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Form

990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust

Treated as a Private Foundation

Note.

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012, or tax year beginning 01-01-2012 , and ending 12-31-2012

Name of foundation COVEY GANT FOUNDATION		A Employer identification number 26-1540021	
Number and street (or P O box number if mail is not delivered to street address) 3220 WESTCLIFF ROAD WEST		B Telephone number (see instructions) (817) 923-0600	
City or town, state, and ZIP code FORT WORTH, TX 76109		C If exemption application is pending, check here ☐	
G Check all that apply <div>☐ Initial return ☐ Final return ☐ Address change</div> <div>☐ Initial return of a former public charity ☐ Amended return ☐ Name change</div>		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ☒ \$ 509,403	J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	100,000			
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	274	274	274	
	4 Dividends and interest from securities.	10,941	10,941	10,941	
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	7,254			
	b Gross sales price for all assets on line 6a _____ 290,172				
	7 Capital gain net income (from Part IV , line 2)		7,254		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	9		9	
	12 Total. Add lines 1 through 11	118,478	18,469	11,224	
	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)	1,082	490		592
	c Other professional fees (attach schedule)	4,588	4,588		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	51	51		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses. Add lines 13 through 23	5,721	5,129		592
	25 Contributions, gifts, grants paid	18,500			18,500
	26 Total expenses and disbursements. Add lines 24 and 25	24,221	5,129		19,092
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	94,257			
	b Net investment income (if negative, enter -0-)		13,340		
	c Adjusted net income (if negative, enter -0-)			11,224	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	44,323		
	2	Savings and temporary cash investments	22,911	44,978	44,978
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of 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 government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	261,907 ☐	399,276	438,833
	c	Investments—corporate bonds (attach schedule).	10,482 ☐	13,967	14,684
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	35,411 ☐	11,070	10,908
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	375,034	469,291	509,403	
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)		0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ☐ 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, check here ☒ and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	375,034	469,291	
	30	Total net assets or fund balances (see page 17 of the instructions)	375,034	469,291	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	375,034	469,291	

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	375,034
2	Enter amount from Part I, line 27a	2	94,257
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	469,291
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	469,291

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

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) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a See Additional Data Table			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	<div><div>If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7</div></div>	2	7,254
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) <div>If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8</div>		3	-7,066

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 page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	16,798	421,299	0 039872
2010	9,312	363,639	0 025608
2009	19,394	237,493	0 081661
2008	1,710	282,214	0 006059
2007		12,312	

2 Total of line 1, column (d).	2	0 153200
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 038300
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	497,167
5 Multiply line 4 by line 3.	5	19,041
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	133
7 Add lines 5 and 6.	7	19,174
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	19,092

Part VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

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—see instructions)			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	267
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	
3		Add lines 1 and 2.		3	267
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5		Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	267
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a		
b		Exempt foreign organizations—tax withheld at source	6b		
c		Tax paid with application for extension of time to file (Form 8868)	6c		
d		Backup withholding erroneously withheld	6d		
7		Total credits and payments Add lines 6a through 6d.		7	
8		Enter any penalty for underpayment of estimated tax Check here ☐ 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	267
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	
11		Enter the amount of line 10 to be Credited to 2013 estimated tax ☐	Refunded ☐	11	

Part VII-AStatements Regarding Activities

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?		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?			No
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file Form 1120-POL for this year?.	1c		No
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?	2		No
	If "Yes," attach a detailed description of the activities.			
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?.	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?.	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		No
	If "Yes," attach the statement required by General Instruction T.			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either <ul style="list-style-type: none">By language in the governing instrument, orBy state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6		No
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	7	Yes	
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 Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .	8b	Yes	
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	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ▶N/A				
14	The books are in care of ▶PAIGE O DANIEL Telephone no ▶(817) 980-4897 Located at ▶3220 WESTCLIFF ROAD WEST FORT WORTH TX ZIP +4 ▶76109			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year ▶	15		
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country ▶				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ 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)?. ☐ Yes ☒ 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). ☐ Yes ☒ 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 page 20 of the instructions)?. . . Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐	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		
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?. ☐ Yes ☒ No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		
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?. ☐ Yes ☒ 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i>).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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 instructions)?		5b	
	Organizations relying on a current notice regarding disaster assistance check here.	☒		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	☐ Yes ☐ No		
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	No
	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?		7b	

Part VIII

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
BURL DANIEL  3220 WESTCLIFF ROAD WEST FORT WORTH, TX 76109	DIRECTOR 0 00	0	0	0
PAIGE DANIEL  3220 WESTCLIFF ROAD WEST FORT WORTH, TX 76109	DIRECTOR 0 00	0	0	0
DANNY DENKE  3880 HULEN STREET SUITE 410 FORT WORTH, TX 76107	DIRECTOR 0 00	0	0	0
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000.				

Part VIII

Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services.		

Part IX-A

Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1	
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments. See page 24 of the instructions.	
3	
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	391,485
b	Average of monthly cash balances.	1b	113,253
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	504,738
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	504,738
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	7,571
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	497,167
6	Minimum investment return. Enter 5% of line 5.	6	24,858

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	24,858
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	267
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	267
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	24,591
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	24,591
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	24,591

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	19,092
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	19,092
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	19,092
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				24,591
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			18,031	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012				
a From 2007.				
b From 2008.				
c From 2009.				
d From 2010.				
e From 2011.				
f Total of lines 3a through e.				
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 19,092				
a Applied to 2011, but not more than line 2a			18,031	
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.				1,061
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 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.				23,530
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 organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.	Tax year	Prior 3 years			(e) Total
		(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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 organization 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))

See Additional Data Table

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

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

BURL B DANIEL III
3220 WESTCLIFF ROAD WEST
FORT WORTH, TX 76109
(817) 980-4897

b

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

A LETTER SHOULD BE SUBMITTED WITH THE RELEVANT INFORMATION ABOUT THE NONPROFIT ORGANIZATION'S CHARITABLE, RELIGIOUS, SCIENTIFIC, LITERARY, OR EDUCATIONAL PURPOSES

c

Any submission deadlines

NONE

d

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

ALL AWARDS MUST BE PAID TO SECTION 501(C)(3) ORGANIZATIONS

Part XV

Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	18,500
b Approved for future payment				
Total			3b	

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a	_____					
b	_____					
c	_____					
d	_____					
e	_____					
f	_____					
g	Fees and contracts from government agencies					
2	Membership dues and assessments. . . .					
3	Interest on savings and temporary cash investments					274
4	Dividends and interest from securities. . . .					10,941
5	Net rental income or (loss) from real estate					
a	Debt-financed property.					
b	Not debt-financed property.					
6	Net rental income or (loss) from personal property					
7	Other investment income.					
8	Gain or (loss) from sales of assets other than inventory					7,254
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory. .					
11	Other revenue a See Additional Data Table					
b	_____					
c	_____					
d	_____					
e	_____					
12	Subtotal Add columns (b), (d), and (e). .					18,478
13	Total. Add line 12, columns (b), (d), and (e).					18,478

[illegible]

Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash.			No
(2) Other assets.			No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.			No
(2) Purchases of assets from a noncharitable exempt organization.			No
(3) Rental of facilities, equipment, or other assets.			No
(4) Reimbursement arrangements.			No
(5) Loans or loan guarantees.			No
(6) Performance of services or membership or fundraising solicitations.			No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.			No
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received			

[illegible]

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

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

*****		2013-08-01	*****		May the IRS discuss this return with the preparer shown below (see instr. 7)? ☐ Yes ☐ No
Signature of officer or trustee		Date	Title		

May the IRS discuss this return with the preparer shown below (see instr)? ☐ Yes ☐ No

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN
MICHELLE JOHNSON CPA	MICHELLE JOHNSON CPA	2013-08-08		
Firm's name ☐	DENKE CPA PC		Firm's EIN ☐	
	3880 HULEN ST STE 410			
Firm's address ☐	FORT WORTH, TX 76107		Phone no (817) 332-3254	

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
CURRENCY SHRS AUSTRALIAN DOL, 20 SH	P	2012-01-23	2012-05-07
IPATH DJ-UBS COTTN TR SUB IDX, 21 SH	P	2012-08-07	2012-09-07
ISHARES IBOXX HY BD, 108 SH	P	2011-12-27	2012-05-09
PIMCO SHT MATURITY STRGY ETF, 18 SH	P	2012-05-22	2012-08-22
POWERSHARES DB CRUDE OIL DBLE, 66 SH	P	2012-05-07	2012-07-02
PROSHARES ULTRA SHORT GOLD, 9 SH	P	2012-07-02	2012-08-07
SPDR DOW JONES REIT, 4 SH	P	2011-10-24	2012-05-14
UBS HIGH YIELD, 1191 574 SH	P	2010-06-16	2012-11-14
UBS HIGH YIELD, 9 64 SH	P	2011-05-24	2012-11-14
UNITED STATES GASOLINE FUND, 6 SH	P	2012-01-12	2012-04-05
CURRENCY SHRS AUSTRALIAN DOL, 26 SH	P	2012-09-13	2012-09-26
IPATH S&P GSCI TOT RETURN IN, 124 SH	P	2010-06-13	2012-05-10
ISHARES MSCI EMERG MKTS INDEX, 49 SH	P	2012-01-20	2012-05-14
PIMCO SHT MATURITY STRGY ETF, 24 SH	P	2012-06-01	2012-08-22
POWERSHARES DB ENERGY, 118 SH	P	2012-08-08	2012-09-26
PROSHARES ULTRA SHORT GOLD, 91 SH	P	2012-05-14	2012-08-07
SPDR DOW JONES REIT, 47 SH	P	2011-10-24	2012-05-22
UBS HIGH YIELD, 12 383 SH	P	2010-12-22	2012-11-14
UBS HIGH YIELD, 9 667 SH	P	2012-02-23	2012-11-14
UNITED STATES GASOLINE FUND, 70 SH	P	2012-01-23	2012-05-16
DIREXION DAILY EMRG MKT BEAR, 11 SH	P	2012-07-02	2012-08-06
IPATH S&P GSCI TOT RETURN IN, 32 SH	P	2010-10-07	2012-05-10
ISHARES MSCI EMERG MKTS INDEX, 53 SH	P	2012-06-19	2012-06-25
PIMCO SHT MATURITY STRGY ETF, 24 SH	P	2012-07-02	2012-08-22
POWERSHARES DB ENERGY, 123 SH	P	2012-02-08	2012-06-01
PROSHARES ULTRASHORT EURO, 108 SH	P	2012-09-26	2012-11-27
SPDR DOW JONES REIT, 5 SH	P	2011-10-24	2012-01-18
UBS HIGH YIELD, 20 418 SH	P	2012-11-13	2012-11-14
UBS HIGH YIELD, 9 691 SH	P	2011-04-21	2012-11-14
UNITED STATES GASOLINE FUND, 87 SH	P	2012-01-12	2012-05-16

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(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)
DIREXION DAILY EMRG MKT BEAR, 269 SH	P	2012-06-25	2012-08-06
ISHARES BARCLAY'S SHT-TERM T, 10 SH	P	2011-12-15	2012-02-23
ISHARES RUSSELL 1000 GRWTH ID, 14 SH	P	2010-06-13	2012-05-09
PIMCO SHT MATURITY STRGY ETF, 45 SH	P	2012-05-16	2012-08-08
POWERSHARES DB ENERGY, 188 SH	P	2012-08-07	2012-09-26
PROSHARES ULTRASHORT EURO, 12 SH	P	2011-09-07	2012-01-18
SPDR GOLD TR GOLD SHS ETF, 10 SH	P	2012-02-23	2012-04-05
UBS HIGH YIELD, 250 581 SH	P	2010-08-19	2012-11-14
UBS HIGH YIELD, 9 812 SH	P	2011-03-24	2012-11-14
UNITED STATES NATURAL GAS, 31 SH	P	2012-09-26	2012-10-15
DIREXION DAILY EMRG MKT BEAR, 84 SH	P	2012-06-25	2012-08-06
ISHARES BARCLAY'S SHT-TERM T, 11 SH	P	2012-01-31	2012-02-23
ISHARES RUSSELL 1000 GRWTH ID, 79 SH	P	2010-06-13	2012-08-06
PIMCO SHT MATURITY STRGY ETF, 54 SH	P	2012-06-20	2012-08-06
POWERSHARES DB ENERGY, 83 SH	P	2012-08-22	2012-09-26
PROSHARES ULTRASHORT EURO, 2 SH	P	2011-09-07	2012-08-09
SPDR GOLD TR GOLD SHS ETF, 11 SH	P	2012-02-23	2012-05-14
UBS HIGH YIELD, 8 437 SH	P	2010-07-23	2012-11-14
UBS HIGH YIELD, 9 879 SH	P	2010-10-22	2012-11-14
UNITED STATES NATURAL GAS, 396 SH	P	2012-09-26	2012-12-14
DIREXION S&P 500 BEAR 3X SHR, 357 SH	P	2012-06-25	2012-08-06
ISHARES BARCLAY'S SHT-TERM T, 12 SH	P	2011-12-09	2012-01-18
ISHARES RUSSELL 1000 VAL IDX, 2 SH	P	2010-06-13	2012-05-10
PIMCO SHT MATURITY STRGY ETF, 72 SH	P	2012-09-26	2012-11-27
POWERSHARES DB OIL FUND, 1 SH	P	2012-08-22	2012-09-26
PROSHARES ULTRASHORT EURO, 35 SH	P	2012-08-22	2012-09-13
SPDR GOLD TR GOLD SHS ETF, 13 SH	P	2012-08-07	2012-12-05
UBS HIGH YIELD, 8 563 SH	P	2010-06-23	2012-11-14
UBS HIGH YIELD, 9 912 SH	P	2012-04-25	2012-11-14
VANGUARD MSCI EMERG MKTS, 192 SH	P	2010-06-13	2012-05-10

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
ETFS PHYSICAL PALLADIUM SHS, 1 SH	P	2012-01-12	2012-01-18
ISHARES BARCLAY'S SHT-TERM T, 13 SH	P	2011-11-22	2012-01-18
ISHARES RUSSELL 1000 VAL IDX, 88 SH	P	2010-06-13	2012-08-06
PIMCO SHT MATURITY STRGY ETF, 85 SH	P	2012-05-10	2012-05-31
POWERSHARES DB OIL FUND, 396 SH	P	2012-08-22	2012-09-26
PROSHARES ULTRASHORT EURO, 4 SH	P	2011-09-07	2012-05-14
UBS HIGH YIELD, 10 019 SH	P	2010-09-23	2012-11-14
UBS HIGH YIELD, 8 851 SH	P	2012-03-23	2012-11-14
UBS HIGH YIELD, 9 927 SH	P	2011-12-23	2012-11-14
VANGUARD MSCI EMERG MKTS, 20 SH	P	2010-10-07	2012-05-10
ETFS PHYSICAL PALLADIUM SHS, 17 SH	P	2012-11-27	2012-12-14
ISHARES BARCLAY'S SHT-TERM T, 17 SH	P	2011-11-22	2012-01-12
ISHARES RUSSELL 2000 GRWTH ID, 69 SH	P	2010-06-13	2012-08-06
POWERSHARES DB AGRICULTURE, 36 SH	P	2012-08-09	2012-09-26
POWERSHARES LISTED PRIV EQU, 235 SH	P	2010-06-13	2012-05-10
PROSHARES ULTRASHORT EURO, 41 SH	P	2011-09-07	2012-09-13
UBS HIGH YIELD, 10 026 SH	P	2012-01-25	2012-11-14
UBS HIGH YIELD, 8 888 SH	P	2012-05-23	2012-11-14
UBS HIGH YIELD, 9 934 SH	P	2011-06-23	2012-11-14
VANGUARD MSCI EMERG MKTS, 34 SH	P	2012-08-08	2012-08-22
ETFS PHYSICAL PALLADIUM SHS, 27 SH	P	2012-01-12	2012-04-05
ISHARES BARCLAY'S SHT-TERM T, 19 SH	P	2011-12-13	2012-01-23
PIMCO SHT MATURITY STRGY ETF, 11 SH	P	2012-05-07	2012-08-07
POWERSHARES DB AGRICULTURE, 39 SH	P	2012-08-22	2012-09-26
POWERSHARES LISTED PRIV EQU, 38 SH	P	2010-10-07	2012-05-10
PROSHARES ULTRASHORT EURO, 49 SH	P	2011-09-07	2012-01-23
UBS HIGH YIELD, 10 055 SH	P	2011-09-23	2012-11-14
UBS HIGH YIELD, 8 995 SH	P	2012-10-24	2012-11-14
ULTRA SHT REAL ESTATE PRO SH, 58 SH	P	2012-06-01	2012-06-19
VANGUARD REIT INDEX ETF, 1 SH	P	2010-06-13	2012-08-06

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ETFS PHYSICAL PALLADIUM SHS, 3 SH	P	2012-08-22	2012-09-13
ISHARES BARCLAY'S SHT-TERM T, 23 SH	P	2011-12-15	2012-01-23
PIMCO SHT MATURITY STRGY ETF, 133 SH	P	2012-06-20	2012-06-25
POWERSHARES DB AGRICULTURE, 75 SH	P	2012-08-09	2012-09-13
PROSHARES SHORT MSCI EAFE, 212 SH	P	2012-05-10	2012-06-20
PROSHARES ULTRASHORT EURO, 52 SH	P	2012-05-07	2012-09-13
UBS HIGH YIELD, 10 267 SH	P	2011-11-23	2012-11-14
UBS HIGH YIELD, 9 193 SH	P	2012-06-22	2012-11-14
ULTRA SHT REAL ESTATE PRO SH, 86 SH	P	2012-09-26	2012-12-05
VANGUARD REIT INDEX ETF, 3 SH	P	2012-07-02	2012-08-07
ETFS PHYSICAL PALLADIUM SHS, 55 SH	P	2012-08-22	2012-10-15
ISHARES BARCLAY'S SHT-TERM T, 31 SH	P	2011-12-15	2012-02-08
PIMCO SHT MATURITY STRGY ETF, 15 SH	P	2012-05-07	2012-08-08
POWERSHARES DB BASE MTLs DBL, 14 SH	P	2012-05-14	2012-08-07
PROSHARES SHORT MSCI EMERG, 65 SH	P	2012-05-14	2012-06-19
PROSHARES ULTRASHORT EURO, 6 SH	P	2011-09-07	2012-08-07
UBS HIGH YIELD, 10 307 SH	P	2011-01-21	2012-11-14
UBS HIGH YIELD, 9 432 SH	P	2012-07-25	2012-11-14
UNITED STATES 12 MONTH OIL, 119 SH	P	2011-11-16	2012-05-07
VANGUARD REIT INDEX ETF, 4 SH	P	2012-07-02	2012-09-07
GOLDMAN SACH HI YLD INST, 124 451 SH	P	2010-06-13	2012-08-06
ISHARES BARCLAY'S SHT-TERM T, 47 SH	P	2011-10-11	2012-01-12
PIMCO SHT MATURITY STRGY ETF, 15 SH	P	2012-05-22	2012-08-08
POWERSHARES DB BASE MTLs DBL, 229 SH	P	2012-05-14	2012-08-09
PROSHARES ULTRA SHORT 500, 496 SH	P	2012-05-31	2012-06-20
PROSHARES US DJ-UBS CRD OIL, 102 SH	P	2012-09-26	2012-12-05
UBS HIGH YIELD, 10 361 SH	P	2010-08-24	2012-11-14
UBS HIGH YIELD, 9 524 SH	P	2012-09-21	2012-11-14
UNITED STATES 12 MONTH OIL, 3 SH	P	2011-11-16	2012-01-18
VANGUARD REIT INDEX ETF, 47 SH	P	2012-07-02	2012-09-26

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
GOLDMAN SACH HI YLD INST, 42 94 SH	P	2010-06-13	2012-05-10
ISHARES BARCLAY'S SHT-TERM T, 7 SH	P	2011-12-13	2012-01-18
PIMCO SHT MATURITY STRGY ETF, 15 SH	P	2012-06-19	2012-08-22
POWERSHARES DB BASE MTLS DBL, 8 SH	P	2012-05-14	2012-07-02
PROSHARES ULTRA SHORT EMERG, 54 SH	P	2011-11-23	2012-01-20
PROSHARES US DJ-UBS CRD OIL, 14 SH	P	2012-05-16	2012-07-02
UBS HIGH YIELD, 10 535 SH	P	2011-02-24	2012-11-14
UBS HIGH YIELD, 9 542 SH	P	2011-07-22	2012-11-14
UNITED STATES GASOLINE FUND, 1 SH	P	2012-01-12	2012-01-18
VANGUARD REIT INDEX ETF, 7 SH	P	2010-06-13	2012-05-10
IPATH DJ UBS CPPER TR SUB IDX, 39 SH	P	2012-09-07	2012-10-22
ISHARES BARCLAYS 7-10 YR TRSY, 1 SH	P	2011-11-23	2012-08-06
PIMCO SHT MATURITY STRGY ETF, 18 SH	P	2012-04-05	2012-05-14
POWERSHARES DB CRUDE OIL DBLE, 16 SH	P	2012-05-07	2012-06-01
PROSHARES ULTRA SHORT GOLD, 62 SH	P	2011-12-13	2012-01-31
PROSHARES US DJ-UBS CRD OIL, 82 SH	P	2012-05-16	2012-08-07
UBS HIGH YIELD, 10 601 SH	P	2011-08-24	2012-11-14
UBS HIGH YIELD, 9 564 SH	P	2010-11-22	2012-11-14
UNITED STATES GASOLINE FUND, 4 SH	P	2012-01-12	2012-01-31
PASSTHROUGH PTP CAPITAL GAINS ST	P	2012-12-31	2012-12-31
IPATH DJ UBS CPPER TR SUB IDX, 73 SH	P	2012-01-18	2012-05-14
ISHARES BARCLAYS 7-10 YR TRSY, 4 SH	P	2011-11-23	2012-06-20
PIMCO SHT MATURITY STRGY ETF, 18 SH	P	2012-04-05	2012-08-07
POWERSHARES DB CRUDE OIL DBLE, 34 SH	P	2012-05-14	2012-07-02
PROSHARES ULTRA SHORT GOLD, 78 SH	P	2011-12-13	2012-02-23
SPDR DOW JONES REIT, 2 SH	P	2011-10-24	2012-02-08
UBS HIGH YIELD, 10 695 SH	P	2011-10-21	2012-11-14
UBS HIGH YIELD, 9 623 SH	P	2012-08-23	2012-11-14
UNITED STATES GASOLINE FUND, 6 SH	P	2012-01-12	2012-02-23
PASSTHROUGH PTP CAPITAL GAINS LT	P	2012-12-31	2012-12-31

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
2,043		2,110	-67
1,057		1,046	11
9,779		9,610	169
1,824		1,820	4
3,601		2,770	831
156		161	-5
291		251	40
7,412		7,147	265
60		58	2
344		347	-3
2,698		2,743	-45
4,108		3,362	746
1,918		2,025	-107
2,432		2,426	6
3,286		3,338	-52
1,576		1,630	-54
3,272		2,952	320
77		74	3
60		58	2
3,578		3,889	-311
144		163	-19
1,060		967	93
1,967		2,107	-140
2,432		2,426	6
3,052		3,370	-318
2,139		2,268	-129
329		314	15
127		122	5
60		58	2
4,446		4,854	-408

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
3,506		4,695	-1,189
1,102		1,102	
894		511	383
4,557		4,549	8
5,235		5,268	-33
248		260	-12
1,584		1,736	-152
1,559		1,504	55
61		59	2
689		724	-35
1,103		1,466	-363
1,212		1,212	
5,123		2,883	2,240
5,469		5,461	8
2,311		2,426	-115
44		46	-2
1,666		1,910	-244
52		51	1
61		59	2
7,480		8,818	-1,338
6,876		8,463	-1,587
1,323		1,323	
136		98	38
7,309		7,311	-2
25		27	-2
691		737	-46
2,123		2,034	89
53		51	2
62		59	3
7,855		4,479	3,376

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
66		63	3
1,433		1,433	
6,143		4,328	1,815
8,587		8,596	-9
10,082		10,818	-736
82		83	-1
62		60	2
55		53	2
62		60	2
818		930	-112
1,175		1,117	58
1,874		1,874	
6,271		3,398	2,873
1,043		1,085	-42
2,076		1,767	309
809		876	-67
62		60	2
55		53	2
62		60	2
1,405		1,400	5
1,718		1,710	8
2,094		2,095	-1
1,114		1,112	2
1,130		1,174	-44
336		383	-47
979		1,059	-80
63		60	3
56		54	2
1,597		1,800	-203
67		33	34

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
202		187	15
2,535		2,535	
13,453		13,450	3
2,289		2,262	27
10,452		10,325	127
1,026		1,114	-88
64		62	2
57		55	2
2,242		2,208	34
200		197	3
3,392		3,427	-35
3,416		3,417	-1
1,519		1,516	3
206		193	13
2,019		2,058	-39
130		135	-5
64		62	2
59		57	2
5,136		5,986	-850
271		263	8
902		885	17
5,180		5,181	-1
1,519		1,516	3
3,400		3,151	249
7,843		8,483	-640
4,469		5,024	-555
64		62	2
59		57	2
134		142	-8
3,043		3,093	-50

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
308		305	3
772		772	
1,520		1,516	4
116		110	6
1,546		2,148	-602
718		779	-61
66		63	3
59		57	2
51		51	
459		229	230
1,783		1,803	-20
108		105	3
1,820		1,820	
859		672	187
975		1,074	-99
3,306		3,596	-290
66		64	2
59		57	2
209		203	6
1,714			1,714
3,301		3,520	-219
431		421	10
1,823		1,820	3
1,855		1,504	351
1,155		1,166	-11
139		126	13
67		64	3
60		58	2
337		330	7
1,004			1,004

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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) 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	
			-67
			11
			169
			4
			831
			-5
			40
			265
			2
			-3
			-45
			746
			-107
			6
			-52
			-54
			320
			3
			2
			-311
			-19
			93
			-140
			6
			-318
			-129
			15
			5
			2
			-408

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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) 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	
			-1,189
			383
			8
			-33
			-12
			-152
			55
			2
			-35
			-363
			2,240
			8
			-115
			-2
			-244
			1
			2
			-1,338
			-1,587
			38
			-2
			-2
			-46
			89
			2
			3
			3,376

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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) 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	
			3
			1,815
			-9
			-736
			-1
			2
			2
			2
			-112
			58
			2,873
			-42
			309
			-67
			2
			2
			2
			5
			8
			-1
			2
			-44
			-47
			-80
			3
			2
			-203
			34

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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) 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	
			15
			3
			27
			127
			-88
			2
			2
			34
			3
			-35
			-1
			3
			13
			-39
			-5
			2
			2
			-850
			8
			17
			-1
			3
			249
			-640
			-555
			2
			2
			-8
			-50

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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) 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	
			3
			4
			6
			-602
			-61
			3
			2
			230
			-20
			3
			187
			-99
			-290
			2
			2
			6
			1,714
			-219
			10
			3
			351
			-11
			13
			3
			2
			7
			1,004

Form 990PF Part XV Line 1a - 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).

BURL B DANIEL III
PAIGE O DANIEL III

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
TARRANT AREA FOOD BANK 2600 CULLEN STREET FORT WORTH,TX 76107		501(C)(3)	GENERAL	3,500
THE FIRST TEE OF FORT WORTH PO BOX 4767 FORT WORTH,TX 76164		501(C)(3)	GENERAL	1,000
THE GOODFELLOW FUND PO BOX 1870 FORT WORTH,TX 76101		501(C)(3)	GENERAL	2,500
SCLERDERMA FOUNDATION 300 ROSEWOOD DRIVE 105 DANVERS,MA 01923		501(C)(3)	GENERAL	3,000
DAY RESOURCE CENTER PO BOX 0871 FORT WORTH,TX 76101		501(C)(3)	GENERAL	3,000
CASA OF TARRANT COUNTY 101 SUMMIT AVENUE SUITE 505 FORT WORTH,TX 76102		501(C)(3)	GENERAL	2,500
YWCA FORT WORTH & TARRANT COUNTY 512 W 4TH STREET FORT WORTH,TX 76102		501(C)(3)	GENERAL	3,000
Total  3a				18,500

Form 990PF Part XVI-A Line 11 - Other revenue:

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See the instructions)
11 Other revenue	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
a UNITED STATES 12 MONTH OIL					-13
b UNITED STATES GASOLINE FUND					-21
c UNITED STATES NATURAL GAS F					113
d POWERSHARES DB AGRICULTURE					-4
e POWERSHARES DB ENERGY FUND					-15
f POWERSHARES DB OIL FUND					-7
g PROSHARES ULTRASHORT GOLD					-7
h PROSHARES ULTRASHORT EURO					-15
i PROSHS ULTRASHT DJ UBS CRUD					-20
j POWERSHS DB G10 CURRENCY HA					-2

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, 990-EZ, or 990-PF.

OMB No 1545-0047

2012

Name of the organization COVEY GANT FOUNDATION	Employer identification number 26-1540021
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Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	☐ 501(c)() (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust not treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

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

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

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

Name of organization COVEY GANT FOUNDATION	Employer identification number 26-1540021
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Part I	Contributors (see instructions) Use duplicate copies of Part I if additional space is needed		
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<div>1</div>	<div>MR MRS BURL B DANIEL III</div> <div>3220 WESTCLIFF ROAD WEST</div> <div>FORT WORTH, TX 76109</div>	<div>\$ 100,000</div>	<div>Person ☒</div> <div>Payroll ☐</div> <div>Noncash ☐</div> <div>(Complete Part II if there is a noncash contribution)</div>
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<div></div>	<div></div> <div></div> <div></div> <div></div>	<div>\$</div>	<div>Person ☐</div> <div>Payroll ☐</div> <div>Noncash ☐</div> <div>(Complete Part II if there is a noncash contribution)</div>
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<div></div>	<div></div> <div></div> <div></div> <div></div>	<div>\$</div>	<div>Person ☐</div> <div>Payroll ☐</div> <div>Noncash ☐</div> <div>(Complete Part II if there is a noncash contribution)</div>
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<div></div>	<div></div> <div></div> <div></div> <div></div>	<div>\$</div>	<div>Person ☐</div> <div>Payroll ☐</div> <div>Noncash ☐</div> <div>(Complete Part II if there is a noncash contribution)</div>
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<div></div>	<div></div> <div></div> <div></div> <div></div>	<div>\$</div>	<div>Person ☐</div> <div>Payroll ☐</div> <div>Noncash ☐</div> <div>(Complete Part II if there is a noncash contribution)</div>
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<div></div>	<div></div> <div></div> <div></div> <div></div>	<div>\$</div>	<div>Person ☐</div> <div>Payroll ☐</div> <div>Noncash ☐</div> <div>(Complete Part II if there is a noncash contribution)</div>
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<div></div>	<div></div> <div></div> <div></div> <div></div>	<div>\$</div>	<div>Person ☐</div> <div>Payroll ☐</div> <div>Noncash ☐</div> <div>(Complete Part II if there is a noncash contribution)</div>

Name of organization COVEY GANT FOUNDATION	Employer identification number 26-1540021
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Part II	Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed		
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____

Name of organization COVEY GANT FOUNDATION	Employer identification number 26-1540021
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Part III

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

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **\$1,000 or less** for the year (Enter this information once See instructions) ▶ \$

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
<div></div> <div></div>		<div></div> <div></div> <div></div>	

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
<div></div> <div></div>		<div></div> <div></div> <div></div>	

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
<div></div> <div></div>		<div></div> <div></div> <div></div>	

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
<div></div> <div></div>		<div></div> <div></div> <div></div>	

TY 2012 Accounting Fees Schedule

Name: COVEY GANT FOUNDATION

EIN: 26-1540021

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
DENKE CPA, P C	1,082	490		592

TY 2012 Compensation Explanation**Name:** COVEY GANT FOUNDATION**EIN:** 26-1540021

Person Name	Explanation
BURL DANIEL	
PAIGE DANIEL	
DANNY DENKE	

**TY 2012 Investments Corporate
Bonds Schedule**

Name: COVEY GANT FOUNDATION
EIN: 26-1540021

Name of Bond	End of Year Book Value	End of Year Fair Market Value
UBS U.S. BOND	13,967	14,684

TY 2012 Investments Corporate Stock Schedule

Name: COVEY GANT FOUNDATION

EIN: 26-1540021

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ETFS PHYSICAL PALLADIUM	3,285	3,461
GOLDMAN SACHS HIGH YIELD FUND	46,488	47,616
IPATH S&P GSCI TOTAL RETURN INDEX FU		
IPATH AIG COMMODITY	11,087	10,710
IPATH DJ-UBS LIVESTOCK TRUST	2,607	2,596
ISHARES BARCLAYS 7-10 YR TR	54,298	55,142
ISHARES IBOXX HY BD		
ISHARES RUSSELL 1000 GROWTH INDEX FU	18,055	25,410
ISHARES RUSSELL 1000 VALUE INDEX FUN	23,200	29,929
ISHARES RUSSELL 2000 GROWTH INDEX FU	3,475	4,670
ISHARES RUSSELL 2000 VALUE INDEX FUN	11,126	14,120
POWERSHARES LISTED PRIVATE EQUITY		
UBS DYNAMIC ALPHA FUND	61,563	67,356
UBS GLOBAL BOND FUND	9,728	9,804
UBS HIGH YIELD FUND		
UBS INTERNATIONAL EQUITY FUND	11,577	12,153
UBS PACE ALTERNATIVE STRATEGIES FUND	15,608	16,400
UBS PACE GLOBAL REAL ESTATE SECURITI	10,285	12,186
UBS U.S. EQUITY ALPHA FUND	13,611	16,368
VANGUARD FTSE ALL-WORLD EX US	42,138	46,665
VANGUARD MSCI EMERGING MARKETS	21,414	23,200
VANGUARD REIT INDEX ETF	2,543	3,751
PACE HIGH YIELD Y	13,225	13,347
PIMCO SHORT MATURITY STR	23,963	23,949

TY 2012 Investments - Other Schedule**Name:** COVEY GANT FOUNDATION**EIN:** 26-1540021

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
PROSHARES ULTRA SHORT GOLD	AT COST		
PROSHARES ULTRASHORT EURO FUND	AT COST		
SPDR DOW JONES REIT	AT COST		
UNITED STATES 12 MONTH OIL FUND	AT COST		
ISHARES BARCLAY'S SHORT-TERM	AT COST		
PROSHARES ULTRASHORT EMER	AT COST		
SPDR GOLD TRUST	AT COST	4,424	4,375
POWERSHARES DB BASE METALS	AT COST	1,733	1,716
POWERSHARES DB G10 CURRENCY	AT COST	2,769	2,667
SPDR DJ WILSHIRE INTL REA	AT COST	2,144	2,150

TY 2012 Other Income Schedule**Name:** COVEY GANT FOUNDATION**EIN:** 26-1540021

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
UNITED STATES 12 MONTH OIL	-13		-13
UNITED STATES GASOLINE FUND	-21		-21
UNITED STATES NATURAL GAS FD	113		113
POWERSHARES DB AGRICULTURE FD	-4		-4
POWERSHARES DB ENERGY FUND	-15		-15
POWERSHARES DB OIL FUND	-7		-7
PROSHARES ULTRASHORT GOLD	-7		-7
PROSHARES ULTRASHORT EURO	-15		-15
PROSHS ULTRASHT DJ UBS CRUDE	-20		-20
POWERSHS DB G10 CURRENCY HARV	-2		-2

TY 2012 Other Professional Fees Schedule

Name: COVEY GANT FOUNDATION

EIN: 26-1540021

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ADVISOR & MANAGEMENT FEES	4,588	4,588		

TY 2012 Taxes Schedule

Name: COVEY GANT FOUNDATION

EIN: 26-1540021

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL EXCISE TAX ON INVEST INC	51	51		

TY 2012 IRS Payment**Name:** COVEY GANT FOUNDATION**EIN:** 26-1540021**Routing Transit Number:** 111923607**Bank Account Number:** 3003639**Type of Account:** Checking**Payment Amount in Dollars and** 273**Cents:****Requested Payment Date:** 2013-08-08**Taxpayer's Daytime Phone** (817) 923-0600
Number: