2	Enter amount from Part I, line 27a	2	(664,561)
3	Other increases not included in line 2 (itemize) RETURN OF CAPITAL BOOKED AS EARNINGS	3	68,188
4	Add lines 1, 2, and 3	4	20,014,322
5	Decreases not included in line 2 (itemize) See Attached Statement	5	770,518
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	19,243,804

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a			
b			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e			

(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))
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	0
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	3	0

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011			0.000000
2010			0.000000
2009			0.000000
2008			0.000000
2007			0.000000

2 Total of line 1, column (d)	2	0.000000
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	0.000000
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	0
7 Add lines 5 and 6	7	0
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	0

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

1 **a** Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1
 • Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)

b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b

c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b).

2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

3 Add lines 1 and 2

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

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

6 Credits/Payments

a 2012 estimated tax payments and 2011 overpayment credited to 2012

b Exempt foreign organizations—tax withheld at source

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

d Backup withholding erroneously withheld

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

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

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

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

11 Enter the amount of line 10 to be Credited to 2013 estimated tax

Refunded

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?

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

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

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

(1) On the foundation \$ (2) On foundation managers \$

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$

2 Has the foundation engaged in any activities that have not previously been reported to the IRS?

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

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

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

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, col (c), and Part XV

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

OK, TX

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

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

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.PINONFOUNDATION.ORG	13	X	
14	The books are in care of ► AMANDA TRIHN Telephone no ► (972) 590-9904 Located at ► 16803 DALLAS PKWY, ADDISON, TX ZIP+4 ► 75001			
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			
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 ► <input type="checkbox"/>	1b	N/A
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 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)	2b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20____, 20____, 20____, 20____		
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)	3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to

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

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

Organizations relying on a current notice regarding disaster assistance check here

☐

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

☐ Yes ☐ No

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

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?

5b N/A

6b X

7b N/A

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
AMY E. MITCHELL 16803 DALLAS PKWY ADDISON, TX 75001	PERS/SEC 15.00	0		
N. MALONE MITCHELL, 3RD 16803 DALLAS PKWY ADDISON, TX 75001	VP 2.00	0		
ALEXANDRIA M. JACOBS 16803 DALLAS PKWY ADDISON, TX 75001	DIR 1.00	0		
NOAH M. MITCHELL, 4TH 16803 DALLAS PKWY ADDISON, TX 75001	DIR 50	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
MCAFEE & TAFT 211 NORTH ROBINSON, OKLAHOMA CITY, OK 73103	LEGAL SERVICES	5,477
ADNET COMMUNICATIONS 510 HASTINGS ST, VANCOUVER, BC	WEBSITE MAINTENANCE	435
Total number of others receiving over \$50,000 for professional services		

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 SUPPORT AND PROMOTION OF LITERARY, RELIGIOUS, CHARITABLE, SCIENTIFIC AND EDUCATIONAL PROGRAMS AND PROGRAMS PROMOTING HEALTH AND GENERAL WELL BEING OF CHILDREN AND THE ELDERLY.	846,542
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	
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	1a	249,750
b	Average of monthly cash balances	1b	16,936,822
c	Fair market value of all other assets (see instructions)	1c	2,721,966
d	Total (add lines 1a, b, and c)	1d	19,908,538
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	19,908,538
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	298,628
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	19,609,910
6	Minimum investment return. Enter 5% of line 5	6	980,496

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	980,496
2a	Tax on investment income for 2012 from Part VI, line 5	2a	3,779	
b	Income tax for 2012 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b	2c	3,779	
3	Distributable amount before adjustments Subtract line 2c from line 1	3	976,717	
4	Recoveries of amounts treated as qualifying distributions	4		
5	Add lines 3 and 4	5	976,717	
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	976,717	

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	846,750
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	846,750
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	846,750

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				976,717
2 Undistributed income, if any, as of the end of 2012				
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				479,648
e From 2011				
f Total of lines 3a through e	479,648			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 846,750				
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				846,750
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))	129,967			129,967
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	349,681			
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				
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			0	
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	349,681			
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				349,681
d Excess from 2011				
e Excess from 2012				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> ANGELO STATE UNIVERSITY ASU STATION #11015 SAN ANGELO, TX 76909 AUSTIN COMMUNITY COLLEGE 5930 MIDDLE FISKVILLE RD AUSTIN, TX 78752 COCOCINO COMMUNITY COLLEGE 2800 S. LONE TREE RD. FLAGSTAFF, AZ 86001 DELEWARE TECH P.O. BOX 610 GEORGETOWN, DE 19947 LINCOLN COLLEGE OF TECHNOLOGY 2915 ALOUETTE DRIVE GRAND PRAIRIE, TX 75052 LUBBOCK CHRISTIAN UNIVERSITY 5601 19TH STREET LUBBOCK, TX 79407 MIDLAND COLLEGE-WRTTC CAMPUS 1309 W INTERSTATE 10 FORT STOCKTON, TX 79735 NORTHWEST VISTA COLLEGE 3535 NORTH ELLISON DRIVE SAN ANTONIO, TX 78251 ODESSA COLLEGE 201 WEST UNIVERSITY ODESSA, TX 79764 OKLAHOMA STATE UNIVERSITY P.O. BOX 1583 STILLWATER, TN 74076 OUR LADY OF THE LAKE UNIVERSITY 411 SW 24TH ST. SAN ANTONIO, TX 78207			STUDENT SCHOLARSHIPS STUDENT SCHOLARSHIP STUDENT SCHOLARSHIP STUDENT SCHOLARSHIP STUDENT SCHOLARSHIP STUDENT SCHOLARSHIP STUDENT SCHOLARSHIPS STUDENT SCHOLARSHIPS STUDENT SCHOLARSHIPS STUDENT SCHOLARSHIP	20,384 495 1,760 440 1,650 1,000 32,186 3,520 1,935 1,000 1,000
Total . . . See Attached Statement			▶ 3a	846,542
b <i>Approved for future payment</i>				
Total			▶ 3b	0

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

Recipient(s) paid during the year

Name

PRAIRIE VIEW A&M UNIVERSITY

Street

P.O. BOX 519

City

PRAIRIE VIEW

State

TX

Zip Code

77446

Foreign Country**Relationship****Foundation Status****Purpose of grant/contribution**

STUDENT SCHOLARSHIPS

Amount

2,456

Name

RICE UNIVERSITY

Street

P.O. BOX 1892

City

HOUSTON

State

TX

Zip Code

77251

Foreign Country**Relationship****Foundation Status****Purpose of grant/contribution**

STUDENT SCHOLARSHIPS

Amount

2,210

Name

SAINT MARYS UNIVERSITY

Street

BOX #41

City

SAN ANTONIO

State

TX

Zip Code

78228

Foreign Country**Relationship****Foundation Status****Purpose of grant/contribution**

STUDENT SCHOLARSHIP

Amount

1,000

Name

SAM HOUSTON STATE UNIVERSITY

Street

BOX 2328

City

HUNTSVILLE

State

TX

Zip Code

77341

Foreign Country**Relationship****Foundation Status****Purpose of grant/contribution**

STUDENT SCHOLARSHIP

Amount

1,000

Name

SAN ANTONIO COLLEGE

Street

1300 SAN PEDRO AVE.

City

SAN ANTONIO

State

TX

Zip Code

78212

Foreign Country**Relationship****Foundation Status****Purpose of grant/contribution**

STUDENT SCHOLARSHIP

Amount

1,000

Name

SOUTH PLAINS COLLEGE

Street

1401 S. COLLEGE AVE

City

LEVELLAND

State

TX

Zip Code

79336

Foreign Country**Relationship****Foundation Status****Purpose of grant/contribution**

STUDENT SCHOLARSHIPS

Amount

4,320

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

Recipient(s) paid during the year

Name

ST EDWARDS UNIVERSITY

Street

3001 SOUTH CONGRESS AVE

City

AUSTIN

State

TX

Zip Code

78704

Foreign Country**Relationship****Foundation Status****Purpose of grant/contribution**

STUDENT SCHOLARSHIP

Amount

1,000

Name

SUL ROSS STATE UNIVERSITY

Street

P O. BOX C-150

City

ALPINE

State

TX

Zip Code

79832

Foreign Country**Relationship****Foundation Status****Purpose of grant/contribution**

STUDENT SCHOLARSHIPS

Amount

18,857

Name

TARLETON STATE UNIVERSITY

Street

BOX T-0310

City

STEPHENVILLE

State

TX

Zip Code

76402

Foreign Country**Relationship****Foundation Status****Purpose of grant/contribution**

STUDENT SCHOLARSHIPS

Amount

2,000

Name

TEXAS STATE UNIVERSITY

Street

601 UNIVERSITY DRIVE

City

SAN MARCOS

State

TX

Zip Code

78666

Foreign Country**Relationship****Foundation Status****Purpose of grant/contribution**

STUDENT SCHOLARSHIPS

Amount

2,000

Name

TEXAS TECH UNIVERSITY

Street

P O. BOX 45015

City

LUBBOCK

State

TX

Zip Code

79409-5015

Foreign Country**Relationship****Foundation Status****Purpose of grant/contribution**

STUDENT SCHOLARSHIPS

Amount

29,137

Name

TX STATE TECH COLLEGE-SWEETWATER

Street

300 HOMER K TAYLOR DRIVE

City

SWEETWATER

State

TX

Zip Code

79556

Foreign Country**Relationship****Foundation Status****Purpose of grant/contribution**

STUDENT SCHOLARSHIP

Amount

440

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

Recipient(s) paid during the year

Name

UNIVERSITY OF THE INCARNATE WORD

Street

4301 BROADWAY, CPO 304

City

SAN ANTONIO

State

TX

Zip Code

78209

Foreign Country**Relationship****Foundation Status****Purpose of grant/contribution**

STUDENT SCHOLARSHIPS

Amount

4,289

Name

UNIVERSAL TECNICAL INSTITUTE

Street

721 LOCKHAVEN DR

City

HOUSTON

State

TX

Zip Code

77073

Foreign Country**Relationship****Foundation Status****Purpose of grant/contribution**

STUDENT SCHOLARSHIP

Amount

1,000

Name

UNIVERSITY OF HOUSTON

Street

9 E CULLEN BLDG

City

HOUSTON

State

TX

Zip Code

77204

Foreign Country**Relationship****Foundation Status****Purpose of grant/contribution**

STUDENT SCHOLARSHIPS

Amount

3,371

Name

UNIVERSITY OF TEXA AT EL PASO

Street

500 W. UNIVERSITY AVE.

City

EL PASO

State

TX

Zip Code

79968

Foreign Country**Relationship****Foundation Status****Purpose of grant/contribution**

STUDENT SCHOLARSHIPS

Amount

3,300

Name

UNIVERSITY OF THE SOUTHWEST

Street

6610 NORTH LOVINGTON HWY

City

HOBBS

State

NM

Zip Code

88240

Foreign Country**Relationship****Foundation Status****Purpose of grant/contribution**

STUDENT SCHOLARSHIP

Amount

834

Name

UNIVERSITY OF TEXAS AT AUSTIN

Street

P O BOX 7758, UT STATION

City

AUSTIN

State

TX

Zip Code

78713-7758

Foreign Country**Relationship****Foundation Status****Purpose of grant/contribution**

STUDENT SCHOLARSHIPS

Amount

5,495

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

Recipient(s) paid during the year

Name

UNIVERSITY OF TEXAS PERMIAN BASIN

Street

4901 E. UNIVERSITY

City

ODESSA

State

TX

Zip Code

79762

Foreign Country**Relationship****Foundation Status****Purpose of grant/contribution**

STUDENT SCHOLARSHIPS

Amount

19,941

Name

UNIVERSITY OF TEXAS AT SAN ANTONIO

Street

1 UTSA CIRCLE

City

SAN ANTONIO

State

TX

Zip Code

78249

Foreign Country**Relationship****Foundation Status****Purpose of grant/contribution**

STUDENT SCHOLARSHIPS

Amount

11,932

Name

WEST TEXAS A & M UNIVERSITY

Street

WTAMU BOX 60939

City

CANYON

State

TX

Zip Code

79016

Foreign Country**Relationship****Foundation Status****Purpose of grant/contribution**

STUDENT SCHOLARSHIPS

Amount

6,080

Name

WESTERN TEXAS COLLEGE

Street

6200 SOUTH COLLEGE AVE.

City

SNYDER

State

TX

Zip Code

79549

Foreign Country**Relationship****Foundation Status****Purpose of grant/contribution**

STUDENT SCHOLARSHIPS

Amount

1,000

Name

AMARILLO AREA CASA

Street

P.O. BOX 691

City

AMARILLO

State

TX

Zip Code

79105-0691

Foreign Country**Relationship****Foundation Status****Purpose of grant/contribution**

GENERAL SUPPORT

Amount

5,000

Name

BUENA VISTA ISD

Street

P.O. BOX 310

City

IMPERIAL

State

TX

Zip Code

79743

Foreign Country**Relationship****Foundation Status****Purpose of grant/contribution**

GENERAL SUPPORT

Amount

5,000

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

Recipient(s) paid during the year

Name

CARENET OF AMARILLO

Street

P.O. BOX 50342

City

AMARILLO

State

TX

Zip Code

79159-0342

Foreign Country**Relationship****Foundation Status****Purpose of grant/contribution**

GENERAL SUPPORT

Amount

5,000

Name

CONCHO VALLEY COUNCIL-BOY SCOUTS OF AMERICA

Street

P O BOX 1584

City

SAN ANGELO

State

TX

Zip Code

76902

Foreign Country**Relationship****Foundation Status****Purpose of grant/contribution**

GENERAL SUPPORT

Amount

7,500

Name

THE CRYSTAL CHARITY BALL

Street

30 HIGHLAND PARK VILLAGE

City

DALLAS

State

TX

Zip Code

75205

Foreign Country**Relationship****Foundation Status****Purpose of grant/contribution**

GENERAL SUPPORT

Amount

25,000

Name

JUNIOR LEAGUE OF DALLAS

Street

8003 INWOOD RD

City

DALLAS

State

TX

Zip Code

75209

Foreign Country**Relationship****Foundation Status****Purpose of grant/contribution**

GENERAL SUPPORT

Amount

10,000

Name

EAST TEXAS CAMPING & TRAINING

Street

P.O. BOX 542511

City

GRAND PRAIRIE

State

TX

Zip Code

75054-2511

Foreign Country**Relationship****Foundation Status****Purpose of grant/contribution**

GENERAL SUPPORT

Amount

30,000

Name

FELLOWSHIP OF CHRISTIAN ATHLETES

Street

5111 CANYON DR.

City

AMARILLO

State

TX

Zip Code

79110

Foreign Country**Relationship****Foundation Status****Purpose of grant/contribution**

GENERAL SUPPORT

Amount

5,000

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

Recipient(s) paid during the year

Name

FIRST PRESBYTERIAN CHURCH

Street

P.O. BOX 100

City

FORT STOCKTON

State

TX

Zip Code

79735

Foreign Country**Relationship****Foundation Status****Purpose of grant/contribution**

GENERAL SUPPORT

Amount

8,000

Name

FIRST RESPONSE MINISTRY

Street

401 N GILLIS

City

FORT STOCKTON

State

TX

Zip Code

79735

Foreign Country**Relationship****Foundation Status****Purpose of grant/contribution**

GENERAL SUPPORT

Amount

25,000

Name

FORT STOCKTON ISD

Street

101 W. DIVISION

City

FORT STOCKTON

State

TX

Zip Code

79735

Foreign Country**Relationship****Foundation Status****Purpose of grant/contribution**

TUTORS/AWARDS/GENERAL SUPPORT

Amount

395,524

Name

PRESBYTERIAN HOME FOR CHILDREN

Street

3400 S. BOWIE

City

AMARILLO

State

TX

Zip Code

79109

Foreign Country**Relationship****Foundation Status****Purpose of grant/contribution**

GENERAL SUPPORT

Amount

5,000

Name

TERRELL COUNTY ISD

Street

P.O. BOX 747

City

SANDERSON

State

TX

Zip Code

79848

Foreign Country**Relationship****Foundation Status****Purpose of grant/contribution**

TUTORS/AWARDS/GENERAL SUPPORT

Amount

115,236

Name

TEXAS CULTURAL TRUST

Street

823 CONGRESS, STE 650

City

AUSTIN

State

TX

Zip Code

78701

Foreign Country**Relationship****Foundation Status****Purpose of grant/contribution**

GENERAL SUPPORT

Amount

6,000

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

Recipient(s) paid during the year

Name

WINDOW ON THE WORLD

Street

P.O. BOX 9258

City

AMARILLO

State

TX

Zip Code

79105-0691

Foreign Country**Relationship****Foundation Status****Purpose of grant/contribution**

GENERAL SUPPORT

Amount

13,250

Name

YOUTH SERVICES FOR OK CO., INC.

Street

201 NE 50TH STREET

City

OKLAHOMA CITY

State

OK

Zip Code

73105

Foreign Country**Relationship****Foundation Status****Purpose of grant/contribution**

GENERAL SUPPORT

Amount

10,000

Name

MISCELLANEOUS PRIOR YEAR VOIDED CHECKS

Street**City****State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution**

GENERAL SUPPORT

Amount

(12,000)

Name**Street****City****State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution****Amount****Name****Street****City****State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution****Amount****Name****Street****City****State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution****Amount**