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

**2012**

Department of the Treasury  
Internal Revenue Service

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

**For calendar year 2012, or tax year beginning , 2012, and ending ,**

Name of foundation <b>THE R. W. NORTON ART FOUNDATION</b>		<b>A</b> Employer identification number <b>72-0517182</b>
Number and street (or P O box number if mail is not delivered to street address) <b>8585 FERN AVENUE</b>		<b>B</b> Telephone number (see the instructions) <b>(318) 795-3002</b>
City or town <b>SHREVEPORT</b>		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>
State ZIP code <b>LA 71135</b>		
<b>G</b> Check all that apply.	<input type="checkbox"/> Initial return	<b>D</b> 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
	<input type="checkbox"/> Final return	
	<input type="checkbox"/> Address change	
<b>H</b> Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
<input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		
<b>I</b> Fair market value of all assets at end of year (from Part II, column (c), line 16) \$ <b>160,138,865.</b>	<b>J</b> Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ <i>(Part I, column (d) must be on cash basis.)</i>	
<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>		

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Part I Analysis of Revenue and Expenses</b> <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)</i>				
<b>1</b> Contributions, gifts, grants, etc. received (att sch)	1,481.			
<b>2</b> <input checked="" type="checkbox"/> If the foundn is not req to att Sch B				
<b>3</b> Interest on savings and temporary cash investments	623,957.	623,957.	623,957.	
<b>4</b> Dividends and interest from securities	491,163.	491,163.	491,163.	
<b>5a</b> Gross rents				
<b>b</b> Net rental income or (loss)				
<b>6a</b> Net gain/(loss) from sale of assets not on line 10	1,264,183.	L-6a Stmt		
<b>b</b> Gross sales price for all assets on line 6a	7,268,366.			
<b>7</b> Capital gain net income (from Part IV, line 2)		1,264,183.		
<b>8</b> Net short-term capital gain			0.	
<b>9</b> Income modifications				
<b>10a</b> Gross sales less returns and allowances				
<b>b</b> Less Cost of goods sold				
<b>c</b> Gross profit/(loss) (att sch)				
<b>11</b> Other income (attach schedule) See Line 11 Stmt	529,379.	525,715.	529,379.	
<b>12 Total.</b> Add lines 1 through 11	2,910,163.	2,905,018.	1,644,499.	
<b>13</b> Compensation of officers, directors, trustees, etc	302,617.	166,391.	166,391.	136,226.
<b>14</b> Other employee salaries and wages	995,193.			995,193.
<b>15</b> Pension plans, employee benefits	52,009.			52,009.
<b>16a</b> Legal fees (attach schedule) L-16a Stmt	10,436.			10,436.
<b>b</b> Accounting fees (attach sch) L-16b Stmt	5,350.	4,013.	4,013.	1,337.
<b>c</b> Other prof fees (attach sch)				
<b>17</b> Interest				
<b>18</b> Taxes (attach schedule)(see instrs) See Line 18 Stmt	112,986.			112,986.
<b>19</b> Depreciation (attach sch) and depletion				
<b>20</b> Occupancy				
<b>21</b> Travel, conferences, and meetings	1,865.			1,865.
<b>22</b> Printing and publications				
<b>23</b> Other expenses (attach schedule) See Line 23 Stmt	1,140,393.			1,140,393.
<b>24 Total operating and administrative expenses.</b> Add lines 13 through 23	2,620,849.	170,404.	170,404.	2,450,445.
<b>25</b> Contributions, gifts, grants paid				
<b>26 Total expenses and disbursements.</b> Add lines 24 and 25	2,620,849.	170,404.	170,404.	2,450,445.
<b>27</b> Subtract line 26 from line 12:				
<b>a Excess of revenue over expenses and disbursements</b>	289,314.			
<b>b Net investment income</b> (if negative, enter -0-)		2,734,614.		
<b>c Adjusted net income</b> (if negative, enter 0)			1,474,095.	

SCANNED MAY 30 2013

REVENUE  
ADMINISTRATIVE AND EXPENSES

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions)		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1 Cash – non-interest-bearing	10,348.	209,360.	209,360.
	2 Savings and temporary cash investments	759,595.	1,559,313.	1,559,313.
	3 Accounts receivable			
	Less: allowance for doubtful accounts			
	4 Pledges receivable			
	Less: allowance for doubtful accounts			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach sch)			
	Less: allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments – U.S. and state government obligations (attach schedule)			
	b Investments – corporate stock (attach schedule) L-10b Stmt	17,040,637.	16,058,230.	26,947,763.
	c Investments – corporate bonds (attach schedule) L-10c Stmt	15,832,878.	14,495,931.	16,411,361.
	11 Investments – land, buildings, and equipment: basis	441,333.		
Less: accumulated depreciation (attach schedule) L-11 Stmt	0.	441,333.	441,333.	
12 Investments – mortgage loans				
13 Investments – other (attach schedule)				
14 Land, buildings, and equipment: basis	21,302,711.			
Less: accumulated depreciation (attach schedule) L-14 Stmt	0.	20,216,210.	21,302,711.	
15 Other assets (describe L-15 Stmt)		24,608,462.	25,159,245.	
16 Total assets (to be completed by all filers – see the instructions. Also, see page 1, item I)		78,909,463.	79,226,123.	
LIABILITIES	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe)			
	23 Total liabilities (add lines 17 through 22)			
NET ASSET BALANCE SHEET	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.	X		
	27 Capital stock, trust principal, or current funds	12,406,361.	12,406,361.	
	28 Paid-in or capital surplus, or land, building, and equipment fund			
29 Retained earnings, accumulated income, endowment, or other funds	66,503,102.	66,819,762.		
30 Total net assets or fund balances (see instructions)	78,909,463.	79,226,123.		
31 Total liabilities and net assets/fund balances (see instructions)	78,909,463.	79,226,123.		

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	78,909,463.
2 Enter amount from Part I, line 27a	2	289,314.
3 Other increases not included in line 2 (itemize) EXCISE TAX ADJUSTMENT	3	27,346.
4 Add lines 1, 2, and 3	4	79,226,123.
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	79,226,123.

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a Sale of Publicly Traded Securities-Short Term	P	Various	Various
b Sale of Publicly Traded Securities-Long Term	P	Various	Various
c Bronze Sculpture	D	10/17/79	05/31/12
d Bronze Sculpture	D	05/09/46	09/04/12
e Trailer	P	Various	09/19/12

(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 1,564,302.		1,626,144.	-61,842.
b 5,426,514.		4,354,439.	1,072,075.
c 202,250.		3,500.	198,750.
d 75,000.		19,100.	55,900.
e 300.		1,000.	-700.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(l) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			-61,842.
b			1,072,075.
c			198,750.
d			55,900.
e			-700.

2 Capital gain net income or (net capital loss). <span style="float:right">- [ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 ]</span>	2	1,264,183.
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	-61,842.

**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.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2011	4,158,020.	48,423,335.	0.085868
2010	3,933,500.	47,209,518.	0.083320
2009	3,105,511.	42,895,449.	0.072397
2008	4,883,091.	53,179,635.	0.091823
2007	4,355,929.	59,952,946.	0.072656

2 Total of line 1, column (d)	2	0.406064
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	0.081213
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	46,874,316.
5 Multiply line 4 by line 3	5	3,806,804.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	27,346.
7 Add lines 5 and 6	7	3,834,150.
8 Enter qualifying distributions from Part XII, line 4	8	4,086,762.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

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

1 a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary — see instrs)		
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	27,346.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (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	27,346.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-	5	27,346.
6	<b>Credits/Payments:</b>		
a	2012 estimated tax pmts and 2011 overpayment credited to 2012	6 a	27,860.
b	Exempt foreign organizations — tax withheld at source	6 b	
c	Tax paid with application for extension of time to file (Form 8868)	6 c	
d	Backup withholding erroneously withheld	6 d	
7	Total credits and payments. Add lines 6a through 6d	7	27,860.
8	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	514.
11	Enter the amount of line 10 to be: <b>Credited to 2013 estimated tax</b> 514. <b>Refunded</b>	11	

**Part VII-A Statements Regarding Activities**

	Yes	No
1 a		X
b		X
c		X
d		
e		
2		X
3		X
4 a		X
4 b		
5		X
6	X	
7	X	
8 a		
8 b	X	
9	X	
10		X

BAA

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)
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)
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?
Website address www.rwnaf.org
14 The books are in care of BANCORPSOUTH Telephone no. (318) 795-3006
Located at 8585 FERN AVENUE SHREVEPORT LA ZIP + 4 71135
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? 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.

1 a During the year did the foundation (either directly or indirectly):
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? Yes No X
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes No X
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes No X
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? X Yes No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? Yes No X
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) Yes No X
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
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)).
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? Yes No X
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.)
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.
3 a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes No X
b If 'Yes,' did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
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?

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

5 a During the year did the foundation pay or incur any amount to:

- (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)? . . . . .  Yes  No

Organizations relying on a current notice regarding disaster assistance check here . . . . .

c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? . . . . .  Yes  No  
If 'Yes,' attach the statement required by Regulations section 53.4945-5(d).

6 a 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? . . . . .  Yes  No  
If 'Yes' to 6b, file Form 8870.

7 a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? . . . . .  Yes  No

b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction? . . . . .  Yes  No

5 b			
6 b			X
7 b			

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
A. W. COON 155 FREMONT AVENUE, SHREVEPORT, LA 71105	VP & ASST SEC 1.00	0.	0.	0.
JERROLD BLOOMER 10609 GOLD COAST COURT SHREVEPORT, LA 71115	SECRETARY-TREASURER 40.00	80,762.	1,398.	0.
BANCORPSOUTH 8585 FERN AVENUE SHREVEPORT, LA 71135	TRUSTEE 5.00	221,855.	0.	0.
See information about Officers, Directors, Trustees, Etc.		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
Francis T. Devers 4747 Creswell Shreveport LA 71101	Bldg&Maint Supervisor 40.00	70,665.	8,125.	0.
Gerry L. Ward 4747 Creswell Shreveport LA 71101	Grounds Super 40.00	81,059.	6,005.	0.
Gary Ford 4747 Creswell Shreveport LA 71101	Staff Writer 40.00	61,664.	14,040.	0.
Emily Meyers Boykin 4747 Creswell Shreveport LA 71101	Education Director 40.00	64,057.	1,785.	0.
Kip Dehart 4747 Creswell Shreveport LA 71101	Landscape Specialist 40.00	51,938.	1,190.	0.

Total number of other employees paid over \$50,000 . . . . . 1

**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 . . . . . None

**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 MUSEUM OPERATIONS AND MAINTENANCE-THE PRINCIPAL ACTIVITY IS THE OPERATAION OF AN ART MUSEUM & LIBRARY IN SHREVEPORT, LA. COSTS INCURRED ARE EXPENSES FOR THE OPERATION OF THE MUSEUM & LIBRARY. THE MUSEUM AND LIBRARY HAD IN EXCESS OF 22,563 VISITORS IN 2012	2,450,445.
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 NOT APPLICABLE	
2 -----	0.
All other program-related investments. See instructions.	
3 NOT APPLICABLE	
Total. Add lines 1 through 3 . . . . .	None

BAA

**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	1 a	45,473,320.
b	Average of monthly cash balances	1 b	133,541.
c	Fair market value of all other assets (see instructions)	1 c	1,981,277.
d	Total (add lines 1a, b, and c)	1 d	47,588,138.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	47,588,138.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	713,822.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	46,874,316.
6	Minimum investment return. Enter 5% of line 5	6	2,343,716.

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

**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	1 a	2,450,445.
b	Program-related investments — total from Part IX-B	1 b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	1,636,317.
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3 a	
b	Cash distribution test (attach the required schedule)	3 b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	4,086,762.
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	27,346.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	4,059,416.

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				0.
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			0.	
b Total for prior years: 20__, 20__, 20__				
3 Excess distributions carryover, if any, to 2012:				
a From 2007	0.			
b From 2008	0.			
c From 2009	0.			
d From 2010	0.			
e From 2011	0.			
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: \$ 4,086,762.				
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				0.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instructions			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9.				
a Excess from 2008	0.			
b Excess from 2009	0.			
c Excess from 2010	0.			
d Excess from 2011	0.			
e Excess from 2012	0.			

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

1 a 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 foundation is a private operating foundation described in section <input checked="" type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)					
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
b 85% of line 2a	1,474,095.	1,335,382.	1,509,323.	1,496,374.	5,815,174.
c Qualifying distributions from Part XII, line 4 for each year listed	1,252,981.	1,135,075.	1,282,925.	1,271,918.	4,942,899.
d Amounts included in line 2c not used directly for active conduct of exempt activities	4,086,762.	4,179,220.	3,948,556.	3,413,449.	15,627,987.
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:	4,086,762.	4,179,220.	3,948,556.	3,413,449.	15,627,987.
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	2,343,716.	1,614,111.	1,573,651.	1,429,848.	6,961,326.
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 foundation had \$5,000 or more in assets at any time during the year — see instructions.)

- 1 **Information Regarding Foundation Managers:**
- a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)  
NONE
- b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.  
NONE
- 2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc, Programs:**
- Check here  if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.
- a The name, address, and telephone number or e-mail of the person to whom applications should be addressed:  
NOT APPLICABLE—THE FOUNDATION OPERATES AN ART MUSEUM AND LIBRARY IN SHREVEPORT, LA. TO ENCOURAGE THE ENJOYMENT, STUDY & APPRECIATION OF FINE ARTS. IT DOES NOT ACCEPT UNSOLICITED APPLICATIONS FOR FUNDS
- b The form in which applications should be submitted and information and materials they should include:  
NOT APPLICABLE
- c Any submission deadlines:  
NOT APPLICABLE
- d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors.  
NOT APPLICABLE

**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
<p>a <i>Paid during the year</i> NOT APPLICABLE</p>				
<b>Total</b> .....				<b>▶ 3 a</b>
<p>b <i>Approved for future payment</i> NOT APPLICABLE</p>				
<b>Total</b> .....				<b>▶ 3 b</b>





Name <b>THE R. W. NORTON ART FOUNDATION</b>	Employer Identification Number <b>72-0517182</b>
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**Asset Information:**

Description of Property: Bronze Sculpture "Chief Blackbird"  
 Date Acquired: 10/17/79 How Acquired: Donated  
 Date Sold: 05/31/12 Name of Buyer: Conner Rosenkranz  
 Sales Price: 202,250. Cost or other basis (do not reduce by depreciation) 3,500.  
 Sales Expense: \_\_\_\_\_ Valuation Method: Fair Market Value  
 Total Gain (Loss): 198,750. Accumulation Depreciation: \_\_\_\_\_

Description of Property: Bronze Sculpture "The Savage"  
 Date Acquired: 05/09/46 How Acquired: Donated  
 Date Sold: 09/04/12 Name of Buyer: Conner Rosenkranz  
 Sales Price: 75,000. Cost or other basis (do not reduce by depreciation) 350.  
 Sales Expense: 18,750. Valuation Method: Fair Market Value  
 Total Gain (Loss): 55,900. Accumulation Depreciation: \_\_\_\_\_

Description of Property: Securities Sales & Redemptions-Short Term  
 Date Acquired: Various How Acquired: Purchased  
 Date Sold: Various Name of Buyer: \_\_\_\_\_  
 Sales Price: 1,564,302. Cost or other basis (do not reduce by depreciation) 1,626,144.  
 Sales Expense: \_\_\_\_\_ Valuation Method: \_\_\_\_\_  
 Total Gain (Loss): -61,842. Accumulation Depreciation: \_\_\_\_\_

Description of Property: Securities Sales & Redemptions-Long Term  
 Date Acquired: Various How Acquired: Purchased  
 Date Sold: Various Name of Buyer: \_\_\_\_\_  
 Sales Price: 5,426,514. Cost or other basis (do not reduce by depreciation) 4,354,439.  
 Sales Expense: \_\_\_\_\_ Valuation Method: \_\_\_\_\_  
 Total Gain (Loss): 1,072,075. Accumulation Depreciation: \_\_\_\_\_

Description of Property: Trailer  
 Date Acquired: Various How Acquired: Purchased  
 Date Sold: 09/19/12 Name of Buyer: \_\_\_\_\_  
 Sales Price: 300. Cost or other basis (do not reduce by depreciation) 1,000.  
 Sales Expense: \_\_\_\_\_ Valuation Method: Fair Market Value  
 Total Gain (Loss): -700. Accumulation Depreciation: \_\_\_\_\_

Description of Property: \_\_\_\_\_  
 Date Acquired: \_\_\_\_\_ How Acquired: \_\_\_\_\_  
 Date Sold: \_\_\_\_\_ Name of Buyer: \_\_\_\_\_  
 Sales Price: \_\_\_\_\_ Cost or other basis (do not reduce by depreciation) \_\_\_\_\_  
 Sales Expense: \_\_\_\_\_ Valuation Method: \_\_\_\_\_  
 Total Gain (Loss): \_\_\_\_\_ Accumulation Depreciation: \_\_\_\_\_

Description of Property: \_\_\_\_\_  
 Date Acquired: \_\_\_\_\_ How Acquired: \_\_\_\_\_  
 Date Sold: \_\_\_\_\_ Name of Buyer: \_\_\_\_\_  
 Sales Price: \_\_\_\_\_ Cost or other basis (do not reduce by depreciation) \_\_\_\_\_  
 Sales Expense: \_\_\_\_\_ Valuation Method: \_\_\_\_\_  
 Total Gain (Loss): \_\_\_\_\_ Accumulation Depreciation: \_\_\_\_\_

Description of Property: \_\_\_\_\_  
 Date Acquired: \_\_\_\_\_ How Acquired: \_\_\_\_\_  
 Date Sold: \_\_\_\_\_ Name of Buyer: \_\_\_\_\_  
 Sales Price: \_\_\_\_\_ Cost or other basis (do not reduce by depreciation) \_\_\_\_\_  
 Sales Expense: \_\_\_\_\_ Valuation Method: \_\_\_\_\_  
 Total Gain (Loss): \_\_\_\_\_ Accumulation Depreciation: \_\_\_\_\_

Form 990-PF, Page 1, Part I, Line 11

**Line 11 Stmt**

Other income:	Rev/Exp Book	Net Inv Inc	Adj Net Inc
OIL & GAS ROYALTIES	525,715.	525,715.	525,715.
CATALOGUE SALES	3,664.		3,664.
<b>Total</b>	<b>529,379.</b>	<b>525,715.</b>	<b>529,379.</b>

Form 990-PF, Page 1, Part I, Line 18

**Line 18 Stmt**

Taxes	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
EXCISE TAX	27,346.			27,346.
PAYROLL TAX	80,177.			80,177.
AD VALOREM TAX	5,463.			5,463.
<b>Total</b>	<b>112,986.</b>			<b>112,986.</b>

Form 990-PF, Page 1, Part I, Line 23

**Line 23 Stmt**

Other expenses:	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
BLDG MAINTENANCE & SUPPLIES	86,679.			86,679.
EXHIBITION EXPENSE	71,534.			71,534.
FREIGHT & POSTAGE	1,956.			1,956.
GENERAL EXPENSE	5,728.			5,728.
INSURANCE EXPENSE	103,172.			103,172.
LANDSCAPING EXPENSE	87,985.			87,985.
EQUIP MAINTENANCE	49,063.			49,063.
OFFICE SUPPLIES	8,803.			8,803.
PUBLIC RELATIONS	7,496.			7,496.
SECURITY GUARDS & SYSTEMS	220,434.			220,434.
UTILITIES & PHONE	302,347.			302,347.
WORKSHOP SUPPLIES	7,183.			7,183.
COMPUTER SYSTEM EXPENSE	8,336.			8,336.
ORAL HISTORY PROJECT	89,087.			89,087.
UNIFORM EXPENSE	5,751.			5,751.
CATALOGUE EXPENSE	237.			237.
MAINTENANCE OF ART OBJECTS	26,105.			26,105.
LIBRARY EXPENSE	864.			864.
EDUCATION EXPENSE	34,870.			34,870.
PRINTING	1,087.			1,087.
UNEMPLOYMENT BENEFITS PAID	4,613.			4,613.
PACKING/SHIPPING MATERIAL	295.			295.
TEMPORARY LABOR	1,774.			1,774.
LIBRARY EXPENSE	7,390.			7,390.
PAYROLL EXPENSE	7,604.			7,604.
<b>Total</b>	<b>1,140,393.</b>			<b>1,140,393.</b>

Form 990-PF, Page 6, Part VIII, Line 1  
**Information about Officers, Directors, Trustees, Etc.**

(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
Person <input checked="" type="checkbox"/> Business <input type="checkbox"/> M. LEWIS NORTON PO BOX 65090, SHREVEPORT, LA 71136	PRESIDENT 2.00	0.	0.	0.
Person <input checked="" type="checkbox"/> Business <input type="checkbox"/> JOSEPH A. WADDELL, JR. 9311 RIVA RIDGE, SHREVEPORT, LA 71115	BOARD MEMBER 1.00	0.	0.	0.
Person <input checked="" type="checkbox"/> Business <input type="checkbox"/> RICHARD SALE 4604 GILBERT DRIVE, SHREVEPORT, LA 71106	BOARD MEMBER 1.00	0.	0.	0.
Person <input checked="" type="checkbox"/> Business <input type="checkbox"/> RICHARD W. NORTON, III 542 NORTHAMPTON DR, SHREVEPORT, SHREVEPORT LA 71106	BOARD MEMBER 1.00	0.	0.	0.
Person <input checked="" type="checkbox"/> Business <input type="checkbox"/> JOSEPH L HARGROVE JR. 401 MARKET ST, # 600, SHREVEPORT, LA 71106	BOARD MEMBER 1.00	0.	0.	0.
Person <input type="checkbox"/> Business <input type="checkbox"/> RUTH NORTON PO BOX 65090 SHREVEPORT LA 71136	BOARD MEMBER 1.00	0.	0.	0.

Total

0.    0.    0.

Form 990-PF, Page 1, Part I  
**Line 16a - Legal Fees**

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Hargrove, Smelley & S	Fees re exempt assets	800.			800.
Strasburger & Price	Fees re exempt operat	3,019.			3,019.
Jackson Lewis	Fees re exempt operat	3,451.			3,451.
Breaseale, Sachse &	Fees re exempt operat	1,483.			1,483.
Douglas Jacobson	Fees re exempt operat	1,533.			1,533.
Kirkwood Darby	Fees re exempt assets	150.			150.
Total		<u>10,436.</u>			<u>10,436.</u>

Form 990-PF, Page 1, Part I  
**Line 16b - Accounting Fees**

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
HELEN GARDNER, CPA	990PF PREPARATION & C	4,675.	3,506.	3,506.	1,169.
BYRON A PARKER, CPA	990PF PREPARATION & C	675.	507.	507.	168.
Total		<u>5,350.</u>	<u>4,013.</u>	<u>4,013.</u>	<u>1,337.</u>

Form 990-PF, Page 2, Part II, Line 10b  
**L-10b Stmt**

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
INVESTMENT IN STOCKS	16,058,230.	26,947,763.
Total	<u>16,058,230.</u>	<u>26,947,763.</u>

Form 990-PF, Page 2, Part II, Line 10c  
**L-10c Stmt**

Line 10c - Investments - Corporate Bonds:	End of Year	
	Book Value	Fair Market Value
INVESTMENT IN BONDS	14,495,931.	16,411,361.
Total	<u>14,495,931.</u>	<u>16,411,361.</u>

Form 990-PF, Page 2, Part II, Line 11  
**L-11 Stmt**

Line 11b - Description of Investments Land, Buildings and Equipment	(a)	(b)	(c)
	Cost/Other Basis	Accumulated Depreciation	Book Value
OIL AND GAS PROPERTIES	441,333.	0.	441,333.
Total	<u>441,333.</u>	<u>0.</u>	<u>441,333.</u>

Form 990-PF, Page 2, Part II, Line 14  
**L-14 Stmt**

Line 14b - Description of Land, Buildings, and Equipment	(a)	(b)	(c)
	Cost/Other Basis	Accumulated Depreciation	Book Value
FURNITURE & EQUIPMENT	830,900.	0.	830,900.
MACHINERY & EQUIPMENT	1,031,371.	0.	1,031,371.
46 ACRES-4747 CRESWELL	792,254.	0.	792,254.
LOTS 16,17,18 GLENDALE SUBDIVISION	20,313.	0.	20,313.

Form 990-PF, Page 2, Part II, Line 14  
L-14 Stmt

Continued

Line 14b - Description of Land, Buildings, and Equipment	(a) Cost/Other Basis	(b) Accumulated Depreciation	(c) Book Value
IMPROVEMENTS-4747 CRESWELL	7,416,775.	0.	7,416,775.
IMPROVEMENTS-4747 CRESWELL-SOUTH WING	3,027,297.	0.	3,027,297.
IMPROVEMENTS-4747 CRESWELL-NORTH WING	4,191,562.	0.	4,191,562.
CADDO & WEBSTER PARRISH TRACTS	12,239.	0.	12,239.
661 THORA BLVD	164,300.	0.	164,300.
COMPUTER SYSTEM	3,269,672.	0.	3,269,672.
EXHIBITION ITEMS	8,943.	0.	8,943.
PROPERTY IMPROVEMENTS EXTERIOR	537,085.	0.	537,085.
Total	<u>21,302,711.</u>	<u>0.</u>	<u>21,302,711.</u>

Form 990-PF, Page 2, Part II, Line 15  
Other Assets Stmt

Line 15 - Other Assets:	Beginning Year Book Value	End of Year	
		Book Value	Fair Market Value
ART OBJECTS	23,878,613.	24,428,084.	93,826,921.
LIBRARY	721,601.	722,913.	722,913.
JEWELRY	8,248.	8,248.	8,248.
Total	<u>24,608,462.</u>	<u>25,159,245.</u>	<u>94,558,082.</u>

**Supporting Statement of:**

Form 990-PF, p2/Line 14(c)

<b>Description</b>	<b>Amount</b>
COMPUTER SYSTEM	1,634,836.
EXHIBITION ITEMS	4,472.
FURNITURE & FIXTURES	83,090.
MACHINERY & EQUIPMENT	350,666.
46 ACRES-4747 CRESWELL	990,318.
LOTS 16, 17, 18	25,391.
661 THORA BLVD	164,300.
CADDO	45,915.
IMPROVEMENTS 4747 CRESWELL MAIN BLDG	7,416,775.
IMPROVEMENTS 4747 CRESWELL SOUTH WING	3,027,297.
IMPROVEMENTS 4747 CRESWELL NORTH WING	4,191,563.
PROPERTY IMPROVEMENTS	537,086.
Total	<u>18,471,709.</u>