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 , and ending

Name of foundation: ARNOLD FOUNDATION

A Employer identification number: 74-2295878

Number and street (or P O box number if mail is not delivered to street address): 406 STERZING ST — Room/suite:

B Telephone number: 512.472.8000

City or town, state, and ZIP code: AUSTIN, TX 78704

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: [X] 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)* ▶$ 3,161,245.

J Accounting method: [X] 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).)

		(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	80,000.			
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	16.	16.		STATEMENT 1
	4 Dividends and interest from securities	53,271.	53,271.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	65,106.			
	b Gross sales price for all assets on line 6a 392,679.				
	7 Capital gain net income (from Part IV, line 2)		65,106.		
	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)				
	11 Other income				
	12 **Total.** Add lines 1 through 11	198,393.	118,393.	0.	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.	0.	0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 3	1,125.	0.	0.	0.
	c Other professional fees				
	17 Interest				
	18 Taxes				
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 4	1,058.	0.	0.	0.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	2,183.	0.	0.	0.
	25 Contributions, gifts, grants paid	103,250.			103,250.
	26 **Total expenses and disbursements.** Add lines 24 and 25	105,433.	0.	0.	103,250.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	92,960.			
	b **Net investment income** (if negative, enter -0-)		118,393.		
	c **Adjusted net income** (if negative, enter -0-)			0.	

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	42,335.	66,133.	66,133.
	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			
	7 Other notes and loans receivable ▶			
	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			
	b Investments - corporate stock STMT 5	2,428,980.	2,467,737.	3,095,112.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	2,471,315.	2,533,870.	3,161,245.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons	30,000.		
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	30,000.	0.	
Net Assets or Fund Balances	**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 ▶ [X] **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	2,441,315.	2,533,870.	
	30 **Total net assets or fund balances**	2,441,315.	2,533,870.	
	31 **Total liabilities and net assets/fund balances**	2,471,315.	2,533,870.	

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	2,441,315.
2	Enter amount from Part I, line 27a	2	92,960.
3	Other increases not included in line 2 (itemize) ▶ PRIOR PERIOD ADJUSTMENT	3	75.
4	Add lines 1, 2, and 3	4	2,534,350.
5	Decreases not included in line 2 (itemize) ▶ CURRENT YEAR ESTIMATED TAX PAYMENTS	5	480.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,533,870.

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				
b	SEE ATTACHED STATEMENT			
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	392,679.		327,573.	65,106.

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				
b				
c				
d				
e				65,106.

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	65,106.
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). If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	105,627.	0.	.000000
2010	102,419.	0.	.000000
2009	102,768.	0.	.000000
2008	103,843.	0.	.000000
2007	106,234.	0.	.000000

2 **Total** of line 1, column (d)	2	.000000
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	.000000
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	
5 Multiply line 4 by line 3	5	0.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,184.
7 Add lines 5 and 6	7	1,184.
8 Enter qualifying distributions from Part XII, line 4	8	103,250.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ 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 ▶ [X] and enter 1% of Part I, line 27b		1	1,184.
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	1,184.
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	1,184.
6	Credits/Payments:			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a 480.		
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	480.
8	Enter any **penalty** for underpayment of estimated tax. Check here [X] 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	704.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶	**Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
	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		X
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		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	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		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV.*	7	X	
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	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses STMT 6	10	X	

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		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ JIM ARNOLD, JR Telephone no ▶512-472-8000

Located at ▶406 STERZING STREET, AUSTIN, TX ZIP+4 ▶78704

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 | N/A

			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		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶			

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ 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 instructions)? N/A	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		X
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 ▶ ______, ______, ______, ______			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______, ______, ______, ______			
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.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		X

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? N/A **5b**

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

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

If "Yes," attach the statement required by Regulations section 53 4945-5(d).

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** X

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

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A **7b**

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(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
JIM ARNOLD, JR 406 STERZING STREET AUSTIN, TX 78704	PRESIDENT & DIRECTOR 0.00	0.	0.	0.
PATRICE J. ARNOLD 406 STERZING STREET AUSTIN, TX 78704	VP/SEC/TREAS & DIRECTOR 0.00	0.	0.	0.
JENNY ARNOLD 1909 GLENCLIFF AUSTIN, TX 78704	DIRECTOR 0.00	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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. 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	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	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	0.
b	Average of monthly cash balances		1b	
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	0.
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	0.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	0.
6	**Minimum investment return.** Enter 5% of line 5		6	0.

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	0.
2a	Tax on investment income for 2012 from Part VI, line 5	2a 1,184.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	1,184.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	0.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	0.
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	0.

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	103,250.
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	103,250.
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	5	1,184.
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	102,066.

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: ___, ___, ___		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007 108,000.				
b From 2008 104,600.				
c From 2009 103,150.				
d From 2010 102,850.				
e From 2011 106,100.				
f Total of lines 3a through e	524,700.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 103,250.				
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	103,250.			
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	627,950.			
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 instr.			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)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	108,000.			
9 **Excess distributions carryover to 2013** Subtract lines 7 and 8 from line 6a	519,950.			
10 Analysis of line 9:				
a Excess from 2008 104,600.				
b Excess from 2009 103,150.				
c Excess from 2010 102,850.				
d Excess from 2011 106,100.				
e Excess from 2012 103,250.				

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

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 ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
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					
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 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).)

JIM ARNOLD, JR

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:

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient: Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE ATTACHED SCHEDULE			CONTRIBUTIONS SUPPORT ENTITY'S PURPOSE	103,250.
Total			▶ 3a	103,250.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Form **990-PF** (2012)

223611
12-05-12

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
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					16.
4 Dividends and interest from securities					53,271.
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					65,106.
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.		0.	118,393.

13 Total. Add line 12, columns (b), (d), and (e) 13 118,393.

(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)
4	INCREASES FUNDS AVAILABLE TO PROVIDE CHARITABLE DONATIONS
8	MANAGES FUNDS AVAILABLE TO PROVIDE CHARITABLE DONATIONS

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)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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
		N/A	

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
N/A		

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) is based on all information of which preparer has any knowledge

Signature of officer or trustee: Jim Arnold Jr. Date: 7/19/13 Title: PRESIDNET

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
PAUL G TOTARO, CPA, EA	PAUL G TOTARO, CP	07/19/13		P01202050

Firm's name ▶ B.T.A.& S., CPAS, LLC — Firm's EIN ▶ 43-1980288

Firm's address ▶ 9951 ANDERSON MILL ROAD, #202 AUSTIN, TX 78750 — Phone no 512-250-0027

Form **990-PF** (2012)

223622
12-05-12

Schedule B (Form 990, 990-EZ, or 990-PF) Department of the Treasury Internal Revenue Service	**Schedule of Contributors** ▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.	OMB No 1545-0047 **2012**

Name of the organization	Employer identification number
ARNOLD FOUNDATION	74-2295878

Organization type (check one):

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

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

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

General Rule

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

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990 EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

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

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

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

Name of organization	Employer identification number
ARNOLD FOUNDATION	74-2295878

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	JIM ARNOLD, JR 406 STERZING STREET AUSTIN, TX 78704-1027	$	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

Name of organization: ARNOLD FOUNDATION

Employer identification number: 74-2295878

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization	Employer identification number
ARNOLD FOUNDATION	74-2295878

Part III *Exclusively* religious, charitable, etc , individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of $1,000 or less for the year. (Enter this information once) ▶ $

Use duplicate copies of Part III if additional space is needed

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

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

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

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

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

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

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

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

CHARITABLE CONTRIBUTIONS AFCHAR12
(DEDUCTIBLE)

ORGANIZATION	2011 DATE	AMT	2011 DATE	AMT	2011 TOTAL	2011 LOCAL	2012 DATE	AMT	2012 DATE	AMT	2012 TOTAL	2012 LOCAL	11-12 CHANGE
CHARITABLE(RECURRENT)													
AIDS SERVICES-AUSTIN			Dec-20	250	250	250			Dec-17	250	250	250	0
AMERICAN CANCER SOC			Dec-20	1250	1250				Dec-17	1250	1250		0
AMERICAN DIABETES ASSOC			Dec-20	250	250				Dec-17	250	250		0
AMERICAN HEART ASSOC			Dec-20	2000	2000	2000			Dec-17	2000	2000	2000	0
AMERICAN KIDNEY FUND			Dec-20	1250	1250				Dec-17	1250	1250		0
AMERICAN LUNG ASSOC			Dec-20	1250	1250				Dec-17	1250	1250		0
AMERICAN RED CROSS (Nat'l)			Dec-20	1000	1000		Mar-06	500	Nov-06	1000	1500		500
AMERICAN RED CROSS (Tex)			Dec-20	500	500				Dec-17	500	500		0
ANDERSON, M D HOSPITAL			Dec-20	1250	1250				Dec-17	1250	1250		0
ANY BABY CAN	Jan-27	250	Dec-20	3000	3250	3250			Dec-17	3000	3000	3000	-250
ASPCA			Dec-20	150	150				Dec-17	150	150		0
AUSTIN CHILDREN'S SHELTER			Dec-20	2000	2000	2000			Dec-17	2000	2000	2000	0
AUSTIN SMILES			Dec-20	1750	1750	1750			Dec-17	1500	1500	1500	-250
BOOKSPRING (fka RIF)			Dec-20	8000	8000	8000			Dec-17	8000	8000	8000	0
BOYS AND GIRLS CLUB			Dec-20	2500	2500	2500			Dec-17	2500	2500	2500	0
BRIGHTER DAYS	Oct-26	100	Dec-20	1250	1350	1350			Dec-17	1250	1250	1250	-100
BUCK FOUNDATION			Dec-20	250	250				Dec-17	250	250		0
CAL FARLEY'S BOYS RANCH			Dec-20	1500	1500	1500			Dec-17	1500	1500	1500	0
CANDLELIGHTERS (Nat'l)			Dec-20	500	500				Dec-17	500	500		0
CAPITAL AREA FOOD BANK			Dec-20	10000	10000	10000			Dec-17	10000	10000	10000	0
CAPITOL SCHOOL OF AUSTIN			Dec-20	500	500	500			Dec-17	500	500	500	0
CARE			Dec-20	2000	2000				Dec-17	2000	2000		0
CARITAS			Dec-20	2500	2500	2500			Dec-17	2500	2500	2500	0
CHILDREN'S MEDICAL CENTER FOUND			Dec-20	2000	2000	2000			Dec-17	2000	2000	2000	0
CHRISTOPHER HOUSE			Dec-20	1250	1250	1250			Dec-17	1250	1250	1250	0
COMMUNITIES IN SCHOOL			Dec-20	1250	1250	1250			Dec-17	1250	1250	1250	0
CYSTIC FIBROSIS FOUND			Dec-20	1250	1250				Dec-17	1250	1250		0
DISABLED AMERICAN VETS			Dec-20	2000	2000				Dec-17	2000	2000		0
DOCTORS WITHOUT BORDERS			Dec-20	750	750				Dec-17	750	750		0
DOWN HOME RANCH			Dec-20	1000	1000	1000			Dec-17	1000	1000	1000	0
EASTER SEALS-AUSTIN			Dec-20	500	500	500			Dec-17	500	500	500	0
FAMILY ELDERCARE	Jun-13	500	Dec-20	3000	3500	3500	Jul-11	500	Dec-17	3000	3500	3500	0
FOR THE LOVE OF CHRISTI			Dec-20	300	300	300			Dec-17	300	300	300	0
FOUNDATION COMMUNITIES			Dec-20	1250	1250	1250			Dec-17	1250	1250	1250	0
GOODWILL INDUSTRIES			Dec-20	2250	2250	2250			Dec-17	2250	2250	2250	0
HABITAT FOR HUMANITY(NATL)			Dec-20	1250	1250				Dec-17	1250	1250		0
HABITAT FOR HUMANITY(AUS)			Dec-20	1250	1250	1250			Dec-17	1250	1250	1250	0
HOSPICE AUSTIN			Dec-20	1500	1500	1500			Dec-17	1500	1500	1500	0
HUMANE SOCIETY (AUSTIN)			Dec-20	300	300	300			Dec-17	300	300	300	0
KLRU TV			Dec-20	150	150	150			Dec-17	150	150	150	0
LIFEWORKS			Dec-20	1500	1500	1500			Dec-17	1500	1500	1500	0
MACULAR DEGENERATION			Dec-20	800	800		Feb-27	200	Dec-17	800	1000		200
MAKE A WISH			Dec-20	250	250	250			Dec-17	250	250	250	0
MARCH OF DIMES			Dec-20	500	500				Dec-17	500	500		0
MEALS ON WHEELS			Dec-20	3000	3000	3000			Dec-17	3000	3000	3000	0
MEMORIAL SLOAN KETTERING			Dec-20	600	600				Dec-17	600	600		0
MICHAEL J FOX FOUNDATION									Dec-17	750	750		750
MULT SCLEROSIS-LONE STAR			Dec-20	250	250				Dec-17	250	250		0
MUSCULAR DYSTROPHY			Dec-20	250	250				Dec-17	250	250		0
NATIONAL STROKE ASSN			Dec-20	250	250				Dec-17	250	250		0
NATURE CONSERVANCY			Dec-20	500	500				Dec-17	500	500		0
PEOPLE'S COMMUNITY CLINIC			Dec-20	500	500	500			Dec-17	500	500	500	0
PLAN OF CENTRAL TEXAS			Dec-20	1000	1000	1000			Dec-17	1000	1000	1000	0
PROJECT HOPE			Dec-20	3000	3000				Dec-17	3000	3000		0
SAFEPLACE			Dec-20	4000	4000	4000			Dec-17	4000	4000	4000	0
SALVATION ARMY			Dec-20	3500	3500	3500			Dec-17	3500	3500	3500	0
SETTLEMENT HOME	Jul-07	600	Dec-20	500	1100	1100	Sep-27	600	Dec-17	500	1100	1100	0
ST JUDES HOSPITAL			Dec-20	2000	2000				Dec-17	2000	2000		0
SUSTAINABLE FOOD CENTER			Dec-20	1000	1000	1000			Dec-17	1000	1000	1000	0
TEXAS CHILDRENS HOSPITAL			Dec-20	2000	2000				Dec-17	2000	2000		0
THERAPY PET PALS OF TEXAS			Dec-20	1500	1500	1500			Dec-17	1500	1500	1500	0
TRAVIS ASSOC FOR BLIND			Dec-20	600	600	600			Dec-17	600	600	600	0
USO-OPER'N USO CARE PKG			Dec-20	750	750	750			Dec-17	750	750	750	0
VOL HEALTHCARE CLINIC			Dec-20	6000	6000	6000			Dec-17	6000	6000	6000	0
YMCA YOUTH FUND			Dec-20	1500	1500	1500			Dec-17	1500	1500	1500	0
SUBTOTAL		1450		101900	103350	78300		1800		102400	104200	77700	850

ORGANIZATION	2011 DATE	AMT	DATE	AMT	2011 TOTAL	LOCAL	2012 DATE	AMT	DATE	AMT	2012 TOTAL	2012 LOCAL
CHARITABLE(ONE TIME)												
ANY BABY CAN					0	0					0	0
AUSTIN COMMUNITY FOUNDATION	Sep-08	500			500	500					0	0
CHALLENGE AIR					0	0					0	0
CO-OP AMERICA					0						0	0
JACK JENKINS DEBATE					0	0					0	0
SEASON FOR CARING (AAS)					0	0					0	0
VLS PHONE-A-THON					0	0	Sep-27	300			300	300
UMCOR	Mar-31	1000	May-25	1000	2000						0	0
U S FUND FOR UNICEF	Aug-25	250			250						0	0
SUBTOTAL				1000	2750	500				0	300	300
GRAND TOTAL				102900	106100	78800 0 7427				102400	104500	78000 0 746

H \AFCHAR12 xls
4/29/2013B

NAME	ADDRESS1	ADDRESS2	CITY	ST	ZIP	RESTRICTIONS
NAME	ADDRESS1	ADDRESS2	CITY	ST	ZIP	COMMENTS
AIDS Services of Austin		P O Box 4874	Austin	TX	78765	
American Cancer Society Texas Division, Inc	Austin Metro Market	2433 Ridgepoint Drive B	Austin	TX	78754	
American Diabetes Association		P O Box 1833	Merrifield	VA	22116-8033	
American Heart Association Capitol Area Region		P O Box 15186	Austin	TX	78714-3089	
American Kidney Fund		6110 Executive Boulevard, Suite 1010	Rockville	MD	20852	
American Lung Association of Texas		P O Box 26460	Austin	TX	78755	This contribution is in honor of Mary Cles West; Mrs West's daughter is Carolynn Mullen 8706 Queensmere Place Apt 7, Richmond, Virginia 23294
American Red Cross		P O Box 37243	Washington	D C	20013-7243	
American Red Cross of Central Texas		2218 Pershing Drive	Austin	TX	78723-5842	
The University of Texas MD Anderson Cancer Center		P O Box 4464	Houston	TX	77210-4464	
		1121 E 7th Street	Austin	TX	78702	This contribution is in memory of Audry Lynn Guerrero, Audry's family (Ray and Patricia Miranda and children) resides at 257 Quail Ridge Drive Kyle, Texas 78640 **Please let the family know that Audry has been so honored**
The American Society for the Prevention of Cruelty to Animals	Membership Service Center	424 E 92nd Street, 4th Floor	New York	NY	10128	
Austin Children's Shelter		P O Box 684213	Austin	TX	78768-4213	
Austin Smiles		P O Box 26694	Austin	TX	78755-0694	
Ms Pat Fuszek		P O Box 15989	Austin	TX	78761	
Boys & Girls Club - Capital Area		303 West Johanna	Austin	TX	78704	
Brighter Days Horse Refuge		*682 Krause Road*	*Pipe Creek*	TX	78063	
Pearl S Buck International, Inc	520 Dublin Road	P O Box 181	Perkasie	PA	18944-0181	
Cal Farley's Boys Ranch		P O Box 1890	Amarillo	TX	79174	
Austin Area Candlelighters Childhood	Cancer Foundation	1121 E 7th Street	Austin	TX	78702	This contribution is in memory of Audry Lynn Guerrero, Audry's family (Ray and Patricia Miranda and children) resides at 257 Quail Ridge Drive, Kyle, Texas 78640 **Please let the family know that Audry has been so honored**
Candlelighters Childhood Cancer Foundation		3910 Warner Street	Kensington	MD	20895	
Capital Area Food Bank		8201 S Congress Avenue	Austin	TX	78745-7305	
Capitol School of Austin		2011 W Koenig Lane	Austin	TX	78756	

NAME	ADDRESS1	ADDRESS2	CITY	ST	ZIP	RESTRICTIONS
NAME	ADDRESS1	ADDRESS2	CITY	ST	ZIP	COMMENTS
CARE		151 Ellis Street NE	Atlanta	GA	30303-2440	
Caritas of Austin		P O Box 1947	Austin	TX	78767-1947	
Center for Child Protection	Attn Sandra A Martir	1110 East 32nd Street	Austin	TX	78722	
Children's Medical Center Foundation	Dell Children's Medical Center	4900 Mueller Blvd	Austin	TX	78723	This is **restricted to the Children's Hospital endowment**
Christopher House of Austin Hospice		4107 Spicewood Springs Road, Suite 100	Austin	TX	78759	
Communities in Schools		3000 S IH-35, Suite 200	Austin	TX	78704	
Mr W Bruce Joyner Vice President of Direct Marketing	Cystic Fibrosis Foundation	6931 Arlington Road	Bethesda	MD	20814	This contribution is in memory of Lise Hardin, Ms Hardin's family resides at 2300 Pease Road Austin, Texas 78703 **Please let the family know that Lise has been so honored**
Disabled American Veterans		P O Box 14301	Cincinnati	OH	45250-0301	
Doctors Without Borders		333 Seventh Avenue 2nd Floor	New York	NY	10001-5004	
Down Home Ranch		20250 FM 619	Elgin	TX	78621	
Easter Seals		P O Box 684427	Austin	TX	78768-4427	
Easter Seals - Central Texas		1611 Headway Circle - Building 2	Austin	TX	78754	This contribution is **restricted** to use in Camp E S K I M O
Family Eldercare		2210 Hancock Drive	Austin	TX	78756	
For the Love of Christi		2306 Hancock Drive	Austin	TX	78756	This contribution is in memory of Michael Allen, Jr, Mr Allen's family resides at 9301 Hunters Trace, Austin, Texas 78758-6525
Foundation Communities	Attn Walter Moreau, I	3036 South 1st Street Suite	Austin	TX	78704	
Goodwill Industries of Central Texas		1015 Norwood Park Blvd	Austin	TX	78753	
Habitat for Humanity International		121 Habitat Street	Americus	GA	31709-3498	
Austin Habitat for Humanity		310 Comal Street, #100	Austin	TX	78702	
Hospice Austin		4107 Spicewood Springs Rd, Suite 100	Austin	TX	78759-8645	This contribution is in memory of William M Wilcox, Mr Wilcox's son John resides at 12219 Lime Creek Road, Leander, Texas 78641 Please let the family know that Mr Wilcox has been so honored
Humane Society SPCA		124 W Anderson Lane	Austin	TX	78752-1123	
KLRU TV		P O Box 7158	Austin	TX	78713	
Lifeworks		3700 South 1st Street	Austin	TX	78704	This contribution is in memory of Richard Standifer Mr Standifer's family resides at 3006 Kerbey Lane Austin, Texas 78703
Macular Degeneration Research		22512 Gateway Center Drive	Clarksburg	MD	20871	
Make-A-Wish Foundation of Central & South Texas	Gift Processing Center	P O Box 97104	Washington	D C	20090-7104	
March of Dimes	Special Donor Service Center	1275 Mamaroneck Avenue	White Plains	NY	10605-5298	
Meals on Wheels and More		P O Box 6248	Austin	TX	78762-9989	This contribution is in memory of my mother Jessamine Arnold

NAME	ADDRESS1	ADDRESS2	CITY	ST	ZIP	RESTRICTIONS
NAME	ADDRESS1	ADDRESS2	CITY	ST	ZIP	COMMENTS
Multiple Sclerosis Society		733 Third Avenue	New York	NY	10017	This contribution is in honor of Crystal Joyner, who resides at 2662 South FM 200 Nemo, Texas 76070
Muscular Dystrophy Association		P O Box 78960	Phoenix	AZ	85062-8960	
National Stroke Association		9707 East Easter Lane	Englewood	CO	80112-3747	This contribution is in memory of David Joyner, whose family resides at 2662 S FM 200, Nemo, Texas 76070
Nature Conservancy		P O Box 1440	San Antonio	TX	78295	This contribution is in memory of my mother Jessamine Arnold
People's Community Clinic		2909 N I H 35	Austin	TX	78722	
PLAN of Central Texas, Inc.	Fountain Park Plaza III	2800 South I H 35, Suite 14	Austin	TX	78704	Fax #(512) 535-4193 cdewitt@physics utexas edu
Project HOPE		255 Carter Hall Lane	Millwood	VA	22646-0255	
Ms Pat Fuszek	Reading is Fundamental of Austin	P O Box 15989	Austin	TX	78761	
SafePlace		P O Box 19454	Austin	TX	78760	
Salvation Army		P O Box 1000	Austin	TX	78767-1000	
The Settlement Home		1600 Payton Gin Road	Austin	TX	78758	
Memorial Sloan-Kettering Cancer Center		P O Box 750	New York	NY	10131-0304	
St Jude Children's Research Hospital	Carolyn Dickens Director	Foundation Relations 501 St Jude Place	Memphis	TN	38105	
Sustainable Food Center		1106 Clayton Lane, Suite 480W	Austin	TX	78723	
Texas Children's Hospital		6621 Fannin Street	Houston	TX	77030	
Therapy Pet Pals of Texas Inc		3930 Bee Cave Road, Suite 6C	Austin	TX	78746	
Travis Association for the Blind		P O Box 3297	Austin	TX	78764-3297	
The College Fund/UNCF		P O Box 1021	Merrifield	VA	22116-9939	
United Way/Capital Area	Attn Greg Bennett Development Officer	2000 East MLK Jr Blvd	Austin	TX	78702	
Ms Jody Hopkins, Executive Director	Volunteer Healthcare Clinic	4215 Medical Parkway	Austin	TX	78756	This contribution is in honor of Mary Dean, who resides at 1015 E Yager Lane, #28, Austin, Texas 78753
YMCA of Austin		1100 W Cesar Chavez St	Austin	TX	78703-4603	As before, this is <u>restricted</u> to providing scholarships for young people who might otherwise not be able to participate in YMCA programs

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	WASHINGTON MUTUAL INVESTORS - STOCK			
b	HEWLETT PACKARD CO - STOCK			
c	WASHINGTON MUTUAL INVESTORS - STOCK			
d	NEW PERSPECTIVE FD A - STOCK			
e	SMALLCAP WORLD FD A - STOCK			
f	WASHINGTON MUTUAL INVESTORS - STOCK			
g	CAPITAL GAINS DIVIDENDS			
h				
i				
j				
k				
l				
m				
n				
o				

	(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	881.		794.	87.
b	17,960.		44,562.	<26,602.>
c	34,402.		32,962.	1,440.
d	124,995.		70,514.	54,481.
e	100,000.		88,554.	11,446.
f	99,995.		90,187.	9,808.
g	14,446.			14,446.
h				
i				
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(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	
a				87.
b				<26,602.>
c				1,440.
d				54,481.
e				11,446.
f				9,808.
g				14,446.
h				
i				
j				
k				
l				
m				
n				
o				

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	65,106.
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). If (loss), enter "-0-" in Part I, line 8	3	N/A

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FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
IRS	1.
RAYMOND JAMES	15.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	16.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
RAYMOND JAMES	32,128.	11,906.	20,222.
VANGUARD	7,534.	0.	7,534.
WELLS FARGO	28,055.	2,540.	25,515.
TOTAL TO FM 990-PF, PART I, LN 4	67,717.	14,446.	53,271.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	1,125.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 16B	1,125.	0.	0.	0.

FORM 990-PF OTHER EXPENSES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX PAID PER 1099	903.	0.	0.	0.
PUBLIC NOTICE FEE	90.	0.	0.	0.
BANK CHARGE	65.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 23	1,058.	0.	0.	0.

FORM 990-PF — CORPORATE STOCK — STATEMENT 5

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCKS/MUTUAL FUNDS	2,467,737.	3,095,112.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,467,737.	3,095,112.

FORM 990-PF — LIST OF SUBSTANTIAL CONTRIBUTORS PART VII-A, LINE 10 — STATEMENT 6

NAME OF CONTRIBUTOR	ADDRESS
JIM ARNOLD, JR	406 STERZING STREET AUSTIN, TX 78704