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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 Sulentic Family Foundation		A Employer identification number 20-8025263
Number and street (or P O box number if mail is not delivered to street address) Foundation Source 501 Silverside Rd	Room/suite 123	B Telephone number (see instructions) (800) 839-1754
City or town, state, and ZIP code Wilmington DE 19809-1377		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"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 4,439,425		J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____

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)	107,861			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	527	527		
	4 Dividends and interest from securities	108,417	108,417		
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain or (loss) from sale of assets not on line 10	85,776			
	b Gross sales price for all assets on line 6a	1,987,404			
	7 Capital gain net income (from Part IV, line 2)		158,055		
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	26,182	22,616		
	12 Total. Add lines 1 through 11	328,763	289,615	0	
	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	29,705	29,705		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	10,130	1,763		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	48,707	20,220		26,065
	24 Total operating and administrative expenses. Add lines 13 through 23	88,542	51,688	0	26,065
	25 Contributions, gifts, grants paid	180,269			180,269
	26 Total expenses and disbursements. Add lines 24 and 25	268,811	51,688	0	206,334
	27 Subtract line 26 from line 12	59,952			
	a Excess of revenue over expenses and disbursements				
	b Net investment income (if negative, enter -0-)		237,927		
	c Adjusted net income (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see instructions.

HTA

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			
	2 Savings and temporary cash investments	231,271	205,872	205,872
	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)	2,533,749	2,674,473	3,033,672
	c Investments—corporate bonds (attach schedule)	100,000	100,000	123,710
	11 Investments—land, buildings, and equipment basis			
Less accumulated depreciation (attach schedule)				
12 Investments—mortgage loans				
13 Investments—other (attach schedule)	853,279	804,602	1,073,316	
14 Land, buildings, and equipment basis				
Less accumulated depreciation (attach schedule)				
15 Other assets (describe Air Conditioners)		2,855	2,855	
16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	3,718,299	3,787,802	4,439,425	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe Open Options)	26,143	35,694	
23 Total liabilities (add lines 17 through 22)	26,143	35,694		
Net Assets or Fund Balances	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 checked="" 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	3,692,156	3,752,108	
30 Total net assets or fund balances (see instructions)	3,692,156	3,752,108		
31 Total liabilities and net assets/fund balances (see instructions)	3,718,299	3,787,802		

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	3,692,156
2 Enter amount from Part I, line 27a	2	59,952
3 Other increases not included in line 2 (itemize)	3	
4 Add lines 1, 2, and 3	4	3,752,108
5 Decreases not included in line 2 (itemize)	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	3,752,108

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY-TRADED SECURITIES				
b PASSTHROUGH K-1 CAPITAL GAIN				
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 1,987,404		1,868,985	118,419	
b			39,636	
c				
d				
e				
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))	
a			118,419	
b			39,636	
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	158,055
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	348,981	4,148,391	0.084124
2010	350,667	4,206,524	0.083363
2009	326,163	3,903,582	0.083555
2008	332,337	4,120,364	0.080657
2007	285,745	4,857,692	0.058823
2 Total of line 1, column (d)			2 0.390522
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 0.078104
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 4,223,122
5 Multiply line 4 by line 3			5 329,843
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 2,379
7 Add lines 5 and 6			7 332,222
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.			8 209,189

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 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	4,759
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	4,759
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	4,759
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	3,777
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	2,665
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	6,442
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" 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	0
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1,683
11	Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> 2,583 Refunded <input type="checkbox"/> 0	11	0

Part VII-A Statements Regarding Activities

	Yes	No
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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>		X
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?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> 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 <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address **►** _____

14 The books are in care of **►** c/o Foundation Source Telephone no **►** (800) 839-1754
 Located at **►** 501 Silverside Road, Suite 123 Wilmington DE ZIP+4 **►** 19809-1377

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? **►**

16	Yes	No
		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.

	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► 20 _____, 20 _____, 20 _____, 20 _____		
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 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		

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	
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	
3 All other program-related investments. See instructions	
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	3,048,047
b	Average of monthly cash balances	1b	275,362
c	Fair market value of all other assets (see instructions)	1c	964,025
d	Total (add lines 1a, b, and c)	1d	4,287,434
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	4,287,434
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	64,312
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,223,122
6	Minimum investment return. Enter 5% of line 5	6	211,156

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	211,156
2a	Tax on investment income for 2012 from Part VI, line 5	2a	4,759
b	Income tax for 2012 (This does not include the tax from Part VI.)	2b	1,594
c	Add lines 2a and 2b	2c	6,353
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	204,803
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	204,803
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	204,803

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	206,334
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	2,855
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	209,189
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	209,189

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				204,803
2 Undistributed income, if any, as of the end of 2012			0	
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	47,866			
b From 2008	128,561			
c From 2009	132,742			
d From 2010	148,930			
e From 2011	152,098			
f Total of lines 3a through e	610,197			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 209,189				
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				204,803
e Remaining amount distributed out of corpus	4,386			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	614,583			
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)	47,866			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	566,717			
10 Analysis of line 9				
a Excess from 2008	128,561			
b Excess from 2009	132,742			
c Excess from 2010	148,930			
d Excess from 2011	152,098			
e Excess from 2012	4,386			

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

☐ 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

Tax year	Prior 3 years			(e) Total
(a) 2012	(b) 2011	(c) 2010	(d) 2009	
				0
b 85% of line 2a				0
c Qualifying distributions from Part XII, line 4 for each year listed				0
d Amounts included in line 2c not used directly for active conduct of exempt activities				0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c				0
3 Complete 3a, b, or c for the alternative test relied upon				
a "Assets" alternative test—enter				
(1) Value of all assets				0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)				0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				0
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)				0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				0
(3) Largest amount of support from an exempt organization				0
(4) Gross investment income				0

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))

Robert Sulentic

Susan Sulentic

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

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

c Any submission deadlines

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

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

<div>Recipient</div> <div>Name and address (home or business)</div>	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>				
2NDSATURDAY COMMUNITY DEVELOP CORP	N/A	509(a)(1)	General & Unrestricted	4,758
2075 W COMMERCE ST				
DALLAS, TX 75208				
ADVOCATES FOR COMMUNITY TRANSFORM	N/A	509(a)(1)	General & Unrestricted	1,269
PO BOX 225225				
DALLAS, TX 75222				
AMERICAN HEART ASSOCIATION INC	N/A	509(a)(1)	Charitable Event	100
7272 GREENVILLE AVE				
DALLAS, TX 75231				
BAYLOR HEALTH CARE SYSTEM FOUNDATION	N/A	509(a)(1)	Medical Education Campaign	15,000
2001 BRYAN ST STE 2300				
DALLAS, TX 75201				
BROTHER BILLS HELPING HAND	N/A	509(a)(1)	General & Unrestricted	6,344
PO BOX 565846				
DALLAS, TX 75356				
CANINE COMPANIONS FOR INDEPENDENCE	N/A	509(a)(1)	Wounded Warriors Program	30,000
2965 DUTTON AVE				
SANTA ROSA, CA 95407				
CATHOLIC CHARITIES OF DALLAS INC	N/A	509(a)(1)	General & Unrestricted	4,123
9461 LBJ FRWY STE 100				
DALLAS, TX 75243				
CBRE FOUNDATION INC	N/A	509(a)(1)	General & Unrestricted	10,000
100 N SEPULVEDA BLVD STE 1000				
EL SEGUNDO, CA 90245				
CBRE FOUNDATION INC	N/A	509(a)(1)	Superstorm Sandy Disaster Relief Fund	3,000
100 N SEPULVEDA BLVD STE 1000				
EL SEGUNDO, CA 90245				
CENTRAL DALLAS MINISTRIES	N/A	509(a)(1)	General & Unrestricted	2,000
511 N AKARD ST APT 302				
DALLAS, TX 75201				
CHARITABLE PARTNERSHIP FUND	N/A	509(a)(1)	Archimedes Alliance Project	100
PO BOX 13276				
PORTLAND, OR 97213				
Total See Attached Statement			▶ 3a	180,269
b <i>Approved for future payment</i>				
Total			▶ 3b	0

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)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)
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			14	527	
4 Dividends and interest from securities			14	108,417	
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	525990	11,583	18	74,193	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a K-1 Inc/Loss	525990	3,564	14	22,613	
b Foreign Tax Refund			01	5	
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e)		15,147		205,755	0
13 Total. Add line 12, columns (b), (d), and (e)				13	220,902

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

[illegible]

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

► **Attach to Form 990, Form 990-EZ, or Form 990-PF.**

OMB No 1545-0047

2012

Name of the organization

Sulentic Family Foundation

Employer identification number

20-8025263

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ► \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization
Sulentic Family Foundation

Employer identification number
20-8025263

Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Sulentic, Robert 5511 Park Lane Dallas TX 75220 Foreign State or Province _____ Foreign Country _____	\$ 107,861	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
	_____ _____ _____ Foreign State or Province _____ Foreign Country _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
	_____ _____ _____ Foreign State or Province _____ Foreign Country _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
	_____ _____ _____ Foreign State or Province _____ Foreign Country _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
	_____ _____ _____ Foreign State or Province _____ Foreign Country _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
	_____ _____ _____ Foreign State or Province _____ Foreign Country _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
	_____ _____ _____ Foreign State or Province _____ Foreign Country _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization

Sulentic Family Foundation

Employer identification number

20-8025263

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry

For organizations completing Part III, enter the total of exclusively religious, charitable, etc.,

contributions of \$1,000 or less for the year (Enter this information once See instructions)

► \$ 0

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- ----- For Prov Country		----- ----- -----
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- ----- For Prov Country		----- ----- -----
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- ----- For Prov Country		----- ----- -----
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- ----- For Prov Country		----- ----- -----

Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

										Totals		Gross Sales		Cost, Other Basis and Expenses		Net Gain or Loss											
										Capital Gains/Losses		1,987,404		1,913,211		74,193											
										Other sales		0		-11,583		11,583											
Check "X" to include in Part IV		Description		CUSIP #		Purchaser		Check "X" if Purchaser is a Business		Date Acquired		Date Sold		Gross Sales Price		Cost or Other Basis		Valuation Method		Expense of Sale and Cost of Improvements		Depreciation		Adjustments		Net Gain or Loss	
1	X	Passthrough K-1 Capital Gain												1,987,404		1,952,847										34,557	
2	X	Publicly-Traded Securities																						39,636		39,636	
3		Passthrough K-1 UBI Capital Ga																						11,583		11,583	

Part I, Line 11 (990-PF) - Other Income

		26,182	22,616	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	K-1 Inc/Loss CS STRATEGIC PARTNERS PB FEEDER FUND	13,384	13,479	
2	K-1 Inc/Loss EL PASO PIPELINE PARTNERS LP	453	4	
3	K-1 Inc/Loss KKR FINANCIAL HOLDINGS LLC	10,070	7,184	
4	K-1 Inc/Loss THE BLACKSTONE GROUP LP	835	772	
5	K-1 Inc/Loss TOWNSEND SELECT OPPORTUNITIES FUND L	1,435	1,172	
6	Foreign Tax Refund	5	5	

Part I, Line 16c (990-PF) - Other Professional Fees

		29,705	29,705	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	Investment Management Services	29,705	29,705		0

Part I, Line 18 (990-PF) - Taxes

		10,130	1,763	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Estimated Tax for 2012	2,700	0		0
2	Foreign Tax Paid	1,763	1,763		0
3	IRS 990-T Tax Payment	5,110	0		0
4	IRS Miscellaneous Fee	22	0		0
5	IRS Tax Payment with 1st ext 990-T	535	0		0

Part I, Line 23 (990-PF) - Other Expenses

		48,707	20,220	0	26,065
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Administrative Fees	26,065	0		26,065
2	Bank Charges	85	85		0
3	K-1 Exp CS STRATEGIC PARTNERS PB FEEDER	10,530	8,856		0
4	K-1 Exp EL PASO PIPELINE PARTNERS LP	1	0		0
5	K-1 Exp KKR FINANCIAL HOLDINGS LLC	6,258	5,552		0
6	K-1 Exp THE BLACKSTONE GROUP LP	73	34		0
7	K-1 Exp TOWNSEND SELECT OPPORTUNITIES F	5,689	5,687		0
8	Miscellaneous Expense	6	6		0

Part II, Line 10b (990-PF) - Investments - Corporate Stock

		2,533,749	2,674,473	0	3,033,672	
Description		Num Shares/ Face Value	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year
1	ABB LTD	385		7,738		8,004
2	AETNA INC	301		12,524		13,949
3	ALERIAN MLP ETF	10,668		176,043		170,158
4	AMAZON COM	68		16,607		17,059
5	AMERICAN TOWER REIT INC	221		15,714		17,107
6	APPLE INC	139		34,977		74,232
7	ASTRAZENECA	110		4,422		5,200
8	BAE SYSTEMS PLC SP/AR	471		9,652		10,494
9	BAXTER INTERNATIONAL INC	315		17,470		20,998
10	BAYER A G SPONSORED ADR	49		3,495		4,700
11	BCE INC	95		4,234		4,079
12	BERKSHIRE HATHAWAY INC CLASS B	680		53,939		60,996
13	BHP BILLITON LIMITED	78		5,807		6,117
14	BLACKROCK INC	201		30,787		41,641
15	BOC HK HLDGS LTD S/ADR	120		5,536		7,566
16	BOEING CO	151		9,551		11,371
17	BRISTOL-MYERS SQUIBB CO	556		14,960		18,108
18	BRITISH AMERICAN TOBACCO PLC	91		5,633		9,214
19	CANADIAN OIL SANDS LTD	347		9,025		7,058
20	CELGENE CORP	300		13,222		23,541
21	CHEVRON CORP	134		10,091		14,506
22	CHUNGHWA TELECOM CO LTD SPONSOR	103		2,365		3,331
23	CITIGROUP INC	488		15,345		19,305
24	COMPANHIA ENER DE ADR	169		2,417		1,835
25	COMPANHIA SIDER ADS	805		6,669		4,750
26	CONOCOPHILLIPS	1,856		107,861		107,629
27	CUMMINS INC	151		12,498		16,335
28	DEUTSCHE POST AG	360		6,836		7,963
29	DIAGEO PLC ADS	44		2,951		5,130
30	DOW CHEMICAL PV	817		25,403		26,402
31	DUKE ENERGY CO	258		17,485		16,461
32	EATON CORP PLC	358		17,319		19,394
33	EDWARDS LIFESCIENCES	150		13,080		13,526
34	EMC CORP-MASS	834		12,287		21,100
35	ENSCO PLC	322		16,027		19,090
36	EXPRESS SCRIPTS HOLDING CO	320		16,661		17,280
37	FLUOR CORP NEW	301		15,191		17,670
38	FORD MOTOR COMPANY	1,150		13,143		14,893
39	FREPORT-MCMORAN COPPER & GOLD I	464		15,264		15,858
40	GDF SUEZ SP ADR	136		3,127		2,861
41	GENERAL ELECTRIC CO	1,310		26,221		27,502
42	HESS CORP	200		12,858		10,612
43	HSBC HLDGS PLC ADS	179		8,603		9,479
44	INTERNATIONAL BUSINESS MACHINES	100		11,553		19,242
45	ISRAEL CHEMICALS UNSPON ADR	611		7,588		7,418
46	JOHNSON & JOHNSON	383		26,330		26,870
47	JOHNSON CONTROLS INC	223		5,893		6,852
48	JP MORGAN CHASE & CO	1,108		38,985		48,718

Part II, Line 10b (990-PF) - Investments - Corporate Stock

		2,533,749	2,674,473	0	3,033,672	
Description		Num Shares/ Face Value	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year
49	LENNAR CORP	601		12,902		23,226
50	LORD ABBETT BOND DEBENTURE FUND II	35,434		261,908		287,012
51	LORD ABBETT INVESTMENT TRUST INCOM	94,245		280,006		282,734
52	LORD ABBETT INVESTMENT TRUST SHOR	39,974		181,038		185,880
53	M D C HLDGS	559		17,935		20,555
54	MACERICH CO	631		29,998		36,807
55	MARATHON OIL CORP COM	503		13,080		15,415
56	MARATHON PETROLEUM CORP	302		13,695		19,013
57	MCDONALD'S CORP	239		17,978		21,085
58	METLIFE INC	711		24,298		23,426
59	MTN GROUP LTD SPON ADR	520		10,625		11,154
60	MUENCHENER RUECKVERS	536		7,671		9,664
61	NAVIOS MARITIME PARTNRS LP	1,305		17,491		16,025
62	NESTLE S A	187		9,077		12,187
63	NITTO DENKO ADR	400		10,381		9,932
64	NORFOLK SOUTHERN CORP	202		10,468		12,469
65	NOVARTIS AG ADR	197		8,173		12,470
66	OPPENHEIMER DEVELOPING MARKETS F	3,550		102,124		123,820
67	ORACLE CORP	504		10,425		16,784
68	OWENS CORNING	400		12,325		14,796
69	P P G IND	135		16,013		18,272
70	PETRO CHINA	65		8,854		9,346
71	PFIZER INC	945		15,961		23,707
72	PNC FINANCIAL GROUP INC	302		12,242		17,614
73	PRIMARIS RTL RE INVST TR	190		3,333		5,132
74	PT TELEKOM IND TBK ADR	190		6,424		7,021
75	QBE INS GROUP ADR	255		5,359		2,886
76	QUALCOMM INC	301		12,133		18,632
77	RALPH LAUREN CORP	101		8,700		15,070
78	RECKITT BENCKISER GRP PLC ADR	563		7,102		7,218
79	RIOCAN REAL ESTATE INV TR	237		5,691		6,558
80	ROCHE HOLDING LTD ADR	200		7,100		10,100
81	ROYAL DUTCH SHELL PLC SPONS ADR B	111		7,006		7,869
82	ROYAL DUTCH SHELL PLC	545		37,090		37,578
83	SANOFI-AVENTIS SPONSORED ADR	255		9,084		12,082
84	SCHLUMBERGER LTD	200		11,002		13,860
85	SIEMENS A G ADR	375		31,283		41,051
86	SINGAPORE TELECOM SPD ADR (SGAPY)	365		9,399		9,943
87	SMITHS GROUP ORD 37 5P	490		7,976		9,805
88	ST JOE CO	678		15,274		15,648
89	STARBUCKS CORP COM	301		14,385		16,155
90	STARWOOD HOTELS & RESORTS	204		11,273		11,723
91	STARWOOD PROPERTY TRUST INC	724		16,036		16,617
92	STATOIL ASA ADS	315		7,988		7,888
93	TAIWAN SEMICONDUCTOR MFG CO LTD	666		7,863		11,429
94	TEMPLETON FRONTIER MARKETS F	7,157		103,930		114,801
95	TESCO PLC S ADR	231		4,549		3,830
96	THE MOSAIC CO	251		13,865		14,226

Part II, Line 10b (990-PF) - Investments - Corporate Stock

		2,533,749	2,674,473	0	3,033,672	
	Description	Num Shares/ Face Value	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year
97	TOTAL FINA ELF S A	153		7,813		7,955
98	TREASURY WINE ESTATES ADR	1,222		5,337		5,963
99	UNILEVER N V N Y	292		9,636		11,185
100	UNITED OVRSEAS BK LTD ADR	270		7,830		8,870
101	UNITEDHEALTH GROUP INC	301		15,814		16,335
102	VANGUARD MSCI EMERGING MARKETS E	3,179		106,343		141,582
103	VODAFONE GROUP PLC	1,793		47,335		45,166
104	WATSON PHARMACEUTICALS INC	250		15,220		21,500
105	WELLS FARGO & CO	355		11,562		12,134
106	WESTLAKE CHEMICAL CORP	211		11,682		16,697
107	WILLIAMS COS	975		27,615		31,910
108	WINTRUST FINANCIAL CORPORATION	300		10,725		11,010
109	ZURICH INSURANCE GROUP AG	345		7,661		9,246

Part II, Line 10c (990-PF) - Investments - Corporate Bonds

				100,000	100,000	0	123,710
Description		Interest Rate	Maturity Date	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year
1	BARCLAYS FINL LLC BD VAR 0 00% 12/28/4				100,000		123,710

Part II, Line 13 (990-PF) - Investments - Other

		853,279	804,602	1,073,316	
	Asset Description	Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year
1	CS STRATEGIC PARTNERS PB FEEDER FU		698,493	601,477	792,266
2	EL PASO PIPELINE PARTNERS LP		14,747	13,677	30,050
3	KKR FINANCIAL HOLDINGS LLC		34,904	38,721	40,549
4	THE BLACKSTONE GROUP LP		20,819	20,934	38,692
5	TOWNSEND SELECT OPPORTUNITIES FUF		69,047	129,793	171,759
6	FORTRESS INV GP LLC (FIG)		15,269	0	0

Part II, Line 15 (990-PF) - Other Assets

		0	2,855	2,855
Asset Description		Book Value Beg of Year	Book Value End of Year	FMV End of Year
1	Air Conditioners		2,855	2,855

Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

000												
	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
1	Bob James		Foundation Source 501 Silverside Rd	Wilmington	DE	19809		Dir	1 00	0	0	0
2	Judy Robertson		Foundation Source 501 Silverside Rd	Wilmington	DE	19809		Sec	1 00	0	0	0
3	Robert Sulentic		Foundation Source 501 Silverside Rd	Wilmington	DE	19809		Pres	1 00	0	0	0
4	Susan Sulentic		Foundation Source 501 Silverside Rd	Wilmington	DE	19809		Dir	1 00	0	0	0

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

Recipient(s) paid during the year

Name

CHILDRENS MEDICAL FOUNDATION OF TEXAS

Street

2777 STEMMONS FWY STE 700

City DALLAS	State TX	Zip Code 75207	Foreign Country
Relationship N/A	Foundation Status 509(a)(1)		
Purpose of grant/contribution General & Unrestricted			Amount 2,000

Name

CORNERSTONE BAPTIST CHURCH

Street

PO BOS 152551

City DALLAS	State TX	Zip Code 75316	Foreign Country
Relationship N/A	Foundation Status 509(a)(1)		
Purpose of grant/contribution General & Unrestricted			Amount 9,199

Name

DALLAS MUSTANGS BASEBALL CLUB

Street

3835 MOCKINGBIRD LN

City DALLAS	State TX	Zip Code 75205	Foreign Country
Relationship N/A	Foundation Status 509(a)(2)		
Purpose of grant/contribution Charitable Event			Amount 200

Name

GIRLS INC OF METROPOLITAN DALLAS

Street

2040 EMPIRE CENTRAL

City DALLAS	State TX	Zip Code 75235	Foreign Country
Relationship N/A	Foundation Status 509(a)(2)		
Purpose of grant/contribution General & Unrestricted			Amount 2,000

Name

HOLY INNOCENTS CHILDRENS MALARIA HOSPITAL UGANDA INC

Street

12463 RANCHO BERNARDO RD 501

City SAN DIEGO	State CA	Zip Code 92128	Foreign Country
Relationship N/A	Foundation Status 509(a)(1)		
Purpose of grant/contribution Surgical Center			Amount 5,000

Name

IN THE CITY FOR GOOD

Street

10455 N CENTRAL EXPY 109-14

City DALLAS	State TX	Zip Code 75231	Foreign Country
Relationship N/A	Foundation Status 509(a)(1)		
Purpose of grant/contribution General & Unrestricted			Amount 1,000

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

Recipient(s) paid during the year

Name

IOWA STATE UNIVERSITY FOUNDATION

Street

PO BOX 22

City

AMES

State

IA

Zip Code

50010

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

10,000

Name

JDRF INTERNATIONAL

Street

26 BROADWAY, 14TH FL

City

NEW YORK

State

NY

Zip Code

10004

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

3,000

Name

LEWIS CENTRAL COMMUNITY SCHOOL DISTRICT FOUNDATION

Street

1600 E S OMAHA BRG RD

City

COUNCIL BLFS

State

IA

Zip Code

51503

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

High School Youth Football Program

Amount

5,000

Name

MARCH OF DIMES FOUNDATION

Street

12660 COIT RD

City

DALLAS

State

TX

Zip Code

75251

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

Charitable Event

Amount

1,500

Name

MEDICAL MISSIONS FOR CHILDREN INC

Street

10G ROESSLER RD STE 500

City

WOBURN

State

MA

Zip Code

01801

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

250

Name

OUR FRIENDS PLACE

Street

2501 OAK LAWN AVE STE 500

City

DALLAS

State

TX

Zip Code

75219

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

1,000

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

Recipient(s) paid during the year

Name

OUR FRIENDS PLACE

Street

2501 OAK LAWN AVE STE 500

City

DALLAS

State

TX

Zip Code

75219

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

Charitable Event

Amount

500

Name

PROJECT KINDLE INC

Street

28245 AVE CROCKER, STE 104

City

SANTA CLARITA

State

CA

Zip Code

91355

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

5,000

Name

READERS 2 LEADERS

Street

9663 LAKEMONT DR

City

DALLAS

State

TX

Zip Code

75220

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

317

Name

SEARCH ONE RESCUE TEAM

Street

6404 HARRODS CT

City

PLANO

State

TX

Zip Code

75024

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

10,000

Name

SENIOR CITIZENS OF GREATER DALLAS INC

Street

3910 HARRY HINES BLVD

City

DALLAS

State

TX

Zip Code

75219

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

1,269

Name

T R HOOVER COMMUNITY DEVELOPMENT CORPORATION INC

Street

5106 BEXAR ST

City

DALLAS

State

TX

Zip Code

75215

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

2,220

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

Recipient(s) paid during the year

Name

TEXAS SCOTTISH RITE HOSPITAL FOR CRIPPLED CHILDREN

Street

2222 WELBORN ST

City

DALLAS

State

TX

Zip Code

75219

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

2,000

Name

THE FOUNDATION FOR COMMUNITY EMPOWERMENT

Street

PO BOX 796368

City

DALLAS

State

TX

Zip Code

75379

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

10,000

Name

UNITED STATES FUND FOR UNICEF

Street

125 MAIDEN LN FL 10

City

NEW YORK

State

NY

Zip Code

10038

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

10,000

Name

UNITED STATES FUND FOR UNICEF

Street

125 MAIDEN LN FL 10

City

NEW YORK

State

NY

Zip Code

10038

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

Averting Famine in the Sahel Fund

Amount

1,000

Name

UNITED WAY OF METROPOLITAN DALLAS INC

Street

1800 N LAMAR ST

City

DALLAS

State

TX

Zip Code

75202

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

10,000

Name

UNITING AGAINST LUNG CANCER

Street

27 UNION SQ W, STE 304

City

NEW YORK

State

NY

Zip Code

10003

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

Charitable Event

Amount

1,000

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

Recipient(s) paid during the year

Name

UPLIFT EDUCATION

Street

606 E ROYAL LN

City

IRVING

State

TX

Zip Code

75039

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

Tablet Program at Infinity Preparatory School

Amount

8,217

Name

VOICE OF HOPE MINISTRIES

Street

PO BOX 224845

City

DALLAS

State

TX

Zip Code

75222

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

1,903

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

Part XV (Form 990-PF) - Distributions of Property Value at Fair Market Value at Date of Distribution

Method for Determining Value of Air Conditioners

Purchase Price

Description of Property	Date of Distribution	Grant Recipient	Fair Market Value of Property	Book Value of Property	Value of Cash Portion of Grant	Total Amount of Grant
Air Conditioner Units	11/07/2012	T R HOOVER COMMUNITY DEVELOPMENT CORPORATION INC	\$2,220	\$2,220	\$ -	\$ 2,220
Air Conditioner Units	11/07/2012	ADVOCATES FOR COMMUNITY TRANSFORMATION	\$1,269	\$1,269	\$ -	\$ 1,269
Air Conditioner Units	11/07/2012	BROTHER BILLS HELPING HAND	\$6,344	\$6,344	\$ -	\$ 6,344
Air Conditioner Units	11/07/2012	CATHOLIC CHARITIES OF DALLAS INC	\$4,123	\$4,123	\$ -	\$ 4,123
Air Conditioner Units	11/07/2012	2NDSATURDAY COMMUNITY DEVELOPMENT CORPORATION	\$4,758	\$4,758	\$ -	\$ 4,758
Air Conditioner Units	11/07/2012	CORNERSTONE BAPTIST CHURCH	\$9,199	\$9,199	\$ -	\$ 9,199
Air Conditioner Units	11/07/2012	SENIOR CITIZENS OF GREATER DALLAS INC	\$1,269	\$1,269	\$ -	\$ 1,269
Air Conditioner Units	11/07/2012	READERS 2 LEADERS	\$317	\$317	\$ -	\$ 317
Air Conditioner Units	11/07/2012	VOICE OF HOPE MINISTRIES	\$1,903	\$1,903	\$ -	\$ 1,903
Total			<u>\$ 31,402</u>	<u>\$ 31,402</u>	<u>\$ -</u>	<u>\$ 31,402</u>