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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 RAM FOUNDATION		<b>A Employer identification number</b>  26-3541160	
Number and street (or P O box number if mail is not delivered to street address) PO BOX 6519		<b>B Telephone number</b> (see instructions)  (903) 517-7032	
City or town, state, and ZIP code PARIS, TX 75461		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>	
<b>G</b> Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		<b>D 1.</b> Foreign organizations, check here <input type="checkbox"/> <b>2.</b> Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
<b>H</b> Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> <b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
<b>I</b> Fair market value of all assets at end of year (from Part II, col. (c), line 16) <b>\$</b> 21,355,801		<b>J</b> Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) (Part I, column (d) must be on cash basis.)	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions) )		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is <b>not</b> required to attach Sch B				
	3 Interest on savings and temporary cash investments	3,022	3,022	3,022	
	4 Dividends and interest from securities. . . . .	452,261	452,261	452,261	
	5a Gross rents . . . . .				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	194,060			
	b Gross sales price for all assets on line 6a _____ 5,145,106				
	7 Capital gain net income (from Part IV , line 2) . . . .		129,942		
	8 Net short-term capital gain . . . . .			6,981	
	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) . . . . .	1,935,407	1,899,350	1,935,407	
	12 <b>Total.</b> Add lines 1 through 11 . . . . .	2,584,750	2,484,575	2,397,671	
	13 Compensation of officers, directors, trustees, etc	87,833			
	14 Other employee salaries and wages . . . . .				
	15 Pension plans, employee benefits . . . . .	6,719	6,719	4,502	2,217
	16a Legal fees (attach schedule) . . . . .	1,543	1,543	1,543	
	b Accounting fees (attach schedule) . . . . .	6,600	6,600	6,600	
	c Other professional fees (attach schedule) . . . . .	150,397	150,397	146,437	3,960
	17 Interest . . . . .				
	18 Taxes (attach schedule) (see instructions)	72,530			
	19 Depreciation (attach schedule) and depletion . . . .	4,139	4,139	4,139	
	20 Occupancy . . . . .	12,542	12,542		
	21 Travel, conferences, and meetings . . . . .	7,865	7,865		7,865
	22 Printing and publications . . . . .				
	23 Other expenses (attach schedule) . . . . .	217,691	217,741	215,808	1,883
	24 <b>Total operating and administrative expenses.</b> Add lines 13 through 23 . . . . .	567,859	407,546	379,029	15,925
	25 Contributions, gifts, grants paid . . . . .	887,739			887,739
	26 <b>Total expenses and disbursements.</b> Add lines 24 and 25	1,455,598	407,546	379,029	903,664
	27 Subtract line 26 from line 12				
	a <b>Excess of revenue over expenses and disbursements</b>	1,129,152			
	b <b>Net investment income</b> (if negative, enter -0-)		2,077,029		
	c <b>Adjusted net income</b> (if negative, enter -0-)			2,018,642	

Part II

Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions )

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing . . . . .		
	2	Savings and temporary cash investments . . . . .	6,738,158	1,513,200
	3	Accounts receivable ▶ <u>130,533</u>		
		Less allowance for doubtful accounts ▶ _____	170,563	130,533
	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) ▶ <u>650,582</u>		
		Less allowance for doubtful accounts ▶ _____	15,000	650,582
	8	Inventories for sale or use . . . . .		
	9	Prepaid expenses and deferred charges . . . . .		
	10a	Investments—U S and state government obligations (attach schedule)	266,050	710,071
	b	Investments—corporate stock (attach schedule) . . . . .	2,599,310	8,092,687
	c	Investments—corporate bonds (attach schedule). . . . .	4,203,600	4,139,066
	11	Investments—land, buildings, and equipment basis ▶ _____		
Liabilities		Less accumulated depreciation (attach schedule) ▶ _____		
	12	Investments—mortgage loans . . . . .		
	13	Investments—other (attach schedule) . . . . .		
	14	Land, buildings, and equipment basis ▶ <u>2,079,087</u>		
		Less accumulated depreciation (attach schedule) ▶ <u>1,453,285</u>	628,241	625,802
	15	Other assets (describe ▶ _____)	87,774	80,460
	16	<b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	14,708,696	15,942,401
	17	Accounts payable and accrued expenses . . . . .	1,934	2,099
	18	Grants payable . . . . .		
	19	Deferred revenue . . . . .		104,388
Net Assets or Fund Balances	20	Loans from officers, directors, trustees, and other disqualified persons		
	21	Mortgages and other notes payable (attach schedule) . . . . .		
	22	Other liabilities (describe ▶ _____)		
	23	<b>Total liabilities</b> (add lines 17 through 22) . . . . .	1,934	106,487
		<b>Foundations that follow SFAS 117, check here</b> ▶ <input type="checkbox"/>		
	24	Unrestricted . . . . .		
	25	Temporarily restricted . . . . .		
	26	Permanently restricted . . . . .		
		<b>Foundations that do not follow SFAS 117, check here</b> ▶ <input checked="" type="checkbox"/>		
		<b>and complete lines 27 through 31.</b>		
	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	14,706,762	15,835,914
	30	<b>Total net assets or fund balances</b> (see page 17 of the instructions) . . . . .	14,706,762	15,835,914
	31	<b>Total liabilities and net assets/fund balances</b> (see page 17 of the instructions) . . . . .	14,708,696	15,942,401

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	14,706,762
2	Enter amount from Part I, line 27a . . . . .	2	1,129,152
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3 . . . . .	4	15,835,914
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	15,835,914

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			(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	
a See Additional Data Table			
b			
c			
d			
e			

2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	129,942
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)  If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 . . . . .		3	6,981

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	885,213	19,041,818	0 046488
2010	1,008,085	18,108,142	0 055670
2009	883,261	14,023,510	0 062984
2008			
2007			

2	Total of line 1, column (d). . . . .	2	0 165142
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 055047
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5. . . . .	4	20,598,680
5	Multiply line 4 by line 3. . . . .	5	1,133,896
6	Enter 1% of net investment income (1% of Part I, line 27b). . . . .	6	20,770
7	Add lines 5 and 6. . . . .	7	1,154,666
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	903,664

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 <input type="checkbox"/> and enter "N/A" on line 1				
		Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)				
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b . . . . .		1	41,541	
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	41,541	
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	41,541	
6		Credits/Payments				
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	47,700		
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	47,700	
8		Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached		8		
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed . . . . .		9		
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid. . . . .		10	6,159	
11		Enter the amount of line 10 to be Credited to 2013 estimated tax	6,159	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	Yes	
b	If "Yes," has it filed a tax return on Form 990-T for this year?. . . . .	4b	Yes	
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			
	• By language in the governing instrument, or			
	• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? . . . . .	6	Yes	
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 ▶CATON CONSULTING GROUP PC Telephone no ▶(972) 650-1900 Located at ▶600 E JOHN CARPENTER FREEWAY SUITE 160 IRVING TX ZIP +4 ▶75062			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> —Check here . . . . . ▶ <input type="checkbox"/> 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?. . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (6) Agree to pay money or property to a government official? ( <b>Exception.</b> Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days ). . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 1a(1)–(6), did <b>any</b> 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. . . . . ▶ <input type="checkbox"/>	1b		No
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?. . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is <b>not</b> 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 <b>all</b> years listed, answer "No" and attach statement—see instructions ). . . . .	2b		
c	If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?. . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? ( <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
See Additional Data Table				

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

[illegible]

## 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
<b>1</b>		
<b>2</b>		
<b>3</b>		
<b>4</b>		

**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
<b>1</b> N/A	
<b>2</b>	
All other program-related investments See page 24 of the instructions	
<b>3</b>	

**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	10,339,852
b	Average of monthly cash balances. . . . .	1b	4,208,014
c	Fair market value of all other assets (see instructions). . . . .	1c	6,364,499
d	Total (add lines 1a, b, and c). . . . .	1d	20,912,365
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	20,912,365
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	4	313,685
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	20,598,680
6	Minimum investment return. Enter 5% of line 5. . . . .	6	1,029,934

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	1,029,934
2a	Tax on investment income for 2012 from Part VI, line 5. . . . .	2a	41,541
b	Income tax for 2012 (This does not include the tax from Part VI ). . . . .	2b	
c	Add lines 2a and 2b. . . . .	2c	41,541
3	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	3	988,393
4	Recoveries of amounts treated as qualifying distributions. . . . .	4	
5	Add lines 3 and 4. . . . .	5	988,393
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	988,393

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	903,664
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	903,664
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	903,664
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				988,393
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only. . . . .				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012				
a From 2007. . . . .				
b From 2008. . . . .				
c From 2009. . . . .				189,653
d From 2010. . . . .				141,657
e From 2011. . . . .				
f Total of lines 3a through e. . . . .	331,310			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 903,664				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions). . . . .				
c Treated as distributions out of corpus (Election required—see instructions). . . . .				
d Applied to 2012 distributable amount. . . . .				903,664
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).)	84,729			84,729
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	246,581			
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. . . . .				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions). . . . .				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions). . . .				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a. . . . .	246,581			
10 Analysis of line 9				
a Excess from 2008. . . .				
b Excess from 2009. . . .				104,924
c Excess from 2010. . . .				141,657
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) )

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

TANIS HAGER  
PO BOX 6519  
PARIS, TX 75461  
(903) 517-7032

b

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

FORM FROM WWW.FASKENFOUNDATION.ORG TO BE COMPLETED AND SUBMITTED

c

Any submission deadlines

THERE ARE NO SUBMISSION DEADLINES

d

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

NONE

Form 990-PF (2012)

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	887,739
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	
<b>1</b>	Program service revenue					
<b>a</b>	_____					
<b>b</b>	_____					
<b>c</b>	_____					
<b>d</b>	_____					
<b>e</b>	_____					
<b>f</b>	_____					
<b>g</b>	Fees and contracts from government agencies					
<b>2</b>	Membership dues and assessments. . . .					
<b>3</b>	Interest on savings and temporary cash investments					3,022
<b>4</b>	Dividends and interest from securities. . . .					452,261
<b>5</b>	Net rental income or (loss) from real estate					
<b>a</b>	Debt-financed property. . . . .					
<b>b</b>	Not debt-financed property. . . . .					
<b>6</b>	Net rental income or (loss) from personal property					
<b>7</b>	Other investment income. . . . .	522291	14,955			
<b>8</b>	Gain or (loss) from sales of assets other than inventory					194,060
<b>9</b>	Net income or (loss) from special events					
<b>10</b>	Gross profit or (loss) from sales of inventory. .					
<b>11</b>	Other revenue <b>a</b> DELAY RENTALS AND INTEREST					820
<b>b</b>	LEASE BONUS					53,609
<b>c</b>	OIL & GAS ROYALTY			15	1,844,921	
<b>d</b>	OIL & GAS WORKING INTEREST	211110	21,102			
<b>e</b>	_____					
<b>12</b>	Subtotal Add columns (b), (d), and (e). .		36,057		1,844,921	703,772
<b>13</b>	<b>Total.</b> Add line 12, columns (b), (d), and (e). . . . .					2,584,750

[illegible]

<b>1</b> 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?		<b>Yes</b>	<b>No</b>
<b>a</b> Transfers from the reporting foundation to a noncharitable exempt organization of			
<b>(1)</b> Cash. . . . .	<b>1a(1)</b>		<b>No</b>
<b>(2)</b> Other assets. . . . .	<b>1a(2)</b>		<b>No</b>
<b>b</b> Other transactions			
<b>(1)</b> Sales of assets to a noncharitable exempt organization. . . . .	<b>1b(1)</b>		<b>No</b>
<b>(2)</b> Purchases of assets from a noncharitable exempt organization. . . . .	<b>1b(2)</b>		<b>No</b>
<b>(3)</b> Rental of facilities, equipment, or other assets. . . . .	<b>1b(3)</b>		<b>No</b>
<b>(4)</b> Reimbursement arrangements. . . . .	<b>1b(4)</b>		<b>No</b>
<b>(5)</b> Loans or loan guarantees. . . . .	<b>1b(5)</b>		<b>No</b>
<b>(6)</b> Performance of services or membership or fundraising solicitations. . . . .	<b>1b(6)</b>		<b>No</b>
<b>c</b> Sharing of facilities, equipment, mailing lists, other assets, or paid employees. . . . .	<b>1c</b>		<b>No</b>
<b>d</b> If the answer to any of the above is "Yes," complete the following schedule. Column <b>(b)</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 <b>(d)</b> the value of the goods, other assets, or services received.			

[illegible]

**2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? . . . . ☐ Yes ☒ No

**b** If "Yes," complete the following schedule

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

**Sign  
Here**

**Paid  
Preparer  
Use Only**

<div> <div>Sign Here</div> <div> <div>*****</div> <div>Signature of officer or trustee</div> </div> </div>	<div> <div>2013-05-01</div> <div>Date</div> </div>		<div> <div>*****</div> <div>Title</div> </div>		<div> <div>May the IRS discuss this return with the preparer shown below (see instr )?</div> <div> <div>Yes</div> <div>No</div> </div> </div>
	<div> <div>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</div> </div>				
<div> <div>Paid Preparer Use Only</div> </div>	<div>Print/Type preparer's name</div> <div>RUSTY CREECH</div>	<div>Preparer's Signature</div> <div>RUSTY CREECH</div>	<div>Date</div> <div>2013-05-08</div>	<div>Check if self-employed</div> <div> <input checked="" type="checkbox"/> </div>	<div>PTIN</div>
	<div> <div>Firm's name</div> <div>CATON CONSULTING GROUP PC</div> </div>			<div> <div>Firm's EIN</div> </div>	
	<div> <div>105 DECKER CT STE 870</div> <div>IRVING, TX 750623970</div> </div>			<div> <div>Phone no (972) 650-1900</div> </div>	

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 )
ALLERGAN INC COM	P	2011-05-12	2012-04-25
EL PASE CORP NT	P	2012-01-04	2012-06-15
US TREASURY NOTE	P	2011-06-10	2012-08-15
BANCO BRADESCO	P	2010-11-02	2012-02-02
NESTLE SA REG SHRS S	P	2008-05-29	2012-05-16
APPLIED MATLS INC COM	P	2011-08-08	2012-04-25
FEDERAL HOME LOAN BANK	P	2012-03-14	2012-09-28
US STS STEEL CORP	P	2012-01-07	2012-04-14
BANCO SANTANDER	P	2011-02-01	2012-02-02
OCCIDENTAL PETE CORP	P	2006-06-12	2012-04-25
COACH INC	P	2011-05-26	2012-04-25
GEORGIA BANKING COMPANY	P	2011-12-29	2012-01-31
GRUPO FAMSA SA DE CVSER	P	2011-10-14	2012-05-21
BANK NOVA SCOTIA	P	2009-09-14	2012-02-02
PNC FINANCIAL SERVICES GROUP	P	2010-04-09	2012-04-25
DEERE & CO	P	2011-06-09	2012-04-25
HOMEBANC NATIONAL ASSOC	P	2011-12-19	2012-01-27
AMAZON COM INC	P	2011-02-09	2012-05-16
BHP BILLTON LTD	P	2006-06-12	2012-11-27
RIO TINTO PLC	P	2006-06-12	2012-05-16
GLAXOSMITHKLINE PLC	P	2011-04-28	2012-03-09
LONE STAR BANK CD	P	2012-01-31	2012-02-28
BHP BILLTON LTD	P	2011-03-08	2012-11-27
CNOOC LTD	P	2010-11-17	2012-11-27
ROCHE HLDG LTD SPONS	P	2008-05-19	2012-03-09
HALLIBURTON CO	P	2011-06-20	2012-04-25
LONE STAR BANK S S B	P	2011-12-29	2012-01-31
QUALCOMM INCORPORATED	P	2011-03-15	2012-04-25
CATERPILLAR INC	P	2006-06-14	2012-04-25
SIEMENS AG AMERICAN DEPOSITARY	P	2006-06-13	2012-04-25

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 )
KRAFT FOODS GROUP INC COM	P	2012-02-02	2012-10-19
NEWFIELD EXPL CO SR SB NT	P	2012-12-28	2012-04-24
RIO TINTO PLC	P	2011-03-07	2012-05-16
CHEUNG KONG HOLDINGS	P	2007-08-30	2012-02-02
TIME WARNER INC	P	2008-12-10	2012-04-25
MONDELEX INTL INC CL A	P	2012-02-02	2012-11-27
SOLO CUP CO OPER CORP	P	2012-02-08	2012-05-15
SANOFI	P	2011-03-02	2012-03-09
CREDIT SUISSE GROUP	P	2006-06-16	2012-04-25
TIME WARNER CABLE INC	P	2008-12-10	2012-04-25
NETAPP INC COM	P	2011-03-18	2012-03-09
TEREX CORP NEW SR SB NT	P	2012-04-07	2012-03-13
ABB LTD SPONSORED	P	2006-06-21	2012-04-25
DOVER CORP	P	2009-04-06	2012-04-25
UNILEVER N V	P	2008-03-25	2012-05-16
PHILLIPS 66 COM	P	2011-12-01	2012-11-27
TESORO CORP SR NT	P	2012-12-28	2012-09-21
AMERICA MOVIL	P	2008-01-28	2012-03-09
EMC CORP	P	2007-11-15	2012-11-27
ALLIANT TECH SYSTEMS INC	P	2012-08-20	2012-09-07
TEXAS SECURITY BANK CD	P	2011-12-29	2012-01-31
APPLIED MATLS INC COM	P	2011-04-01	2012-04-25
EMERSON ELECTRIC CO	P	2010-05-07	2012-04-25
CHS CMNTY HEALTH SYS INC	P	2011-09-24	2012-08-17
TEXAS SECURITY BANK CD	P	2011-12-29	2012-01-31
AXA SA ADR	P	2006-06-08	2012-02-02
GLAXOSMITHKLINE PLC	P	2006-06-08	2012-03-09
CORRECTIONS CORP AMER NEW	P	2012-01-15	2012-02-13
TEXAS SECURITY BANK CD	P	2011-12-29	2012-01-31
BASF SE ADS	P	2006-06-09	2012-02-02



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 )
HONDA MOTOR COPMPANY LTD	P	2008-12-10	2012-04-25
CORRECTIONS CORP AMER NEW	P	2012-01-15	2012-04-16
TOWN NORTH BANK CD	P	2011-12-16	2012-01-18
BNP PARIBAS SPONS	P	2011-02-01	2012-02-02
MITSUBISHI UFJ FINANCIAL	P	2011-02-01	2012-02-02
COVENTRY HEALTH CARE	P	2012-12-28	2012-01-15
US TREASURY NOTE	P	2011-06-10	2012-02-15
BAIDU ADR REP ONE	P	2009-10-28	2012-03-09
MOSAIC CO	P	2010-11-16	2012-05-16

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)
45,134		39,661	5,473
150,000		157,130	-7,130
125,000		130,596	-5,596
31,041		37,506	-6,465
62,015		53,092	8,923
10,586		10,360	226
100,000		99,748	252
158,903		152,250	6,653
25,662		42,916	-17,254
44,929		24,409	20,520
69,360		60,328	9,032
249,000		249,000	
154,875		153,750	1,125
45,689		38,221	7,468
43,877		43,067	810
42,452		42,761	-309
25,000		25,000	
59,602		49,028	10,574
49,839		27,383	22,456
25,416		26,508	-1,092
30,927		30,442	485
249,000		249,000	
7,120		9,436	-2,316
40,308		41,246	-938
60,297		60,279	18
21,456		29,042	-7,586
249,000		249,000	
36,510		30,600	5,910
41,160		26,051	15,109
57,874		48,388	9,486

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

<b>(e)</b> Gross sales price	<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)
31		50	-19
151,656		153,755	-2,099
10,667		15,899	-5,232
24,030		25,758	-1,728
27,539		15,873	11,666
50,879		27,015	23,864
200,000		212,500	-12,500
58,884		55,006	3,878
27,808		55,285	-27,477
15,395		5,590	9,805
26,554		30,021	-3,467
157,170		160,500	-3,330
43,164		27,064	16,100
46,013		21,851	24,162
55,470		57,322	-1,852
55,142		36,472	18,670
150,939		151,317	-378
27,140		32,751	-5,611
52,953		41,621	11,332
153,375		152,250	1,125
51,000		51,000	
51,775		54,194	-2,419
28,154		26,530	1,624
153,329		160,875	-7,546
99,000		99,000	
18,768		36,810	-18,042
26,700		33,102	-6,402
116,000		117,160	-1,160
99,000		99,000	
77,384		37,537	39,847

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)
42,443		25,832	16,611
34,000		34,340	-340
249,000		249,000	
18,980		35,899	-16,919
22,610		45,989	-23,379
150,000		153,606	-3,606
125,000		135,454	-10,454
51,892		14,787	37,105
19,112		26,833	-7,721

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	
			5,473
			-7,130
			-5,596
			-6,465
			8,923
			226
			252
			6,653
			-17,254
			20,520
			9,032
			1,125
			7,468
			810
			-309
			10,574
			22,456
			-1,092
			485
			-2,316
			-938
			18
			-7,586
			5,910
			15,109
			9,486







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	
			-19
			-2,099
			-5,232
			-1,728
			11,666
			23,864
			-12,500
			3,878
			-27,477
			9,805
			-3,467
			-3,330
			16,100
			24,162
			-1,852
			18,670
			-378
			-5,611
			11,332
			1,125
			-2,419
			1,624
			-7,546
			-18,042
			-6,402
			-1,160
			39,847

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	
			16,611
			-340
			-16,919
			-23,379
			-3,606
			-10,454
			37,105
			-7,721

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(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
F ANDREW FASKEN 	PRESIDENT 2 00	0	0	0
PO BOX 6519 PARIS,TX 75461				
ANDREW C ELLIOTT JR 	VP 0 50	0	0	0
PO BOX 6519 PARIS,TX 75461				
DEDE E FASKIN 	BOARD MEMBER 0 50	0	0	0
PO BOX 6519 PARIS,TX 75461				
JOHN R ELLIOTT 	BOARD MEMBER 0 50	0	0	0
PO BOX 6519 PARIS,TX 75461				
HELEN T FASKIN 	BOARD MEMBER 0 50	0	0	0
PO BOX 6519 PARIS,TX 75461				
TANIS HAGER 	EXEC DIR / S 40 00	87,833	0	0
PO BOX 6519 PARIS,TX 75461				




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)				
<b>a</b> <i>Paid during the year</i>				
FASKEN FOUNDATION P O BOX 2024 MIDLAND,TX 79702	NONE		HIGHER EDUCATION	4,125
TEXAS AM UNIVERSITY OFFICE OF FINANCIAL AID COLLEGE STATION,TX 77843	NONE		HIGHER EDUCATION	1,650
TEXAS AM UNIVERSITY-COMMERCE OFFICE OF FINANCIAL AID COMMERCE,TX 75429	NONE		HIGHER EDUCATION	3,000
TYLER JUNIOR COLLEGE SCHOOL OF NURS P O BOX 9020 TYLER,TX 75711	NONE		HIGHER EDUCATION	1,650
PARIS JUNIOR COLLEGE 2400 CLARKSVILLE ST PARIS,TX 75460	NONE		HIGHER EDUCATION	2,322
OUACHITA BAPTIST UNIVERSITY 410 OUACHITA ST ARKADELPHIA,AR 71998	NONE		HIGHER EDUCATION	3,500
AUSTIN YMBL SUNSHINE CAMPS PO BOX 684980 AUSTIN,TX 76768	NONE		PUBLIC	25,000
BIG BROTHERSBIG SISTERS OF NORTHEA 2803 CLARKSVILLE STREET PARIS,TX 75460	NONE		PUBLIC	20,000
BOY SCOUTS OF AMERICA NETSEO COUNC P O BOX 995 PARIS,TX 75461	NONE		PUBLIC	10,000
BOYS AND GIRLS CLUB OF THE RED RIVE 1530 N E FIRST STREET PARIS,TX 75460	NONE		PUBLIC	113,000
CALVARY UNITED METHODIST CHURCH 3105 LAMAR PARIS,TX 75460	NONE		PUBLIC	500
CENTRAL SD CHILD ASSESSMENT CENTER 801 E SIOUX AVE PIERRE,SD 57501	NONE		PUBLIC	5,000
CLARKSVILLE FOOD PANTRY INC 108 E MAIN CLARKSVILLE,TX 75426	NONE		PUBLIC	15,000
DENVER PYLE CHILDREN'S CHARITIES IN 427 DOGWOOD CIRCLE POWDERLY,TX 75473	NONE		PUBLIC	1,000
EXTREME MED ED INC PO BOX 998 PARIS,TX 75461	NONE		PUBLIC	5,000

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)				
<b>a</b> <i>Paid during the year</i>				
FAUGHT VOLUNTEER FIRE DEPARTMENT 197 CO RD 43420 PARIS,TX 75462	NONE		PUBLIC	2,000
HIGH SKY CHILDREN'S RANCH 8701 W COUNTY RD 60 MIDLAND,TX 79707	NONE		PUBLIC	25,000
HOSPICE OF AUSTIN 4107 SPICEWOOD SPRINT CT AUSTIN,TX 78759	NONE		PUBLIC	20,000
INCA LINK INTERNATIONAL PO BOX 1321 BOONE,NC 28607	NONE		PUBLIC	10,000
INTERFAITH AGENCY OF LAMAR COCO-M 440 E KAUFMAN PARIS,TX 75460	NONE		PUBLIC	40,000
LAMAR COUNTY CHAMBER 8 WEST PLAZA PARIS,TX 75460	NONE		PUBLIC	300
LAMAR COUNTY JUNIOR LIVESTOCK 570 E CENTER PARIS,TX 75460	NONE		PUBLIC	2,500
LIONS CLUB INTERNATIONAL 300 W 22ND ST OAK BROOK,IL 60523	NONE		PUBLIC	17,500
MIDLAND CHILDREN'S REHABILITATION C 802 VENTURA MIDLAND,TX 79705	NONE		PUBLIC	25,000
MIDLAND MEMORIAL FOUNDATION 2200 WEST ILLINOIS MIDLAND,TX 79701	NONE		PUBLIC	100,000
MISSOURI SHORES DOMESTIC VIOLENCE C P O BOX 398 PIERRE,SD 57501	NONE		PUBLIC	5,000
MODELS OF THE MAKER WOMEN'S MINISTR P O BOX 87 PARIS,TX 75461	NONE		PUBLIC	129,592
OAHE HOCKEY ASSOCIATION P O BOX 87 PIERRE,SD 57501	NONE		PUBLIC	23,000
PARIS HABITAT FOR HUMANITY P O BOX 1555 PARIS,TX 75461	NONE		PUBLIC	15,000
PARIS PREGNANCY CARE CENTER INC 500 E HOUSTON PARIS,TX 75460	NONE		PUBLIC	10,000

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)				
<b>a</b> Paid during the year				
SALVATION ARMY-PARIS P O BOX 689 PARIS,TX 75461	NONE		PUBLIC	3,500
SHELTER AGENCIES FOR FAMILIES IN EA 615 9TH STREET NW PARIS,TX 75460	NONE		PUBLIC	25,000
TEEN MANIA MINISTRIES PO BOX 2000 GARDEN VALLEY,TX 75771	NONE		PUBLIC	1,000
TEXAS AM HEALTH SCIENCE CENTER 8441 STATE HWY 47 3200 BRYAN,TX 77807	NONE		PUBLIC	10,000
THE SETON FUND 1201 W 38TH ST AUSTIN,TX 78705	NONE		PUBLIC	25,000
TRAVIS AUDUBON SOCIETY INC 3710 CEDAR ST BOX 5 AUSTIN,TX 78705	NONE		PUBLIC	2,500
TRINITY CHRISTIAN ACADEMY 2060 FM 79 PARIS,TX 75460	NONE		PUBLIC	96,600
WAXAHACHIE ISD 411 N GIBSON ST WAXAHACHIE,TX 75165	NONE		PUBLIC	30,000
WAXAHACHIE ISD EDUCATION FOUNDATION 411 N GIBSON ST WAXAHACHIE,TX 75165	NONE		PUBLIC	5,000
YOUNG LIFE OF LAMAR COUNTY PO BOX 1549 PARIS,TX 75461	NONE		PUBLIC	10,000
YWCA PARIS AND LAMAR COUNTY 138 LAMAR PARIS,TX 75460	NONE		PUBLIC	43,500
<b>Total . . . . .</b>  <b>3a</b>				887,739

Form **4562**  
Department of the Treasury  
Internal Revenue Service (99)

Depreciation and Amortization  
(Including Information on Listed Property)

▶ See separate instructions.    ▶ Attach to your tax return.

OMB No 1545-0172

**2012**

Attachment  
Sequence No **179**

Name(s) shown on return  
RAM FOUNDATION

Business or activity to which this form relates  
INDIRECT DEPRECIATION

**Identifying number**  
  
26-3541160

Part I Election To Expense Certain Property Under Section 179

Note: If you have any listed property, complete Part V before you complete Part I.

1	Maximum amount (see instructions)	1	500,000
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation (see instructions)	3	2,000,000
4	Reduction in limitation Subtract line 3 from line 2 If zero or less, enter -0-	4	
5	Dollar limitation for tax year Subtract line 4 from line 1 If zero or less, enter -0- If married filing separately, see instructions	5	

6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost	
6				
7	Listed property Enter the amount from line 29	7		
8	Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7	8		
9	Tentative deduction Enter the smaller of line 5 or line 8	9		
10	Carryover of disallowed deduction from line 13 of your 2011 Form 4562	10		
11	Business income limitation Enter the smaller of business income (not less than zero) or line 5 (see instructions)	11		
12	Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11	12		
13	Carryover of disallowed deduction to 2013 Add lines 9 and 10, less line 12	13		

Note: Do not use Part II or Part III below for listed property. Instead, use Part V.

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property ) (See instructions )

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	850
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	

Part III MACRS Depreciation (Do not include listed property.) (See instructions.)

Section A			
17	MACRS deductions for assets placed in service in tax years beginning before 2012	17	3,259
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here		

Section B—Assets Placed in Service During 2012 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only—see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property		850	7 0	MQ	200 DB	30
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs		S/L	
h Residential rental property			27 5 yrs	MM	S/L	
			27 5 yrs	MM	S/L	
i Nonresidential real property			39 yrs	MM	S/L	
				MM	S/L	

Section C—Assets Placed in Service During 2012 Tax Year Using the Alternative Depreciation System

20a Class life					S/L	
b 12-year			12 yrs		S/L	
c 40-year			40 yrs	MM	S/L	

Part IV Summary (see instructions)

21	Listed property Enter amount from line 28	21	
22	Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21 Enter here and on the appropriate lines of your return Partnerships and S corporations—see instructions	22	4,139
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

Part V

Listed Property (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement.)  
**Note:** For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete **only** 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.

Section A—Depreciation and Other Information (Caution: See the instructions for limits for passenger automobiles.)

24a Do you have evidence to support the business/investment use claimed? <input type="checkbox"/> Yes <input type="checkbox"/> No						24b If "Yes," is the evidence written? <input type="checkbox"/> Yes <input type="checkbox"/> No			
(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/ investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/ Convention	(h) Depreciation/ deduction	(i) Elected section 179 cost	
25Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use (see instructions)							25		
26 Property used more than 50% in a qualified business use									
		%							
		%							
		%							
27 Property used 50% or less in a qualified business use									
		%				S/L -			
		%				S/L -			
		%				S/L -			
28 Add amounts in column (h), lines 25 through 27 Enter here and on line 21, page 1						28			
29 Add amounts in column (i), line 26 Enter here and on line 7, page 1							29		

Section B—Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person  
If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles

30 Total business/investment miles driven during the year ( <b>do not</b> include commuting miles)	(a) Vehicle 1		(b) Vehicle 2		(c) Vehicle 3		(d) Vehicle 4		(e) Vehicle 5		(f) Vehicle 6	
31 Total commuting miles driven during the year												
32 Total other personal(noncommuting) miles driven												
33 Total miles driven during the year Add lines 30 through 32												
34 Was the vehicle available for personal use during off-duty hours?	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
35 Was the vehicle used primarily by a more than 5% owner or related person?												
36 Is another vehicle available for personal use?												

Section C—Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who **are not** more than 5% owners or related persons (see instructions)

37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?	Yes	No
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners		
39 Do you treat all use of vehicles by employees as personal use?		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of vehicles, and retain the information received?		
41 Do you meet the requirements concerning qualified automobile demonstration use? (See instructions )		
<b>Note:</b> If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles		

Part VI Amortization

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
42 Amortization of costs that begins during your 2012 tax year (see instructions)					
43 Amortization of costs that began before your 2012 tax year				43	7,314
44 <b>Total.</b> Add amounts in column (f) See the instructions for where to report				44	7,314

## TY 2012 Accounting Fees Schedule

**Name:** RAM FOUNDATION

**EIN:** 26-3541160

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	6,600	6,600	6,600	

**Note:** To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

**TY 2012 Amortization Schedule**

**Name:** RAM FOUNDATION

**EIN:** 26-3541160

Description of Amortized Expenses	Date Acquired, Completed, or Expended	Amount Amortized	Deduction for Prior Years	Amortization Method	Current Year Amortization	Net Investment Income	Adjusted Net Income	Total Amount of Amortization
ORGANIZATIONAL EXPENSE	2009-01-01	109,717	7,314	15				7,314

**TY 2012 Compensation Explanation****Name:** RAM FOUNDATION**EIN:** 26-3541160

Person Name	Explanation
F ANDREW FASKEN	
ANDREW C ELLIOTT JR	
DEDE E FASKIN	
JOHN R ELLIOTT	
HELEN T FASKIN	
TANIS HAGER	



Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2012 Depreciation Schedule

Name: RAM FOUNDATION

EIN: 26-3541160

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
FURNITURE	2010-05-15	33,955	25,806	200DB	5 0000	3,259	3,259	3,259	
FURNITURE	2012-10-03	1,700		200DB	7 0000	880	880	880	

**TY 2012 Investments Corporate  
Bonds Schedule**

**Name:** RAM FOUNDATION

**EIN:** 26-3541160

Name of Bond	End of Year Book Value	End of Year Fair Market Value
GUARANTY TRUST & WEALTH	4,139,066	4,144,248

**TY 2012 Investments Corporate  
Stock Schedule****Name:** RAM FOUNDATION**EIN:** 26-3541160

<b>Name of Stock</b>	<b>End of Year Book Value</b>	<b>End of Year Fair Market Value</b>
GUARANTY TRUST & WEALTH	6,018,572	6,395,171
GUARANTY TRUST & WEALTH - MUTUAL	2,074,115	2,224,324

**TY 2012 Investments Government  
Obligations Schedule****Name:** RAM FOUNDATION**EIN:** 26-3541160**US Government Securities - End of  
Year Book Value:**

710,071

**US Government Securities - End of  
Year Fair Market Value:**

730,252

**State & Local Government  
Securities - End of Year Book  
Value:****State & Local Government  
Securities - End of Year Fair  
Market Value:**

**TY 2012 Land, Etc. Schedule****Name:** RAM FOUNDATION**EIN:** 26-3541160

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
OIL & GAS INVESTMENT	2,043,203	1,423,340	619,863	5,537,500
FURNITURE AND EQUIPMENT	35,884	29,945	5,939	35,884

**TY 2012 Legal Fees Schedule****Name:** RAM FOUNDATION**EIN:** 26-3541160

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	1,543	1,543	1,543	

# TY 2012 Other Assets Schedule

**Name:** RAM FOUNDATION

**EIN:** 26-3541160

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
NET INTANGIBLE ASSETS	87,774	80,460	

**TY 2012 Other Expenses Schedule****Name:** RAM FOUNDATION**EIN:** 26-3541160

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
BANK FEES	23	23	23	
OIL AND GAS EXPENSE	189,166	189,166	189,166	
JANITORIAL	1,350	1,350	1,350	
COMPUTER	12,254	12,254	11,029	1,225
INSURANCE	500	500	500	
POSTAGE AND MAILING	500	500	500	
SUPPLIES	965	1,015	869	96
TELEPHONE AND COMMUNICATIONS	5,619	5,619	5,057	562



**TY 2012 Other Income Schedule****Name:** RAM FOUNDATION**EIN:** 26-3541160

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
INTEREST - NOTE RECEIVABLE	14,955		14,955
DELAY RENTALS AND INTEREST	820	820	820
LEASE BONUS	53,609	53,609	53,609
OIL & GAS ROYALTY	1,844,921	1,844,921	1,844,921
OIL & GAS WORKING INTEREST	21,102		21,102

# **TY 2012 Other Notes/Loans Receivable Short Schedule**

**Name:** RAM FOUNDATION

**EIN:** 26-3541160

Name of 501(c)(3) Organization	Balance Due
NOTE RECEIVABLE	650,582

**TY 2012 Other Professional Fees Schedule****Name:** RAM FOUNDATION**EIN:** 26-3541160

<b>Category</b>	<b>Amount</b>	<b>Net Investment Income</b>	<b>Adjusted Net Income</b>	<b>Disbursements for Charitable Purposes</b>
MANAGED ACCOUNT FEES	71,201	71,201	71,201	
OUTSIDE SERVICES/FASKEN FOUNDATI	67,196	67,196	67,196	
DIRECTOR FEES	12,000	12,000	8,040	3,960

**TY 2012 Taxes Schedule****Name:** RAM FOUNDATION**EIN:** 26-3541160

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FORIEGN TAXES PAID	5,868			
EXCISE TAXES - PRIOR/CURRENT EST	66,662			