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Form 990-PF

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

2012

Open to Public Inspection

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 01-01-2012, and ending 12-31-2012

Name of foundation: THE LOYD CHARITABLE FOUNDATION. A Employer identification number: 27-0772882. B Telephone number: (702) 586-4180. G Check all that apply: Initial return, Final return, Address change. H Check type of organization: Section 501(c)(3) exempt private foundation. I Fair market value of all assets at end of year: \$ 5,192,407. J Accounting method: Cash.

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Revenue (1-12), Operating and Administrative Expenses (13-26), and Summary (27-29).

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

Part II Balance Sheets		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	3,530,420	1,973,800	1,973,800
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4 Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7 Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments—U S and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)	804,477 <input checked="" type="checkbox"/>	943,082	2,749,324
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	1,239,810 <input checked="" type="checkbox"/>	469,283	469,283
	14 Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15 Other assets (describe ▶ _____)				
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	5,574,707	3,386,165	5,192,407	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶ _____)			
23 Total liabilities (add lines 17 through 22)		0		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
29 Retained earnings, accumulated income, endowment, or other funds	5,574,707	3,386,165		
30 Total net assets or fund balances (see page 17 of the instructions)	5,574,707	3,386,165		
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	5,574,707	3,386,165		

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	5,574,707
2	Enter amount from Part I, line 27a	2	-1,975,464
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	3,599,243
5	Decreases not included in line 2 (itemize) ▶ _____ <input checked="" type="checkbox"/>	5	213,078
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	3,386,165

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			

(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			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			
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	
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	

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	2,228,146	4,599,730	0.484408
2010	2,280,063	1,388,104	1.642574
2009	194,675	986,578	0.197323
2008			
2007			

2	Total of line 1, column (d).	2	2,324,305
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	0.774768
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	6,298,978
5	Multiply line 4 by line 3.	5	4,880,247
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	1,778
7	Add lines 5 and 6.	7	4,882,025
8	Enter qualifying distributions from Part XII, line 4.	8	3,202,471

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 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	3,555
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	3,555
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	3,555
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	1,815
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	1,815
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	1,740
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		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)? <i>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.</i>		No
c Did the foundation file Form 1120-POL for this year?		No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		No
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? <i>If "Yes," attach a conformed copy of the changes</i>		No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		No
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		No
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?	Yes	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	Yes	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> 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? <i>If "No," attach explanation .</i>	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)? <i>If "Yes," complete Part XIV</i>		No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		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? Website address ▶N/A	13	Yes	
14 The books are in care of ▶PAUL & PENNY LOYD Telephone no ▶(713) 461-2296 Located at ▶108 SHASTA DR HOUSTON TX ZIP+4 ▶77024			
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —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

		Yes	No
File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No			
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see 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		No
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)	2b		
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (<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)

<p>5a During the year did the foundation pay or incur any amount to</p> <p>(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(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</p> <p>(3) Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(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</p> <p>(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</p> <p>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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/></p> <p>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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," attach the statement required by Regulations section 53.4945–5(d).</p> <p>6a 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</p> <p>b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes" to 6b, file Form 8870.</p> <p>7a 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</p> <p>b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	5b		
	6b		No
	7b		

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
PAUL B LOYD JR 108 SHASTA DRIVE HOUSTON, TX 77024	CHAIRMAN 0	0	0	0
PENNY LOYD 108 SHASTA DRIVE HOUSTON, TX 77024	VICE-CHAIRMAN 0	0	0	0
KELLY LOYD 108 SHASTA DRIVE HOUSTON, TX 77024	SECRETARY 0	0	0	0
JESSICA REQUA 108 SHASTA DRIVE HOUSTON, TX 77024	TREASURER 0	0	0	0

2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances

Total number of other employees paid over \$50,000.

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation

Total number of others receiving over \$50,000 for professional services. **▶**

Part IX-A Summary of Direct Charitable Activities

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

1	Expenses

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

1 NONE	Amount

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	2,339,078
b	Average of monthly cash balances.	1b	3,073,460
c	Fair market value of all other assets (see instructions).	1c	982,364
d	Total (add lines 1a, b, and c).	1d	6,394,902
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	0
3	Subtract line 2 from line 1d.	3	6,394,902
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	95,924
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	6,298,978
6	Minimum investment return. Enter 5% of line 5.	6	314,949

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	314,949
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	3,555
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	3,555
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	311,394
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	311,394
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	311,394

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	3,202,471
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	3,202,471
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	3,202,471

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				311,394
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			0	
b Total for prior years 2010, 2009, 2008		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007.				
b From 2008.				
c From 2009.				181,295
d From 2010.				2,210,776
e From 2011.				1,999,280
f Total of lines 3a through e.	4,391,351			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ <u>3,202,471</u>				
a Applied to 2011, but not more than line 2a			0	
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.				311,394
e Remaining amount distributed out of corpus	2,891,077			
5 Excess distributions carryover applied to 2012 <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	7,282,428			
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.				
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).				
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.	7,282,428			
10 Analysis of line 9				
a Excess from 2008.				
b Excess from 2009.				181,295
c Excess from 2010.				2,210,776
d Excess from 2011.				1,999,280
e Excess from 2012.				2,891,077

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)

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

Part XV Supplementary Information (Complete this part only if the 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))

PAUL B LOYD JR AND PENNY LOYD

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

NA

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 of the person to whom applications should be addressed

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year See Additional Data Table				
Total				3a 3,156,945

b Approved for future payment See Additional Data Table				
Total				3b 5,627,500

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code... a Transfers from the reporting foundation to a noncharitable exempt organization of (1) Cash (2) Other assets b Other transactions (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees d If the answer to any of the above is "Yes," complete the following schedule

Table with 4 columns: (a) Line No, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements

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 Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship

Sign Here 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 Signature of officer or trustee Date Title

Paid Preparer Use Only Print/Type preparer's name Preparer's Signature Date Check if self-employed PTIN Firm's name Firm's address Firm's EIN Phone no

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ARROW CHILD & FAMILY MINISTRIES 2929 FM 2920 SPRING, TX 77388	NONE	PUBLIC CHARITY	CHARITABLE	100
BOYS & GIRLS COUNTRY 18806 ROBERTS ROAD HOCKLEY, TX 77447	NONE	PUBLIC CHARITY	CHARITABLE	339,950
CAMP ARANZAZU 5420 FM 1781 ROCKPORT, TX 78382	NONE	PUBLIC CHARITY	CHARITABLE	5,250
CASA DE ESPERANZA DE LOS NINAS INC PO BOX 75177 ST PAUL, MN 55175	NONE	PUBLIC CHARITY	CHARITABLE	1,000
NATIONAL FEDERATION OF THE BLIND OF TEXAS INC 314 EAST HIGHLAND MALL BLVD SUITE AUSTIN, TX 78752	NONE	PUBLIC CHARITY	CHARITABLE	75
ST JUDE CHILDREN'S RESEARCH HOSPITAL INC 262 DANNY THOMAS PLACE MEMPHIS, TN 38105	NONE	PUBLIC CHARITY	CHARITABLE	225
LOVING HIS LAMBS MINISTRIES 3135 WELLSRING LAKE DRIVE FULSHEAR, TX 77441	NONE	PUBLIC CHARITY	CHARITABLE	20,000
BAYLOR COLLEGE OF MEDICINE ONE BAYLOR PLAZA MAIL STOP 160 HOUSTON, TX 77030	NONE	PUBLIC CHARITY	CHARITABLE	25,900
CHILDREN'S MUSEUM OF HOUSTON 1500 BINZ HOUSTON, TX 77004	NONE	PUBLIC CHARITY	CHARITABLE	1,000
CROHN'S & COLITIS FOUNDATION OF AMERICA 386 PARK AVENUE SOUTH 17TH FLOOR NEW YORK, NY 10016	NONE	PUBLIC CHARITY	CHARITABLE	25,000
GEORGE W BUSH FOUNDATION PO BOX 600610 DALLAS, TX 75360	NONE	PUBLIC CHARITY	CHARITABLE	200,000
GIRLS INC OF GREATER HOUSTON 1235 NORTH LOOP WEST STE 118 HOUSTON, TX 77008	NONE	PUBLIC CHARITY	CHARITABLE	5,000
HOUSTON CHILDREN'S CHARITY 230 WESTCOTT STE 202 HOUSTON, TX 77007	NONE	PUBLIC CHARITY	CHARITABLE	52,150
HOUSTON FOOD BANK 535 PORTWALL ST HOUSTON, TX 77029	NONE	PUBLIC CHARITY	CHARITABLE	1,000
HOUSTON HUMANE SOCIETY 14700 ALMEDA RD HOUSTON, TX 77053	NONE	PUBLIC CHARITY	CHARITABLE	3,000

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)				
a <i>Paid during the year</i>				
HOUSTON POLICE FOUNDATION PO BOX 346 HOUSTON, TX 770010346	NONE	PUBLIC CHARITY	CHARITABLE	3,000
HOUSTON SPCA 900 PORTWAY DRIVE HOUSTON, TX 77024	NONE	PUBLIC CHARITY	CHARITABLE	1,000
HOUSTON ZOO INC 6200 HERMANN PARK DRIVE HOUSTON, TX 77030	NONE	PUBLIC CHARITY	CHARITABLE	10,000
INSPIRE WOMEN 1415 SOUTH VOSS STE 110-516 HOUSTON, TX 77057	NONE	PUBLIC CHARITY	CHARITABLE	25,000
JUNE JONES FOUNDATION PO BOX 753139 DALLAS, TX 752753139	NONE	PUBLIC CHARITY	CHARITABLE	175,689
INTERFAITH CARE PARTNERS 701 N POST OAK RD SUITE 330 HOUSTON, TX 77024	NONE	PUBLIC CHARITY	CHARITABLE	5,500
MEMORIAL ASSISTANCE MINISTRIES 1625 BLALOCK RD HOUSTON, TX 77080	NONE	PUBLIC CHARITY	CHARITABLE	1,000
THE MUSEUM OF FINE ARTS HOUSTON 1001 BISSONNET HOUSTON, TX 77005	NONE	PUBLIC CHARITY	CHARITABLE	15,500
NATIONAL PKU ALLIANCE PO BOX 501 TOMAHAWK, WI 54487	NONE	PUBLIC CHARITY	CHARITABLE	10,000
THE 100 CLUB INC 5555 SAN FELIPE ST STE 520 HOUSTON, TX 770562733	NONE	PUBLIC CHARITY	CHARITABLE	1,100
THE SALVATION ARMY 1500 AUSTIN ST HOUSTON, TX 77002	NONE	PUBLIC CHARITY	CHARITABLE	1,000
SCHOOL OF THE WOODS 1321 WIRT RD HOUSTON, TX 77055	NONE	PUBLIC CHARITY	CHARITABLE	9,740
SOUTHERN METHODIST UNIVERSITY 6425 BOAZ LANE DALLAS, TX 75205	NONE	PUBLIC UNIVERSITY	CHARITABLE	1,528,750
THE SUICIDE AND CRISIS CENTER OF NORTH TEXAS 2808 SWISS AVE DALLAS, TX 75204	NONE	PUBLIC CHARITY	CHARITABLE	10,000
TEXAS A&M UNIVERSITY 501-599 LAMAR ST COLLEGE STATION, TX 77844	NONE	PUBLIC UNIVERSITY	CHARITABLE	25,000

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)				
a <i>Paid during the year</i>				
THEATRE UNDER THE STARS 800 BAGBY STE 200 HOUSTON, TX 770022525	NONE	PUBLIC CHARITY	CHARITABLE	9,170
TRINITY CHURCH 4300 COLE AVE DALLAS, TX 75205	NONE	PUBLIC CHARITY	CHARITABLE	126,997
UNITED WAY OF GREATER HOUSTON 50 WAUGH DR HOUSTON, TX 77007	NONE	PUBLIC CHARITY	CHARITABLE	100,000
THE WOMEN'S RESOURCE OF GREATER HOUSTON 730 N POST OAK RD STE 204 HOUSTON, TX 77024	NONE	PUBLIC CHARITY	CHARITABLE	16,000
YOUNG LIFE PO BOX 520 COLORADO SPRINGS, CO 80901	NONE	PUBLIC CHARITY	CHARITABLE	1,500
BAYOU PRESERVATION ASSOCIATION 3201 ALLEN PARKWAY SUITE 200 PO BOX 131563 HOUSTON, TX 772191563	NONE	PUBLIC CHARITY	CHARITABLE	2,500
BOYS AND GIRLS CLUBS OF AMERICAN SAMOA PO BOX 998381 PAGO PAGO AQ	NONE	PUBLIC CHARITY	CHARITABLE	20,000
COLLEGE FOOTBALL ASSISTANCE FUND 8930 WEST SUNSET ROAD SUITE 240 LAS VEGAS, NV 89148	NONE	PUBLIC CHARITY	CHARITABLE	10,000
FRONTLINE SERVICES OF TRINITY CHURCH 4300 COLE AVE DALLAS, TX 75205	NONE	PUBLIC CHARITY	CHARITABLE	5,000
GENERATIONS A THEATRE COMPANY INC 4436 LAFAYETTE ST BELLAIRE, TX 77096	NONE	PUBLIC CHARITY	CHARITABLE	20,000
GIRL SCOUTS OF SAN JACINTO COUNCIL 3110 SOUTHWEST FREEWAY HOUSTON, TX 770984508	NONE	PUBLIC CHARITY	CHARITABLE	1,000
PRESERVATION HOUSTON 712 MAIN ST STE 110 HOUSTON, TX 77002	NONE	PUBLIC CHARITY	CHARITABLE	500
THE HERITAGE SOCIETY AT SAM HOUSTON PARK 1100 BAGBY STREET HOUSTON, TX 77002	NONE	PUBLIC CHARITY	CHARITABLE	384
HIGHLAND BELLES BOOSTER CLUB 4220 EMERSON AVENUE DALLAS, TX 75205	NONE	PUBLIC CHARITY	CHARITABLE	3,300
HOLOCAUST MUSEUM HOUSTON 5401 CAROLINE ST HOUSTON, TX 770046804	NONE	PUBLIC CHARITY	CHARITABLE	1,000

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)				
a <i>Paid during the year</i>				
KAPPA KAPPA GAMMA FOUNDATION PO BOX 38 530 EAST TOWN STREET COLUMBUS,OH 432160038	NONE	PUBLIC CHARITY	CHARITABLE	7,360
KNOWLEDGE ARTS FOUNDATION 1111 PARKHAVEN LANE HOUSTON,TX 770771450	NONE	PUBLIC CHARITY	CHARITABLE	7,500
LATIN WOMEN'S INITIATIVE PO BOX 272925 HOUSTON,TX 77277	NONE	PUBLIC CHARITY	CHARITABLE	1,000
PANCREATIC CANCER ACTION NETWORK 1500 ROSECRANS AVENUE SUITE 200 MANHATTAN BEACH,CA 90266	NONE	PUBLIC CHARITY	CHARITABLE	1,500
SEAL LEGACY FOUNDATION 1401 MCKINNEY SUITE 2222 HOUSTON,TX 77010	NONE	PUBLIC CHARITY	CHARITABLE	126,250
TEXAS CHILDREN'S HOSPITAL 6621 FANNIN STREET HOUSTON,TX 77030	NONE	PUBLIC CHARITY	CHARITABLE	2,500
THE WOMEN'S HOME 607 WESTHEIMER ROAD HOUSTON,TX 77006	NONE	PUBLIC CHARITY	CHARITABLE	5,000
WORLD AFFAIRS COUNCIL OF HOUSTON PO BOX 920905 HOUSTON,TX 772920905	NONE	PUBLIC CHARITY	CHARITABLE	10,000
AMERICAN HEART ASSOCIATION 10060 BUFFALO SPEEDWAY HOUSTON,TX 77054	NONE	PUBLIC CHARITY	CHARITABLE	1,000
BOYS & GIRLS CLUBS OF AMERICA 2107 N COLLINS BLVD RICHARDSON,TX 75080	NONE	PUBLIC CHARITY	CHARITABLE	8,600
THE BROOKWOOD COMMUNITY 1752 FM 1489 BROOKSHIRE,TX 77423	NONE	PUBLIC CHARITY	CHARITABLE	3,000
CHILDREN'S SAFE HARBOR 1519 ODDFELLOW ST CONROE,TX 77301	NONE	PUBLIC CHARITY	CHARITABLE	2,500
DALLAS HISTORICAL SOCIETY PO BOX 150038 DALLAS,TX 753150038	NONE	PUBLIC CHARITY	CHARITABLE	1,000
DBSA GREATER HOUSTON PO BOX 27607 HOUSTON,TX 77227	NONE	PUBLIC CHARITY	CHARITABLE	5,000
DISABLED AMERICAN VETERANS PO BOX 14301 CINCINNATI,OH 452500301	NONE	PUBLIC CHARITY	CHARITABLE	250

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
EDDIE ROBINSON LEGACY FUND PO BOX 818 GRAMBLING, LA 71245	NONE	PUBLIC CHARITY	CHARITABLE	2,500
ENGAGE 2020 10523 COUNTESS DR DALLAS, TX 75229	NONE	PUBLIC CHARITY	CHARITABLE	10,000
EPILEPSY FOUNDATION TEXAS 2630 FOUNTAIN VIEW DR SUITE 210 HOUSTON, TX 77057	NONE	PUBLIC CHARITY	CHARITABLE	10,000
EUREKA COLLEGE 300 EAST COLLEGE AVE EUREKA, IL 61530	NONE	PRIVATE UNIVERSITY	CHARITABLE	1,000
FRIENDS OF THE HIGHLAND PARK LIBRARY 4700 DREXEL DRIVE HIGHLAND PARK, TX 752053198	NONE	PUBLIC CHARITY	CHARITABLE	500
WOODALL RODGERS PARK FOUNDATION 1909 WOODALL RODGERS FREEWAY SUITE DALLAS, TX 75201	NONE	PUBLIC CHARITY	CHARITABLE	4,625
THE FOUNDATION FOR TEEN HEALTH BAYLOR TEEN HEALTH CLINIC 1504 TAUB LOOP HOUSTON, TX 77030	NONE	PUBLIC CHARITY	CHARITABLE	1,000
FUND FOR TEACHERS 2000 POST OAK BLVD SUITE 100 HOUSTON, TX 77056	NONE	PUBLIC CHARITY	CHARITABLE	6,000
GREATER HOUSTON COMMUNITY FOUNDATION 5120 WOODWAY DR SUITE 6000 HOUSTON, TX 77056	NONE	PUBLIC CHARITY	CHARITABLE	25,100
HEARTLAND CHRISTIAN COLLEGE 500 NEW CREATION ROAD NORTH NEWARK, MO 63458	NONE	PUBLIC CHARITY	CHARITABLE	1,000
HIGHLAND PARK EDUCATION FOUNDATION 4201 GRASSMERE LANE DALLAS, TX 75205	NONE	PUBLIC CHARITY	CHARITABLE	10,000
THE HISTIO CURE FOUNDATION PO BOX 6446 FOLSOM, CA 95763	NONE	PUBLIC CHARITY	CHARITABLE	8,760
HISTORICAL TEXAS TREASURES INC 2121 KIRBY DR UNIT 144 HOUSTON, TX 770196069	NONE	PUBLIC CHARITY	CHARITABLE	20,000
HOUSTON CHILDREN'S CHORUS PO BOX 66567 HOUSTON, TX 772666567	NONE	PUBLIC CHARITY	CHARITABLE	500
HOUSTON HABITAT FOR HUMANITY 3750 N MCCARTY ST HOUSTON, TX 77029	NONE	PUBLIC CHARITY	CHARITABLE	1,000

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)				
a <i>Paid during the year</i>				
HOUSTON LIVESTOCK SHOW AND RODEO PO BOX 20070 HOUSTON, TX 772250070	NONE	PUBLIC CHARITY	CHARITABLE	240
THE JAPAN-AMERICA SOCIETY OF HOUSTON 4543 POST OAK PLACE SUITE 220 HOUSTON, TX 77027	NONE	PUBLIC CHARITY	CHARITABLE	7,000
LEGACY COMMUNITY HEALTH SERVICES 1415 CALIFORNIA ST HOUSTON, TX 77006	NONE	PUBLIC CHARITY	CHARITABLE	1,000
LIFEHOUSTON 170 HEIGHTS BLVD HOUSTON, TX 77007	NONE	PUBLIC CHARITY	CHARITABLE	1,000
THE MISSION OF YAHWEH 10247 ALGIERS HOUSTON, TX 77041	NONE	PUBLIC CHARITY	CHARITABLE	7,800
PHI LAMBDA OF DELTA DELTA DELTA TCU BOX 294507 FORT WORTH, TX 76129	NONE	PUBLIC CHARITY	CHARITABLE	500
SAM HOUSTON AREA COUNCIL BOY SCOUTS OF AMERICA PO BOX 924528 HOUSTON, TX 77292	NONE	PUBLIC CHARITY	CHARITABLE	5,000
SPECIAL OLYMPICS TEXAS 7715 CHEVY CHASE DR SUITE 120 AUSTIN, TX 78752	NONE	PUBLIC CHARITY	CHARITABLE	400
STAR OF HOPE MISSION PO BOX 1505 HOUSTON, TX 772511505	NONE	PUBLIC CHARITY	CHARITABLE	500
TEXAS FRATERNAL ORDER OF POLICE 4001 EAST 29TH ST SUITE 107 BRYAN, TX 77802	NONE	PUBLIC CHARITY	CHARITABLE	30
TIRR FOUNDATION 4605 POST OAK PLACE SUITE 222 HOUSTON, TX 77027	NONE	PUBLIC CHARITY	CHARITABLE	5,000
VCOM VIRGINIA CAMPUS 2265 KRAFT DRIVE BLACKSBURG, VA 24060	NONE	PUBLIC CHARITY	CHARITABLE	13,750
VISION AMERICA PO BOX 2606 HOUSTON, TX 77252	NONE	PUBLIC CHARITY	CHARITABLE	5,000
WALLACE ELEMENTARY PTA 9921 KIRKHAVEN DRIVE DALLAS, TX 75238	NONE	PUBLIC CHARITY	CHARITABLE	6,000
Total				3,156,945

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 <i>Approved for future payment</i>				
GEORGE W BUSH FOUNDATION PO BOX 600610 DALLAS, TX 75360	NONE	PUBLIC CHARITY	GEORGE W BUSH PRESIDENTIAL CENTER GIFT	400,000
SOUTHERN METHODIST UNIVERSITY 6425 BOAZ LANE DALLAS, TX 75205	NONE	PUBLIC UNIVERSITY	SUPPORT FOR THE CENTER FOR THE DEVELOPMENT OF STUDENT ATHLETES	400,000
THE MUSEUM OF FINE ARTS HOUSTON 1001 BISSONNET HOUSTON, TX 77005	NONE	PUBLIC CHARITY	SUPPORT FOR THE ARTS OF JAPAN GALLERY	30,000
SOUTHERN METHODIST UNIVERSITY 6425 BOAZ LANE DALLAS, TX 75205	NONE	PUBLIC UNIVERSITY	SUPPORT FOR THE ATHLETICS HALL OF FAME INDUCTION CEREMONY AND DINNER	15,000
SOUTHERN METHODIST UNIVERSITY 6425 BOAZ LANE DALLAS, TX 75205	NONE	PUBLIC UNIVERSITY	SUPPORT FOR THE CIRCLE OF CHAMPIONS	200,000
SOUTHERN METHODIST UNIVERSITY 6425 BOAZ LANE DALLAS, TX 75205	NONE	PUBLIC UNIVERSITY	SUPPORT FOR THE R GERALD TURNER CENTENNIAL QUADRANGLE	60,000
SOUTHERN METHODIST UNIVERSITY 6425 BOAZ LANE DALLAS, TX 75205	NONE	PUBLIC UNIVERSITY	SUPPORT FOR THE CIRCLE OF CHAMPIONS	300,000
SOUTHERN METHODIST UNIVERSITY 6425 BOAZ LANE DALLAS, TX 75205	NONE	PUBLIC UNIVERSITY	SUPPORT FOR MUSTANG BAND HALL	200,000
SOUTHERN METHODIST UNIVERSITY 6425 BOAZ LANE DALLAS, TX 75205	NONE	PUBLIC UNIVERSITY	SUPPORT FOR MEADOWS SCHOLAR OF THE YEAR	22,500
SOUTHERN METHODIST UNIVERSITY 6425 BOAZ LANE DALLAS, TX 75205	NONE	PUBLIC UNIVERSITY	SUPPORT FOR THE RESIDENTIAL COMMONS INITIATIVE	4,000,000
Total			▶ 3b	5,627,500

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Schedule of Contributors

OMB No 1545-0047

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

2012

Department of the Treasury
Internal Revenue Service

Name of the organization
THE LOYD CHARITABLE FOUNDATION

Employer identification number
27-0772882

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

501(c)() (enter number) organization

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

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

Special Rules

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

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

Name of organization
THE LOYD CHARITABLE FOUNDATION

Employer identification number
27-0772882

Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	PAUL PENNY LOYD 108 SHASTA DR HOUSTON, TX 77024	\$ 50,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
2	PAUL PENNY LOYD 108 SHASTA DR HOUSTON, TX 77024	\$ 653,680	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
3	PAUL PENNY LOYD 108 SHASTA DR HOUSTON, TX 77024	\$ 351,553	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
—	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
—	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
—	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization
THE LOYD CHARITABLE FOUNDATION

Employer identification number
27-0772882

Part II Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
3	HOLLYFRONTIER CORP - 7,696 SHARES	\$ 351,553	2012-12-31

Name of organization
THE LOYD CHARITABLE FOUNDATION

Employer identification number
27-0772882

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry
For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this information once. See instructions.) \$
Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
_____	_____	_____	_____
	_____	_____	_____
	_____	_____	_____

(e) Transfer of gift	
Transferee's name, address, and ZIP 4	Relationship of transferor to transferee
_____	_____
_____	_____
_____	_____

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
_____	_____	_____	_____
	_____	_____	_____
	_____	_____	_____

(e) Transfer of gift	
Transferee's name, address, and ZIP 4	Relationship of transferor to transferee
_____	_____
_____	_____
_____	_____

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
_____	_____	_____	_____
	_____	_____	_____
	_____	_____	_____

(e) Transfer of gift	
Transferee's name, address, and ZIP 4	Relationship of transferor to transferee
_____	_____
_____	_____
_____	_____

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
_____	_____	_____	_____
	_____	_____	_____
	_____	_____	_____

(e) Transfer of gift	
Transferee's name, address, and ZIP 4	Relationship of transferor to transferee
_____	_____
_____	_____
_____	_____

TY 2012 Accounting Fees Schedule

Name: THE LOYD CHARITABLE FOUNDATION

EIN: 27-0772882

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BOOKKEEPING	15,000	7,500		7,500
TAX PREPARATION FEES	9,806	4,903		4,903

**TY 2012 All Other Program
Related Investments Schedule**

Name: THE LOYD CHARITABLE FOUNDATION

EIN: 27-0772882

Category	Amount
NONE	

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

TY 2012 Depreciation Schedule

Name: THE LOYD CHARITABLE FOUNDATION

EIN: 27-0772882

**TY 2012 Investments Corporate
Stock Schedule****Name:** THE LOYD CHARITABLE FOUNDATION**EIN:** 27-0772882

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CARRIZO OIL & GAS INC	12,885	910,020
CISCO SYSTEMS INC	121,708	167,017
HOLLYFRONTIER CORP	636,176	1,422,381
INTEL CORP	98,626	154,650
SOLITARIO EXPL & ROYALTY	73,687	95,256

TY 2012 Investments - Other Schedule

Name: THE LOYD CHARITABLE FOUNDATION

EIN: 27-0772882

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
WESTCOTT PROPERTY, LP	AT COST	0	0
CANYON LAKES W3 LP	AT COST	469,283	469,283

TY 2012 Land, Etc. Schedule

Name: THE LOYD CHARITABLE FOUNDATION

EIN: 27-0772882

TY 2012 Other Decreases Schedule

Name: THE LOYD CHARITABLE FOUNDATION

EIN: 27-0772882

Description	Amount
APPRECIATION OF STOCKS CONTRIBUTED	212,948
NONDEDUCTIBLE EXPENSES FROM SCH K-1	130

TY 2012 Other Expenses Schedule

Name: THE LOYD CHARITABLE FOUNDATION

EIN: 27-0772882

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BANK FEES	75	75		
DELIVERY SERVICES	38	38		
MISCELLANEOUS EXPENSE	1,000			
PORTFOLIO DEDS FROM SCH K-1	564	564		
UBS ANNUAL FEE	150	150		
VISA ANNUAL FEES	60	60		

TY 2012 Other Income Schedule

Name: THE LOYD CHARITABLE FOUNDATION

EIN: 27-0772882

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
WESTCOTT PROPERTY, LP - RENTAL R/E INC	-18,711	-18,711	
WESTCOTT PROPERTY, LP - SEC 1231 GAIN	99,260	99,260	

TY 2012 Taxes Schedule

Name: THE LOYD CHARITABLE FOUNDATION

EIN: 27-0772882

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL INCOME TAX	5,000			