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

Department of the Treasury
Internal Revenue Service

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

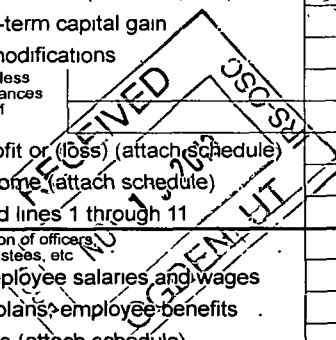
Open to Public Inspection

For calendar year 2012 or tax year beginning , **2012**, and ending , **20**

Name of foundation MIRANDA LEONARD FOUNDATION		A Employer identification number 23-7103778
Number and street (or PO box number if mail is not delivered to street address) 6000 EL CAMPO AVE	Room/suite	B Telephone number (see instructions) 817-332-9400
City or town, state, and ZIP code FORT WORTH TX 76107		C If exemption application is pending check here <input type="checkbox"/>
G Check all that apply	<input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change	<input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change
H Check type of organization		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
<input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust		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) \$ 1,222,227.		J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____
		(Part I, column (d) must be on cash basis)

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
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 instr.))				
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
3 Interest on savings and temp. cash investments				
4 Dividends and interest from securities	34,019.	34,019.		
5a Gross rents				
b (Net rental income or (loss))				
6a Net gain/(loss) from sale of assets not on line 10	43,976.			
b Gross sales price for all assets on line 6a	69,001.			
7 Capital gain net income (from Part IV, line 2)		43,976.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns & allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	77,995.	77,995.		
13 Compensation of officers, directors, trustees, etc.				
14 Other employee salaries and wages				
15 Pension plans/employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule)	8,905.			8,905.
c Other professional fees (attach schedule)	7,384.	6,076.		1,308.
17 Interest				
18 Taxes (attach schedule) (see instructions)	268.	268.		
19 Depreciation (attach sch.) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)	33.	33.		
24 Total operating and administrative expenses Add lines 13 through 23	16,590.	6,377.		10,213.
25 Contributions, gifts, grants paid	51,000.			51,000.
26 Total exp. & disbursements Add lines 24 and 25	67,590.	6,377.		61,213.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	10,405.			
b Net investment income (if neg., enter -0-)		71,618.		
c Adjusted net income (if neg., enter -0-)				

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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 inst)		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	9,425.	12,020.	12,020.
	2 Savings and temporary cash investments	41,480.	74,718.	74,718.
	3 Accounts receivable ▶			
	Less allowance for doubtful accts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the 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			
	10a Investments - U S and state govt obligations (attach schedule)			
	b Investments - corporate stock (attach schedule)	491,192.	466,167.	909,717.
	c Investments - corporate bonds (attach schedule)			
	11 Investments - land, buildings, and equipment basis ▶			
Less accumulated depreciation (attach schedule) ▶				
12 Investments - mortgage loans				
13 Investments - other (attach schedule)	200,000.	200,000.	222,768.	
14 Land, buildings, and equipment basis ▶				
Less accumulated depreciation (attach schedule) ▶				
15 Other assets (describe ▶ SEE SCHED ATTACHED)	3,407.	3,004.	3,004.	
16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	745,504.	755,909.	1,222,227.	
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 ▶)				
23 Total liabilities (add lines 17 through 22)				
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, ck. here ▶ <input checked="" type="checkbox"/>			
	and complete lines 27 through 31.			
27 Capital stock, trust principal, or current funds	627,103.	627,103.		
28 Paid-in or capital surplus, or land, bldg, and equipment fund				
29 Retained earnings, accumulated income, endowment, or other funds	118,401.	128,806.		
30 Total net assets or fund balances (see instructions)	745,504.	755,909.		
31 Total liabilities and net assets/fund balances (see instructions)	745,504.	755,909.		

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	745,504.
2 Enter amount from Part I, line 27a	2	10,405.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	755,909.
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	755,909.

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.)
1 a PUBLICLY TRADED SECURITIES	P		
b ENRON CLASS ACTION PROCEEDS	P		07/30/2012
c LONG TERM CAPITAL GAIN DISTRIBUTIONS	P		12/31/2012
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 67,231.		25,025.	42,206.
b 601.			601.
c 1,169.			1,169.
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			42,206.
b			601.
c			1,169.
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	43,976.
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	42,206.

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 beg. in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	56,370.	1,200,229.	0.0470
2010	51,213.	1,143,063.	0.0448
2009	45,311.	1,032,416.	0.0439
2008	68,751.	1,229,947.	0.0559
2007	73,519.	1,377,738.	0.0534

2 Total of line 1, column (d)	2	0.2450
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	0.0490
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	1,215,875.
5 Multiply line 4 by line 3	5	59,578.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	716.
7 Add lines 5 and 6	7	60,294.
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	61,213.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instr)		
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	716.
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	716.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5	716.
6 Credits/Payments		
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	979.
b Exempt foreign organizations - tax withheld at source	6b	
c Tax paid with application for extension of time to file (Form 8868)	6c	2,500.
d Backup withholding erroneously withheld	6d	
7 Total credits and payments Add lines 6a through 6d	7	3,479.
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	2,763.
11 Enter the amount of line 10 to be Credited to 2013 estimated tax 2,763. Refunded	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for 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		X
1c 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 \$ _____ (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		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? If "Yes," attach a conformed copy of the changes.		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
4b 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		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? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) TX		
8b 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	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)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		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)			X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	X		
14	The books are in care of ▶ DAVID R DAVIS Telephone no ▶ 817-332-9400 Located at ▶ 2120 RIDGMAR BLVD ST FORT WORTH TX ZIP+4 ▶ 76116			
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 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 the instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>		1b
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?		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 the instructions)		2b
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20 __, 20 __, 20 __, 20 __		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)		3b
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))? Yes No
 - (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? Yes No
 - (3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No
 - (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) Yes No
 - (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No
- b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see the instructions)? Organizations relying on a current notice regarding disaster assistance check here **5b**
- 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? Yes No **6b** X
If "Yes" to 6b, file Form 8870
- 7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No
- b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No **7b**

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred comp	(e) Expense account, other allowances
SCHEDULE ATTACHED		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

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 the 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 info such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc

	Expenses
1 N/A	
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 NONE	
2	
3 All other program-related investments See instructions	

Total Add lines 1 through 3 ▶

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	1,173,283.
b	Average of monthly cash balances	1b	61,064.
c	Fair market value of all other assets (see instructions)	1c	44.
d	Total (add lines 1a, b, and c)	1d	1,234,391.
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	1,234,391.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	18,516.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,215,875.
6	Minimum investment return. Enter 5% of line 5	6	60,794.

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	60,794.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	716.	
b	Income tax for 2012 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b	2c	716.	
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	60,078.	
4	Recoveries of amounts treated as qualifying distributions	4		
5	Add lines 3 and 4	5	60,078.	
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	60,078.	

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	61,213.
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	61,213.
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	716.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	60,497.

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				60,078.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			56,714.	
b Total for prior yrs 20 __, 20 __, 20 __				
3 Excess distrib carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e				
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 61,213.				
a Applied to 2011, but not more than line 2a			56,714.	
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				4,499.
e Remaining amt distributed out of corpus				
5 Excess distrib carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in col (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, & 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				55,579.
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				
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling ▶

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

	Tax year		Prior 3 years		(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

MIRANDA LEONARD

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

N/A

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

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

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

N/A

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SCHEDULE				51,000.
Total				51,000.
b Approved for future payment				
Total				

MIRANDA LEONARD FOUNDATION
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	<u>Column a</u>	<u>Column b</u>	<u>Column d</u>
Part 1, line 16a--Accounting fees			
General accounting fees	<u>8,905</u>		<u>8,905</u>
Part I, line 16c--Other professional fees			
Bank custodial fees	1,308		1,308
Investment management fees	<u>6,076</u>	<u>6,076</u>	
	<u>7,384</u>	<u>6,076</u>	<u>1,308</u>
Part II, line 15--Other assets			
	<u>Beginning of Year</u>		<u>End of Year</u>
Investment income due	<u>3,407</u>		<u>3,004</u>

US 990**Taxes****2012**

Description	Expenses per books	Net investment income	Adjusted net income	Charitable purposes
FOREIGN TAX W/HELD ON DIVIDENDS	268. 268.	268. 268.		

US 990	Other Expenses			2012
Description	Expenses per books	Net investment income	Adjusted net income	Charitable purposes
DEPOSITORY FEE FOR FROEIGN STOCK	33.	33.		
	33.	33.		

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MIRANDA LEONARD

Equity Summary

Asset Categories	Beginning Market Value	Ending Market Value	Change In Value	Current Allocation
US Large Cap Equity	860,020.54	838,343.49	(21,677.05)	70%
US Small/Mid Cap Equity	20,460.00	22,012.00	1,552.00	2%
Non-US Equity	50,089.70	49,361.80	(727.90)	4%
Emerging Market Equity	48,420.00	0.00	(48,420.00)	
Total Value	\$978,990.24	\$909,717.29	(\$69,272.95)	76%

Market Value/Cost	Current Period Value
Market Value	909,717.29
Tax Cost	466,167.31
Unrealized Gain/Loss	443,549.98
Estimated Annual Income	22,468.64
Accrued Dividends	1,958.49
Yield	2.46%

Equity Detail

	Price	Quantity	Value	Adjusted Tax Cost Original Cost
US Large Cap Equity				
ABBOTT LABORATORIES 002824-10-0 ABT	65.50	300,000	19,650.00	12,319.75
ANADARKO PETROLEUM CORP 032511-10-7 APC	74.31	600,000	44,586.00	12,357.00

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MIRANDA LEONARD FNDI

	Price	Quantity	Value	Adjusted Tax Cost Original Cost
US Large Cap Equity				
ANALOG DEVICES INC 032654-10-5 ADI	42.06	800 000	33,648.00	23,395.15
AUTOMATIC DATA PROCESSING INC 053015-10-3 ADP	56.93	300 000	17,079.00	10,087.98
CBS CORP CLASS B W/I 124857-20-2 CBS	38.05	162 000	6,164.10	6,130.72
CITIGROUP INC NEW 172967-42-4 C	39.56	20 000	791.20	8,158.92
COCA-COLA CO 191216-10-0 KO	36.25	1,200 000	43,500.00	27,636.00
COLGATE PALMOLIVE CO 194162-10-3 CL	104.54	300 000	31,362.00	9,946.50
CREE INC 225447-10-1 CREE	33.98	500 000	16,990.00	19,788.45
EM C CORP MASS 268648-10-2 EMC	25.30	500 000	12,650.00	6,215.00
EMERSON ELECTRIC CO 291011-10-4 EMR	52.96	600 000	31,776.00	25,637.40
EXXON MOBIL CORP 30231G-10-2 XOM	86.55	800 000	69,240.00	13,191.00
GENERAL ELECTRIC CO 369604-10-3 GE	20.99	1,000 000	20,990.00	7,819.17
INTEL CORP 458140-10-0 INTG	20.62	600 000	12,372.00	15,318.75
JOHNSON & JOHNSON 478160-10-4 JNJ	70.10	400 000	28,040.00	25,227.60

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MIRANDA LEONA

	Price	Quantity	Value	Adjusted Tax Cost Original Cost
US Large Cap Equity				
KIMBERLY-CLARK CORP 494368-10-3 KMB	84 43	300 000	25,329 00	10,949 43
KRAFT FOODS GROUP INC COM 50076Q-10-6 KRFT	45 47	333 000	15,141 51	9,621 31
MEDTRONIC INC 585055-10-6 MDT	41 02	400 000	16,408 00	20,699 20
MERCK AND CO INC 58933Y-10-5 MRK	40 94	634 000	25,955 96	12,033 32
MICROSOFT CORP 594918-10-4 MSFT	26 71	700 000	18,697 00	20,830 25
MONDELEZ INTERNATIONAL-W/I 609207-10-5 MDLZ	25 45	1,000,000	25,453 00	17,797 64
ORACLE CORP 68389X-10-5 ORCL	33 32	1,100 000	36,652 00	3,872 92
PAYCHEX INC 704326-10-7 PAYX	31 10	800 000	24,880 00	25,123 15
PROCTER & GAMBLE CO 742718-10-9 PG	67 89	400 000	27,156 00	14,705 94
SCHLUMBERGER LTD 806857-10-8 SLB	69.30	800 000	55,439 20	10,865 22
TARGET CORP 87612E-10-6 TGT	59.17	300,000	17,751 00	11,526 00
TEXAS INSTRUMENTS INC 882508-10-4 TXN	30 89	300 000	9,267 00	5,592 00

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MIRANDA LEONARD FUND

	Price	Quantity	Value	Adjusted Tax Cost Original Cost
US Large Cap Equity				
VIACOM INC CLASS B 92553P-20-1 VIAB	52.74	162,000	8,543.88	9,340.65
WALT DISNEY CO 254687-10-6 DIS	49.79	2,800,000	139,412.00	10,161.28
WINDSTREAM CORP 97381W-10-4 WIN	8.28	413,000	3,419.64	2,032.88
Total US Large Cap Equity			\$838,343.49	\$408,380.58

US Small/Mid Cap Equity				
CACI INTERNATIONAL INC CL A 127190-30-4 CACI	55.03	400,000	22,012.00	20,420.00

Non-US Equity				
BP PLC SPONS ADR 055622-10-4 BP	41.64	520,000	21,652.80	13,400.48
VODAFONE GROUP PLC SPONS ADR 92857W-20-9 VOD	25.19	1,100,000	27,709.00	23,966.25

Total Non-US Equity \$49,361.80 \$37,366.73

INVESTMENTS - CORP STOCKS

Live 106, PART II

909,717.29 466,167.31

FMV

TAX COST

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US 990

Investments - Other
990-PF: Page 2, Line 13**2012**

Description	Basis of valuation	Book value	FMV
19837 UN LKCM FIXED INCOME FUND	COST	200,000. 200,000.	222,768. 222,768.

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Part VIII - Information about Trustees

<u>Name and Address</u>	<u>Title & Hours</u>	<u>Compensation</u>	<u>Employee Benefit Plans</u>	<u>Exp. a/c Allowance</u>
1. Miranda Leonard 6000 El Campo Fort Worth, TX 76107	Trustee- Pres. & Sec. None	None	None	None
2. David R. Davis 2120 Ridgmar Blvd., Ste. 8 Fort Worth, TX 76116	Vice- President 1	None	None	None
3. Nancy Jarvis Ferrand & Cooper 235 Montgomery St. San Francisco, CA 94104	Trustee None	None	None	None
4. Dee S. Finley, Jr. 777 Main St., Ste. 3600 Fort Worth, TX 76102	Asst. Sec. None	None	None	None

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Part XV, line 3a - Grants and contributions

Name and Address	Relation- ship	Status	Purpose	Amount
1. San Francisco Opera War Memorial Opera House 301 Van Ness Ave. San Francisco, CA 94102	N/A	Public	For producing operas and promoting interest in classical music for the general public	\$10,000
2. Mills College 5000 MacArthur Boulevard Oakland, CA 94613	N/A	Public	For Technology and Society Lecture Series and Mills College Art Museum Endowment	10,000
3. San Francisco Modern Art Museum 151 Third Street San Francisco, CA 94103	N/A	Public	To support the museum's Architectural and Design Department's collection	13,000
4. California College of Arts 1111 Eighth Street San Francisco, CA 94107	N/A	Public	General use for the college	15,000
5. Classical KDFC P.O. Box 6375 Artesia, CA 90702	N/A	Public	To support broadcast of classical music	3,000
				<u>\$51,000</u>