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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012, or tax year beginning 01-01-2012 , and ending 12-31-2012

Name of foundation
ALLAN NEUSTADT CHARITABLE TRUST

A Employer identification number
73-6300551

Number and street (or P O box number if mail is not delivered to street address) Room/suite
7557 RAMBLER ROAD SUITE 268

B Telephone number (see instructions)
(214) 891-5969

City or town, state, and ZIP code
DALLAS, TX 752312390

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 589,774

J Accounting method ☑ Cash ☐ Accrual
☐ Other (specify) _
(Part I, column (d) must be on cash basis.)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

			(a) Revenue and expenses per books	**(b)** Net investment income	**(c)** Adjusted net income	**(d)** Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities.	10,420	10,420		
	5a	Gross rents				
	b	Net rental income or (loss) ________				
	6a	Net gain or (loss) from sale of assets not on line 10	42,900			
	b	Gross sales price for all assets on line 6a 273,408				
	7	Capital gain net income (from Part IV, line 2) . . .		42,900		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	446	446		
	12	**Total.** Add lines 1 through 11	53,766	53,766		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0	0		0
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule).				
	b	Accounting fees (attach schedule).	1,150	1,150		0
	c	Other professional fees (attach schedule)	4,850	4,850		0
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	1,135	1,135		0
	19	Depreciation (attach schedule) and depletion . . .				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule).	10	10		0
	24	**Total operating and administrative expenses.** Add lines 13 through 23	7,145	7,145		0
	25	Contributions, gifts, grants paid.	28,235			28,235
	26	**Total expenses and disbursements.** Add lines 24 and 25	35,380	7,145		28,235
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	18,386			
	b	**Net investment income** (if negative, enter -0-)		46,621		
	c	**Adjusted net income** (if negative, enter -0-) . . .				

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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
1	Cash—non-interest-bearing	452	562	562
2	Savings and temporary cash investments			
3	Accounts receivable ▶ 1,211			
	Less allowance for doubtful accounts ▶		1,211	1,211
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)	437,575	454,640	588,001
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)			
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)	438,027	456,413	589,774
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	0	
	Foundations that follow SFAS 117, check here ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☑ **and complete lines 27 through 31.**			
27	Capital stock, trust principal, or current funds	0	0	
28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
29	Retained earnings, accumulated income, endowment, or other funds	438,027	456,413	
30	**Total net assets or fund balances** (see page 17 of the instructions)	438,027	456,413	
31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	438,027	456,413	

Assets / Liabilities / Net Assets or Fund Balances

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	438,027
2	Enter amount from Part I, line 27a	2	18,386
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	456,413
5	Decreases not included in line 2 (itemize) ▶	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	456,413

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	See Additional Data Table			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	See Additional Data Table			
b				
c				
d				
e				

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

	(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	See Additional Data Table			
b				
c				
d				
e				

2	Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	42,900
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	25,250	572,546	0 044101
2010	25,000	512,473	0 048783
2009	22,682	453,159	0 050053
2008	28,950	622,467	0 046508
2007	34,970	737,773	0 047399

2	**Total** of line 1, column (d).	2	0 236844
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 047369
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	573,933
5	Multiply line 4 by line 3.	5	27,187
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	466
7	Add lines 5 and 6.	7	27,653
8	Enter qualifying distributions from Part XII, line 4.	8	28,235

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 ▶ ☐ 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 ▶ ☑ and enter 1% of Part I, line 27b			1	466
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	466
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	466
6	Credits/Payments				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	680		
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	680
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ 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	214
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 214		**Refunded** ▶	11	0

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?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ 0 **(2)** On foundation managers ▶ $ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0			
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.*	2		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? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		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?	6		No
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ TX			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶N/A

14 The books are in care of ▶JANENE FOSTER Telephone no ▶(214) 891-5969

Located at ▶7557 RAMBLER ROAD SUITE 1425 DALLAS TX ZIP +4 ▶752312390

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 |

			Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No

See instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ▶

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ 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			
	(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			
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)?	1b		
	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?	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? ☐ Yes ☑ 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? ☐ Yes ☑ 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.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		No

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☑ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No

(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☑ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No

b If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b**

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No

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

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

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**

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

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

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
ALLAN NEUSTADT 7557 RAMBLER ROAD STE 268 DALLAS, TX 75231	CO TRUSTEE 2 00	0	0	0
MARILYN NEUSTADT 7557 RAMBLER ROAD STE 268 DALLAS, TX 75231	CO TRUSTEE 0 50	0	0	0
JULIE ASHCRAFT 7557 RAMBLER ROAD STE 268 DALLAS, TX 75231	CO TRUSTEE 0 50	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
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. . . . . ▶	0

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	0
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	
2	
All other program-related investments See page 24 of the instructions	
3	
Total. Add lines 1 through 3. . . . . ▶	0

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	516,431
b	Average of monthly cash balances	1b	66,242
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	582,673
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	582,673
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	8,740
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	573,933
6	**Minimum investment return.** Enter 5% of line 5	6	28,697

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	28,697
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a: 466		
b	Income tax for 2012 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	466
3	Distributable amount before adjustments Subtract line 2c from line 1	3	28,231
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	28,231
6	Deduction from distributable amount (see instructions)	6	0
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	28,231

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	28,235
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	
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	28,235
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	466
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	27,769

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					28,231
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___			0		
3 Excess distributions carryover, if any, to 2012					
a From 2007.					
b From 2008.					
c From 2009.	60				
d From 2010.					
e From 2011.					
f Total of lines 3a through e.		60			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 28,235					
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.					28,231
e Remaining amount distributed out of corpus		4			
5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*		0			0
6 Enter the net total of each column as indicated below:					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		64			
b Prior years' undistributed income Subtract line 4b from line 2b			0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.			0		
d Subtract line 6c from line 6b Taxable amount —see instructions			0		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions				0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013					0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)		0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . .		0			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a		64			
10 Analysis of line 9					
a Excess from 2008. . . .					
b Excess from 2009. . . .	60				
c Excess from 2010. . . .					
d Excess from 2011. . . .					
e Excess from 2012. . . .	4				

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))

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

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

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

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

ALLAN NEUSTADT
7814 CORNERSTONE PARKWAY
DALLAS,TX 75225
(214) 891-5969

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

INQUIRIES ARE RECEIVED BY PHONE OR LETTER EACH IS CONSIDERED INDIVIDUALLY

c Any submission deadlines

NONE

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

NONE

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**				28,235
b *Approved for future payment*				
Total . . . . ▶ **3b**				0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
1 Program service revenue	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	10,420	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	446	
8 Gain or (loss) from sales of assets other than inventory			18	42,900	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		53,766	0

13 Total. Add line 12, columns (b), (d), and (e) **13** 53,766

(See worksheet in line 13 instructions to verify calculations)

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

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

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

		Yes	No
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 (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash	**1a(1)**		**No**
(2) Other assets	**1a(2)**		**No**
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization	**1b(1)**		**No**
(2) Purchases of assets from a noncharitable exempt organization	**1b(2)**		**No**
(3) Rental of facilities, equipment, or other assets	**1b(3)**		**No**
(4) Reimbursement arrangements	**1b(4)**		**No**
(5) Loans or loan guarantees	**1b(5)**		**No**
(6) Performance of services or membership or fundraising solicitations	**1b(6)**		**No**
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	**1c**		**No**

d If the answer to any of the above is "Yes," complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

(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

(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

******	2013-07-17	******
Signature of officer or trustee	Date	Title

May the IRS discuss this return with the preparer shown below (see instr)? ☑ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN P00504949
Firm's name ▶ MICHAEL L CHANDLER CPA INC			Firm's EIN ▶ 73-1418257	
Firm's address ▶ PO BOX 306 ARDMORE, OK 734020306			Phone no (580) 223-1772	

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
ABB LTD, 75 SH	P	2011-10-26	2012-06-25
COACH INC, 100 SH	P	2012-07-31	2012-12-20
COACH INC, 50 SH	P	2012-07-31	2012-12-26
COACH INC, 500 SH	P	2011-10-24	2012-12-26
CENOVUS ENERGY INC, 75 SH	P	2011-12-29	2012-06-13
DENBURY RESOURCES INCS NEW, 250 SH	P	2011-05-05	2012-02-13
DENBURY RESOURCES INCS NEW, 375 SH	P	2011-10-24	2012-02-13
GENTEX CORP, 25 SH	P	2012-03-02	2012-07-24
GENTEX CORP, 50 SH	P	2012-04-10	2012-07-24
GENTEX CORP, 75 SH	P	2012-04-09	2012-07-24
GENTEX CORP, 100 SH	P	2012-03-01	2012-07-24
GENTEX CORP, 100 SH	P	2012-03-01	2012-07-25
GENTEX CORP, 125 SH	P	2012-03-01	2012-07-26
HOLOGIC INC, 275 SH	P	2011-10-25	2012-04-30
HOLOGIC INC, 75 SH	P	2011-10-25	2012-05-03
HOLOGIC INC, 50 SH	P	2011-10-25	2012-05-07
HOLOGIC INC, 25 SH	P	2011-10-25	2012-05-08
HOLOGIC INC, 100 SH	P	2011-10-25	2012-05-09
LIMITED BRANDS INC, 25 SH	P	2012-06-19	2012-08-09
MICROSOFT CORP, 200 SH	P	2012-08-09	2012-11-26
MICROSOFT CORP, 275 SH	P	2012-05-17	2012-11-26
NOVARTIS AG, 25 SH	P	2011-10-25	2012-01-23
NOVARTIS AG, 75 SH	P	2011-04-04	2012-01-23
NISOURCE INC, 175 SH	P	2012-02-08	2012-11-26
NISOURCE INC, 50 SH	P	2012-02-08	2012-11-27
NISOURCE INC, 150 SH	P	2012-02-06	2012-11-27
ORACLE CORP, 75 SH	P	2012-04-05	2012-06-13
PEPSICO INC, 25 SH	P	2012-03-20	2012-05-30
PEPSICO INC, 50 SH	P	2012-03-19	2012-05-30
SOTHEBYS, 150 SH	P	2011-12-28	2012-03-01

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
TIFFANY & CO NEW, 25 SH	P	2011-12-01	2012-04-02
TIFFANY & CO NEW, 75 SH	P	2011-12-01	2012-08-22
TIFFANY & CO NEW, 25 SH	P	2011-12-01	2012-08-23
TIFFANY & CO NEW, 25 SH	P	2011-12-01	2012-08-24
TIFFANY & CO NEW, 25 SH	P	2012-06-18	2012-08-30
TIFFANY & CO NEW, 50 SH	P	2012-01-10	2012-08-30
WALGREEN CO, 25 SH	P	2011-10-25	2012-01-26
WALGREEN CO, 300 SH	P	2011-10-14	2012-01-26
WALGREEN CO, 75 SH	P	2012-02-09	2012-07-11
WALGREEN CO, 150 SH	P	2012-02-14	2012-07-11
WALGREEN CO, 100 SH	P	2012-02-09	2012-07-12
WISCONSIN ENERGY CORP, 25 SH	P	2011-10-12	2012-06-18
WISCONSIN ENERGY CORP, 150 SH	P	2011-10-26	2012-06-18
WISCONSIN ENERGY CORP, 150 SH	P	2011-10-12	2012-06-19
ADT CORPORATION, 25 SH	P	2011-07-28	2012-10-01
CABOT OIL & GAS CORP, 25 SH	P	2011-04-26	2012-06-28
CABOT OIL & GAS CORP, 75 SH	P	2011-04-26	2012-10-26
JP MORGAN CHASE & CO, 25 SH	P	2011-01-14	2012-05-14
LUXOTTICA GROUP SPA, 75 SH	P	2011-01-04	2012-03-01
LUXOTTICA GROUP SPA, 50 SH	P	2011-01-04	2012-09-05
LUXOTTICA GROUP SPA, 75 SH	P	2011-01-04	2012-12-27
NOVARTIS AG, 50 SH	P	2011-04-04	2012-12-06
PENTAIR LTD, 11 SH	P	2011-07-28	2012-11-02
PRECISION CASTPARTS CORP	P	2011-02-03	2012-12-06
SIRONA DENTAL SYSTEMS INC, 25 SH	P	2011-05-10	2012-09-05
SIRONA DENTAL SYSTEMS INC, 75 SH	P	2011-05-10	2012-09-06
ABB LTD, 475 SH	P	2009-04-08	2012-06-25
ABBOTT LABORATORIES, 50 SH	P	2010-12-30	2012-10-22
ABBOTT LABORATORIES, 100 SH	P	2009-04-08	2012-10-22
ADT CORPORATION, 87 SH	P	2009-08-20	2012-10-01

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
AMERICAN EXPRESS COMPANY, 25 SH	P	2010-12-20	2012-04-19
AMERICAN EXPRESS COMPANY, 50 SH	P	2010-10-07	2012-04-19
AMERICAN EXPRESS COMPANY, 25 SH	P	2010-10-07	2012-04-27
APACHE CORP, 25 SH	P	2009-04-08	2012-10-15
APACHE CORP, 100 SH	P	2009-04-08	2012-12-20
CENOVUS ENERGY INC, 25 SH	P	2010-01-12	2012-06-13
CHURCH & DWIGHT CO INC, 25 SH	P	2010-01-14	2012-07-16
DANAHER CORP, 25 SH	P	2009-04-08	2012-04-20
DANAHER CORP, 50 SH	P	2009-04-08	2012-10-01
EOG RES INC, 25 SH	P	2009-12-07	2012-03-02
EDWARDS LIFESCIENCES CORP, 25 SH	P	2009-07-30	2012-05-30
EDWARDS LIFESCIENCES CORP, 10 SH	P	2009-07-30	2012-06-18
EDWARDS LIFESCIENCES CORP, 20 SH	P	2009-07-30	2012-12-06
EXPRESS SCRIPTS HOLDING, 25 SH	P	2009-06-05	2012-09-05
FMC TECHNOLOGIES INC, 50 SH	P	2010-05-21	2012-01-30
FISERV INC, 50 SH	P	2009-10-01	2012-06-18
GENERAL ELECTRIC CO, 75 SH	P	2009-06-18	2012-07-20
GENERAL ELECTRIC CO, 25 SH	P	2009-06-18	2012-07-24
ICONIX BRAND GROUP INC, 175 SH	P	2009-10-05	2012-03-12
ICONIX BRAND GROUP INC, 225 SH	P	2009-07-14	2012-03-12
JP MORGAN CHASE & CO, 50 SH	P	2010-01-19	2012-05-14
JP MORGAN CHASE & CO, 300 SH	P	2009-04-08	2012-05-14
MOODY'S CORP, 50 SH	P	2010-10-07	2012-04-19
MOODY'S CORP, 75 SH	P	2010-10-07	2012-06-13
MOODY'S CORP, 40 SH	P	2010-10-07	2012-12-06
PENTAIR LTD, 42 SH	P	2009-08-20	2012-11-01
ORACLE CORP, 75 SH	P	2009-04-08	2012-06-13
ORACLE CORP, 25 SH	P	2009-04-08	2012-07-30
PRAXAIR INC, 25 SH	P	2009-11-02	2012-04-09
PRAXAIR INC, 25 SH	P	2009-11-02	2012-07-11

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
ROPER INDUSTRIES INC NEW, 25 SH	P	2009-04-08	2012-01-19
ROPER INDUSTRIES INC NEW, 50 SH	P	2009-04-08	2012-04-19
SOTHEBYS, 125 SH	P	2009-04-21	2012-03-01
TYCO INTERNATIONAL LTD, 25 SH	P	2009-08-20	2012-05-30
TYCO INTERNATIONAL LTD, 50 SH	P	2009-11-10	2012-05-30
VARIAN MEDICAL SYSTEMS INC, 50 SH	P	2009-07-30	2012-10-26

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
1,158		1,465	-307
5,819		5,081	738
2,750		2,540	210
2,750		2,495	255
2,351		2,430	-79
4,785		5,168	-383
7,177		6,096	1,081
376		617	-241
751		1,222	-471
1,127		1,831	-704
1,503		2,422	-919
1,500		2,422	-922
1,877		3,028	-1,151
5,295		4,301	994
1,339		1,173	166
863		782	81
430		391	39
1,689		1,564	125
1,235		1,082	153
5,451		6,109	-658
7,496		8,253	-757
1,387		1,419	-32
4,161		4,090	71
4,185		4,091	94
1,187		1,169	18
3,561		3,435	126
2,032		2,205	-173
1,708		1,623	85
3,415		3,237	178
5,348		4,245	1,103

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
1,750		1,689	61
4,392		5,068	-676
1,463		1,689	-226
1,463		1,689	-226
1,555		1,342	213
3,109		2,990	119
867		850	17
10,404		9,866	538
2,251		2,530	-279
4,501		5,169	-668
3,003		3,374	-371
983		790	193
5,899		4,884	1,015
5,889		4,742	1,147
894		731	163
1,012		685	327
3,533		2,054	1,479
901		1,135	-234
2,662		2,261	401
1,855		1,507	348
3,064		2,261	803
3,121		2,727	394
491		400	91
2,741		2,139	602
1,342		1,335	7
4,081		4,005	76
7,335		6,828	507
3,285		2,378	907
6,571		4,345	2,226
3,111		1,790	1,321

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
1,436		1,041	395
2,872		1,897	975
1,507		948	559
2,128		1,622	506
7,976		6,490	1,486
784		636	148
1,453		779	674
1,336		660	676
2,828		1,319	1,509
2,873		2,196	677
2,159		811	1,348
998		324	674
1,813		649	1,164
1,573		777	796
2,586		1,425	1,161
3,515		2,374	1,141
1,504		889	615
501		296	205
2,976		2,205	771
3,826		3,494	332
1,803		2,169	-366
10,816		8,289	2,527
2,069		1,319	750
2,651		1,979	672
1,971		1,056	915
1,874		979	895
2,032		1,393	639
765		464	301
2,804		2,022	782
2,670		2,022	648

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
2,364		1,097	1,267
4,888		2,194	2,694
4,457		1,214	3,243
1,335		786	549
2,670		1,725	945
3,361		1,729	1,632

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			-307
			738
			210
			255
			-79
			-383
			1,081
			-241
			-471
			-704
			-919
			-922
			-1,151
			994
			166
			81
			39
			125
			153
			-658
			-757
			-32
			71
			94
			18
			126
			-173
			85
			178
			1,103

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			61
			-676
			-226
			-226
			213
			119
			17
			538
			-279
			-668
			-371
			193
			1,015
			1,147
			163
			327
			1,479
			-234
			401
			348
			803
			394
			91
			602
			7
			76
			507
			907
			2,226
			1,321

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			395
			975
			559
			506
			1,486
			148
			674
			676
			1,509
			677
			1,348
			674
			1,164
			796
			1,161
			1,141
			615
			205
			771
			332
			-366
			2,527
			750
			672
			915
			895
			639
			301
			782
			648

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			1,267
			2,694
			3,243
			549
			945
			1,632

Form 990PF Part XV Line 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*				
AMERICAN RED CROSS - DALLAS CHAPTER 4800 HARRY HINES BLVD DALLAS,TX 752357717	N/A	PUBLIC CHARITY	CHARITABLE	2,000
BOOKER T WASHINGTON HS BOX 192648 DALLAS,TX 75219	N/A	PUBLIC CHARITY	EDUCATIONAL	1,000
CHILD FIND INTERNATIONAL BOX 26511 RICHMOND,VA 232868818	N/A	PUBLIC CHARITY	CHARITABLE	400
COMMUNITY HOME FOR ADULTS INC 5959 ROYAL LAND STE 354-214 DALLAS,TX 75230	N/A	PUBLIC CHARITY	CHARITABLE	500
EQUEST THERAPEUTIC HORSEMANSHIP 2902 SWISS AVE DALLAS,TX 75204	N/A	PUBLIC CHARITY	CHARITABLE	2,500
FIRST UNITARIAN CHURCH OF DALLAS 4015 NORMANDY AVE DALLAS,TX 75204	N/A	PUBLIC CHARITY	RELIGIOUS	2,000
MCCALL YOUTH HOCKEY PO BOX 1362 MCCALL,ID 83638	N/A	PUBLIC CHARITY	EDUCATIONAL	500
NATIONAL JEWISH HEALTH BOX 5989 DENVER,CO 80217	N/A	PUBLIC CHARITY	EDUCATIONAL	2,500
OKLAHOMA UNIVERSITY FOUNDATION 100 TIMBERDELL NORMAN,OK 73019	N/A	PRIVATE FOUNDATION	EDUCATIONAL	10,700
THE VOGEL ALCOVE CHILD CARE CENTER FOR THE HOMELESS 7557 RAMBLER ROAD STE 262 DALLAS,TX 75231	N/A	PUBLIC CHARITY	CHARITABLE	3,000
VISITING NURSE ASSOCIATION BOX 650683 DALLAS,TX 75265	N/A	PUBLIC CHARITY	CHARITABLE	250
WORLD NEIGHBORS 4127 NW 122ND OKLAHOMA CITY,OK 73120	N/A	PUBLIC CHARITY	CHARITABLE	250
BARB R MORGAN ELEMENTARY SCHOOL 125 SAMSON TRAIL MCCALL,ID 83638	N/A	PUBLIC CHARITY	CHARITABLE	1,785
FRIENDS OF THE LOST BOYS 2841 FONDRON DRIVE DALLAS,TX 75205	N/A	PUBLIC CHARITY	CHARITABLE	200
ST LUKE'S MCCALL FOUNDATION 1000 STATE STREET MCCALL,ID 83638	N/A	PUBLIC CHARITY	CHARITABLE	650
Total . . . . ▶ **3a**				28,235

TY 2012 Accounting Fees Schedule

Name: ALLAN NEUSTADT CHARITABLE TRUST

EIN: 73-6300551

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CPA	1,150	1,150		0

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TY 2012 Investments Corporate Stock Schedule

Name: ALLAN NEUSTADT CHARITABLE TRUST

EIN: 73-6300551

Name of Stock	End of Year Book Value	End of Year Fair Market Value
AMER EXPRESS 200	7,588	11,496
APPLE 46	13,061	24,480
ARIAD PHARMACEUTICALS INC 425	8,520	8,152
BRISTOL MYERS SQUIBB CO	11,910	11,407
CABOT 200	5,666	9,948
CENOVUS ENERGY 350	9,280	11,715
CHEVRON 75	6,626	8,111
CHURCH & DWIGHT 175	10,785	14,464
DANAHER 250	7,823	13,975
DOVER CORP 250	15,551	16,428
DREYFUS TREAS	69,002	69,002
DUNKIN BRANDS 450	13,332	14,931
EDWARDS LIFESCIENCES 95	3,083	8,566
EMC CORP-MASS 450	11,340	11,385
EOG RES 100	8,774	12,079
ESTEE LAUUDER COMPANIES 250	13,789	14,965
EXPRESS SCRIPTS 250	9,475	13,500
FISERV 150	7,121	11,855
FMC TECH 275	9,996	11,778
GENERAL ELECTRIC 500	6,614	10,495
IBM 85	8,496	16,282
LIMITED BRANDS 275	11,371	12,942
LUXOTTICA 475	10,535	14,473
MCDONALDS 150	9,193	13,232
MOODYS 260	7,198	13,083
NESTLE 225	8,699	14,650
NOVARTIS 225	12,433	14,243
OCCIDENTAL 115	6,512	8,810
OMNICOM 275	10,341	13,739
ORACLE 375	7,136	12,495

Name of Stock	End of Year Book Value	End of Year Fair Market Value
PEPSICO INC 125	8,092	8,554
PFIZER 400	7,955	10,032
PRAXAIR 125	9,550	12,040
PRECISION 80	10,832	14,207
ROPER IND 100	4,113	11,148
SCHLUMBERGER 200	9,264	13,860
SIRONA DENTAL 225	10,988	14,504
SOTHEBYS 400	12,679	13,448
TOLL BROTHERS 275	8,801	8,891
TYCO 300	10,248	13,163
VARIAN 150	6,717	10,536
WALT DISNEY 300	14,151	14,937

TY 2012 Other Expenses Schedule

Name: ALLAN NEUSTADT CHARITABLE TRUST

EIN: 73-6300551

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
GEN & OH EXPENSES	10	10		0

TY 2012 Other Income Schedule

Name: ALLAN NEUSTADT CHARITABLE TRUST

EIN: 73-6300551

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
NONDIVIDEND DISTRIBUTIONS	0	0	0
RETURN OF CAPITAL	446	446	446

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TY 2012 Other Professional Fees Schedule

Name: ALLAN NEUSTADT CHARITABLE TRUST

EIN: 73-6300551

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT FEES	4,850	4,850		0

TY 2012 Taxes Schedule

Name: ALLAN NEUSTADT CHARITABLE TRUST

EIN: 73-6300551

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAX	396	396		0
OTHER TAXES	739	739		0