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

2012

Department of the Treasury  
Internal Revenue Service

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

For calendar year 2012, or tax year beginning

, 2012, and ending

JB & KATHRYN SALLAS CHARITABLE  
FOUNDATION  
PO BOX 1087  
CROCKETT, TX 75835

**G** Check all that apply     Initial return     Initial return of a former public charity  
 Final return     Amended return  
 Address change     Name change

**H** Check type of organization     Section 501(c)(3) exempt private foundation  
 Section 4947(a)(1) nonexempt charitable trust     Other taxable private foundation

**I** Fair market value of all assets at end of year (from Part II, column (c), line 16)    **J** Accounting method     Cash     Accrual  
 Other (specify)    (Part I, column (d) must be on cash basis) --  
 ► \$ 2,302,536.

**A** Employer identification number  
 26-3907247

**B** Telephone number (see the instructions)  
 (936) 544-2627

**C** If exemption application is pending, check here ►

**D** 1 Foreign organizations, check here ►   
 2 Foreign organizations meeting the 85% test, check here and attach computation ►

**E** If private foundation status was terminated under section 507(b)(1)(A), check here ►

**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** (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 (att sch)					
	2 Ck ► <input checked="" type="checkbox"/> if the foundn is not req to att Sch B					
	3 Interest on savings and temporary cash investments	11,951.	11,951.	N/A		
	4 Dividends and interest from securities	35,927.	35,927.			
	5a Gross rents					
	b Net rental income or (loss)					
	6a Net gain/(loss) from sale of assets not on line 10	213,216.				
	b Gross sales price for all assets on line 6a	1,632,927.				
	7 Capital gain net income (from Part IV, line 2)		213,216.			
	8 Net short-term capital gain					
	9 Income modifications					
	10a Gross sales less returns and allowances					
b Less Cost of goods sold						
c Gross profit/(loss) (att sch)						
11 Other income (attach schedule)						
SEE STATEMENT 1	83,104.	55,541.				
12 Total. Add lines 1 through 11	344,198.	316,635.				
ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc	20,090.	10,045.		10,045.	
	14 Other employee salaries and wages					
	15 Pension plans, employee benefits					
	16a Legal fees (attach schedule)	SEE ST 2	147.	103.		44.
	b Accounting fees (attach sch)	SEE ST 3	2,975.	2,083.		893.
	c Other prof fees (attach sch)	SEE ST 4	11,519.	11,519.		
	17 Interest	38.	38.			
	18 Taxes (attach schedule) (see instrs)	SEE STM 5	5,014.	2,874.	RECEIVED	
	19 Depreciation (attach sch) and depletion					
	20 Occupancy					
	21 Travel, conferences, and meetings					
	22 Printing and publications					
	23 Other expenses (attach schedule)					
	SEE STATEMENT 6	1,011.	865.			144.
24 Total operating and administrative expenses. Add lines 13 through 23		40,794.	27,527.		11,126.	
25 Contributions, gifts, grants paid PART XV		136,301.			136,301.	
26 Total expenses and disbursements. Add lines 24 and 25		177,095.	27,527.		147,427.	
27 Subtract line 26 from line 12:						
a Excess of revenue over expenses and disbursements		167,103.				
b Net investment income (if negative, enter -0)			289,108.			
c Adjusted net income (if negative, enter -0)						

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Part II	Balance Sheets	Attached schedules and amounts in the description column should be for end of year amounts only (See 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		103,390.	119,965.	121,109.
	3 Accounts receivable	►			
	Less allowance for doubtful accounts	►			
	4 Pledges receivable	►			
	Less allowance for doubtful accounts	►			
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7 Other notes and loans receivable (attach sch)	►			
	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)	STATEMENT 7	586,059.	251,176.	269,052.
	b Investments – corporate stock (attach schedule)	STATEMENT 8	22,072.	106,296.	117,731.
	c Investments – corporate bonds (attach schedule)		122,792.		
	11 Investments – land, buildings, and equipment basis	►			
LIABILITIES	Less accumulated depreciation (attach schedule)	►			
	12 Investments – mortgage loans				
	13 Investments – other (attach schedule)	STATEMENT 9	1,102,364.	1,625,460.	1,794,644.
	14 Land, buildings, and equipment basis	►	25,553.		
	Less accumulated depreciation (attach schedule)	SEE STMT 10 ►	25,553.		
	15 Other assets (describe ► SEE STATEMENT 11 )			883.	
	16 Total assets (to be completed by all filers – see the instructions Also, see page 1, item I)		1,936,677.	2,103,780.	2,302,536.
	17 Accounts payable and accrued expenses				
	18 Grants payable				
	19 Deferred revenue				
NET FUND BALANCES	20 Loans from officers, directors, trustees, & other disqualified persons				
	21 Mortgages and other notes payable (attach schedule)				
	22 Other liabilities (describe ► )				
	23 Total liabilities (add lines 17 through 22)		0.	0.	
	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.	►			
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.	►	X		
	27 Capital stock, trust principal, or current funds				
	28 Paid-in or capital surplus, or land, building, and equipment fund				
	29 Retained earnings, accumulated income, endowment, or other funds		1,936,677.	2,103,780.	
	30 Total net assets or fund balances (see instructions)		1,936,677.	2,103,780.	
	31 Total liabilities and net assets/fund balances (see instructions)		1,936,677.	2,103,780.	

## 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	1,936,677.
2 Enter amount from Part I, line 27a	2	167,103.
3 Other increases not included in line 2 (itemize) ►	3	
4 Add lines 1, 2, and 3	4	2,103,780.
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	2,103,780.

**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 shares MLC Company)			(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
<b>1 a SEE STATEMENT 12</b>					
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					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h)) gain minus column (k), but not less than -0- or Losses (from column (h))		
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss). <span style="border: 1px solid black; padding: 2px;">If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7</span>			2	213,216.	
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	19,067.	

**Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income**

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income )

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

 Yes  No

If 'Yes,' the foundation does not qualify under section 4940(e). Do not complete this part

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2011	137,034.	2,164,192.	0.063319
2010	140,280.	2,105,617.	0.066622
2009	55,980.	1,168,530.	0.047906
2008			
2007			

2 Total of line 1, column (d)	2	0.177847
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	0.059282
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	2,245,929.
5 Multiply line 4 by line 3	5	133,143.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,891.
7 Add lines 5 and 6	7	136,034.
8 Enter qualifying distributions from Part XII, line 4	8	147,427.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1.	]	1	2,891.		
Date of ruling or determination letter <b>(attach copy of letter if necessary – see instrs)</b>					
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b					
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)	2	3	4	5	
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)					
3 Add lines 1 and 2					
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)					
5 <b>Tax based on investment income.</b> Subtract line 4 from line 3 If zero or less, enter -0-					
6 Credits/Payments	6 a	1,700.	6 b	6 c	6 d
a 2012 estimated tax pmts and 2011 overpayment credited to 2012					
b Exempt foreign organizations – tax withheld at source					
c Tax paid with application for extension of time to file (Form 8868)					
d Backup withholding erroneously withheld					
7 Total credits and payments Add lines 6a through 6d	7	1,700.	8		
8 Enter any <b>penalty</b> for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached					
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed					
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	9	10	11		
11 Enter the amount of line 10 to be Credited to 2013 estimated tax					
► Refunded					

## **Part VII-A Statements Regarding Activities**

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1 a	X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1 b	X
<p>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</p>		
c Did the foundation file Form 1120-POL for this year?	1 c	X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year		
(1) On the foundation ► \$ <u>0</u> .	(2) On foundation managers ► \$ <u>0</u> .	
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ <u>0</u> .		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?	2	X
<p>If 'Yes,' attach a detailed description of the activities.</p>		
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	X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4 a	X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?	4 b	N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5	X
<p>If 'Yes,' attach the statement required by General Instruction T</p>		
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?		
7 Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, column (c), and Part XV	6	X
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ► <u>N/A</u>	7	X
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	8 b	X
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If 'Yes,' complete Part XIV	9	X
10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses	10	X

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**Form 990-PF (2012)**

**Part VII-A Statements Regarding Activities (continued)**

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11	X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12	X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address	13	X
14	The books are in care of ► <u>JAN MAIDEN</u> Located at ► <u>PO BOX 1087 CROCKETT TX</u>	Telephone no. ► (936) 544-2627	ZIP + 4 ► 75835
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> – Check here and enter the amount of tax-exempt interest received or accrued during the year	N/A ► 15	N/A
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If 'Yes,' enter the name of the foreign country ►			

**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required**

File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies.		Yes	No
1 a	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? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days )		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
1 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 instructions)? Organizations relying on a current notice regarding disaster assistance check here	► <input type="checkbox"/>	
1 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?		
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))		
2 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? If 'Yes,' list the years ► 20 __ , 20 __ , 20 __ , 20 __	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
2 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 all years listed, answer 'No' and attach statement – see instructions )		N/A
3 a	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 __		
3 b	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
3 b	If 'Yes,' did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012 )		
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		
4 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?		X

**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**

5 a During the year did the foundation pay or incur any amount to	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)?		5 b	N/A
Organizations relying on a current notice regarding disaster assistance check here	<input type="checkbox"/>		
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?	N/A <input type="checkbox"/> Yes <input type="checkbox"/> No		
If 'Yes,' attach the statement required by Regulations section 53 4945-5(d)			
6 a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6 b	X
If 'Yes' to 6b, file Form 8870			
7 a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	7 b	

**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
JAN MAIDEN 1256 FM 2076 CROCKETT, TX 75835	TRUSTEE 7.00	6,697.	0.	0.
KATHY E. MILLER 813 FM 230 TRINITY, TX 75862	TRUSTEE 7.00	6,697.	0.	0.
WILSON NORRIS PO BOX 740 CROCKETT, TX 75835	TRUSTEE 7.00	6,696.	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

► 0

**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
<b>NONE</b>		
<b>Total number of others receiving over \$50,000 for professional services</b>		<b>0</b>

**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 <u>N/A</u>	
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 <u>N/A</u>	
2	

All other program-related investments See instructions

3	

**Total.** Add lines 1 through 3 ► **0.**

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Form 990-PF (2012)

**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

b Average of monthly cash balances

c Fair market value of all other assets (see instructions)

d Total (add lines 1a, b, and c)

e Reduction claimed for blockage or other factors reported on lines 1a and 1c  
(attach detailed explanation)

1 e 0.

1 a	2,103,644.
1 b	118,520.
1 c	57,967.
1 d	2,280,131.
2	0.
3	2,280,131.
4	34,202.
5	2,245,929.
6	112,296.

2 Acquisition indebtedness applicable to line 1 assets

3 Subtract line 2 from line 1d

4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3  
(for greater amount, see instructions)

5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4

6 Minimum investment return. Enter 5% of line 5

**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

1 112,296.

2 a Tax on investment income for 2012 from Part VI, line 5

2 a 2,891.

2 b 2,891.

b Income tax for 2012 (This does not include the tax from Part VI)

c Add lines 2a and 2b

2 c 2,891.

3 Distributable amount before adjustments Subtract line 2c from line 1

3 109,405.

4 Recoveries of amounts treated as qualifying distributions

4

5 Add lines 3 and 4

5 109,405.

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

7 109,405.

**Part XII Qualifying Distributions** (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes

1 a 147,427.

a Expenses, contributions, gifts, etc – total from Part I, column (d), line 26

1 b

b Program-related investments – total from Part IX-B

2

2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes

3

3 Amounts set aside for specific charitable projects that satisfy the

3 a

a Suitability test (prior IRS approval required)

3 b

b Cash distribution test (attach the required schedule)

4

4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4

4 147,427.

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 2,891.

6 Adjusted qualifying distributions. Subtract line 5 from line 4

6 144,536.

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				109,405.
2 Undistributed income, if any, as of the end of 2012			0.	
a Enter amount for 2011 only				
b Total for prior years 20 ___, 20 ___, 20 ___,		0.		
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009	19,301.			
d From 2010	35,739.			
e From 2011	31,048.			
f Total of lines 3a through e	86,088.			
4 Qualifying distributions for 2012 from Part XII, line 4 ► \$ 147,427.			0.	
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required – see instructions)		0.		
c Treated as distributions out of corpus (Election required – see instructions)	93,062.			
d Applied to 2012 distributable amount				54,365.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	55,040.			55,040.
6 Enter the net total of each column as indicated below:	124,110.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount – see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a Taxable amount – see instructions			0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	124,110.			
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011	31,048.			
e Excess from 2012	93,062.			

BAA

Form 990-PF (2012)

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

N/A

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

## 1 Information Regarding Foundation Managers:

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

**NONE**

**NONE**

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

**NONE**

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

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

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

SEE STATEMENT 13

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

SEE STATEMENT FOR LINE 2A

### c Any submission deadlines

SEE STATEMENT FOR LINE 2A

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

SEE STATEMENT FOR LINE 2A

**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)				
<i>a Paid during the year</i>				
SEE STATEMENT 14				
<b>Total</b>			► 3a	136,301.
<i>b Approved for future payment</i>				
<b>Total</b>			► 3b	

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

Enter gross amounts unless otherwise indicated		Unrelated business income		(e) Related or exempt function income (See instructions )
		(a) Business code	(b) 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			
4	Dividends and interest from securities			
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			
9	Net income or (loss) from special events			
10	Gross profit or (loss) from sales of inventory			
11	Other revenue			
a	<u>SEE STATEMENT 15</u>		-1,983.	85,087.
b				
c				
d				
e				
12	Subtotal. Add columns (b), (d), and (e)		-1,983.	346,181.
13	Total. Add line 12, columns (b), (d), and (e)			344,198.

(See worksheet in line 13 instructions to verify calculations )

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions )
N/A	



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**STATEMENT 1**  
**FORM 990-PF, PART I, LINE 11**  
**OTHER INCOME**

	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
DEVON ROYALTY	\$ 15,484.	15,484.	
NAVIDAD	5,639.	5,639.	
PARTNERSHIP UBTI	-1,983.	-1,983.	
PARTNERSHIP: SEC 1231	332.	332.	
TAX EXEMPT INTEREST	27,563.		
WESTERN CHIEF OPERATING	36,069.	36,069.	
<b>TOTAL</b>	<b>\$ 83,104.</b>	<b>\$ 55,541.</b>	<b>0.</b>

**STATEMENT 2**  
**FORM 990-PF, PART I, LINE 16A**  
**LEGAL FEES**

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ATTORNEY FEES	\$ 147.	\$ 103.		\$ 44.
<b>TOTAL</b>	<b>\$ 147.</b>	<b>\$ 103.</b>		<b>\$ 44.</b>

**STATEMENT 3**  
**FORM 990-PF, PART I, LINE 16B**  
**ACCOUNTING FEES**

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREP	\$ 2,975.	\$ 2,083.		\$ 893.
<b>TOTAL</b>	<b>\$ 2,975.</b>	<b>\$ 2,083.</b>		<b>\$ 893.</b>

**STATEMENT 4**  
**FORM 990-PF, PART I, LINE 16C**  
**OTHER PROFESSIONAL FEES**

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EDWARD JONES FEES	\$ 11,519.	\$ 11,519.		
<b>TOTAL</b>	<b>\$ 11,519.</b>	<b>\$ 11,519.</b>		<b>0.</b>

**STATEMENT 5**  
**FORM 990-PF, PART I, LINE 18**  
**TAXES**

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
AD VALOREM TAXES	\$ 1,487.	\$ 1,487.		
FEDERAL EXCISE TAX	2,140.			
FOREIGN TAXES	389.	389.		
PARTNERSHIP TAX	3.	3.		
PRODUCTION TAXES ON ROYALTIES	995.	995.		
<b>TOTAL</b>	<b>\$ 5,014.</b>	<b>\$ 2,874.</b>		<b>\$ 0.</b>

**STATEMENT 6**  
**FORM 990-PF, PART I, LINE 23**  
**OTHER EXPENSES**

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	\$ 25.	\$ 25.		
NON-DEDUCTIBLE PTRSHP EXP	2.			
OTHER PARTNERSHIP EXPENSES	34.	34.		
OTHER ROYALTY EXPENSE	806.	806.		
POSTAGE	144.			\$ 144.
<b>TOTAL</b>	<b>\$ 1,011.</b>	<b>\$ 865.</b>		<b>\$ 144.</b>

**STATEMENT 7**  
**FORM 990-PF, PART II, LINE 10A**  
**INVESTMENTS - U.S. AND STATE GOVERNMENT OBLIGATIONS**

<u>STATE/MUNICIPAL OBLIGATIONS</u>	<u>VALUATION METHOD</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
MUNICIPAL BONDS	COST	\$ 251,176.	\$ 269,052.
		\$ 251,176.	\$ 269,052.
<b>TOTAL</b>	<b>\$ 251,176.</b>	<b>\$ 269,052.</b>	

**STATEMENT 8**  
**FORM 990-PF, PART II, LINE 10B**  
**INVESTMENTS - CORPORATE STOCKS**

<u>CORPORATE STOCKS</u>	<u>VALUATION METHOD</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
CORPORATE STOCK	COST	\$ 106,296.	\$ 117,731.
		\$ 106,296.	\$ 117,731.
<b>TOTAL</b>	<b>\$ 106,296.</b>	<b>\$ 117,731.</b>	

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**STATEMENT 9**  
**FORM 990-PF, PART II, LINE 13**  
**INVESTMENTS - OTHER**

<u>OTHER INVESTMENTS</u>	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MUTUAL FUNDS	COST	\$ 1,557,068.	\$ 1,665,454.
UNIT TRUSTS	COST	10,532.	13,118.
ROYALTY INTERESTS LESS DEPLETION	COST	0.	57,967.
NON-PRODUCING ROYALTY INTERESTS	COST	0.	0.
EXCHANGE TRADED CLOSED END FUNDS	COST	29,987.	28,595.
TOTAL OTHER INVESTMENTS		<u>\$ 1,597,587.</u>	<u>\$ 1,765,134.</u>

OTHER PUBLICLY TRADED SECURITIES

PUBLICLY TRADED PARTNERSHIPS	COST	27,873.	29,510.
TOTAL OTHER PUBLICLY TRADED SECURITIES		<u>\$ 27,873.</u>	<u>\$ 29,510.</u>
TOTAL		<u>\$ 1,625,460.</u>	<u>\$ 1,794,644.</u>

**STATEMENT 10**  
**FORM 990-PF, PART II, LINE 14**  
**LAND, BUILDINGS, AND EQUIPMENT**

<u>CATEGORY</u>	BASIS	ACCUM. DEPREC.	BOOK VALUE	FAIR MARKET VALUE
MISCELLANEOUS	\$ 25,553.	\$ 25,553.	\$ 0.	\$ 0.
TOTAL	<u>\$ 25,553.</u>	<u>\$ 25,553.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

**STATEMENT 11**  
**FORM 990-PF, PART II, LINE 15**  
**OTHER ASSETS**

	BOOK VALUE	FAIR MARKET VALUE
DIVIDEND RECEIVABLE	\$ 883.	\$ 0.
TOTAL	<u>\$ 883.</u>	<u>\$ 0.</u>

**STATEMENT 12**  
**FORM 990-PF, PART IV, LINE 1**  
**CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
1	FTC SETTLEMENT	PURCHASED	VARIOUS	8/28/2012
2	SEE SCHEDULE 1 - 16655 ST	PURCHASED	VARIOUS	12/31/2012
3	SEE SCHEDULE 1 - 16655 ST	PURCHASED	VARIOUS	12/31/2012
4	SEE SCHEDULE 1 - 16655 LT	PURCHASED	VARIOUS	12/31/2012
5	SEE SCHEDULE 2 - 16553 LT	PURCHASED	VARIOUS	12/31/2012
6	CAPITAL GAIN DIVIDENDS			

**STATEMENT 12 (CONTINUED)**  
**FORM 990-PF, PART IV, LINE 1**  
**CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
1	40.		0.	40.				\$ 40.
2	167,085.		149,717.	17,368.				17,368.
3	15,998.		14,299.	1,699.				1,699.
4	763,619.		625,453.	138,166.				138,166.
5	678,424.		630,242.	48,182.				48,182.
6								7,761.
							TOTAL	<u>\$ 213,216.</u>

**STATEMENT 13**  
**FORM 990-PF, PART XV, LINE 2A-D**  
**APPLICATION SUBMISSION INFORMATION**

NAME OF GRANT PROGRAM:

NAME:

CARE OF: JAN MAIDEN, TRUSTEE  
 STREET ADDRESS: PO BOX 1087  
 CITY, STATE, ZIP CODE: CROCKETT, TX 75835  
 TELEPHONE: 936-544-2627

E-MAIL ADDRESS:

FORM AND CONTENT:

APPLICATIONS SHOULD BE MADE IN WRITING WITH A COPY OF THE  
 APPLYING ORGANIZATION'S DETERMINATION LETTER FOR SEC.  
 501(C)(3) STATUS.

SUBMISSION DEADLINES:

RESTRICTIONS ON AWARDS:

THE PHILOSOPHY OF THE FOUNDATION IS TO ASSIST THE SCHOOLS,  
 CHURCHES, LIBRARIES, HOSPITALS, ETC. IN CROCKETT AND  
 HOUSTON COUNTY, TEXAS. TO HELP THE YOUNG PEOPLE OF  
 CROCKETT AND HOUSTON COUNTY, TEXAS IN NOT ONLY GETTING AN  
 EDUCATION BUT TO HELP THEM CREATE A "BALANCED LIFE" THAT  
 DEVELOPS QUALITIES OF LEADERSHIP, MORALITY AND  
 CITIZENSHIP.

**STATEMENT 14**  
**FORM 990-PF, PART XV, LINE 3A**  
**RECIPIENT PAID DURING THE YEAR**

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
ANGELINA COLLEGE PO BOX 1768 LUFKIN, TX 75904		PUBLIC	SCHOLARSHIP	\$ 11,000.

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**STATEMENT 14 (CONTINUED)**  
**FORM 990-PF, PART XV, LINE 3A**  
**RECIPIENT PAID DURING THE YEAR**

<u>NAME AND ADDRESS</u>	<u>DONEE RELATIONSHIP</u>	<u>FOUND- ATION STATUS</u>	<u>PURPOSE OF GRANT</u>	<u>AMOUNT</u>
ANTIOCH BAPTIST CHURCH 4416 FM 230 LOVELADY, TX 75851		PUBLIC	BUILDING FUND	\$ 5,000.
CROCKETT POLICE DEPARTMENT 200 N FIFTH STREET CROCKETT, TX 75835		PUBLIC	EQUIPMENT	5,790.
JOHN H WOOTERS CROCKETT PUBLIC LIBRARY 709 E HOUSTON AVE CROCKETT, TX 75835		PUBLIC	EQUIPMENT/BOOKS	1,500.
CROCKETT VOLUNTEER FIRE DEPARTMENT 200 N FIFTH STREET CROCKETT, TX 75835		PUBLIC	EQUIPMENT	6,431.
FIRST BAPTIST CHURCH CROCKETT 801 E GOLIAD AVE CROCKETT, TX 75835		PUBLIC	SCHOLARSHIPS & BUILDING/ EQUIPMENT FUND	10,942.
GLENWOOD CEMETARY 1151 LOOP 304 EAST CROCKETT, TX 75835		PUBLIC	PERPETUAL CARE	500.
KALINS CENTER PO BOX 901 CROCKETT, TX 75835		PUBLIC	EDUCATIONAL/ MEDICAL ASSISTANCE	691.
MONROE CROOK HOUSE PO BOX 1251 CROCKETT, TX 75835		PUBLIC	HISTORIC PRESERVATION	1,000.
MOORE FRYE ECKLES SCHOLARSHIP PO BOX 1248 CROCKETT, TX 75835		PUBLIC	SCHOLARSHIPS	29,494.
HOUSTON COUNTY SHARE, INC. PO BOX 1121 CROCKETT, TX 75835		PUBLIC	MEDICAL ASSISTANCE	9,877.
STEPHEN F AUSTIN STATE UNIVERSITY PO BOX 6096 NACOGDOCHES, TX 75962		PUBLIC	SCHOLARSHIPS	7,000.

**STATEMENT 14 (CONTINUED)**  
**FORM 990-PF, PART XV, LINE 3A**  
**RECIPIENT PAID DURING THE YEAR**

<u>NAME AND ADDRESS</u>	<u>DONEE RELATIONSHIP</u>	<u>FOUND- ATION STATUS</u>	<u>PURPOSE OF GRANT</u>	<u>AMOUNT</u>
SAM HOUSTON STATE UNIVERSITY PO BOX 2537 HUNTSVILLE, TX 77341		PUBLIC	SCHOLARSHIPS	\$ 3,000.
ANTIOCH CEMETARY PO BOX 26 LOVELADY, TX 75851		PUBLIC	PERPETUAL CARE	500.
CROCKETT MERCHANTS LITTLE LEAGUE PO BOX 1249 CROCKETT, TX 75835		PUBLIC	EQUIPMENT	2,500.
EVERGREEN CEMETARY PO BOX 525 CROCKETT, TX 75835		PUBLIC	PERPETUAL CARE	2,500.
GRAPELAND PUBLIC LIBRARY PO BOX 879 GRAPELAND, TX 75844		PUBLIC	BOOKS & EQUIPMENT	250.
LOVELADY VOLUNTEER FIRE DEPT PO BOX 83 LOVELADY, TX 75851		PUBLIC	EQUIPMENT	1,000.
PINEY WOODS FINE ARTS ASSOCIATION PO BOX 1213 CROCKETT, TX 75835		PUBLIC	CHILDREN'S PROGRAM	9,000.
WELDON VOLUNTEER FIRE DEPT 6082 CR 3575 LOVELADY, TX 75851		PUBLIC	EQUIPMENT	1,000.
FRONTIER CAMP 131 FRONTIER CAMP GRAPELAND, TX 75844		PUBLIC	CHILDREN'S PROGRAM	250.
CISD - ATHLETIC FUND 1400 WEST AUSTIN CROCKETT, TX 75835		PUBLIC	ATHLETIC EQUIPMENT	6,000.
LONESTAR MISSIONARY BAPTIST CHURCH PO BOX 347 TRINITY, TX 75862		PUBLIC	BUILDING FUND	15,000.
LOVELADY OLD GYM PO BOX 83 LOVELADY, TX 75851		PUBLIC	EQUIPMENT	1,576.

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**STATEMENT 14 (CONTINUED)**  
**FORM 990-PF, PART XV, LINE 3A**  
**RECIPIENT PAID DURING THE YEAR**

<u>NAME AND ADDRESS</u>	<u>DONEE RELATIONSHIP</u>	<u>FOUND- ATION STATUS</u>	<u>PURPOSE OF GRANT</u>	<u>AMOUNT</u>
RUSK VOLUNTEER FIRE DEPARTMENT 219 S MAIN ST RUSK, TX 75785		PUBLIC	EQUIPMENT	\$ 3,500.
TRINITY VOLUNTEER FIRE DEPARTMENT PO BOX 431 TRINITY, TX 75862		PUBLIC	EQUIPMENT	1,000.
				<b>TOTAL \$ 136,301.</b>

**STATEMENT 15**  
**FORM 990-PF, PART XVI-A, LINE 11**  
**OTHER REVENUE**

<u>OTHER REVENUE</u>	<u>(A) BUSI- NESS CODE</u>	<u>(B) UNRELATED BUSINESS AMOUNT</u>	<u>(C) EXCLU- SION CODE</u>	<u>(D) EXCLUDED AMOUNT</u>	<u>(E) RELATED OR EXEMPT FUNCTION</u>
DEVON ROYALTY			15	\$ 15,484.	
NAVIDAD			15	5,639.	
PARTNERSHIP UBTI	211110	\$ -1,983.	18	332.	
PARTNERSHIP: SEC 1231			14	27,563.	
TAX EXEMPT INTEREST			16	36,069.	
WESTERN CHIEF OPERATING					
<b>TOTAL</b>		<b>\$ -1,983.</b>		<b>\$ 85,087.</b>	<b>\$ 0.</b>

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**GENERAL ELECTIONS**  
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**ELECTION TO TREAT UNUSED PRIOR YEAR CORPUS DISTRIBUTIONS  
AS CURRENT YEAR CORPUS DISTRIBUTIONS**

PURSUANT TO REGULATION 53.4942(A)-3(C)(2)(IV), THE FOUNDATION HEREBY ELECTS TO TREAT, AS A CURRENT DISTRIBUTION OUT OF CORPUS, THE FOLLOWING UNUSED PRIOR YEARS DISTRIBUTIONS THAT WERE TREATED AS CORPUS DISTRIBUTIONS UNDER REGULATION 53.4942(A)-3(D)(1)(III) IN SUCH PRIOR TAX YEAR:

<u>TAX YEAR</u>	<u>AMOUNT</u>
2009	19,301.
2010	35,739.

SIGNED: John Michael Justice