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Form **990-PF**

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

OMB No 1545-0052

2012Department of the Treasury
Internal Revenue Service

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

Open to Public Inspection

For calendar year 2012 or tax year beginning , and ending

Name of foundation PHILIP THEODORE BEE CHARITABLE TRUST		A Employer identification number 27-2006474
Number and street (or P.O. box number if mail is not delivered to street address) 5600 W LOVERS LANE, STE 116 PMB 136	Room/suite	B Telephone number (see instructions) 214-361-9207
City or town, state, and ZIP code DALLAS TX 75209-4360		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 4,265,315	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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)
1	Contributions, gifts, grants, etc., received (attach schedule)				
2	Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	7	7		
4	Dividends and interest from securities	113,150	113,150		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10 Stmt 1	44,375			
b	Gross sales price for all assets on line 6a 1,156,357				
7	Capital gain net income (from Part IV, line 2)		5,211		
8	Net short-term capital gain			0	
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less: Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule) Stmt 2	42,609	42,609		
12	Total. Add lines 1 through 11	200,141	160,977	0	
13	Compensation of officers, directors, trustees, etc	32,500	9,145		15,645
14	Other employee salaries and wages				
15	Pension plans, employee benefits	22,845	11,422		11,423
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule) Stmt 3	7,784	3,892		3,892
c	Other professional fees (attach schedule) Stmt 4	26,956	26,956		
17	Interest	32	32		
18	Taxes (attach schedule) (see instructions) Stmt 5	5,418	5,418		
19	Depreciation (attach schedule) and depletion	6,232	6,232		
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) Stmt 6	11,324	10,017		1,309
24	Total operating and administrative expenses. Add lines 13 through 23	113,091	73,114	0	32,269
25	Contributions, gifts, grants and	257,506			257,506
26	Total expenses and disbursements. Add lines 24 and 25	370,597	73,114	0	289,775
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	-170,456			
b	Net investment income (if negative, enter -0-)		87,863		
c	Adjusted net income (if negative, enter -0-)			0	

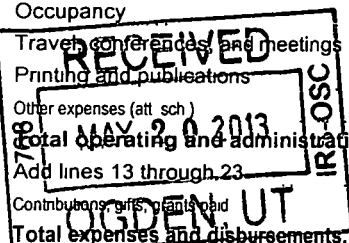
For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2012)

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SCANNED MAY 22 2013

Operating and Administrative Expenses



6614

Part II Balance Sheets		Beginning of year	End of year	
			(a) Book Value	(b) Book Value
Assets	1 Cash – non-interest-bearing	34,690	44,288	44,288
	2 Savings and temporary cash investments	165,470	51,876	51,876
	3 Accounts receivable ▶ Less: allowance for doubtful accounts ▶	17,524		
	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 (att. schedule) ▶ See Wrk 8,512 Less: allowance for doubtful accounts ▶ 0		8,512	8,512
	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) See Stmt 7	4,001,072	3,979,915	4,157,598
	c Investments – corporate bonds (attach schedule)			
	11 Investments – land, buildings, and equipment basis ▶ 60,106 Less: accumulated depreciation (attach sch) ▶ Stmt 8 13,002	53,318	47,104	
	12 Investments – mortgage loans			
	13 Investments – other (attach schedule)			
	14 Land, buildings, and equipment basis ▶ Less: accumulated depreciation (attach sch) ▶			
	15 Other assets (describe ▶ See Statement 9)		3,041	3,041
	16 Total assets (to be completed by all filers – see the instructions Also, see page 1, item I)	4,272,074	4,134,736	4,265,315
Liabilities	17 Accounts payable and accrued expenses		12,298	
	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	12,298	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input checked="" type="checkbox"/>			
	24 Unrestricted	4,272,074	4,122,438	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input type="checkbox"/>			
	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			
	30 Total net assets or fund balances (see instructions)	4,272,074	4,122,438	
	31 Total liabilities and net assets/fund balances (see instructions)	4,272,074	4,134,736	

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	4,272,074
2 Enter amount from Part I, line 27a	2	-170,456
3 Other increases not included in line 2 (itemize) ▶ See Statement 10	3	20,820
4 Add lines 1, 2, and 3	4	4,122,438
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	4,122,438

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	Pershing Advisor #QW4-002194			
b	Pershing Advisor #N6I-002306			
c	PVR Partners LP--Section 1231			
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	4,049			4,049
b	947			947
c	215			215
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0- or Losses (from col. (h))
a				4,049
b				947
c				215
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**5,211****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 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	200,815	4,466,177	0.044964
2010			
2009			
2008			
2007			

2 Total of line 1, column (d)**2****0.044964****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****0.044964****4** Enter the net value of noncharitable-use assets for 2012 from Part X, line 5**4****4,290,962****5** Multiply line 4 by line 3**5****192,939****6** Enter 1% of net investment income (1% of Part I, line 27b)**6****879****7** Add lines 5 and 6**7****193,818****8** Enter qualifying distributions from Part XII, line 4**8****289,775**

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)

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 checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	879
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	0
3	Add lines 1 and 2	3	879
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	879
6	Credits/Payments.		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	269
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	269
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	12
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	622
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 checked="" 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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? 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.		X
c Did the foundation file Form 1120-POL for this year?		X
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? If "Yes," attach a detailed description of the activities.		X
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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
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? If "Yes," attach the statement required by General Instruction T		X
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?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> None		
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		
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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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 ► N/A	13	X	
14	The books are in care of ► Jill C. Bee, Trustee 5600 W Lovers Lane Located at ► Dallas TX ZIP+4 ► 75209-4360 Telephone no ► 214-361-9207			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 – Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input 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 instructions)? Organizations relying on a current notice regarding disaster assistance check here N/A <input type="checkbox"/> 1b		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012? N/A 1c		
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If "Yes," list the years ► 20 , 20 , 20 , 20 <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
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.) N/A 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? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012) N/A 3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
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	X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?N/A ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945–5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?**6b****X**

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

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
Jill C Bee PO Box 25016 Dallas TX 75225	Trustee 20.00	19,500	18,290	0
Ross B Bee 5223-B Mount Bonnell Road Austin TX 78731	Trustee 10.00	13,000	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
NONE		

Total number of others receiving over \$50,000 for professional services ▶**Part IX-A Summary of Direct Charitable Activities**

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

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	

Total. Add lines 1 through 3 ▶

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	4,096,839
b	Average of monthly cash balances	1b	199,362
c	Fair market value of all other assets (see instructions)	1c	60,106
d	Total (add lines 1a, b, and c)	1d	4,356,307
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	4,356,307
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	65,345
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,290,962
6	Minimum investment return. Enter 5% of line 5	6	214,548

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	214,548
2a	Tax on investment income for 2012 from Part VI, line 5	2a	879
b	Income tax for 2012. (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	879
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	213,669
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	213,669
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	213,669

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	289,775
b	Program-related investments – total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	289,775
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	879
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	288,896

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				213,669
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			21,420	
b Total for prior years: 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e				
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 289,775				
a Applied to 2011, but not more than line 2a			21,420	
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				213,669
e Remaining amount distributed out of corpus	54,686			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	54,686			
b Prior years' undistributed income. Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount – see instructions				
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount – see instructions				
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	54,686			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012	54,686			

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Statement 11				<p style="text-align: right;">257,506</p>
Total			▶ 3a	257,506
b Approved for future payment N/A				
Total			▶ 3b	

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Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets

Whom Sold	Description	Date Acquired	Date Sold	How Received		Cost	Expense	Depreciation	Net Gain / Loss
				Sale Price	Purchase				
400 sh ISHARES INC MSCI BRAZIL FREE		10/06/11	2/08/12	\$	Purchase	21,759	\$	\$	5,819
1041 sh ISHARES TR MSCI ALL ASIA		7/22/11	7/17/12		Purchase	65,430			-11,443
616 sh MARKET VECTORS ETF BRAZIL SM		2/08/12	7/17/12		Purchase	27,579			-6,200
1735 sh ISHARES TR MSCI ALL ASIA		8/24/11	7/26/12		Purchase	93,294			-3,707
5772 sh JP MORGAN CHASE & CO ALERIAN		8/05/11	8/01/12		Purchase	199,570			30,104
2141 sh ISHARES TR MSCI ALL ASIA		7/22/11	7/26/12		Purchase	134,568			-24,017
5946 sh JP MORGAN CHASE & CO ALERIAN		6/09/11	8/01/12		Purchase	214,629			21,969
5241.09 sh MAINSTAY FLOATING RATE FD		4/03/11	9/20/12		Purchase	49,948			37
5235.60 sh MAINSTAY FLOATING RATE FD		4/03/11	10/09/12		Purchase	49,895			90
33 sh ISHARES TR MSCI ALL ASIA		8/24/11	11/13/12		Purchase	1,775			84
100 sh ISHARES TR MSCI ALL ASIA		8/24/11	11/13/12		Purchase	5,377			255
34 sh ISHARES TR MSCI ALL ASIA		8/24/11	11/13/12		Purchase	1,828			87
33 sh ISHARES TR MSCI ALL ASIA		8/24/11	11/13/12		Purchase	1,775			84
100 sh ISHARES TR MSCI ALL ASIA		8/24/11	11/13/12		Purchase	5,377			255
100 sh ISHARES TR MSCI ALL ASIA		8/24/11	11/13/12		Purchase	5,377			255
200 sh ISHARES TR MSCI ALL ASIA		8/24/11	11/13/12		Purchase	10,755			508
835 sh ISHARES TR MSCI ALL ASIA		8/24/11	11/13/12		Purchase	44,899			2,114

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Whom Sold	Description	Date Acquired	Date Sold	How Received		Cost	Expense	Depreciation	Net Gain / Loss
				Sale Price	Purchase				
165 sh CINCINNATI FINL CORP		12/12/11	2/08/12	\$	Purchase 5,507 \$	4,827 \$	\$	\$	680
160 sh GENUINE PARTS CO		12/12/11	2/22/12		Purchase 10,003	9,340			663
575 sh FEDERATED INVS INC		12/12/11	2/23/12		Purchase 11,749	8,672			3,077
65 sh LOCKHEED MARTIN CORP		12/12/11	2/23/12		Purchase 5,704	4,983			721
60 sh CHEVRON CORP		12/12/11	4/09/12		Purchase 6,203	6,204			-1
490 sh VALLEY NATL BANCORP		12/12/11	4/25/12		Purchase 6,349	5,788			561
95 sh PHILLIPS 66		12/12/11	5/02/12		Purchase 3,027	3,088			-61
170 sh VALLEY NATL BANCORP		12/12/11	5/04/12		Purchase 2,053	2,008			45
320 sh VALLEY NATL BANCORP		12/12/11	5/04/12		Purchase 3,864	4,015			-151
245 sh AT&T INC		12/12/11	5/31/12		Purchase 8,373	7,109			1,264
150 SH AT&T INC		12/12/11	6/15/12		Purchase 5,359	4,352			1,007
85 sh KIMBERLY CLARK CORP		12/12/11	6/15/12		Purchase 7,007	5,923			1,084
70 sh ABBOTT LABS		12/12/11	6/18/12		Purchase 4,377	3,797			580
250 sh RPM INTL INC		12/12/11	6/19/12		Purchase 6,573	5,812			761
75 sh MERCK & CO INC		12/12/11	7/17/12		Purchase 3,300	2,648			652
50 sh KIMBERLY CLARK CORP		12/12/11	8/07/12		Purchase 4,083	3,484			599
10 sh KIMBERLY CLARK CORP		12/12/11	8/07/12		Purchase 817	725			92

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description			How Received		Cost	Expense	Depreciation	Net Gain / Loss
Whom Sold	Date Acquired	Date Sold	Sale Price	Purchase				
125 sh UNILEVER PLC SPON ADR	12/12/11	8/09/12	\$	Purchase 4,459	\$ 4,118	\$	\$	341
160 sh CINCINNATI FINL CORP	12/12/11	8/21/12		Purchase 6,247	4,681			1,566
80 sh H J HEINZ COMPANY	12/12/11	8/21/12		Purchase 4,430	4,209			221
55 sh KIMBERLY CLARK CORP	1/24/12	8/22/12		Purchase 4,597	3,987			610
100 sh ABBOTT LABS	12/12/11	8/24/12		Purchase 6,557	5,424			1,133
120 sh RAYONIER INC	12/12/11	8/24/12		Purchase 5,758	4,930			828
30 sh MEREDITH CORP	12/12/11	9/14/12		Purchase 1,105	916			189
130 sh CINCINNATI FINL CORP	12/12/11	9/27/12		Purchase 4,925	3,803			1,122
105 sh RAYONIER INC	12/12/11	9/27/12		Purchase 5,097	4,313			784
70 sh AT&T INC	12/12/11	10/11/12		Purchase 2,547	2,031			516
50 sh AT&T INC	1/26/12	10/11/12		Purchase 1,819	1,480			339
75 sh ABBOTT LABS	12/12/11	10/17/12		Purchase 5,182	4,068			1,114
365 sh CA INC	6/06/12	10/26/12		Purchase 8,406	9,311			-905
120 sh CLIFF NAT RES INC	8/14/12	10/26/12		Purchase 4,395	5,070			-675
140 sh CLIFF NAT RES INC	8/14/12	10/26/12		Purchase 5,127	5,469			-342
30 sh CLIFF NAT RES INC	8/14/12	10/26/12		Purchase 1,099	1,042			57
100 sh LEGGETT & PLATT INC	12/12/11	11/05/12		Purchase 2,720	2,267			453

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description	Whom Sold	Date Acquired	Date Sold	How Received		Cost	Expense	Depreciation	Net Gain / Loss
				Sale Price	Purchase				
120 sh EATON CORP		6/22/12	12/03/12	\$	Purchase 6,229	\$ 4,611	\$	\$	1,618
135 sh EATON CORP		7/11/12	12/03/12		Purchase 7,007	5,005			2,002
140 sh FREEPORT-MCMORAN COPPER & GOL		12/12/11	12/05/12		Purchase 4,490	5,382			-892
195 sh ENBRIDGE ENERGY PARTNERS LP\		12/12/11	12/17/12		Purchase 5,312	5,481			-169
305 sh CONAGRA FOODS INC		12/12/11	12/19/12		Purchase 9,161	7,774			1,387
Total				\$ 1,151,146	\$ 1,111,982	\$ 0	\$ 0	\$	39,164

Statement 2 - Form 990-PF, Part I, Line 11 - Other Income

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
PTP Business Income	\$ -215	\$ -215	\$
Enbridge Energy Ptr-Ord Inc	525	525	
CONOCO PHILLIPS COMPANY	482	482	
XTO ENERGY	40,947	40,947	
PTP Royalty Income	50	50	
Enduro Royalty Trust	820	820	
Total	\$ 42,609	\$ 42,609	\$ 0

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Statement 3 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Gail Wills CPA	\$ 7,784	\$ 3,892	\$	\$ 3,892
Total	\$ 7,784	\$ 3,892	\$ 0	\$ 3,892

Statement 4 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Pershing Advisor Solutions	\$ 26,956	\$ 26,956	\$	\$
Total	\$ 26,956	\$ 26,956	\$ 0	\$ 0

Statement 5 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Foreign Taxes Pershing #N6I-0023	\$ 201	\$ 201	\$	\$
Foreign Taxes Pershing #QW4-0021	749	749		
New Mexico Royalty Taxes	26	26		
Royalty Production Taxes	3,024	3,024		
Property Taxes	50	50		
Excise Taxes	1,368	1,368		
Total	\$ 5,418	\$ 5,418	\$ 0	\$ 0

Statement 6 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Expenses	\$	\$	\$	\$
Other Royalty Expense	7,950	7,950		

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Statement 6 - Form 990-PF, Part I, Line 23 - Other Expenses (continued)

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Office Supplies	\$ 586	293	\$	\$ 293
Postage	309			309
Meals	380			382
Fees	100			100
Contract Labor	425	200		225
Insurance	1,574	1,574		
Total	\$ 11,324	\$ 10,017	\$ 0	\$ 1,309

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Statement 7 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
	\$	\$		\$
450 sh AT&T Inc	13,492	14,804	Cost	15,170
245 sh Abbott Laboratories	13,289		Cost	
230 units Alliance Resource Partners	9,001	15,128	Cost	13,353
200 sh Baytex Energy Corp	6,298	10,128	Cost	8,648
655 units Canadian Oil Sands Ltd	13,204	13,204	Cost	13,272
60 sh Chevron Corp	6,204		Cost	
455 sh Cincinnati Financial Corp	13,311		Cost	
700 sh Cinemark Holdings Inc	13,168	14,018	Cost	18,186
255 sh Conagra Foods Inc	10,757	6,646	Cost	7,523
270 sh Conoco Phillips	13,478	14,817	Cost	15,657
170 Sh Diebold Inc		5,002	Cost	5,204
395 sh DuPont E I De Nemours & Co	13,294	17,545	Cost	17,767
255 sh Eaton Corp		13,236	Cost	13,816
370 units Enbridge Energy Partner LP	13,406	11,008	Cost	10,323
460 units Enduro Rty Trust	8,700	8,700	Cost	7,714
1295 sh F N B Corp	6,198	14,426	Cost	13,753
500 sh Exelis Inc		5,185	Cost	5,635
575 sh Federated Invs Inc	8,672		Cost	
155 sh Freeport McMoran Copper/Gold	6,536	5,732	Cost	5,301
340 sh Arthur J Gallagher & Co	11,005	11,005	Cost	11,781
160 sh Genuine Parts Co	9,340		Cost	
115 sh Greif Inc		5,066	Cost	5,118
760 sh H&R Block Inc		13,121	Cost	14,113
415 sh Hasbro Inc		15,060	Cost	14,899
270 sh H J Heinz Company		14,319	Cost	15,574
790 sh Intel Corp	13,418	19,023	Cost	16,290
135 sh Kimberly Clark	5,972		Cost	
560 sh Leggett & Platt Inc	9,408	12,602	Cost	15,243
165 sh Lockheed Martin	9,889	12,649	Cost	15,228
315 sh Lyondell Basell Industries	17,632	15,226	Cost	17,983
330 sh Merck & Co Inc	13,417	11,782	Cost	13,510
430 sh Meredith Corp	13,276	13,191	Cost	14,814
165 sh Microchip Technology Inc		4,941	Cost	5,377
685 sh National Cinemedia Inc	8,673	8,673	Cost	9,679
350 sh Nucor Corp	9,122	14,005	Cost	15,106
1270 sh Peoples United Financial Inc		15,369	Cost	15,354
655 units PVR Partners LP	13,453	16,088	Cost	17,017

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Statement 7 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
355 sh RPM Intl	\$ 9,300	8,335	Cost	\$ 10,423
465 sh Seagate Technology		12,000	Cost	14,145
535 sh Sunoco Products Co	9,310	17,160	Cost	15,906
280 sh Unilever PLC Spon	13,344	9,225	Cost	10,842
320 sh Glaxo Smith Kline PLC		14,492	Cost	13,910
660 sh Valley National Bancorp	7,795		Cost	
610 sh Hospitality Pptys Trust	13,330	13,330	Cost	14,286
370 sh Plum Creek Timber Co Inc		14,791	Cost	16,417
105 sh Rayonier Inc	9,244	4,705	Cost	5,442
45680.867 Doubleline Total Rtn Bd	506,757	506,757	Cost	517,564
20147.221 Mainstay Floating Rate Fd	191,636	191,808	Cost	192,809
41628.959 Famco MLP & Energy Inc Fd		460,015	Cost	463,747
47447.814 Ridgeworth Seix High Yield	250,000	450,015	Cost	482,070
21953.676 TCW Total Return Bond Fund	218,015	218,015	Cost	225,903
400 IShares Inc MSCI Brazil Free Ind	21,759		Cost	
4456.825 Matthews Asian Growth & Inc	370,456	80,015	Cost	82,897
6352 IShares TR MSCI All Cntry Asia	414,199		Cost	
11718 JPMorgan Chase & Co Alerian	200,000	200,000	Cost	238,847
2000 MSquare Brazil Value Lo Us Fdr	1,462,314	1,407,553	Cost	1,463,982
14787.28 Edge Discovery Offshore Ltd				
Total	\$ 4,001,072	\$ 3,979,915		\$ 4,157,598

Statement 8 - Form 990-PF, Part II, Line 11 - Land, Building, and Equipment Investments

Description	Beginning Net Book	End Cost / Basis	End Accumulated Depreciation	Net FMV
Lot 2 Aransas Pass	\$ 2,800	\$ 2,800	\$	\$
Mineral Interest New Mexico	50,518	57,306	13,002	
Total	\$ 53,318	\$ 60,106	\$ 13,002	\$ 0

Federal Statements**Statement 9 - Form 990-PF, Part II, Line 15 - Other Assets**

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>	<u>Fair Market Value</u>
Publicly Traded Ptp Suspended Loss	\$ <u> </u>	\$ <u> 3,041 </u>	\$ <u> 3,041 </u>
Total	\$ <u> 0 </u>	\$ <u> 3,041 </u>	\$ <u> 3,041 </u>

Statement 10 - Form 990-PF, Part III, Line 3 - Other Increases

<u>Description</u>	<u>Amount</u>
Insurance Refund -- Estate	\$ <u> 602 </u>
2011 Dividends Deposited 2012	<u> 7,881 </u>
PTP Non-Taxable Activity	<u> 12,337 </u>
Total	\$ <u> 20,820 </u>

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Statement 11 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the
Year

Name	Address	Relationship	Status	Purpose	Amount
American Foundation Suicide Prevent	120 Wall Street				
New York NY 10005	Paid			Suicide Prevention	1,000
AT&T Performing Arts Center	2403 Flora Street				
Dallas TX 75201	Paid			Cultural Arts District	2,500
Austin Jazz Workshop	PO Box 41052				
Austin TX 78704	Paid			Jazz Musicians in Public Schools	3,000
Austin Parks Foundation	PO Box 300369				
Austin TX 78703	Paid			Parks & Wildlife	4,000
Austin Table Tennis Association	8956 Research Blvd				
Austin TX 78758	Paid			Education & Advancement Table Tennis	5,000
Austin Yoga	400 South Lamar Blvd				
Austin TX 78704	Paid			Educate & Enlighten Practical Yoga	3,000
Austin Youth River Watch	PO Box 40351				
Austin TX 78704	Paid			Student Environmental Stewardship	5,000
Bright Leaf Austin Community Fund	PO Box 27921				
Austin TX 78755	Paid			Nature Preserve in Austin	5,000
Casa Marianella	821 Gunter Street				
Austin TX 78702	Paid			Serves immigrants from Latin America	4,000
Center for Biological Diversity	PO Box 710				
Tucson AZ 85702	Paid			Secure Future of All Species	5,000
Center for Maximum Potential Bldg	8604 FM 969				
Austin TX 78724	Paid			Life cycle planning & design	2,500
Children First	202 College Street				
Grand Prairie TX 75050	Paid			Mental Health Needs of Children	10,750
Children's Medical Foundation	4900 Mueller Blvd				
Dallas TX 75207	Paid			Serve Sick & Injured Children	10,000
Community Partners of Dallas	1215 Skiles St				
Dallas TX 75204	Paid			Restore Dignity to Abused Children	15,000
Crystal Charity Ball	30 Highland Park Village				
Dallas TX 75205-2791	Paid			Aid & Support Children's Charities	800
Dallas Arboretum	8525 Garland Road				
Dallas TX 75218	Paid			Outdoor gardens & learning center	3,250
Dallas Museum of Art	1717 North Harwood				
Dallas TX 75201	Paid			Collect, Preserve, Present Art	2,500

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**Statement 11 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the
Year (continued)**

Name		Address		Relationship	Status	Purpose	Amount
Dallas Wind Symphony		PO Box 595026				Music	5,000
Dallas TX 75359		Paid					
Dallas Woman's Club Foundation		7000 Park Lane				College Scholarships	100
Dallas TX 75225		Paid					
Forklift Danceworks		PO Box 1304				Community dance outreach	3,000
Austin TX 78767		Paid					
Friends of Balcones Canyonlands		PO Box 4678				National wildlife refuge	2,500
Lago Vista TX 78645		Paid					
Friends of Univ Park Library		3800 University Blvd				Exemplary Library Service	8,000
University Park TX 75205		Paid					
Highland Park High School Band		4220 Emerson				Music	250
Dallas TX 75205		Paid					
International Crane Foundation		E-11376 Shady Lane Rd				Protect whooping cranes	5,000
Baraboo WI 53913		Paid					
MD Anderson Cancer Center		1515 Holcombe Blvd				Health Research & Services	5,000
Houston TX 77030		Paid					
Meals on Wheels		1440 W Mockingbird Ln				Nutritious Home Delivered Meals	3,000
Dallas TX 75247		Paid					
Multicultural Refugee Center Austin		PO Box 41566				Support refugees	3,000
Austin TX 78704		Paid					
Native Prairies Association of TX		2002-A Guadalupe St				Conserve & Restore Native Prairies	4,000
Austin TX 78705		Paid					
Nature Conservancy		4245 North Fairfax Drive				Conserve Land & Water	4,000
Arlington VA 22203		Paid					
Perot Museum		2201 N Field St				Science & History Museum	2,500
Dallas TX 75201		Paid					
Planned Parenthood Foundation		434 W 33rd St				Comprehensive Health Care Services	10,000
New York NY 10001		Paid					
Population Connection		PO Box 97129				Voice for Population Stabilization	4,000
Washington DC 20077		Paid					
Rays of Light		9200 Inwood Road				Nurturing children with special need	2,000
Dallas TX 75220		Paid					
REVEL		4117 Whitecrest Cove				Classical Music	2,500
Round Rock TX 78681		Paid					

611PF PHILIP THEODORE BEE
27-2006474
FYE: 12/31/2012

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Statement 11 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name		Address		Relationship	Status	Purpose	Amount
Santa Fe Opera				301 Opera Drive	Paid	Promote Opera into the Future	3,500
Santa Fe NM 87506-2823				501 E Ojai Ave	Paid	National Disaster Search Dogs	10,500
Search Dog Foundation				PO Box 750100	Paid	Research Repository	5,500
Ojai CA 93023				2400 Lone Star Drive	Paid	Animal Welfare Organization	5,000
SMU	Dallas TX 75275			1106 Clayton Lane	Paid	Promote healthy good choices	3,000
SPCA of Texas	Dallas TX 75212			2800 Stadium Drive	Paid	Agricultural Resource Mgmt Education	20,000
Sustainable Food Center	Austin TX 78723			PO Box 162481	Paid	Protect Natural Areas in Texas	5,000
TCU Ranch Management	Fort Worth TX 76129			508 Powell Street	Paid	Heling low income community orgs	3,000
Texas Land Conservancy	Austin TX 78716			2222 Welborn St	Paid	Children's Hospital	550
Texas Low Income Housing	Austin TX 78703			11611 Inwood Rd	Paid	Nourish Appetite for Learning	5,000
Texas Scottish Rite Hospital	Dallas TX 75219			85 Second Street	Paid	Explore, Enjoy, Protect the Planet	4,000
The Lamplighter School	Dallas TX 75229			3710 Cedar St #5	Paid	Inspire Conservation through Birding	7,000
The Sierra Club Foundation	San Francisco CA 94105			2 Brattle Square	Paid	Science Based Healthy Environment	3,000
Travis Audobon Society	Austin TX 78705			2921 E 17th Street	Paid	Urban sustainable farms	3,000
Union of Concerned Scientists	Cambridge MA 02138			6116 N Central Expressway	Paid	Excellence in Film & Video Arts	3,800
Urban Roots	Austin TX 78702			3963 Maple Avenue	Paid	Medical Research, Education & Care	10,000
USA Film Festival	Dallas TX 75206			1600 Viceroy Drive	Paid	Healthcare & Nutrition Services	5,500
UT Southwestern Foundation	Dallas TX 75219						
Visiting Nurses Association	Dallas TX 75235						

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**Statement 11 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the
Year (continued)**

Name		Address		Status	Purpose	Amount
Address	Relationship					
Westminster Presbyterian Church Dallas TX 75209	8200 Devonshire Drive Paid			Religion		5,000
Weston Volunteer Fire Department Weston TX 79097	203 Main Street Paid			Supplies Supporting Fire Dept		5,000
Women & Their Work Austin TX 78701	1710 Lavaca Street Paid			Promote Women in Art		4,000
Pass Through Alliance Res Ptrs						4
Pass Through Enbridge Energy Ptr						2
Total						257,506

27-2006474

Federal Statements

FYE: 12/31/2012

Taxable Interest on Investments

Description	Amount	Unrelated Business Code	Exclusion Code	Postal Code	US Obs (\$ or %)
Northern Trust Bank	\$ 6				
Alliance Resource Partners LP	1				
Total	\$ 7				

Taxable Dividends from Securities

Description	Amount	Unrelated Business Code	Exclusion Code	Postal Code	US Obs (\$ or %)
Pershing Advisor #QW4-002194	\$ 96,373			TX	
Pershing Advisor #N6I-002306	16,765			TX	
Alliance Resource Partners LP	12			TX	
Total	\$ 113,150				

Other Investment Income

Description	Amount	Unrelated Business Code	Exclusion Code	Postal Code
PTP Business Income	\$ -215		17	
Enbridge Energy Ptr-Ord Inc	525		26	
Total	\$ 310			