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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

For	cale	ndar year 2012 or tax year beginning		, and ending	_	
Na	me o	foundation			A Employer identificatio	n number
F	AU	L E. ANDREWS, JR. FOUND	ATION		26-1516686	6
_		and street (or P O box number if mail is not delivered to street		Room/suite	B Telephone number	
		BOX 1290			817-886-29	
		own, state, and ZIP code			C If exemption application is	pending, check here
_		T WORTH, TX 76101-1290				
G	Chec	k all that apply:		ormer public charity	D 1. Foreign organization	is, check here
		Final return	Amended return		Foreign organizations m check here and attach c	neeting the 85% test,
<u> </u>	hool	Address change K type of organization: X Section 501(c)(3) ex	Name change			
	_		Other taxable private foundation	ation	E If private foundation sta under section 507(b)(1	
L E			ng method: X Cash	Accrual	F If the foundation is in a	
		· —	ther (specify)		under section 507(b)(1	
	\$	70,055,400. (Part I, colu	mn (d) must be on cash l	basis)		7,57,5000
Pa	art I	Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes
		necessarily equal the amounts in column (a)	expenses per books	- Indonic	N/A	(cash basis only)
	1 2	Contributions, gifts, grants, etc., received Check X if the foundation is not required to attach Sch B			IV/A	
	3	Interest on savings and temporary				
	4	cash investments Dividends and interest from securities	1,437,702.	1,437,702.		STATEMENT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
đ)	6a	Net gain or (loss) from sale of assets not on line 10	1,423,931.			
Ž	b	Gross sales price for all 21,678,581.				
Revenue	7	Capital gain net income (from Part IV, line 2)		1,423,931.		
ш	8	Net short-term capital gain				
	9	Income modifications Gross sales less returns				
	10a	and allowances				
	ı	Less Cost of goods sold [
	11	Other income	21,611.	21,185.		STATEMENT 2
	12	Total Add lines 1 through 11	2,883,244.	2,882,818.		
-	13	Compensation of officers, directors, trustees, etc	0.	0.		0.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
ses		Legal fees (, , , ,)				
per	b	Accounting fees 3 STMT 3	8,500.	0.		8,500.
and Administrative Expens	C	Other professional/iees				
tive	''	miciosi y y y y	24 041	2 625		
stra	18	Taxes. STMT 4 Depreciation and depletion	34,041.	3,625.		0.
į	19 20	Occupancy Occupancy				
Adn	21	Travel, conferences, and meetings				
ď	22	Printing and publications			· · · · · · · · · · · · · · · · · · ·	<u> </u>
g	23	Other expenses STMT 5	283,069.	283,069.		0.
atin	24	Total operating and administrative				
Operating	1	expenses Add lines 13 through 23	325,610.	286,694.		8,500.
0	25	Contributions, gifts, grants paid	3,710,000.			3,710,000.
	26	Total expenses and disbursements				
} 	<u> </u>	Add lines 24 and 25	4,035,610.	286,694.		3,718,500.
	27	Subtract line 26 from line 12:	1 150 266			
2012	l	Excess of revenue over expenses and disbursements	-1,152,366.	2,596,124.		
	l	Net investment income (if negative, enter -0-)		4,330,144.	N/A	
	ıC	Adjusted net income (if negative, enter -0-)	j l		TA / 12	I

LHA For Paperwork Reduction Act Notice, see instructions.

For	m 99	0-PF (2012) PAUL E. ANDREWS, JR. F		1516686 Page 2	
Б	Part II Balance Sneets				year
드	art	column should be for end-of-year amounts only	(a) Book Value	(b) Book Value	(c) Fair Market Value
	1	Cash - non-interest-bearing	4,098,333.	655,108.	655,10 <u>8.</u>
	2	Savings and temporary cash investments			
	3	Accounts receivable ►	_		
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ►			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other			
		disqualified persons			
	7	Other notes and loans receivable	- [
		Less: allowance for doubtful accounts			
ets		Inventories for sale or use	12 220	3,261.	3,261.
Assets		Prepaid expenses and deferred charges	12,330.	3,201.	3,201.
•		Investments - U.S. and state government obligations	22 704 006	22 250 340	25 336 001
		Investments - corporate stock STMT 7 Investments - corporate bonds STMT 8	20,026,566.	23,258,340. 21,941,134.	25,336,001. 22,946,782.
	1		20,020,300.	41,341,134.	
	11	Investments - land, buildings, and equipment basis	-		
	40	Less accumulated depreciation	 		
	i	Investments - mortgage loans Investments - other STMT 9	17,308,570.	18,218,512.	21,114,248.
	1		17,300,370.	10,210,312.	21,114,240.
	14	Land, buildings, and equipment: basis	-		
	45				
	15	Other assets (describe	/ -		
	16	Total assets (to be completed by all filers)	65,229,805.	64,076,355.	70,055,400.
_	_	Accounts payable and accrued expenses			
	18	Grants payable			
w	19	Deferred revenue			
Liabilities		Loans from officers, directors, trustees, and other disqualified persons			
ig		Mortgages and other notes payable			
Ë	1	Other liabilities (describe >)		
	23	Total liabilities (add lines 17 through 22)	0.	0.	
		Foundations that follow SFAS 117, check here			
		and complete lines 24 through 26 and lines 30 and 31.			
Çes	24	Unrestricted			
lan	25	Temporarily restricted			
Ba	26	Permanently restricted			
or Fund Balances		Foundations that do not follow SFAS 117, check here			
Ē		and complete lines 27 through 31		_	
ts	27	Capital stock, trust principal, or current funds	0.	0.	
set	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
Net Assets	29	Retained earnings, accumulated income, endowment, or other funds	65,229,805.	64,076,355.	
Ž	30	Total net assets or fund balances	65,229,805.	64,076,355.	
			65 000 005	C4 07C 2FF	
_	31	Total liabilities and net assets/fund balances	65,229,805.	64,076,355.	
P	art	III Analysis of Changes in Net Assets or Fund	Balances		
1	Tota	net assets or fund balances at beginning of year - Part II, column (a), lir	ne 30		
ı		st agree with end-of-year figure reported on prior year's return)		1	65,229,805.
2	•	r amount from Part I, line 27a		2	-1,152,366.
3		r increases not included in line 2 (itemize)		3	0.
-		lines 1, 2, and 3		4	64,077,439.
		eases not included in line 2 (itemize)	SEE STA	ATEMENT 6 5	1,084.
		I net assets or fund balances at end of year (line 4 minus line 5) - Part II,		6	64,076,355.

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		ANDREWS, JR						2	6-151	6686	Page 3
(a) List and desc	ribe the kin	d(s) of property sold (e.g. r common stock, 200 shs	, real estate,		(b) P D	How ac - Purc - Dona	nase i		acquired lay, yr.)	(d) Date (mo., da	sold y, yr.)
1a											
b SEE ATTACHED	STAT	EMENT									
<u>C</u>					ļ						
<u>d</u>					-						
<u>e</u>					Ц					ļ	
(e) Gross sales price		epreciation allowed (or allowable)		st or other basis expense of sale					ain or (loss s (f) minus		
<u>a</u>	_										
<u>b</u>						_					
<u>c</u>											
e21,678,581.			2	0,254,65	<u></u>					1,423,	031
Complete only for assets showing	n nam in ci	Jumn (h) and owned by t			٠.		//\	Gaine (C	Col. (h) gain		<u> </u>
(i) F.M.V. as of 12/31/69	(j)	Adjusted basis as of 12/31/69	(k) Ex	cess of col. (i) col. (j), if any				(k), but i	not less that (from col. (n -0-) or	
8											
b						_					
<u>c</u>					\Box						
d											
e										<u>1,423,</u>	<u>931.</u>
2 Capital gain net income or (net ca	pıtal loss)	If gain, also enter lf (loss), enter -0-	ın Part I, line ın Part I, line	7 7	}	2				1,423,	931.
3 Net short-term capital gain or (los If gain, also enter in Part I, line 8, If (loss), enter -0- in Part I, line 8			d (6):		}	9			N/A		
Part V Qualification U	nder Se	ction 4940(e) for	Reduced	Tax on Net	Inv	estm	ent Inc	ome	-1/ 11		
(For optional use by domestic private											_
• • •		•	10 (U) (U) (U)		•••••	··,					
If section 4940(d)(2) applies, leave the	nis part blar	ık.									
Was the foundation liable for the sect If "Yes," the foundation does not qual				-	iod?					Yes [X No
1 Enter the appropriate amount in e	each colum	n for each year; see the in	structions be	ore making any e	ntries	S.					
(a) Base period years Calendar year (or tax year beginnir	ng in)	(b) Adjusted qualifying dist	ributions	Net value of no		rıtable-			Distrib (col. (b) div	(d) oution ratio ided by col. (c))
2011			5,984.				8,404				6909
2010			0,200.				<u>1,684</u>				1114
2009			5,000.		<u>68</u>	<u>, 33</u>	1,337	•			2806
2008		81	7,014.		<u>72</u>	<u>,51</u>	9,808	•			<u>.1266</u>
2007			0.		<u>16</u>	<u>, 41</u>	6,666	•		.00	0000
2 Total of line 1, column (d)								2		.15	2095
3 Average distribution ratio for the 5 the foundation has been in exister	-	•	on line 2 by 5,	or by the number	of ye	ars		3		.03	0419
4 Enter the net value of noncharitab	le-use asse	its for 2012 from Part X, I	ine 5					4	6	9,177,	100.
5 Multiply line 4 by line 3			5		2,104,	298.					
6 Enter 1% of net investment incom	ne (1% of P	art I, line 27b)						6		25,	961.
7 Add lines 5 and 6								7		2,130,	259.
8 Enter qualifying distributions from	n Part XII, li	ne 4						8		3,718,	
If line 8 is equal to or greater than See the Part VI instructions.			1b, and comp	lete that part usin	g a 19	% tax r	ate.				
223521 12-05-12									Fo	orm 990-P	F (2012)

	n 990-PF (2012) PAUL E. ANDREWS, JR. FOUNDATION			<u> 26 </u>	<u>-151</u>	<u>.6686</u>		Page 4
_	art VI Excise Tax Based on Investment Income (Section 4940(a)			r 4948	- see	instru	<u>ictio</u>	ns)
1a	Exempt operating foundations described in section 4940(d)(2), check here 🕨 🔲 and enter	"N/A	on line 1.					
	Date of ruling or determination letter: (attach copy of letter if necessary)	ary-s	see instructions)		İ			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here			1	İ	2	5,9	61.
	of Part I, line 27b		J	ļ				
C	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of F	Part I	I, line 12, col. (b).	Ì				
	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others			2				0.
	Add lines 1 and 2		•	3	T	2	5,9	61.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others	s ent	ter -0-)	4	\top			0.
	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		•	5	T	2	5,9	61.
	Credits/Payments:							
	·	3a	17,41	5.				
	The state of the s	3b						
		ic i	75,500	5.	1			
	· · · · · · · · · · · · · · · · · · ·	3d			ł			
	Total credits and payments. Add lines 6a through 6d			7		9	2.9	<u> 16.</u>
	Enter any penalty for underpayment of estimated tax. Check here if Form 2220 is attached	rl		8	T			-3-
	Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed	-	1	▶ 9	†			
	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			▶ 10	†	6	6.9	52.
	Enter the amount of line 10 to be: Credited to 2013 estimated tax		5,452. Refunded				$\frac{3}{1}, 5$	
	art VII-A Statements Regarding Activities		7				<u> </u>	* * *
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation	n or	did it participate or interv	ene in			Yes	No
	any political campaign?					1a		X
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes ((see i	instructions for definition)?		1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and co					-		
	distributed by the foundation in connection with the activities	•	,			Į.		
C	Did the foundation file Form 1120-POL for this year?					1c		X
	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year	r:						
Ī	(1) On the foundation. ▶ \$ O . (2) On foundation managers. ▶		().				
е	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure							
	managers. ▶ \$ 0.		•			i		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?					2		_X_
	If "Yes," attach a detailed description of the activities.							
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instru	umer	nt, articles of incorporatio	n, or				
	bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes					3		X
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?					4a		X
b	If "Yes," has it filed a tax return on Form 990-T for this year?			1	$A \setminus R$	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?					5		<u>X</u>
	If "Yes," attach the statement required by General Instruction T							İ
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 dire	ectio	ons that conflict with the s	tate law		-		
	remain in the governing instrument?					6		_X_
7	Did the foundation have at least \$5,000 in assets at any time during the year?					7	X	
	If "Yes," complete Part II, col (c), and Part XV							
8a	Enter the states to which the foundation reports or with which it is registered (see instructions)	▶_				.		
	TX					.		
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorn	ney G	General (or designate)					
	of each state as required by General Instruction G? If "No," attach explanation					8b	_X_	
9	Is the foundation claiming status as a private operating foundation within the meaning of section	n 494	12(j)(3) or 4942(j)(5) for (alendar				
	year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," comp					9		<u>X</u>
10	Did any persons become substantial contributors during the tax year? if "Yes," attach a schedule list	ting th	heir names and addresses			10		X
					F	orm 990	-PF (2012)

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	rt 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	1		
	section 512(b)(13)? If "Yes," attach schedule (see instructions)	11	<u> </u>	<u>X</u>
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		Х
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
	Website address ► N/A			
14	The books are in care of ▶ JANET HUDNALL, JP MORGAN CHASE BANK Telephone no. ▶ 214-9	65-3	196	
	Located at ► 2200 ROSS AVENUE FL 10, DALLAS, TX ZIP+4 ►7	5201		
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	N	I/A	
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank,		Yes	No
	securities, or other financial account in a foreign country?	16	ļ	Х
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign	1		
	country			
Pa	rt 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
10	During the year did the foundation (either directly or indirectly):			110
ıa	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? Yes X No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes X 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)?			
	• • •			
	(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	- 1		
	termination of government service, if terminating within 90 days.)			
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)? N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here			
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	ļ	<u>X</u>
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)):			
а	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning			
	before 2012?			
	If 'Yes,' list the years ,			
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		j]
	statement - see instructions.) N/A	2b	<u> </u>	
C	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.			
	>	İ		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time			
	during the year? \square Yes \square 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,	į.		
	Form 4720, to determine if the foundation had excess business holdings in 2012.) N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
	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
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Part VII-B Statements Regarding Activities for Which	Form 4720 May Be	Required (contin	ued)					
5a During the year did the foundation pay or incur any amount to:			[ĺ				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section	n 4945(e))?	Y(es 🗶 No					
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly,								
any voter registration drive?		es X No						
(3) Provide a grant to an individual for travel, study, or other similar purposes?								
(4) Provide a grant to an organization other than a charitable, etc., organization described in section								
509(a)(1), (2), or (3), or section 4940(d)(2)?								
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for								
the prevention of cruelty to children or animals?		·	es X No		- 1			
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify un	der the exceptions described	ın Regulations		İ				
section 53.4945 or in a current notice regarding disaster assistance (see instru	octions)?		N/A	5b				
Organizations relying on a current notice regarding disaster assistance check h	nere				İ			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption f	rom the tax because it mainta	uned			ļ			
expenditure responsibility for the grant?	Ŋ	1/A ∐ Y∈	s No		İ			
If "Yes," attach the statement required by Regulations section 53 494	5-5(d).							
6a Did the foundation, during the year, receive any funds, directly or indirectly, to	pay premiums on							
a personal benefit contract?		Ye	es X No					
b Did the foundation, during the year, pay premiums, directly or indirectly, on a p	personal benefit contract?			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 s	shelter transaction?	Ye	es 🔀 No 📙					
b If "Yes," did the foundation receive any proceeds or have any net income attribu			N/A	7b				
Part VIII Information About Officers, Directors, Trust	ees, Foundation Ma	nagers, Highl	y					
Paid Employees, and Contractors								
1 List all officers, directors, trustees, foundation managers and their	1	(c) Compensation	(d) Contributions to	T (.)	- Cunanca			
(a) Name and address	(b) Title, and average hours per week devoted	(If not paid,	(d) Contributions to employee benefit plans and deferred	acco	Expense punt, other			
(0)	to position	`enter'-0-)	compensation	all	lowances			
				ļ				
ann an may are 10					^			
SEE STATEMENT 10		0.	0.		0.			
		 		 				
		<u> </u>						
2 Compensation of five highest-paid employees (other than those inc	luded on line 1) If none	enter "NONE "	l	Щ.				
2 Ovinpensation of tive highest-paid employees (other than those inc	(b) Title, and average	CIRCI ITOITE.	(d) Contributions to	(4)	Expense			
(a) Name and address of each employee paid more than \$50,000	hours per week	(c) Compensation	employee benefit plans and deferred	acco	Expense ount, other			
MATE	devoted to position		compensation	- alli	owances			
NONE	-		l					
				 				
	1							
		 		 				
	1			ŀ				
		-		┼				
				 				
Total number of other employees paid over \$50,000	L		•	ــــــــــــــــــــــــــــــــــــــ	0			
TO LOS TRAINED OF OTHER OFFICE OF OFFICE OF OFFICE								

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Part VIII Information About Officers, Directors, Trustees, Foundat Paid Employees, and Contractors (continued)	ion Managers, Highly	
3 Five highest-paid independent contractors for professional services. If none, enter	"NONE."	
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
JP MORGAN CHASE BANK		
2200 ROSS AVE FLOOR 10, DALLAS, TX 75201	INVESTMENT MGMT	251,041.
	_	
		
		
	-	
	-	ŀ
Total number of others receiving over \$50,000 for professional services		▶ 0
Part IX-A Summary of Direct Charitable Activities		
List the foundation's four largest direct charitable activities during the tax year. Include relevant statistic	cal information such as the	
number of organizations and other beneficiaries served, conferences convened, research papers produ	ced, etc.	Expenses
1 <u>N/A</u>		
2		
3		
3		
4		
Part IX-B Summary of Program-Related Investments		
Describe the two largest program-related investments made by the foundation during the tax year on li	nes 1 and 2.	Amount
1 <u>N/A</u>		
2		
All other program-related investments. See instructions.		
3	İ	
Total, Add lines 1 through 3	>	0.

Form **990-PF** (2012)

For	m 990-PF (2012) PAUL E. ANDREWS, JR. FOUNDATION	26-1	516686	Page 8
P	art X Minimum Investment Return (All domestic foundations must complete this part. Foreign four	ndations, se	e instructions)	
<u>-</u>	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	46,940	,156.
b	Average of monthly cash balances	1b	3,962	,032.
C	Fair market value of all other assets	1c	19,328	,370.
d	Total (add lines 1a, b, and c)	1d	70,230	,558.
e	Reduction claimed for blockage or other factors reported on lines 1a and			
	1c (attach detailed explanation)			
2	Acquisition indebtedness applicable to line 1 assets	2		0.
3	Subtract line 2 from line 1d	3	70,230	,558.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,053	458.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	69,177	,100.
6	Minimum investment return Enter 5% of line 5	6	3,458	855.
P	art XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and foreign organizations check here and do not complete this part.)	d certain	<u> </u>	_
1	Minimum investment return from Part X, line 6	1	3,458	855
' 2а	Tax on investment income for 2012 from Part VI, line 5		3,430	, 033.
La h	Income tax for 2012. (This does not include the tax from Part VI.)			
C	Add lines 2a and 2b	2c	25	961.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	3,432	894
4	Recoveries of amounts treated as qualifying distributions	4	3,432	0.
5	Add lines 3 and 4	5	3,432	
6	Deduction from distributable amount (see instructions)	6	3, 432	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	3,432	
_	art XII Qualifying Distributions (see instructions)		3,432	074.
_				
1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:	4.	2 710	E 0 0
a	Expenses, contributions, gifts, etc total from Part I, column (d), line 26	1a	3,718	
b	Program-related investments - total from Part IX-B	1b		<u> </u>
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:	_		
	Suitability test (prior IRS approval required)	3a		
þ	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	3,718	<u>,500.</u>
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment	1		0.54
	income. Enter 1% of Part I, line 27b	5		<u>.961.</u>
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	3,692	<u>,539.</u>
	Note: The amount on line 6 will be used in Part V. column (b), in subsequent years when calculating whether the foundation of	malities for th	section	

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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				_3,432,894.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			3,435,214.	
b Total for prior years:				
	J	0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from				
Part XII, line 4: \triangleright \$ 3,718,500.				
a Applied to 2011, but not more than line 2a			3,435,214.	
b Applied to undistributed income of prior				
years (Election required - see instructions)		0.		
c Treated as distributions out of corpus				
(Election required - see instructions)	0.			
d Applied to 2012 distributable amount				283,286.
e Remaining amount distributed out of corpus	0.		-	203,200.
5 Excess distributions carryover applied to 2012	0.		-	0.
(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	0.		·	
b Prior years' undistributed income. Subtract				
line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable				
amount - see instructions		0.		
e Undistributed income for 2011. Subtract line				
4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract		j		
lines 4d and 5 from line 1. This amount must				
be distributed in 2013				<u>3,149,608.</u>
7 Amounts treated as distributions out of				
corpus to satisfy requirements imposed by				
section 170(b)(1)(F) or 4942(g)(3)	0.			····
8 Excess distributions carryover from 2007			·	
not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013.				
Subtract lines 7 and 8 from line 6a	0.			<u> </u>
O Analysis of line 9:				
a Excess from 2008				
b Excess from 2009		İ		
c Excess from 2010				
d Excess from 2011		ļ	J	
e Excess from 2012				
				Form 990-PF (2012)

	ANDREWS, J.				516686 Page 10
Part XIV Private Operating Fo	oundations (see ins	tructions and Part V	II-A, question 9)	N/A	
1 a If the foundation has received a ruling or	r determination letter that	it is a private operating			
foundation, and the ruling is effective for	r 2012, enter the date of the	ne ruling	▶		· · · · · · · · · · · · · · · · · · ·
b Check box to indicate whether the found	lation is a private operatin	g foundation described			942(j)(5)
2 a Enter the lesser of the adjusted net	Tax year		Prior 3 years		
income from Part I or the minimum	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
investment return from Part X for					
each year listed			<u> </u>		
b 85% of line 2a					
c Qualifying distributions from Part XII,					
line 4 for each year listed					
d Amounts included in line 2c not			1		
used directly for active conduct of					
exempt activities					
e Qualifying distributions made directly					
for active conduct of exempt activities.	}		1		
Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:			1		
a "Assets" alternative test - enter:					
(1) Value of all assets			<u>-</u>		
(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			1		
an exempt organization					
(4) Gross investment income			<u> </u>		
Part XV Supplementary Info			if the foundation	n had \$5,000 or m	ore in assets
at any time during t	he year-see instr	uctions.)	·- <u></u>		
1 Information Regarding Foundation	_				
a List any managers of the foundation who			tributions received by th	e foundation before the clo	se of any tax
year (but only if they have contributed m	iore man \$5,000). (See se	Clion 507 (a)(2).)			
NONE					
b List any managers of the foundation who other entity) of which the foundation has			(or an equally large port	tion of the ownership of a p	partnership or
NONE					
2 Information Regarding Contribution Check here ► X if the foundation of				not accept unsolicited req	uests for funds. If
the foundation makes gifts, grants, etc. (see instructions) to indivi	duals or organizations i	under other conditions, a	complete items 2a, b, c, an	d d
a The name, address, and telephone numb	per or e-mail of the persor	to whom applications	should be addressed:		
h The form in which applications about the	o authoritied and info	on and materials they	hould include:		
b The form in which applications should be		on and materials they s			
c Any submission deadlines:					
d Any restrictions or limitations on awards	, such as by geographical	areas, charitable fields	, kınds of ınstitutions, or	other factors:	

3 Grants and Contributions Paid During the		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	Purpose of grant or contribution	Amount
a Paid during the year	or substantial contributor	recipient		
a raid during the year				
ALL CHURCH HOME FOR CHILDREN	}	PUBLIC	OPERATIONS	
1424 SUMMIT AVENUE				
FORT WORTH, TX 76102				375,000
		}		
ALL SAINTS HEALTH FOUNDATION		PUBLIC	OPERATIONS	
1400 8TH AVENUE				
FORT WORTH, TX 76104				1,000,000
CAMP FIRE USA FIRST TEXAS COUNCIL		PUBLIC	OPERATIONS	
2700 MEACHAM BLVD				
FORT WORTH, TX 76137	 			50,000
COLLECTOR'S FOUNDATION		PUBLIC	OPERATIONS	
141 RIVER'S EDGE DR, SUITE 200				
TRAVERSE CITY, MI 49684				25,000
FORT WORTH MUSEUM OF SCIENCE &		PUBLIC	CAPITAL CAMPAIGN	
HISTORY		FORLIC	CAFITAL CAMPAIGN	
1600 GENDY STREET				
FORT WORTH, TX 76107				500,000
	NTINUATION SHEE	ET(S)	<u>▶ 3a</u>	3,710,000
b Approved for future payment				
NONE				
				
Total			▶ 3b	0 m 990-PF (2012)

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Part XVI-A **Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated.	Unrelated busin	ess income		led by section 512, 513, or 514	(e)
1 Program service revenue:	(a) Business code	(b) Amount	(C) Exclu- sion code	(d) Amount	Related or exempt function income
•	Code		4000		
a					
·					
<u> </u>			 		
d					·
e				_	
			<u> </u>	_	
g Fees and contracts from government agencies					
2 Membership dues and assessments			 		
3 Interest on savings and temporary cash					
Investments 4 Dividends and interest from securities			14	1,437,702.	
5 Net rental income or (loss) from real estate:			14	1,431,102.	
a Debt-financed property	 		-		
				_ 	
				· 	
6 Net rental income or (loss) from personal					
property 7 Other investment income	900099	426.	14	21 105	
	900099	420.	14	21,185.	
8 Gain or (loss) from sales of assets other			18	1 422 021	
than inventory			10	1,423,931.	 ,
9 Net income or (loss) from special events10 Gross profit or (loss) from sales of inventory				·-·-	
11 Other revenue:		 -	+		
_					
a					
b			1 1		
C					
d					 -
12 Subtotal. Add columns (b), (d), and (e)	— 	426.		2,882,818.	0.
13 Total. Add line 12, columns (b), (d), and (e)	<u> </u>	420.		13	
(See worksheet in line 13 instructions to verify calculation	ne \			· · · · · · · · · · · · · · · · · · ·	2,003,244.
Part XVI-B Relationship of Activiti	es to the Accompli	shment of Ex	cempt	Purposes	
Line No. Explain below how each activity for which	n income is reported in colum	nn (e) of Part XVI-A	contribi	uted importantly to the accomi	plishment of
the foundation's exempt purposes (other					
				· · · · · · · · · · · · · · · · · · ·	· · · · · · · · · · · · · · · · · · ·
					
	<u> </u>				
					-
		-			
					
					
7					
	<u> </u>				
			-		
					

orm 990-PF (2	2012) PAUL	B. ANDREW	S. JR.	FOUNDATION		26-1516			ge 18
Part XVII	Information Re Exempt Organ		fers To a	nd Transactions a	and Relations	hips With Nonchar	itable		
	rganization directly or indir					ion 501(c) of		Yes	No
	(other than section 501(c)				nizations?				
Transfers	from the reporting founda	ation to a noncharitab	le exempt org	janization of:			·		47
							18(1)		X
							14(2)		
b Other trai	-	h.l					1b(1)		X
	s of assets to a noncharital						16(2)		X
	hases of assets from a nor						16(3)		X
	ai or lacillues, equipment, ibursement arrangements						15(4)		X
	ns or loan guarantees				• ••		16(5)		X
	ormance of services or me	 Imhership or fundrais		 ns			1b(6)		X
	of facilities, equipment, ma						10		X
						market value of the goods, o	ther ass	ets,	
						n or sharing arrangement, si			
cotumn (d) the value of the goods,	other assets, or servi	ces received.						
a)Line no	(b) Amount Involved	(c) Name of	noncharitable	exempt organization	(d) Descriptio	n of transfers, transactions, and s	haring an	rangeme	nts
			N/A			···			
					i				
				_					
		<u> </u>				***			
				-					
	······································	ļ				<u></u>			
	undation directly or indirec n 501(c) of the Code (othe	•	•	, ,	izations described	🗀	Yes	X	ON [
b If "Yes," o	complete the following sch	edule.							
	(a) Name of org	ganization		(b) Type of organization		(e) Description of relationsh	ıp		
	N/A								
				<u> </u>	<u></u>				
Unde	or penalties of perjuly, I declare belief, it is true, correct, and col	that thave examined this	s return, including	ig accompanying schedules and tryongreet is been an all infor-	d statements, and to the	e best of my knowledge	the RS	discuss	this
oign L				i / /		sho	m with the	e prepa (see ins	业)7
Here	Par L.	Jedhal	<u></u>	11/12/13	PRESI	DENT L	∐ Yes		_ No
Sig	mature of officer or trustee	·		Date	Title				
	Print/Type preparer's na	ame	Preparer's s	ignature	Date	Check If PTIN			
5 1.3			1		1.1 1	self- employed			
Paid	KELLY R. H		۲	<u> </u>	14/17/13		286		
Preparer		ANDER, CL	AY & O	PI W Z, LLP	1 '	Firm's EIN ▶ 75-14	1585	09	
Use Only				<u> </u>					
	Firm's address ► 32				200				_
	FC	RT WORTH,	TX 76	107		Phone no. 817-			
						Fo	m 99 0	-PF	(2012)

PAUL E. ANDREWS, JR. FOUNDATION
Part IV | Capital Gains and Losses for Tax on Investment Income

Capital gain net income or (net capital loss) Capital gain net income or (Capital Gaille and Los	3368 IOI TAX OII INVESTITETIL HICOINE				
14 PUBLICLY TRADED SECURTIES P	(a) List and 2-story br	I describe the kind(s) of property sol rick warehouse; or common stock, 2	d, e.g., real estate, 00 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
EXECUTION P						
SCP OCEAN FUND REDEMPTION					 	
GALLEON OFFSHORE REDEMPTION P					 	
### CALLEON OPESHORE REDEMPTIONS P					 	
PROVIDENCE VI REDEMPTIONS P						···
A PODLO EPF RRDEMPTIONS						
CORPS PRIVATE INVESTORS LLC P						
SCF III PRIVATE INVESTORS, LLC						
Complete only for assets showing gam an column (h) and owned by the foundation on 123/169 Complete only for assets showing gam an column (h) and owned by the foundation on 123/169 Complete only for assets showing gam an column (h) and owned by the foundation on 123/169 Complete only for assets showing gam an column (h) and owned by the foundation on 123/169 Complete only for assets showing gam an column (h) and owned by the foundation on 123/169 Complete only for assets showing gam an column (h) and owned by the foundation on 123/169 Complete only for assets showing gam an column (h) and owned by the foundation on 123/169 Complete only for assets showing gam an column (h) and owned by the foundation on 123/169 Complete only for assets showing gam an column (h) and owned by the foundation on 123/169 Complete only for assets showing gam an column (h) and owned by the foundation on 123/169 Complete only for assets showing gam an column (h) and owned by the foundation on 123/169 Complete only for assets showing gam an column (h) and owned by the foundation on 123/169 Complete only for assets showing gam an column (h) and owned by the foundation on 123/169 Complete only for assets showing gam an column (h) and owned by the foundation on 123/169 Complete only for assets showing gam an column (h) and owned by the foundation on 123/169 Complete only for assets showing gam and column (h) and owned by the foundation on 123/169 Complete only for assets showing gam and column (h) and owned by the foundation on 123/169 Complete only for assets showing gam and column (h) and owned by the foundation on 123/169 Complete only for assets showing gam and column (h) and owned by the foundation on 123/169 Complete only for assets showing gam and column (h) and owned by the foundation on 123/169 Complete only for assets showing gam and column (h) and owned by the foundation on 123/169 Complete only for assets showing gam and column (h) and owned by the foundation on 123/169 Complete only						
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Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 Complete only for assets showing gain in column (h) and owned by the f	_1					
(i) Gross sales price (ii) Depreciation allowed (or allowable) (or	_k					
(i) Gross sales price (ii) Depreciation allowed (or allowable) (or						
(e) Gross sales price (f) Depreciation allowed (or allowable) (g) Cost or other basis plus expense of sale (p) plus (f) minus (g) (p) to 2 (p) plus (f) minus (g) (p) to 2 (p) plus (f) minus (g) (p) plus (f) minus (g) (p) plus (f) minus (g) (p) plus (f) minus (g) (p) plus (f) minus (g) (p) plus (f) minus (g) (p) plus (f) minus (g) (p) plus (f) minus (g) (p) plus (f) minus (g) (p) plus (f) minus (g) (p) plus (f) minus (g) (p) plus (f) minus (g) (p) plus (f) minus (g) (p) plus (f) minus (g) (p) plus (f) minus (g) (p) plus (g) plus	m				l	
(e) Gross Sales price (f) Depreciation allowed (g) Cost or other basis (e) plus (f) minus (g) (g) to species of sales (f) plus (f) minus (g) (g) to species of sales (f) plus (f) minus (g) (g) to species of sales (g) plus (f) minus (g) (g) to species of sales (g) plus (f) minus (g) (g) to species of sales (g) plus (f) minus (g) (g) to species of sales (g) plus (f) minus (g) (g) to species of sales (g) plus (f) minus (g) (g) to species of sales (g) plus (f) minus (g) (g) to species of sales (g) plus (f) minus (g) (g) to species of sales (g) plus (f) minus (g) (g) to species of sales (g) plus (f) minus (g) (g) to species of sales (g) plus (f) minus (g) (g) to species of sales (g) plus (f) minus (g) (g) to species (g) plus (f) minus (g) (g) to species (g) plus (f) minus (g) (g) to species (g) plus (f) minus (g) (g) to species (g) plus (f) minus (g) (g) to species (g) plus (g)	<u>n</u>		-			·
Complete only for assets showing gam in column (h) and owned by the foundation on 12/31/69 1, 769, 520	0					
b 206, 441. c 408.	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(e) t (µ) Gain or (loss) dus (f) minus (g)	
b 206, 441. c 408.	a 20.329.279.		18.559.759.		1.	769.520.
Complete only for assets showing gam in column (h) and owned by the foundation on 12/31/69 (i) Losses (from col. (h)) gams (excess of col. (h)) and (excess of col. (h)						
1,119,233 1,691,093 -571,860 e						
## 1.18			1.691.093.			
114 9			3 798			
9 499. h 4,308. 1 13,314. 1			3,733.			
h						
1 13,314. 1		<u> </u>		 		
1			 			
Complete only for assets showing gam in column (h) and owned by the foundation on 12/31/69 (i) Excess of col. (i) over col. (j), if any (ii) Losses (from col. (h)) Gams (excess of col. (ii) but not less than "-0" but not less than "-0" but not less than "-0" but not less than "-0" a 206, 441. c 206, 441. c 206, 441. c 207, 1860. c 207, 1860. c 208, 187. c 20	13,314		 		 _	10,014.
Complete only for assets showing gam in column (h) and owned by the foundation on 12/31/69 (i) Excess of col. (i) over col. (j), if any (ii) Losses (from col. (h)) Gams (excess of col. (ii) but not less than "-0" but not less than "-0" but not less than "-0" but not less than "-0" a 206, 441. c 206, 441. c 206, 441. c 207, 1860. c 207, 1860. c 208, 187. c 20	1				 -	·
m n						
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 (i) Adjusted basis as of 12/31/69 (i) Adjusted basis as of 12/31/69 (ii) Adjusted basis as of 12/31/69 (ii) Excess of col. (i) over col. (j), if any (iii) Excess of col. (iii) over col. (j), if any (iii) Excess of col. (iii) over col. (ji) over col. (ji) over col. (ji) over col. (ji) over col. (ji) over col. (ji) over col. (ji) over col. (ji) over col. (ji) over col. (ji) over col. (ji) over col. (ji) over col. (ji) over col. (j		 				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 (i) F.M.V. as of 12/31/69 (ii) F.M.V. as of 12/31/69 (iii) F.M.V. as of 12/31/69 (iv) F.M.V. as of 12/		 -	<u> </u>			
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 (i) F.M.V. as of 12/31/69 (j) Adjusted basis as of 12/31/69 (k) Excess of col. (i) ower col. (ii), if any 1, 769, 520. 206, 441. 206, 441. 408. 408. 409. 1, 187. 114. 9 499. 1, 187. 114. 9 2 Capital gain net income or (net capital loss) { if gain, also enter in Part I, line 7 } if (loss), enter "0-" m Part I, line 7 } if (loss) as defined in sections 1222(5) and (6): if gain, also enter in Part I, line 8, column (c).						
(i) F.M.V. as of 12/31/69 (j) Adjusted basis as of 12/31/69 (k) Excess of col. (i) over col. (j), if any (l) but not less than *-0-*) a		an norm and the second of the	the foundation == 10/01/00			
(i) F.M.V. as of 12/31/69 as of 12/31/69 over col. (j), if any but not less than *-0-*) a	Complete only for assets showing			(I) Los	ises (from col. (h))	col (k)
b	(i) F.M.V. as of 12/31/69			but n	ot less than "-0-")	
C	a					
Capital gain net income or (net capital loss) If gain, also enter in Part I, line 7 2 1,423,931.	b					206,441.
Capital gain net income or (net capital loss) If gain, also enter in Part I, line 7 2 1,423,931.	C					408.
### ### ##############################	d					
t 114. g 499. h 499. l 13,314. I 13,314. Capital gain net income or (net capital loss) { f gain, also enter in Part , line 7 f (loss), enter "-0-" in Part , line 7 } Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): }		····				1,187.
g 499. h 4,308. 1 13,314. I						114.
h 4,308. 13,314. 1 k I m n c Capital gain net income or (net capital loss) { f gain, also enter in Part , line 7 } Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part , line 8, column (c).		_ , , , , , , , , , , , , , , , , , ,				499.
1 13,314.						
k I m n o Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 or In Part I, line 7 } 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).						
To a control gain net income or (net capital loss) { If gain, also enter in Part I, line 7 }	·					
To a control gain net income or (net capital loss) { If gain, also enter in Part I, line 7 }	<u> </u>		-		· · · · · · · · · · · · · · · · · · ·	·
m n o Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 1, 423, 931. 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).			<u> </u>	-		
Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 } 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).						
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 } 2 1,423,931. 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).						
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 2 1,423,931. 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).						
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).	0					
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c).	2 Capital gain net income or (net ca	pital loss) { If gain, also enter If (loss), enter -0	ın Part I, line 7 -• ın Part I, line 7	2	1,	423,931.
If (loss), enter *-0-* in Part I, line 8		s) as defined in sections 1222(5) an	.			
				3	N/A	

Part XV Supplementary Information				
3 Grants and Contributions Paid During the Y				
Recipient	If recipient is an individual, show any relationship to any foundation manager	Foundation status of	Purpose of grant or contribution	Amount
Name and address (home or business)	or substantial contributor	recipient		
H.O.P.E. FARM, INC.		PUBLIC	OPERATIONS	
865 E. RAMSEY AVENUE				
FORT WORTH, TX 76104			 	15,000,
JAMES L. WEST ALZHEIMER CENTER		PUBLIC	OPERATIONS	
1111 SUMMIT AVE				
FORT WORTH, TX 76102				100,000,
JPMORGAN DONOR ADVISED FUND		PUBLIC	OPERATIONS)
2200 ROSS AVENUE FL 10				
DALLAS, TX 75201				30,000,
	,			
KINDERFROGS SCHOOL SCHOOL AT TCU		PUBLIC	OPERATIONS	
2805 STADIUM DRIVE				
FORT WORTH TX 76109				15,000.
RONALD MCDONALD HOUSE OF FORT WORTH		PUBLIC	OPERATIONS	
1004 7TH AVENUE				
FORT WORTH, TX 76104				50,000.
ST. FRANCIS EPISCOPAL DAY SCHOOL		PUBLIC	OPERATIONS	
335 PINEY POINT ROAD				500.000
HOUSTON TX 77024		 -		500,000,
TRINITY VALLEY SCHOOL		PUBLIC	OPERATIONS	
7500 DUTCH BRANCH ROAD FORT WORTH, TX 76132				1,000,000,
FORT WORTH, TX /0132				1,000,000,
UNION GOSPEL MISSION OF TARRANT		PUBLIC	OPERATIONS	
COUNTY				
1321 EAST LANCASTER AVENUE				50,000,
FORT WORTH, TX 76102				30,000.
				}
	1			
Total from continuation sheets				1,760,000

FORM 990-PF DIVIDENT	OS AND	INTER	EST	FROM	SEC	URITIES	STATEMENT	1
SOURCE	(GROSS	AMC	UNT		PITAL GAINS DIVIDENDS	COLUMN (A AMOUNT)
CDRF8 PRIVATE INVESTORS, LLC JCF III PRIVATE INVESTORS, LLC JP MORGAN CHASE BANK - A12439005 JP MORGAN CHASE BANK - Q12147007 JP MORGAN CHASE BANK - X10658007 SOF VIII PRIVATE INVESTORS			115, 122,	19. 851. 517. 6. 971. 338.		0. 0. 0. 0.	19. 18,851. 115,517. 6. 1,122,971. 180,338.	
TOTAL TO FM 990-PF, PART I, I	LN 4 =	1,	437,	702.		0.	1,437,7	02.
FORM 990-PF	OTI	HER I	NCOM	Œ			STATEMENT	2
DESCRIPTION		;	REV	A) ENUE BOOKS	5	(B) NET INVEST- MENT INCOME		
FROM PASSTHROUGHS FROM PASSTHROUGHS		-	21,185. 21,185 426. 0					
TOTAL TO FORM 990-PF, PART I,	LINE	11		21,6	511.	21,185		
FORM 990-PF	ACC	OUNTI	NG F	EES			STATEMENT	3
DESCRIPTION	(A EXPEN PER B	SES		(B) INVE T INC		(C) ADJUSTED NET INCOM		
ACCOUNTING	8	,500.			0 .	•	8,5	00.
TO FORM 990-PF, PG 1, LN 16B	8	,500.			0 .	•	8,5	00.

FORM 990-PF	TAX	ES		STATEMENT		
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOM			
FEDERAL TAXES FOREIGN TAXES	30,416. 3,625.	3,625.			0.	
TO FORM 990-PF, PG 1, LN 18	34,041.	3,625.			0.	
FORM 990-PF	OTHER E	XPENSES		STATEMENT	5	
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOM			
INVESTMENT MGMT - ACCT X007 FROM PASSTHROUGH ENTITIES INVESTMENT MGMT - ACCT A005 ADR FEE - ACCT A005	224,661. 31,958. 26,380. 70.	224,661. 31,958. 26,380. 70.			0. 0. 0.	
TO FORM 990-PF, PG 1, LN 23	283,069.	283,069.	=		0.	
FORM 990-PF OTHER DECREASI	ES IN NET AS	SETS OR FUND	BALANCES	STATEMENT	6	
DESCRIPTION				AMOUNT		
RETURN OF CAPITAL COST BASIS ADJUSTMENT				1,0	77.	
TOTAL TO FORM 990-PF, PART I	II, LINE 5			1,08	84.	
FORM 990-PF	CORPORAT	E STOCK		STATEMENT	7	
DESCRIPTION		во	OK VALUE	FAIR MARKE	r	
EQUITIES		2	3,258,340.	25,336,00	01.	
TOTAL TO FORM 990-PF, PART I			3,258,340.	25,336,00		

FORM 990-PF C	ORPORATE BONDS		STATEMENT	8
DESCRIPTION		BOOK VALUE	FAIR MARKET VALUE	ľ
FIXED INCOME		21,941,134.	22,946,78	32.
TOTAL TO FORM 990-PF, PART II, LI	NE 10C	21,941,134.	22,946,782	
FORM 990-PF OT	HER INVESTMENTS		STATEMENT	9
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE	r
ALTERNATIVE INVESTMENTS	COST	14,152,262.	16,660,93	32.
JCF III PRIVATE INVESTORS, LLC	COST	415,356.	415,20)4.
CDRF8 PRIVATE INVESTORS, LLC	COST	982,353.	1,173,66	
JP MORGAN SECONDARY PRIVATE EQUIT		477,087.	759,26	
QUANTUM OFFSHORE V, L.P.	COST COST	346,953. 425,052.	269,11 429,55	
LC ASIA PRIVATE INVESTORS, L.P. STARWOOD SOF VIII PRIVATE INVESTOR		1,072,148.	1,097,06	
PROVIDENCE VII PRIVATE INVESTORS	COST	115,826.	99,96	
KKR NORTH AMERICA XI	COST	167,667.	138,11	
ADOLLO DDE TI	COST	63,808.	71,37	76.
APOLLO EPF II	COST	03,000.	, = , 5 ,	

	ST OF OFFICERS, D D FOUNDATION MANA		STATI	EMENT 10
NAME AND ADDRESS	TITLE AND AVRG HRS/WK		EMPLOYEE BEN PLAN CONTRIB	EXPENSE
PAUL E. ANDREWS 301 COMMERCE STREET, SUITE 2280 FORT WORTH, TX 76102	PRESIDENT/TREA	SURER 0.	0.	0.
JUDITH E. ANDREWS 301 COMMERCE STREET, SUITE 2280 FORT WORTH, TX 76102	VICE PRESIDENT 1.00	'/SECRETARY 0.	0.	0.
CHRISTOPHER ANDREWS 301 COMMERCE STREET, SUITE 2280 FORT WORTH, TX 76102	DIRECTOR 1.00	0.	0.	0.
JENNIFER MOORE 301 COMMERCE STREET, SUITE 2280 FORT WORTH, TX 76102	DIRECTOR 1.00	0.	0.	0.
EMELIE ANDREWS-GRAHAM 301 COMMERCE STREET, SUITE 2280 FORT WORTH, TX 76102	DIRECTOR 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE	6, PART VIII	0.	0.	0.