



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



EXTENSION GRANTED TO 8/15/2013
Return of Private Foundation
 or Section 4947(a)(1) Nonexempt Charitable Trust
 Treated as a Private Foundation

OMB No 1545-0052

2012

Open to public inspection

Form **990-PF**

Department of the Treasury
 Internal Revenue Service

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

For calendar year 2012 or tax year beginning

, and ending

| | | |
|--|--|--|
| Name of foundation KCL FOUNDATION C/O KARYN BUCHANAN | | A Employer identification number 74-2707482 |
| Number and street (or P O box number if mail is not delivered to street address) 600 CONGRESS AVENUE, SUITE 200 | Room/suite | B Telephone number (512)505-4121 |
| City or town, state, and ZIP code AUSTIN, TX 78701 | | C If exemption application is pending, check here <input type="checkbox"/> |
| G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change | | D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> |
| H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation | | E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> |
| I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 4,003,730. | J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) | F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/> |

| Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a)) | | (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 | | | N/A | |
| | 2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B | | | | |
| | 3 Interest on savings and temporary cash investments | 183. | 183. | | STATEMENT 1 |
| | 4 Dividends and interest from securities | 65,789. | 65,789. | | STATEMENT 2 |
| | 5a Gross rents | | | | |
| | b Net rental income or (loss) | | | | |
| | 6a Net gain or (loss) from sale of assets not on line 10 | -35,741. | | | |
| | b Gross sales price for all assets on line 6a | 827,853. | | | |
| | 7 Capital gain net income (from Part IV, line 2) | | 0. | | |
| | 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 | -24,165. | -24,165. | | STATEMENT 3 | |
| 12 Total. Add lines 1 through 11 | 6,066. | 41,807. | | | |
| 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 | | | | |
| | b Accounting fees | STMT 4 3,668. | 1,834. | | 1,834. |
| | c Other professional fees | STMT 5 8,650. | 8,650. | | 8,650. |
| | 17 Interest | 7. | 7. | | 7. |
| | 18 Taxes | STMT 6 2,772. | 1,426. | | 1,426. |
| | 19 Depreciation and depletion | | | | |
| | 20 Occupancy | | | | |
| | 21 Travel, conferences, and meetings | | | | |
| | 22 Printing and publications | | | | |
| | 23 Other expenses | STMT 7 8,300. | 6,575. | | 1,725. |
| | 24 Total operating and administrative expenses. Add lines 13 through 23 | 23,397. | 18,492. | | 3,559. |
| | 25 Contributions, gifts, grants paid | 180,000. | | | 180,000. |
| 26 Total expenses and disbursements. Add lines 24 and 25 | 203,397. | 18,492. | | 183,559. | |
| 27 Subtract line 26 from line 12 | | | | | |
| a Excess of revenue over expenses and disbursements | -197,331. | | | | |
| b Net investment income (if negative, enter -0-) | | 23,315. | | | |
| c Adjusted net income (if negative, enter -0-) | | | N/A | | |

SCANNED JUL 18 2013

COPY FOR INTERNAL REVENUE SERVICE

RECEIVED
 JUL 12 2013
 OGDEN, UT

G14 17

| Part II Balance Sheets <small>Attached schedules and amounts in the description column should be for end-of-year amounts only</small> | | 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 | 112,954. | 263,199. | 263,199. |
| | 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 8 | 1,684,114. | 1,562,077. | 1,792,623. |
| | c Investments - corporate bonds STMT 9 | 669,485. | 750,001. | 776,322. |
| 11 Investments - land, buildings, and equipment basis ▶ | | | | |
| Less: accumulated depreciation ▶ | | | | |
| 12 Investments - mortgage loans | | | | |
| 13 Investments - other STMT 10 | 1,440,631. | 1,134,576. | 1,171,586. | |
| 14 Land, buildings, and equipment basis ▶ | | | | |
| Less: accumulated depreciation ▶ | | | | |
| 15 Other assets (describe ▶) | | | | |
| 16 Total assets (to be completed by all filers) | 3,907,184. | 3,709,853. | 4,003,730. | |
| Liabilities | 17 Accounts payable and accrued expenses | | | |
| | 18 Grants payable | | | |
| | 19 Deferred revenue | | | |
| | 20 Loans from officers, directors, trustees, and other disqualified persons | | | |
| | 21 Mortgages and other notes payable | | | |
| | 22 Other liabilities (describe ▶) | | | |
| 23 Total liabilities (add lines 17 through 22) | 0. | 0. | | |
| Net Assets or Fund Balances | Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31. | | | |
| | 24 Unrestricted | | | |
| | 25 Temporarily restricted | | | |
| | 26 Permanently restricted | | | |
| | Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 31. | | | |
| | 27 Capital stock, trust principal, or current funds | 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 | 3,907,184. | 3,709,853. | |
| 30 Total net assets or fund balances | 3,907,184. | 3,709,853. | | |
| 31 Total liabilities and net assets/fund balances | 3,907,184. | 3,709,853. | | |

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 | 3,907,184. |
| 2 Enter amount from Part I, line 27a | 2 | -197,331. |
| 3 Other increases not included in line 2 (itemize) ▶ | 3 | 0. |
| 4 Add lines 1, 2, and 3 | 4 | 3,709,853. |
| 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 | 3,709,853. |

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 STATEMENTS | | | |
| 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 | 827,853. | 863,594. | -35,741. | |
| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 | | | | (i) 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 | | |
| a | | | | |
| b | | | | |
| c | | | | |
| d | | | | |
| e | | | -35,741. | |
| 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 | -35,741. |
| 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 | 199,875. | 4,007,778. | .049872 |
| 2010 | 198,000. | 3,863,448. | .051250 |
| 2009 | 178,763. | 3,511,609. | .050906 |
| 2008 | 262,248. | 4,456,546. | .058846 |
| 2007 | 203,782. | 4,239,902. | .048063 |
| 2 | Total of line 1, column (d) | | .258937 |
| 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. | | .051787 |
| 4 | Enter the net value of noncharitable-use assets for 2012 from Part X, line 5 | | 3,875,006. |
| 5 | Multiply line 4 by line 3 | | 200,675. |
| 6 | Enter 1% of net investment income (1% of Part I, line 27b) | | 233. |
| 7 | Add lines 5 and 6 | | 200,908. |
| 8 | Enter qualifying distributions from Part XII, line 4 | | 183,559. |

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

KCL FOUNDATION
C/O KARYN BUCHANAN

Form 990-PF (2012)

74-2707482 Page 4

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

| | | | |
|--|----|--------|----------|
| 1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions) | | | |
| b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> 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 | 1,079. | |
| b Exempt foreign organizations - tax withheld at source | 6b | | |
| c Tax paid with application for extension of time to file (Form 8868) | 6c | | |
| d Backup withholding erroneously withheld | 6d | | |
| 7 Total credits and payments. Add lines 6a through 6d | 7 | 1,079. | |
| 8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached | 8 | | |
| 9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed | 9 | | |
| 10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid | 10 | 613. | |
| 11 Enter the amount of line 10 to be Credited to 2013 estimated tax | 11 | 613. | Refunded |

Part VII-A Statements Regarding Activities

| | Yes | No |
|--|-----|-----|
| 1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? | | X |
| b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i> | | X |
| c Did the foundation file Form 1120-POL for this year? | | X |
| d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation $\$$ 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? <i>If "Yes," attach a detailed description of the activities.</i> | | 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? <i>If "Yes," attach a conformed copy of the changes</i> | | X |
| 4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? | | X |
| b If "Yes," has it filed a tax return on Form 990-T for this year? | | N/A |
| 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i> | | X |
| 6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? | X | |
| 7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i> | X | |
| 8a Enter the states to which the foundation reports or with which it is registered (see instructions) <u>TX</u> | | |
| b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i> | 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)? <i>If "Yes," complete Part XIV.</i> | | X |
| 10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i> | | X |

Form 990-PF (2012)

Part VII-A Statements Regarding Activities (continued)

| | | | | |
|----|---|----|-----|---------|
| 11 | At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions). | 11 | | X |
| 12 | Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) | 12 | | X |
| 13 | Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A | 13 | X | |
| 14 | The books are in care of ▶ KARYN BUCHANAN Telephone no. ▶ 512-505-4121 Located at ▶ 600 CONGRESS AVE., STE. 200, AUSTIN, TX ZIP+4 ▶ 78701 | | | |
| 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 | | | |
| 16 | At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶ | 16 | Yes | No X |

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

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

| | | Yes | No |
|-----|---|-----|----|
| 1a | During the year did the foundation (either directly or indirectly) | | |
| (1) | Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| (2) | Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| (3) | Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No | | |
| (4) | Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| (5) | Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| (6) | Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| b | If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/> | 1b | X |
| 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| b | If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.) N/A | 3b | |
| 4a | Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? | 4a | X |
| b | Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012? | 4b | X |

Part 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 | 3,817,061. |
| b | Average of monthly cash balances | 1b | 116,955. |
| c | Fair market value of all other assets | 1c | |
| d | Total (add lines 1a, b, and c) | 1d | 3,934,016. |
| 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 | 3,934,016. |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) | 4 | 59,010. |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 3,875,006. |
| 6 | Minimum investment return. Enter 5% of line 5 | 6 | 193,750. |

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 | 193,750. |
| 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 | 193,284. |
| 4 | Recoveries of amounts treated as qualifying distributions | 4 | 0. |
| 5 | Add lines 3 and 4 | 5 | 193,284. |
| 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 | 193,284. |

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 | 183,559. |
| 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 | 183,559. |
| 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 | 0. |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4 | 6 | 183,559. |

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 | | | | 193,284. |
| 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 | 4,699. | | | |
| b From 2008 | 40,883. | | | |
| c From 2009 | 4,199. | | | |
| d From 2010 | 6,256. | | | |
| e From 2011 | 2,381. | | | |
| f Total of lines 3a through e | 58,418. | | | |
| 4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 183,559. | | | | |
| 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 | | | | 183,559. |
| e Remaining amount distributed out of corpus | 0. | | | |
| 5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a)) | 9,725. | | | 9,725. |
| 6 Enter the net total of each column as indicated below: | | | | |
| a Corpus Add lines 3f, 4c, and 4e. Subtract line 5 | 48,693. | | | |
| 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 | 0. | | | |
| 9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a | 48,693. | | | |
| 10 Analysis of line 9 | | | | |
| a Excess from 2008 | 35,857. | | | |
| b Excess from 2009 | 4,199. | | | |
| c Excess from 2010 | 6,256. | | | |
| d Excess from 2011 | 2,381. | | | |
| e Excess from 2012 | | | | |

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)

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

SEE STATEMENT 12

- 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 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 CAPITAL GAIN DISTRIBUTIONS | | | |
| b 1,717 SH POWERSHARES FTSE RAFI US 1000 | P | 02/16/11 | 12/01/12 |
| c 32,034.555 SH PIMCO SHORT-TERM INST'L FUND | P | 07/16/08 | 02/17/12 |
| d 2,004.028 SH PIMCO SHORT-TERM INST'L FUND | P | 12/01/09 | 02/17/12 |
| e 149.2136 SH IRONWOOD INTERNATIONAL LTD. | P | 12/28/07 | 07/12/12 |
| f 1.1038 SH IRONWOOD INTERNATIONAL LTD. | P | 07/12/12 | 09/30/12 |
| g 26,371 SH @SECURITY BROADBAND CORP. - PREFERRED | P | 03/28/01 | 10/12/12 |
| h 2,637 SH @SECURITY BROADBAND CORP. - COMMON | P | 03/08/02 | 10/12/12 |
| i FROM K-1: SECTION 1256 GAIN FROM ASPEN DIVERSIFIE | | | |
| j FROM K-1: S/T FROM ASPEN DIVERSIFIED FUND, LLC | | | |
| k FROM K-1: L/T FROM ASPEN DIVERSIFIED FUND, LLC | | | |
| l ASPEN DIVERSIFIED FUND, LLC | P | VARIOUS | 08/14/12 |
| 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 24,000. | | | 24,000. |
| b 105,042. | | 102,460. | 2,582. |
| c 312,954. | | 314,917. | -1,963. |
| d 19,578. | | 19,727. | -149. |
| e 150,728. | | 150,796. | -68. |
| f 372. | | 728. | -356. |
| g 8,164. | | 95,907. | -87,743. |
| h | | 5,205. | -5,205. |
| i 39,805. | | | 39,805. |
| j 12,099. | | | 12,099. |
| k -3,058. | | | -3,058. |
| l 158,169. | | 173,854. | -15,685. |
| 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 | | | 24,000. |
| b | | | 2,582. |
| c | | | -1,963. |
| d | | | -149. |
| e | | | -68. |
| f | | | -356. |
| g | | | -87,743. |
| h | | | -5,205. |
| i | | | 39,805. |
| j | | | 12,099. |
| k | | | -3,058. |
| l | | | -15,685. |
| 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 | -35,741. |
| 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 |

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

| SOURCE | AMOUNT |
|---|-------------|
| FROM K-1 - ASPEN DIVERSIFIED FUND, LLC | 181. |
| JPMORGAN CHASE | 2. |
| TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A | 183. |

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

| SOURCE | GROSS AMOUNT | CAPITAL GAINS DIVIDENDS | COLUMN (A) AMOUNT |
|---|----------------|----------------------------|----------------------|
| CHARLES SCHWAB | 65,774. | 0. | 65,774. |
| FROM K-1 - ASPEN DIVERSIFIED FUND, LLC | 15. | 0. | 15. |
| TOTAL TO FM 990-PF, PART I, LN 4 | 65,789. | 0. | 65,789. |

FORM 990-PF OTHER INCOME STATEMENT 3

| DESCRIPTION | (A) REVENUE PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME |
|--|-----------------------------|-----------------------------------|-------------------------------|
| QWEST LITIGATION SETTLEMENT | 13. | 13. | |
| BANK OF AMERICA LITIGATION SETTLEMENT | 5. | 5. | |
| FROM K-1: ORDINARY BUSINESS INCOME/LOSS FROM ASPEN DIVERSIFIED FUND, LLC | -37,432. | -37,432. | |
| FROM K-1: OTHER INCOME/LOSS FROM ASPEN DIVERSIFIED FUND, LLC | 13,195. | 13,195. | |
| VERITAS LITIGATION SETTLEMENT | 54. | 54. | |
| TOTAL TO FORM 990-PF, PART I, LINE 11 | -24,165. | -24,165. | |

| FORM 990-PF | ACCOUNTING FEES | | | STATEMENT 4 |
|------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
| ACCOUNTING FEES | 3,668. | 1,834. | | 1,834. |
| TO FORM 990-PF, PG 1, LN 16B | 3,668. | 1,834. | | 1,834. |

| FORM 990-PF | OTHER PROFESSIONAL FEES | | | STATEMENT 5 |
|------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
| FINANCIAL ADVISORY FEES | 8,650. | 8,650. | | 0. |
| TO FORM 990-PF, PG 1, LN 16C | 8,650. | 8,650. | | 0. |

| FORM 990-PF | TAXES | | | STATEMENT 6 |
|-----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
| TAXES - FOREIGN | 1,426. | 1,426. | | 0. |
| TAXES - FORM 990 | 1,346. | 0. | | 0. |
| TO FORM 990-PF, PG 1, LN 18 | 2,772. | 1,426. | | 0. |

| FORM 990-PF | OTHER EXPENSES | | | STATEMENT 7 |
|--|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
| INSURANCE | 725. | 0. | | 725. |
| DUES | 1,000. | 0. | | 1,000. |
| FROM K-1: INVESTMENT EXPENSES FROM ASPEN DIVERSIFIED FUND, LLC | 6,575. | 6,575. | | 0. |
| TO FORM 990-PF, PG 1, LN 23 | 8,300. | 6,575. | | 1,725. |

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 11

| NAME AND ADDRESS | TITLE AND AVRG HRS/WK | COMPEN- SATION | EMPLOYEE BEN PLAN CONTRIB | EXPENSE ACCOUNT |
|---|--------------------------|-------------------|------------------------------|--------------------|
| ROBERT W. HUGHES 600 CONGRESS AVE., STE. 200 AUSTIN, TX 78701 | PRESIDENT 0.25 | 0. | 0. | 0. |
| KYLE L. HUGHES 600 CONGRESS AVE., STE. 200 AUSTIN, TX 78701 | VICE PRESIDENT 0.25 | 0. | 0. | 0. |
| CRAIG HUGHES 600 CONGRESS AVE., STE. 200 AUSTIN, TX 78701 | VICE PRESIDENT 0.25 | 0. | 0. | 0. |
| M. GAIL HUGHES 600 CONGRESS AVE., STE. 200 AUSTIN, TX 78701 | SECRETARY 0.25 | 0. | 0. | 0. |
| KARYN BUCHANAN 600 CONGRESS AVE., STE. 200 AUSTIN, TX 78701 | TREASURER 0.50 | 0. | 0. | 0. |
| LEE WALKER 600 CONGRESS AVE., STE. 200 AUSTIN, TX 78701 | VICE PRESIDENT 0.25 | 0. | 0. | 0. |
| TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII | | 0. | 0. | 0. |

FORM 990-PF

PART XV - LINE 1A
LIST OF FOUNDATION MANAGERS

STATEMENT 12

NAME OF MANAGER

ROBERT W. HUGHES
M. GAIL HUGHES

| Recipient Name and Address | Recipient Status | Recipient Relationship | Purpose of Grant | Amount |
|---|--------------------------|------------------------|------------------------------------|----------|
| A Legacy of Giving 4315 Guadalupe St , Ste 300 Austin, TX 78751 | Section 501(c)(3) Exempt | None | To support Organization's Purposes | \$ 2,500 |
| ADAPT 1640 E 2nd St #A Austin, TX 78702 | Section 501(c)(3) Exempt | None | To support Organization's Purposes | 200 |
| Alzheimer's Assoc 3429 Executive Center Dr Austin, TX 78731 | Section 501(c)(3) Exempt | None | To support Organization's Purposes | 5,000 |
| Animal Trustees of Austin P O. Box 14542 Austin, TX 78761 | Section 501(c)(3) Exempt | None | To support Organization's Purposes | 1,000 |
| Any Baby Can 1121 E 7th St Austin, TX 78702 | Section 501(c)(3) Exempt | None | To support Organization's Purposes | 1,000 |
| Austin Child Guidance Center 810 W 45th St Austin, TX 78751 | Section 501(c)(3) Exempt | None | To support Organization's Purposes | 1,000 |
| Austin Children's Shelter 4800 Manor Rd Austin, TX 78723-5471 | Section 501(c)(3) Exempt | None | To support Organization's Purposes | 500 |
| Austin Clubhouse P O Box 300568 Austin, TX 78703 | Section 501(c)(3) Exempt | None | To support Organization's Purposes | 20,000 |
| Austin Community Foundation 4315 Guadalupe St , Ste 300 Austin, TX 78751 | Section 501(c)(3) Exempt | None | To support Organization's Purposes | 3,000 |
| Austin Humane Society 124 W Anderson Ln Austin, TX 78752 | Section 501(c)(3) Exempt | None | To support Organization's Purposes | 15,500 |
| Austin Parks Foundation P O Box 300369 Austin, TX 78703 | Section 501(c)(3) Exempt | None | To support Organization's Purposes | 1,000 |
| Austin State Hospital 4110 Guadalupe, Bldg 631 Austin, TX 78751 | Section 501(c)(3) Exempt | None | To support Organization's Purposes | 1,000 |
| Avance 118 N Medina St San Antonio, TX 78207 | Section 501(c)(3) Exempt | None | To support Organization's Purposes | 500 |
| Beyond Batten Disease Foundation 3300 Duval Rd , Ste 110 Austin, TX 78759 | Section 501(c)(3) Exempt | None | To support Organization's Purposes | 1,000 |
| Brown Santa P O Box 207 Austin, TX 78767 | Section 501(c)(3) Exempt | None | To support Organization's Purposes | 1,500 |
| Capital Area Food Bank 8201 S Congress Ave Austin, TX 78745-7305 | Section 501(c)(3) Exempt | None | To support Organization's Purposes | 12,650 |
| Capitol Area Council-Boy Scouts 12500 N IH 35 Austin, TX 78753 | Section 501(c)(3) Exempt | None | To support Organization's Purposes | 24,000 |

| Recipient Name and Address | Recipient Status | Recipient Relationship | Purpose of Grant | Amount |
|---|--------------------------|------------------------|------------------------------------|--------|
| Capitol School of Austin 2011 W Koenig Ln Austin, TX 78756 | Section 501(c)(3) Exempt | None | To support Organization's Purposes | 1,200 |
| CASA of Travis County 7701 N Lamar #301 Austin, TX 78752 | Section 501(c)(3) Exempt | None | To support Organization's Purposes | 2,500 |
| Center for Child Protection 8509 FM 969 Bldg 2 Austin, TX 78724 | Section 501(c)(3) Exempt | None | To support Organization's Purposes | 2,000 |
| Children's Advocacy Centers of TX P O Box 12275 Austin, TX 78711 | Section 501(c)(3) Exempt | None | To support Organization's Purposes | 2,000 |
| Coalition of Texans with Disabilities 316 W 12th St, Suite 405 Austin, TX 78701 | Section 501(c)(3) Exempt | None | To support Organization's Purposes | 2,500 |
| Colin's Hope PMB 147, 3267 Bee Cave Rd, Ste 107 Austin, TX 78746 | Section 501(c)(3) Exempt | None | To support Organization's Purposes | 250 |
| Dress for Success 701 Tillery #1, Ste A5 Austin, TX 78702 | Section 501(c)(3) Exempt | None | To support Organization's Purposes | 1,000 |
| Duke University (Central TX Scholarship) P O Box 90581 Durham, NC 27708 | Section 501(c)(3) Exempt | None | To support Organization's Purposes | 8,350 |
| Elizabeth Ann Seton Board c/o The Seton Fund, 1201 W 38th St Austin, TX 78705 | Section 501(c)(3) Exempt | None | To support Organization's Purposes | 5,500 |
| Explore Austin 2121 E Cesar Chavez Austin, TX 78702 | Section 501(c)(3) Exempt | None | To support Organization's Purposes | 5,000 |
| Fellowship of Christian Athletes 104 Hi Stirrup Horseshoe Bay, TX 78657 | Section 501(c)(3) Exempt | None | To support Organization's Purposes | 5,000 |
| First United Methodist Church c/o Rick Swisher, 1210 Bruton Springs Rd Austin, TX 78733 | Section 501(c)(3) Exempt | None | To support Organization's Purposes | 2,800 |
| Foster Angels of Central TX P O Box 152575 Austin, TX 78715 | Section 501(c)(3) Exempt | None | To support Organization's Purposes | 500 |
| Foundation for the Homeless P O Box 28006 Austin, TX 78755 | Section 501(c)(3) Exempt | None | To support Organization's Purposes | 500 |
| Greater Austin Crime Commission P O Box 27016 Austin, TX 78755 | Section 501(c)(3) Exempt | None | To support Organization's Purposes | 1,500 |
| Hill Country Conservancy P O Box 163125 Austin, TX 78716 | Section 501(c)(3) Exempt | None | To support Organization's Purposes | 1,000 |
| I Live Here I Give Here 98 San Jacinto Blvd Ste 1200 Austin, TX 78701 | Section 501(c)(3) Exempt | None | To support Organization's Purposes | 1,500 |

| Recipient Name and Address | Recipient Status | Recipient Relationship | Purpose of Grant | Amount |
|---|--------------------------|------------------------|---|----------------|
| Kids in a New Groove org 3300 Bee Cave Rd Austin, TX 78746 | Section 501(c)(3) Exempt | None | To support Organization's Purposes | 3,000 |
| Kipp Austin Public Schools 8509 FM 969 Ste C Austin, TX 78724 | Section 501(c)(3) Exempt | None | To support Organization's Purposes | 2,000 |
| Make a Wish Foundation 2224 Walsh Tarlton Ln #200 Austin, TX 78746 | Section 501(c)(3) Exempt | None | To support Organization's Purposes | 2,000 |
| Ministry of Challenge P O Box 6189 Austin, TX 78702 | Section 501(c)(3) Exempt | None | To support Organization's Purposes | 1,000 |
| Open Door Preschool 3804 Cherrywood Rd Austin, TX 78722 | Section 501(c)(3) Exempt | None | To support Organization's Purposes | 2,000 |
| Peoples Community Clinic 2909 N IH35 Austin, TX 78722 | Section 501(c)(3) Exempt | None | To support Organization's Purposes | 1,000 |
| Presbyterian Children's Homes P O Box 140888 Austin, TX 78714 | Section 501(c)(3) Exempt | None | To support Organization's Purposes | 2,000 |
| Ronald McDonald House 1315 Barbara Jordan Blvd Austin, TX 78723 | Section 501(c)(3) Exempt | None | To support Organization's Purposes | 3,000 |
| St Andrews Episcopal School 1112 W. 31st St Austin, TX 78705 | Section 501(c)(3) Exempt | None | To support Organization's Purposes | 15,500 |
| Salvation Army P O Box 1000 Austin, TX 78767-1000 | Section 501(c)(3) Exempt | None | To support Organization's Purposes | 1,500 |
| Search Ministries P O Box 17088 Baltimore, MD 21297 | Section 501(c)(3) Exempt | None | To support Organization's Purposes | 2,500 |
| Settlement Home 1600 Payton Gin Rd Austin, TX 78758 | Section 501(c)(3) Exempt | None | To support Organization's Purposes | 5,000 |
| Therapy Pet Pals of TX 3930 Bee Caves Rd #C Austin, TX 78746 | Section 501(c)(3) Exempt | None | To support Organization's Purposes | 1,500 |
| Town Lake Trail Foundation P O Box 5195 Austin, TX 78763 | Section 501(c)(3) Exempt | None | To support Organization's Purposes | 1,000 |
| Westlake Hyline Parents Association 1702 Yapon Valley Rd Austin, TX 78746 | Section 501(c)(3) Exempt | None | To support Organization's Purposes | 50 |
| Wonders & Wornes 923 Westbank Dr , Suite C Austin TX 78746 | Section 501(c)(3) Exempt | None | To support Organization's Purposes | 2,500 |
| TOTAL | | | TOTAL TO FORM 990-PF, PART XV, LINE 3A | 180,000 |

Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file) You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

| | | |
|--|---|--|
| Type or print | Name of exempt organization or other filer, see instructions. KCL FOUNDATION C/O KARYN BUCHANAN | Employer identification number (EIN) or 74-2707482 |
| File by the due date for filing your return See instructions | Number, street, and room or suite no. If a P.O. box, see instructions. 600 CONGRESS AVENUE, SUITE 200 | Social security number (SSN) |
| | City, town or post office, state, and ZIP code. For a foreign address, see instructions. AUSTIN, TX 78701 | |

Enter the Return code for the return that this application is for (file a separate application for each return)

04

| Application Is For | Return Code | Application Is For | Return Code |
|--|-------------|--------------------------|-------------|
| Form 990 or Form 990-EZ | 01 | Form 990-T (corporation) | 07 |
| Form 990-BL | 02 | Form 1041-A | 08 |
| Form 4720 (individual) | 03 | Form 4720 | 09 |
| Form 990-PF | 04 | Form 5227 | 10 |
| Form 990-T (sec. 401(a) or 408(a) trust) | 05 | Form 6069 | 11 |
| Form 990-T (trust other than above) | 06 | Form 8870 | 12 |

KARYN BUCHANAN

- The books are in the care of ▶ **600 CONGRESS AVE., STE. 200 - AUSTIN, TX 78701**
 Telephone No. ▶ **512-505-4121** FAX No. ▶ _____
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2013**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
 ▶ calendar year **2012** or
 ▶ tax year beginning _____, and ending _____.

2 If the tax year entered in line 1 is for less than 12 months, check reason: Initial return Final return
 Change in accounting period

| | | |
|--|-----------|------------------|
| 3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions. | 3a | \$ 1,079. |
| b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit. | 3b | \$ 1,079. |
| c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions. | 3c | \$ 0. |

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.