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
TECUMSEH FOUNDATION

A Employer identification number
74-2807652

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
2711 GREENLEE DR.

B Telephone number
(512) 474-9974

City or town, state, and ZIP code
AUSTIN, TX 78703

C If exemption application is pending, check here ▶ ☐

D 1. Foreign organizations, check here ▶ ☐

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

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 11,076,014.

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis)*

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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	8,260,627.		N/A	
	2	Check ▶ ☐ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	99,092.	99,092.		STATEMENT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	48,549.			
	b	Gross sales price for all assets on line 6a 229,489.				
	7	Capital gain net income (from Part IV, line 2)		48,549.		
	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	<9.>	<9.>		STATEMENT 2
	12	**Total.** Add lines 1 through 11	8,408,259.	147,632.		
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 3	4,160.	0.		0.
	c	Other professional fees STMT 4	7,110.	7,110.		0.
	17	Interest				
	18	Taxes STMT 5	918.	41.		0.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses				
	24	**Total operating and administrative expenses** Add lines 13 through 23	12,188.	7,151.		0.
	25	Contributions, gifts, grants paid	129,000.			129,000.
	26	**Total expenses and disbursements.** Add lines 24 and 25	141,188.	7,151.		129,000.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	8,267,071.			
	b	**Net investment income** (if negative, enter -0-)		140,481.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

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	3,301.	16,348.	16,348.
	2	Savings and temporary cash investments	12,230.	19,246.	19,246.
	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 STMT 7	0.	2,158,882.	2,327,241.
	b	Investments - corporate stock STMT 8	91,292.	2,781,770.	7,553,751.
	c	Investments - corporate bonds			
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 9	0.	1,158,746.	1,158,746.
	14	Land, buildings, and equipment: basis ▶			
		Less accumulated depreciation ▶			
	15	Other assets (describe ▶ STATEMENT 10)	2,350,279.	4,941,022.	682.
	16	**Total assets** (to be completed by all filers)	2,457,102.	11,076,014.	11,076,014.
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 ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	2,457,102.	11,076,014.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30	**Total net assets or fund balances**	2,457,102.	11,076,014.	
	31	**Total liabilities and net assets/fund balances**	2,457,102.	11,076,014.	

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	2,457,102.
2	Enter amount from Part I, line 27a	2	8,267,071.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 6	3	2,590,741.
4	Add lines 1, 2, and 3	4	13,314,914.
5	Decreases not included in line 2 (itemize) ▶ GIFT GREATER THAN BASIS RECEIVED	5	2,238,900.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	11,076,014.

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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	229,489.		180,940.	48,549.

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				48,549.

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	48,549.
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	118,332.	2,379,869.	.049722
2010	113,357.	2,406,813.	.047098
2009	113,214.	2,336,463.	.048455
2008	108,947.	2,331,503.	.046728
2007	98,630.	2,161,210.	.045636

2	**Total** of line 1, column (d)	2	.237639
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	.047528
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	2,909,278.
5	Multiply line 4 by line 3	5	138,272.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,405.
7	Add lines 5 and 6	7	139,677.
8	Enter qualifying distributions from Part XII, line 4	8	129,000.

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 ▶ ☐ and enter 1% of Part I, line 27b			1	2,810.
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	2,810.
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	2,810.
6	Credits/Payments:				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	680.		
b	Exempt foreign organizations - tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	4,400.		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments. Add lines 6a through 6d			7	5,080.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	2,270.
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶	2,270.	**Refunded** ▶	11	0.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		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	10		X

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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 ▶ TERRY MATTHEWS Telephone no. ▶ (512) 474-9974

Located at ▶ 2711 GREENLEE DR., AUSTIN, TX ZIP+4 ▶ 78703

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see 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

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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 (No)

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

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? 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
SEE STATEMENT 11		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

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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	0.
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	2,896,278.
b	Average of monthly cash balances	1b	56,623.
c	Fair market value of all other assets	1c	681.
d	**Total** (add lines 1a, b, and c)	1d	2,953,582.
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	2,953,582.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	44,304.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,909,278.
6	**Minimum investment return.** Enter 5% of line 5	6	145,464.

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	145,464.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	2,810.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	2,810.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	142,654.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	142,654.
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	142,654.

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	129,000.
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	129,000.
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	129,000.

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				142,654.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			118,325.	
b Total for prior years: 2010 , _____ , _____		698.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 129,000.				
a Applied to 2011, but not more than line 2a			118,325.	
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				10,675.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		698.		
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		698.		
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				131,979.
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	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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).)

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:

TERRY MATTHEWS, 512 474-9974
2711 GREENLEE DR., AUSTIN, TX 78703

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

ALL APPLICATIONS SHOULD BE WRITTEN

c Any submission deadlines:

NONE

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

RECIPIENTS MUST BE TAX-EXEMPT ENTITIES

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				
ALL SAINTS EPISCOPAL DAY SCHOOL 209 WEST 27TH ST AUSTIN, TX 78705	NONE	SECT. 501(C)(3)	OPERATIONAL SUPPORT	3,000.
AMERICAN QUARTER HORSE FOUNDATION P.O. BOX 32111 AMARILLO, TX 79120	NONE	SECT. 501(C)(3)	OPERATIONAL SUPPORT	1,000.
ANIMAL REFUGE FOUNDATION 3377 SPALDING ROAD SHERMAN, TX 75092	NONE	SECT. 501(C)(3)	OPERATIONAL SUPPORT	500.
ANIMAL TRUSTEES OF AUSTIN P.O. BOX 26742 AUSTIN, TX 78755-0742	NONE	SECT. 501(C)(3)	OPERATIONAL SUPPORT	1,000.
AUSTIN COMMUNITY FOUNDATION PO BOX 5159 AUSTIN, TX 78783	NONE	SECT. 501(C)(3)	OPERATIONAL SUPPORT	4,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	129,000.
b Approved for future payment NONE				
Total			▶ 3b	0.

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12-05-12

Form **990-PF** (2012)

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					
4 Dividends and interest from securities			14	99,092.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	<9.>	
8 Gain or (loss) from sales of assets other than inventory			18	48,549.	
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.		147,632.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 147,632.

(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).

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 | Date | ▶ Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self- employed	PTIN
TIMOTHY B. GRAVES, CPA	Timothy B Graves	11-7-13		P00023231

Firm's name ▶ CONDLEY AND COMPANY, L.L.P.

Firm's EIN ▶ 75-1056027

Firm's address ▶ P. O. BOX 2993
ABILENE, TX 79604-2993

Phone no. (325) 677-6251

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
TECUMSEH FOUNDATION	74-2807652

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

TECUMSEH FOUNDATION

Employer identification number

74-2807652

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	JULIA J. MATTHEWS P.O. BOX 176 ABILENE, TX 79604	$ 8,260,627.	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)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization	Employer identification number
TECUMSEH FOUNDATION	74-2807652

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
1	STOCKS, BONDS AND 7.886% IN PARTNERSHIP - SEE ATTACHEMENT FOR COMPLETE LIST OF GIFTS	$ 8,260,627.	12/11/12
		$	
		$	
		$	
		$	
		$	

Name of organization	Employer identification number
TECUMSEH FOUNDATION	74-2807652

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

TECUMSEH FOUNDATION

CONTINUATION FOR 990-PF, PART IV
74-2807652 PAGE 1 OF 1

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	ABBOTT LABORATORIES 223.83 SH	D	02/09/11	12/12/12
b	ABBOTT LABORATORIES 5.34 SH	D	01/12/12	12/12/12
c	EXPRESS SCRIPTS INC .2 SH	D	04/02/12	04/26/12
d	ISHARES MSCI EMERGING MKT INDEX 581 SH	D	09/15/06	12/24/12
e	MEDCO HEALTH SOLUTIONS INC 620 SH	D	05/30/97	04/02/12
f	METLIFE INC 1365.67 SH	D	01/05/12	12/13/12
g	OPPENHEIMER DEVELOPING MKTS CL A 1622.31 SH	D	09/19/06	12/12/12
h	T ROWE PRICE INTL LATIN AMER FUND 1669.94 SH	D	09/15/06	12/12/12
i	TEJON HALCON PARTNERS	D	VARIOUS	12/15/12
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	14,918.		11,324.	3,594.
b	356.		349.	7.
c	12.			12.
d	25,040.		14,614.	10,426.
e	17,856.		14.	17,842.
f	45,266.		45,148.	118.
g	56,213.		55,986.	227.
h	69,670.		53,505.	16,165.
i	158.			158.
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				3,594.
b				7.
c				12.
d				10,426.
e				17,842.
f				118.
g				227.
h				16,165.
i				158.
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	48,549.
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

223591
05-01-12

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
BEYOND BATTEN DISEASE FOUNDATION PO BOX 200998 AUSTIN, TX 78720	NONE	SECT. 501(C)(3)	OPERATIONAL SUPPORT	1,000.
CANINE COMPANIONS FOR INDEPENDENCE P.O. BOX 4568 OCEANSIDE, CA 92052	NONE	SECT. 501(C)(3)	OPERATIONAL SUPPORT	1,000.
CENTER FOR CHILD PROTECTION 8509 FM 969, BUILDING 2 AUSTIN, TX 78724	NONE	SECT. 501(C)(3)	OPERATIONAL SUPPORT	1,000.
CHILDREN'S MEDICAL CENTER FOUNDATION OF CENTRAL TEXAS 4900 MEULLER BLVD. AUSTIN, TX 78723-9904	NONE	SECT. 501(C)(3)	OPERATIONAL SUPPORT	5,000.
CHISHOLM TRAIL HERITAGE MUSEUM P O BOX 866 CUERO, TX 77964	NONE	SECT. 501(C)(3)	OPERATIONAL SUPPORT	5,000.
EXPLORE AUSTIN P.O. BOX 50470 AUSTIN, TX 78783	NONE	SECT. 501(C)(3)	OPERATIONAL SUPPORT	40,000.
FIVE POINT VOLUNTEER FIRE DEPARTMENT PO BOX 95 RED ROCK, TX 78662	NONE	SECT. 501(C)(3)	OPERATIONAL SUPPORT	2,500.
HELPING HAND HOME FOR CHILDREN P.O. BOX 4185 AUSTIN, TX 78765	NONE	SECT. 501(C)(3)	OPERATIONAL SUPPORT	1,000.
HOSPICE AUSTIN 4107 SPICEWOOD SPIRNGS ROAD, SUITE 100 AUSTIN, TX 787598645	NONE	SECT. 501(C)(3)	OPERATIONAL SUPPORT	2,600.
LOUISE H BATZ PATIENT SAFETY FOUNDATION 1177 N.E. LOOP 410 SAN ANTONIO, TX 78209	NONE	SECT. 501(C)(3)	OPERATIONAL SUPPORT	1,000.
Total from continuation sheets				119,500.

223631
05-01-12

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
MCMURRY UNIVERSITY 1400 SAYLES BLVD ABILENE, TX 79605	NONE	SECT. 501(C)(3)	OPERATIONAL SUPPORT	33,000.
NATIONAL COWGIRL MUSEUM & HALL OF FAME 1720 GENDY FT WORTH, TX 76107	NONE	SECT. 501(C)(3)	OPERATIONAL SUPPORT	1,000.
NATURE CONSERVANCY PO BOX 1440 SAN ANTONIO, TX 78295-1440	NONE	SECT. 501(C)(3)	OPERATIONAL SUPPORT	1,000.
NCHA CHARITIES FOUNDATION-CUTTERS IN ACTION 200 BAILEY AVE. FT WORTH, TX 76107	NONE	SECT. 501(C)(3)	OPERATIONAL SUPPORT	1,000.
SAFE PLACE P O BOX 19454 AUSTIN, TX 78760	NONE	SECT. 501(C)(3)	OPERATIONAL SUPPORT	1,000.
SAINT DAVID'S FOUNDATION 811 BARTON SPRINGS ROAD, SUITE 600 AUSTIN, TX 78701	NONE	SECT. 501(C)(3)	OPERATIONAL SUPPORT	2,000.
SAN MIGUEL COUNTY SEARCH AND RESCUE 85163 L ROAD TELLURIDE, CO 81435	NONE	SECT. 501(C)(3)	OPERATIONAL SUPPORT	3,000.
SAN MIGUEL RESOURCE CENTER PO BOX 3243 TELLURIDE, CO 81435	NONE	SECT. 501(C)(3)	OPERATIONAL SUPPORT	1,000.
SETON DEVELOPMENT BOARD 1201 WEST 38TH AUSTIN, TX 787051056	NONE	SECT. 501(C)(3)	OPERATIONAL SUPPORT	1,000.
SETTLEMENT HOME FOR CHILDREN 1600 PAYTON GIN ROAD AUSTIN, TX 78758-8508	NONE	SECT. 501(C)(3)	OPERATIONAL SUPPORT	500.
Total from continuation sheets				

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05-01-12

Part XV **Supplementary Information**

3 Grants and Contributions Paid During the Year (Continuation)

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
ST. ANDREWS EPISCOPAL SCHOOL 1112 W 31ST ST AUSTIN, TX 78705	NONE	SECT. 501(C)(3)	OPERATIONAL SUPPORT	3,000.
ST. DAVID'S EPISCOPAL CHURCH P O BOX 315 AUSTIN, TX 78767-0315	NONE	SECT. 501(C)(3)	OPERATIONAL SUPPORT	1,000.
TELLURIDE EMT ASSOCIATION PO BOX 236 TELLURIDE, CO 81435	NONE	SECT. 501(C)(3)	OPERATIONAL SUPPORT	1,000.
TELLURIDE MEDICAL CENTER FOUNDATION PO BOX 1229 TELLURIDE, CO 81435	NONE	SECT. 501(C)(3)	OPERATIONAL SUPPORT	2,500.
TELLURIDE VOLUNTEER FIRE DEPARTMENT PO BOX 1602 TELLURIDE, CO 81435	NONE	SECT. 501(C)(3)	OPERATIONAL SUPPORT	2,000.
TEXAS & SOUTHWEST CATTLE RAISERS FOUNDATION P.O. BOX 868 FT WORTH, TX 76107	NONE	SECT. 501(C)(3)	OPERATIONAL SUPPORT	1,000.
TEXAS BOOK FESTIVAL 610 BURROS SUITE 200 AUSTIN, TX 78701	NONE	SECT. 501(C)(3)	OPERATIONAL SUPPORT	1,200.
UNIVERSITY OF TEXAS SYSTEMS, OFFICE OF EXTERNAL RELATIONS 210 WEST 6TH ST, SUITE 1200 AUSTIN, TX 78701-2901	NONE	SECT. 501(C)(3)	OPERATIONAL SUPPORT	2,000.
ZACHARY SCOTT THEATRE 1510 TOOMEY ROAD AUSTIN, TX 78704	NONE	SECT. 501(C)(3)	OPERATIONAL SUPPORT	1,200.
Total from continuation sheets				

223631
05-01-12

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
FIRST FINANCIAL BANKSHARES	71,933.	0.	71,933.
FIRST FINANCIAL TRUST & ASSET MGMT CO	21,882.	0.	21,882.
FIRST FINANCIAL TRUST & ASSET MGMT CO	15.	0.	15.
TEJON HALCON PARTNERS	5,262.	0.	5,262.
TOTAL TO FM 990-PF, PART I, LN 4	99,092.	0.	99,092.

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
TEJON HALCON PARTNERS	<9.>	<9.>	
TOTAL TO FORM 990-PF, PART I, LINE 11	<9.>	<9.>	

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	4,160.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	4,160.	0.		0.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TRUSTEE FEES	7,110.	7,110.		0.
TO FORM 990-PF, PG 1, LN 16C	7,110.	7,110.		0.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX EXPENSE	877.	0.		0.
FOREIGN TAXES	41.	41.		0.
TO FORM 990-PF, PG 1, LN 18	918.	41.		0.

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 6

DESCRIPTION	AMOUNT
CHANGE IN UNREALIZED GAIN IN CORPORATE STOCKS	2,590,741.
TOTAL TO FORM 990-PF, PART III, LINE 3	2,590,741.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 7

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
BEAVER LOCAL SCHOOL DISTRICT 4% 12/1/202		X	91,229.	91,783.
BRAZORIA COUNTY TEXAS 4% 9/1/2023		X	122,312.	122,184.
BRAZOS RIVER AUTHORITY TEX 5% 9/1/2027		X	83,333.	96,461.
CEDAR HILL TEXAS 3.5% 2/15/2015		X	91,405.	92,781.
COMAL COUNTY TEXAS 3% 8/1/2019		X	89,889.	91,178.
CONROE TEXAS 5% 3/1/2027		X	91,505.	97,560.
COPPERAS COVE TEXAS 5.25% 8/15/2028		X	84,870.	98,258.
CORPUS CHRISTI TX BUS & JOB DEV 4% 3/23		X	90,100.	90,213.
DENTON TEXAS 2% 2/15/2015		X	83,753.	85,571.
EL PASO TEXAS 5% 8/15/2029		X	88,713.	96,642.
HURST TEXAS 5% 8/15/2026		X	95,043.	94,746.
IOWA PARK TEXAS ISD 4% 2/1/2027		X	90,733.	91,347.
JACKSONVILLE TEXAS ISD 5% 2/15/2026		X	86,019.	99,974.
JACKSONVILLE TEXAS ISD 4.75% 2/15/2028		X	82,719.	97,237.
JOHNSON CO KS PUB BLDG COMM 2% 9/1/2026		X	70,361.	72,210.
LONE STAR COLLEGE SYS TX 5% 8/15/2029		X	83,028.	99,220.
MANOR TEXAS ISD 4% 8/1/2016		X	91,177.	93,015.
MESQUITE TEXAS 2.375% 2/15/2015		X	44,215.	44,950.
MISSISSIPPI ST UNIV ED BLDG 5% 8/1/2014		X	88,050.	88,867.
PALM BEACH CO FL PUB IMP REV 5% 11/2027		X	89,722.	99,024.
PEARLAND TEXAS ISD 4.75% 2/15/2023		X	86,763.	100,226.
SOUTHWEST HIGHER ED AUTH TX 5% 10/1/2027		X	83,333.	99,683.
TEMPLE TEXAS 2% 8/1/2014		X	84,109.	85,147.
UNIV NORTH TEXAS UNIVERSITY 5% 4/15/2029		X	82,881.	98,902.
WASHINGTON STATE 5% 8/1/2029		X	83,620.	100,062.
TOTAL U.S. GOVERNMENT OBLIGATIONS				
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			2,158,882.	2,327,241.
TOTAL TO FORM 990-PF, PART II, LINE 10A			2,158,882.	2,327,241.

FORM 990-PF CORPORATE STOCK STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
FIRST FINANCIAL BANKSHARES/58,482 SHS	60,175.	2,281,383.
ANADARKO PETRO CO	47,366.	54,605.
APPLE COMPUTER, INC	54,628.	69,358.
APPLIED MATERIALS INC	22,662.	23,507.
AT&T INCORPORATED	15,416.	18,012.
BANK HAWAII CORP	21,308.	21,284.
BLACKROCK INC	24,355.	29,111.
BP AMOCO PLC ADR	6,799.	62,252.
CENTURYLINK INC	21,936.	22,416.
CF INDS HLDGS INC	46,243.	67,211.
CHEVRON CORPORATION	21,864.	23,647.
COACH INC	38,157.	37,303.
COCA-COLA CO	17,887.	19,708.
CONCHO RESOURCES INC	86,666.	872,706.
CORE LABORATORIES	42,521.	98,415.
CULLEN/FROST BANKERS INC	18,810.	21,210.
DARDEN RESTAURANTS INC	17,339.	17,472.
DU PONT E I DE NEMOURS & CO	18,169.	18,741.
EATON CORP PLC	15,744.	21,492.
EBAY INC	53,342.	88,668.
EMC CORP	33,741.	33,788.
EXPRESS SCRIPTS HLDG CO	44.	27,108.
FREEPORT-MCMORAN COPPER & GOLD INC	34,844.	37,147.
GENERAL ELECTRIC	6,225.	61,627.
GENERAL MILLS	17,144.	17,664.
GOOGLE INC	36,103.	47,515.
GRAINGER W W INC	32,168.	33,964.
HARRIS CORP	12,297.	15,708.
INTEL CORP	68,072.	68,654.
JOHNSON & JOHNSON	28,021.	199,983.
JPMORGAN CHASE & CO	47,456.	49,553.
KIMBERLY-CLARK	11,449.	14,761.
KLA-TENCOR CORP	14,385.	14,790.
KRAFT FOODS GROUP INC	5,611.	7,267.
LINEAR TECHNOLOGY CORP	43,402.	46,917.
LOCKHEED MARTIN CORP	16,245.	18,966.
MAIN STREET CAPITAL CORP	464,941.	1,398,945.
MATTEL INC	16,412.	23,284.
MCDONALDS CORP	19,319.	20,965.
MEDCO HEALTH SOLUTIONS INC	0.	0.
MERCK & CO	1,034.	105,461.
MICROSOFT CORP	58,126.	57,590.
MONDELEZ INTL INC	10,380.	12,205.
MOSAIC CO NEW	47,395.	48,815.
NOVARTIS AG	26,284.	29,297.
OASIS PETROLEUM INC	44,963.	63,600.
OCCIDENTAL PETROLEUM CORP	54,140.	78,359.

ONEOK INC.	46,173.	47,738.
PAYCHEX INC	14,706.	14,467.
PEPSICO INC	18,977.	20,324.
PNC FINANCIAL SERVICES GROUP INC	21,345.	22,138.
PPL CORP	14,134.	14,539.
PROCTER & GAMBLE	27,707.	92,522.
ROYAL DUTCH SHELL PLC ADR A SHARES	20,678.	22,030.
SANDISK CORP	50,811.	61,922.
SPDR S&P REGIONAL BANKING ETF	32,898.	35,722.
SPDR S&P BIOTECH	46,617.	63,236.
TEVA PHARMACEUTICAL INDS LTD ADR	58,976.	55,798.
TOTAL SASPONSORED ADDR	24,526.	25,312.
TRANSATLANTIC PETROLEUM LTD	37,354.	38,041.
UNITED PARCEL SERVICES INC	22,592.	24,318.
VODAFONE GROUP-SP ADR NEW	24,840.	24,099.
WALGREEN CO	17,846.	19,560.
3M CO	16,566.	17,549.
AMER FDS NEW WORLD FUND CL A	338,022.	343,015.
ISHARES MSCI EMERGING MARKETS INDEX FUND	71,603.	126,250.
VANGUARD EMERGING MARKETS ETF	73,811.	82,737.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,781,770.	7,553,751.

FORM 990-PF OTHER INVESTMENTS STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
TEJON HALCON PARTNERS (7.886%)	COST	1,158,746.	1,158,746.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,158,746.	1,158,746.

FORM 990-PF OTHER ASSETS STATEMENT 10

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
UNREALIZED GAIN	2,349,599.	4,940,340.	0.
FEDERAL INCOME TAX ESTIMATES	680.	680.	680.
DIVIDEND RECEIVABLE	0.	2.	2.
TO FORM 990-PF, PART II, LINE 15	2,350,279.	4,941,022.	682.

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
TERRY MATTHEWS 2711 GREENLEE DR. AUSTIN, TX 78703	PRESIDENT/DIRECTOR 0.00	0.	0.	0.
JOHN J. MATTHEWS P.O. BOX 701 ABILENE, TX 796010701	VICE PRESIDENT/DIRECTOR 0.00	0.	0.	0.
JAMES A. MATTHEWS P.O. BOX 701 ABILENE, TX 796010701	SECRETARY/DIRECTOR 0.00	0.	0.	0.
JOHN A. MATTHEWS, JR. 2030 A LOOP 306 SAN ANGELO, TX 76904	TREASURER/DIRECTOR 0.00	0.	0.	0.
KADE L. MATTHEWS P.O. BOX 1170 CLARENDON, TX 79226	ASST SECRETARY/DIRECTOR 0.00	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

JOHN J. MATTHEWS
JAMES A. MATTHEWS

GIFT FROM JULIA JONES MATTHEWS

Tecumseh Foundation

DATE OF GIFT - DECEMBER 11 2012

SECURITY DESCRIPTION	CUSIP	Acquisition Date	Shares or Par	Cost Basis	FMV Per Share	Accrued Dividends and Interest	Fair Market Value	Donee's Basis
From JMK, RBC 307-76257								
MAIN STREET CAPITAL CORPORATION	56035L104	PRE 12/1/11	45 852 00	464 941 01	28 430000	6 880 80	1 303 572 36	464 941 01
From Tejon Energy RBC 307-86184								
CONCHO RESOURCES	20605P101	PRE 12/1/11	10 833 00	86 665 51	83 590000		905 530 47	86 665 51
NEW WORLD FUND	649280104	PRE 12/1/11	6 193 50	333 333 33	54 160000		335 439 96	333 333 33
NEW WORLD FUND	649280104	12/31/11	101 50	4 688 47	54 160000		5 497 24	4 688 47
OASIS PETROLEUM	674215108	PRE 12/1/11	2 000 00	44 962 80	30 705000		61 410 00	44 962 80
TRANSATLANTIC PETROLEUM	G89982105	PRE 12/1/11	45 833 00	52 883 30	0 815000		37 353 90	37 353 90
TEJON HALCON PARTNERS (7 866668% INTEREST)				2 055 957 00			1 153 335 00	1 153 335 00
From JMK First Financial Trust Agency 094560								
ANADARKO PETRO CORP	032511107	PRE 12/1/11	734 83	47 365 83	75 805000		55 704 03	47 365 83
APPLE COMPUTER INC	037833100	PRE 12/1/11	130 33	54 628 00	543 465000		70 831 61	54 628 00
CF INDS HOLDINGS INC	125269100	PRE 12/1/11	330 83	46 243 33	216 175000		71 517 90	46 243 33
CORE LABORATORIES	N22717107	PRE 12/1/11	900 33	42 521 00	107 765000		97 024 42	42 521 00
EBAY INC	278642103	PRE 12/1/11	1 738 67	53 342 33	51 744950		89 967 22	53 342 33
EMC CORP	268648102	PRE 12/1/11	1 335 50	36 659 50	25 265000		33 741 41	33 741 41
FREEPORT-MCMORAN COPPER & GOLD INC	35671D857	01/06/12	1 086 17	42 147 67	32 079950		34 844 17	34 844 17
GOOGLE INC	38259P508	PRE 12/1/11	67 17	36 103 00	694 820000		46 668 74	36 103 00
INTEL CORP	458140100	PRE 12/1/11	2 234 50	51 903 50	20 445000		45 684 35	45 684 35
LINEAR TECHNOLOGY CORP	535678106	PRE 12/1/11	586 83	19 193 83	34 250750		20 099 48	19 193 83
LINEAR TECHNOLOGY CORP	535678106	06/20/12	781 00	24 208 83	34 250750		26 749 84	24 208 83
METLIFE INC	59156R108	01/10/12	1 365 67	45 148 33	33 115000	1 010 60	45 224 05	45 148 33
MICROSOFT CORP	594918104	07/31/12	1 330 33	40 468 67	27 270000	305 98	36 278 19	36 278 19
MOSAIC CO NEW	61945C103	PRE 12/1/11	862 00	47 394 83	55 230000		47 608 26	47 394 83
OCCIDENTAL PETROLEUM CORP	674599105	PRE 12/1/11	762 00	34 300 17	76 062000	411 48	57 959 24	34 300 17
ONEOK INC	682680103	03/26/12	558 33	23 086 33	43 420000		24 242 83	23 086 33
ONEOK INC	682680103	06/30/12	558 33	23 086 33	43 420000		24 242 83	23 086 33
SANDISK CORP	80004C101	07/31/12	1 423 50	50 810 67	43 315000		61 658 90	50 810 67
SPDR S&P BIOTECH	78464A870	PRE 12/1/11	479 00	26 809 67	89 945000		43 083 66	26 809 67
SPDR S&P BIOTECH	78464A870	05/16/12	240 33	19 807 33	89 945000		21 616 78	19 807 33
SPDR S&P REGIONAL BANKING ETF (KBW)	78464A698	01/31/12	1 277 17	32 898 00	27 735000		35 422 22	32 898 00
OPPENHEIMER DEVELOPING MKTS CL A	683974109	PRE 12/1/11	1 622 31	64 952 17	34 510000		55 985 94	55 985 94
T ROWE PRICE INTL LATIN AMER FUND	77956H880	PRE 12/1/11	1 669 94	53 505 00	41 630000		69 519 45	53 505 00
ISHARES MSCI EMERGING MKT INDEX	464287234	PRE 12/1/11	3 427 67	86 217 37	43 175000		147 989 51	86 217 37
VANGUARD EMERGING MKTS ETF	922042858	PRE 12/1/11	1 858 00	73 810 83	43 460000		80 748 68	73 810 83
From Tejon Energy First Financial Trust Agency 185030								-
BEAVER LOCAL SCH DIS 4 000% 12/01/26	075293BS8	PRE 12/1/11	83 333 33	91 229 18	110 880000	92 59	92 400 00	91 229 18
BRAZORIA CNTY TX 4 000% 9/01/23	106060GE0	PRE 12/1/11	115 000 00	122 311 89	111 539000	1 277 78	128 269 85	122 311 89
BRAZOS RIV AUTH TX 5 000% 9/01/27	106207HF3	01/00/00	83 333 33	83 333 33	118 438000	1 157 41	98 698 33	83 333 33
CEDAR HILL TX 3 500% 2/15/15	150411A55	05/31/11	87 500 00	91 404 73	105 987000	986 81	92 738 63	91 404 73
COMAL CNTY TX 3 000% 8/01/19	199795HY4	08/31/12	83 333 33	89 889 17	109 358000	902 78	91 131 66	89 889 17
CONROE TX 5 000% 3/01/27	208399XA8	04/30/12	83 333 33	91 504 97	119 935000	1 157 41	99 945 83	91 504 97
COPPERAS COVE TX 5 250% 8/15/28	217597VC4	03/31/11	83 333 33	84 870 34	117 858000	1 409 72	98 215 00	84 870 34
CORPUS CHRISTI TX BU 4 000% 3/01/23	220121DH7	05/31/11	83 333 33	90 100 37	110 024000	925 93	91 686 66	90 100 37
DENTON TX 2 000% 2/15/15	248866RX5	08/31/12	83 333 33	83 753 16	102 763000	537 04	85 635 83	83 753 16
EL PASO TX 5 000% 8/15/29	283734PP0	09/30/11	83 333 33	88 712 72	118 650000	1 342 59	98 875 00	88 712 72
HURST TX REF 5 000% 8/15/26	447870S72	03/31/11	78 333 33	95 043 40	124 364000	1 588 43	97 418 46	95 043 40
IOWA PARK TX ISD 4 000% 2/01/27	462488GQ4	08/31/12	81 666 67	90 732 48	114 636000	1 052 59	93 619 40	90 732 48
JACKSONVILLE TX ISD 4 750% 2/15/28	469736KL5	05/31/11	83 333 33	82 719 19	118 395000	1 275 46	98 662 50	82 719 19
JACKSONVILLE TX ISD 5 000% 2/15/26	469736KJ0	09/30/11	83 333 33	86 018 73	121 329000	1 342 59	101 107 50	86 018 73
JOHNSON CNTY KS PUB 2 000% 9/01/16	478497VF4	08/31/12	69 166 67	70 360 66	104 551000	384 26	72 314 45	70 360 66
LONE STAR COLLEGE SY 5 000% 8/15/29	542264CL8	08/31/12	83 333 33	83 028 12	121 354000	1 342 59	101 128 33	83 028 12
MANOR TX ISD 4 000% 8/01/16	564096SJ5	02/28/11	83 333 33	91 177 01	111 715000	1 203 70	93 095 83	91 177 01
MESQUITE TX 2 375% 2/15/15	590741G57	02/28/11	43,333 33	44 214 89	103 569000	331 62	44 879 90	44 214 89
MISSISSIPPI ST UNIV 5 000% 8/01/14	605699FR3	11/30/11	83 333 33	88 050 11	106 651000	1 504 63	88 875 83	88 050 11
PALM BEACH CNTY FL 5 000% 11/01/27	696543LT2	01/31/11	83 333 33	89 721 84	121 037000	462 96	100 864 16	89 721 84
PEARLAND TX ISD 4 750% 2/15/23	704879V51	11/30/11	83 333 33	86 763 39	121 892000	1 275 46	101 576 66	86 763 39
SOUTHWEST HIGHER ED 5 000% 10/01/27	845040HB3	06/30/11	83 333 33	83 333 33	118 347000	810 19	98 622 50	83 333 33
TEMPLE TX 2 000% 8/01/14	880064XY1	03/31/11	83 333 33	84 108 43	102 336000	601 85	85 280 00	84 108 43
UNIVERSITY NORTH TX 5 000% 4/15/29	914729LT3	10/31/11	83 333 33	82 881 41	119 940000	648 15	99 950 00	82 881 41
WASHINGTON ST 5 000% 8/01/29	93974CSQ4	02/28/11	83 333 33	83 619 43	124 736000	1 504 63	103 946 66	83 619 43
From Tejon Energy First Financial Trust Agency 185031								-
3M CO	88579Y101	PRE 12/1/11	163 00	14 326 47	93 200000	111 51	15 191 60	14 326 47
3M CO	88579Y101	01/06/12	13 83	1 155 64	93 200000		1 289 27	1 155 64
3M CO	88579Y101	11/11/12	12 17	1 084 05	93 200000		1 133 93	1 084 05
ABBOTT LABORATORIES	002824100	PRE 12/1/11	164 00	7 961 38	65 830000		10 796 12	7 961 38
ABBOTT LABORATORIES	002824100	01/06/12	23 33	1 305 53	65 830000		1 536 03	1 305 53
ABBOTT LABORATORIES	002824100	02/23/12	36 50	2 056 75	65 830000		2 402 80	2 056 75
ABBOTT LABORATORIES	002824100	11/12/12	5 33	348 05	65 830000		351 09	348 05
APPLIED MATERIALS INC	03822105	05/01/12	1 590 50	18 944 13	11 127500	184 93	17 698 29	17 698 29
APPLIED MATERIALS INC	038222105	05/30/12	300 00	3 181 05	11 127500		3 338 25	3 181 05
APPLIED MATERIALS INC	038222105	11/12/12	164 33	1 782 98	11 127500		1 828 62	1 782 98
AT & T INCORPORATED	00206R102	PRE 12/1/11	393 83	11 052 89	34 020000		13 398 21	11 052 89
AT & T INCORPORATED	00206R102	1/1212	41 83	1 242 86	34 020000		1 423 17	1 242 86
AT & T INCORPORATED	00206R102	04/04/12	71 17	2 184 78	34 020000		2 421 09	2 184 78
AT & T INCORPORATED	00206R102	11/12/12	27 50	963 31	34 020000		935 55	935 55
BANK HAWAII CORP	62540109	PRE 12/1/11	414 50	18 870 74	44 100000	217 43	18 279 45	18 279 45
BANK HAWAII CORP	62540109	01/06/12	19 50	889 78	44 100000		859 95	859 95
BANK HAWAII CORP	62540109	04/24/12	33 67	1 584 35	44 100000		1 484 70	1 484 70
BANK HAWAII CORP	62540109	11/12/12	15 50	687 89	44 100000		683 55	683 55
BLACKROCK INC	09247X101	PRE 12/1/11	119 00	20 627 95	197 710000	211 25	23 527 49	20 627 95
BLACKROCK INC	09247X101	04/24/12	2 67	507 12	197 710000		527 23	507 12
BLACKROCK INC	09247X101	05/30/12	19 17	3 220 15	197 710000		3 789 44	3 220 15
CENTURYLINK INC	156700106	PRE 12/1/11	469 83	18 568 29	38 455000	415 43	18 067 44	18 067 44
CENTURYLINK INC	156700106	01/06/12	66 67	2 473 20	38 455000		2 563 67	2 473 20
CENTURYLINK INC	156700106	02/23/12	17 00	673 20	38 455000		653 74	653 74
CENTURYLINK INC	156700106	4/24/812	19 50	741 97	38 455000		749 87	741 97
CHEVRON CORPORATION	166764100	PRE 12/1/11	181 83	18 096 26	107 690000		19 581 63	18 096 26
CHEVRON CORPORATION	166764100	04/24/12	36 83	3 767 31	107 690000		3 966 58	3 767 31
COCA-COLA CO	191216100	PRE 12/1/11	238 00	7 752 33	37 785000	138 64	8 992 83	7 752 33
COCA-COLA CO	191216100	01/06/12	23 00	792 88	37 785000		869 06	792 88
COCA-COLA CO	191216100	04/24/12	10 83	398 39	37 785000		409 34	398 39
COCA-COLA CO	191216100	08/12/12	271 83	8 943 60	37 785000		10 271 22	8 943 60
CULLEN / FROST BANKERS INC	229899109	PRE 12/1/11	380 17	18 230 21	54 380000	187 60	20 673 46	18 230 21

GIFT FROM JULIA JONES MATTHEWS

Tecumseh Foundation

DATE OF GIFT - DECEMBER 11 2012

SECURITY DESCRIPTION	CUSIP	Acquisition Date	Shares or Par	Cost Basis	FMV Per Share	Accrued Dividends and Interest	Fair Market Value	Donee's Basis
CULLEN / FROST BANKERS INC	229899109	04/24/12	10 67	598 83	54 380000		580 05	580 05
DARDEN RESTAURANTS INC	237194105	01/11/12	362 50	16 166 78	46 575000		16 883 44	16 166 78
DARDEN RESTAURANTS INC	237194105	11/11/12	25 17	1 327 79	46 575000		1 172 14	1 172 14
DU PONT E I DE NEMOURS & CO	263534109	PRE 12/1/11	314 17	15 932 63	43 605000	179 17	13 699 24	13 699 24
DU PONT E I DE NEMOURS & CO	263534109	01/16/12	38 33	1 765 63	43 605000		1 671 53	1 671 53
DU PONT E I DE NEMOURS & CO	263534109	11/11/12	64 17	2 840 65	43 605000		2 797 99	2,797 99
EATON CORP PLC	G29183103	06/22/12	124 50	4 982 80	52 460000		6 531 27	4 982 80
EATON CORP PLC	G29183103	06/25/12	272 17	10 760 82	52 460000		14 277 86	10 760 82
GENERAL MILLS	370334104	07/12/12	437 00	17 144 25	41 235000		18 019 70	17 144 25
HARRIS CORP	413875105	PRE 12/1/11	165 17	6 403 38	49 281250		8 139 62	6 403 38
HARRIS CORP	413875105	01/06/12	49 50	1 842 39	49 281250		2 439 42	1 842 39
HARRIS CORP	413875105	01/11/12	106 17	4 051 11	49 281250		5 232 03	4 051 11
INTEL CORP	458140100	PRE 12/1/11	780 50	16 707 40	20 445000		15 957 32	15 957 32
INTEL CORP	458140100	01/06/12	61 83	1 568 71	20 445000		1 264 18	1 264 18
INTEL CORP	458140100	02/23/12	39 17	1 048 88	20 445000		800 76	800 76
INTEL CORP	458140100	09/27/12	161 67	3 776 24	20 445000		3 305 28	3 305 28
INTEL CORP	458140100	11/11/12	51 83	1 148 60	20 445000		1 059 73	1 059 73
JOHNSON & JOHNSON INC	478160104	PRE 12/1/11	261 00	16 149 01	71 185000		18 579 29	16 149 01
JOHNSON & JOHNSON INC	478160104	01/06/12	30 17	1 953 58	71 185000		2 147 41	1 953 58
JOHNSON & JOHNSON INC	478160104	02/23/12	35 33	2 300 13	71 185000		2 515 20	2 300 13
JOHNSON & JOHNSON INC	478160104	04/24/12	14 33	902 13	71 185000		1 020 32	902 13
JPMORGAN CHASE & CO	46625H100	12/01/12	366 00	14 848 15	42 755000		15 648 33	14 848 15
KIMBERLY-CLARK	494368103	PRE 12/1/11	119 17	7 428 54	85 830000	129 37	10 228 08	7 428 54
KIMBERLY-CLARK	494368103	01/06/12	21 67	1 575 38	85 830000		1 859 65	1 575 38
KIMBERLY-CLARK	494368103	02/23/12	34 00	2 445 62	85 830000		2 918 22	2 445 62
KLA-TENCOR CORP	482480100	10/22/12	173 83	8 030 27	47 600000		8 274 47	8 030 27
KLA-TENCOR CORP	482480100	10/25/12	135 83	6 354 87	47 600000		6 465 67	6 354 87
KRAFT FOODS GROUP INC	50076Q106	10/31/12	159 83	5 611 40	44 655000		7 137 36	5 611 40
LOCKHEED MARTIN CORP	539830109	PRE 12/1/11	194 17	15 337 73	92 455000	236 33	17 951 68	15 337 73
LOCKHEED MARTIN CORP	539830109	01/06/12	11 33	907 29	92 455000		1 047 82	907 29
MATTEL INC	577081102	PRE 12/1/11	565 00	14 411 47	37 285000	197 11	21 066 03	14 411 47
MATTEL INC	577081102	01/06/12	70 83	2 000 33	37 285000		2 641 02	2 000 33
MCDONALDS CORP	580135101	PRE 12/1/11	157 17	12 199 54	89 405000	183 01	14 051 49	12 199 54
MCDONALDS CORP	580135101	04/24/12	12 33	1 170 68	89 405000		1 102 66	1 102 66
MCDONALDS CORP	580135101	05/30/12	35 00	3 211 28	89 405000		3 129 18	3 129 18
MCDONALDS CORP	580135101	11/30/12	33 17	2 887 72	89 405000		2 965 27	2 887 72
MICROSOFT CORP	594918104	PRE 12/1/11	749 33	19 761 28	27 270000	189 94	20 434 32	19 761 28
MICROSOFT CORP	594918104	11/30/12	76 50	2 269 75	27 270000		2 086 16	2 086 16
MONDELEZ INTL INC	609207105	10/31/12	479 50	10 380 05	26 105000		12 517 35	10 380 05
NOVARTIS AG	66987V109	PRE 12/1/11	347 00	19 728 22	63 205000		21 932 14	19 728 22
NOVARTIS AG	66987V109	01/06/12	25 33	1 454 34	63 205000		1 601 19	1 454 34
NOVARTIS AG	66987V109	02/23/12	40 17	2 316 39	63 205000		2 538 73	2 316 39
NOVARTIS AG	66987V109	04/24/12	50 33	2 785 44	63 205000		3 181 32	2 785 44
OCCIDENTAL PETROLEUM CORP	674599105	04/23/12	234 33	20 731 73	76 062000	140 85	17 823 86	17 823 86
OCCIDENTAL PETROLEUM CORP	674599105	11/30/12	26 50	2 077 60	76 062000		2 015 64	2 015 64
PAYCHEX INC	704326107	PRE 12/1/11	465 17	14 705 92	33 635000		15 645 88	14 705 92
PEPSICO INC	713448108	PRE 12/1/11	209 33	13 390 46	70 490000	159 64	14 755 91	13 390 46
PEPSICO INC	713448108	01/06/12	20 17	1 319 71	70 490000		1 421 55	1 319 71
PEPSICO INC	713448108	02/23/12	67 50	4 267 32	70 490000		4 758 08	4 267 32
PNC FINANCIAL SERVICES GROUP INC	693475105	PRE 12/1/11	332 17	19 978 43	56 220000		18 674 41	18 674 41
PNC FINANCIAL SERVICES GROUP INC	693475105	02/23/12	32 17	1 921 63	56 220000		1 808 41	1 808 41
PNC FINANCIAL SERVICES GROUP INC	693475105	11/30/12	15 33	910 34	56 220000		862 04	862 04
PPL CORP	69351T106	01/24/12	452 50	12 544 84	29 060000	182 82	13 149 65	12 544 84
PPL CORP	69351T106	02/23/12	55 33	1 589 17	29 060000		1 607 99	1 589 17
PROCTER & GAMBLE CO	742718109	02/10/12	18 17	1 205 72	70 555000		1 281 75	1 205 72
PROCTER & GAMBLE CO	742718109	02/23/12	235 00	14 991 33	70 555000		16 580 43	14 991 33
PROCTER & GAMBLE CO	742718109	11/30/12	17 67	1 226 77	70 555000		1 246 47	1 226 77
ROYAL DUTCH SHELL PLC ADR A SHARES	780259206	PRE 12/1/11	188 50	11 776 11	67 955000	233 55	12 809 52	11 776 11
ROYAL DUTCH SHELL PLC ADR A SHARES	780259206	01/06/12	14 50	1 071 84	67 955000		985 35	985 35
ROYAL DUTCH SHELL PLC ADR A SHARES	780259206	02/23/12	95 67	7 063 21	67 955000		6 501 03	6 501 03
ROYAL DUTCH SHELL PLC ADR A SHARES	780259206	04/24/12	20 83	1 419 16	67 955000		1 415 73	1 415 73
TOTAL SASPONSORED ADR	89151E109	PRE 12/1/11	379 33	21 522 09	50 770000		19 258 75	19 258 75
TOTAL SASPONSORED ADR	89151E109	01/06/12	38 50	1 955 03	50 770000		1 954 65	1 954 65
TOTAL SASPONSORED ADR	89151E109	02/23/12	8 67	485 59	50 770000		440 01	440 01
TOTAL SASPONSORED ADR	89151E109	04/24/12	60 17	2 872 35	50 770000		3 054 66	2 872 35
UNITED PARCEL SERVICE INC	911312106	PRE 12/1/11	168 67	10 739 46	73 799950		12 447 59	10 739 46
UNITED PARCEL SERVICE INC	911312106	12/31/11	17 67	1 266 16	73 799950		1 303 80	1 266 16
UNITED PARCEL SERVICE INC	911312106	01/06/12	16 17	1 190 51	73 799950		1 193 10	1 190 51
UNITED PARCEL SERVICE INC	911312106	04/24/12	25 33	2 018 30	73 799950		1 869 60	1 869 60
UNITED PARCEL SERVICE INC	911312106	05/30/12	32 50	2 451 87	73 799950		2 398 50	2 398 50
UNITED PARCEL SERVICE INC	911312106	09/30/12	51 33	3 830 67	73 799950		3 788 40	3 788 40
UNITED PARCEL SERVICE INC	911312106	11/30/12	18 17	1 339 06	73 799950		1 340 70	1 339 06
VODAFONE GROUP-SP ADR NEW	92857W209	PRE 12/1/11	757 33	21 240 00	25 965000	487 21	19 664 16	19 664 16
VODAFONE GROUP-SP ADR NEW	92857W209	01/06/12	72 67	2 028 81	25 965000		1 886 79	1 886 79
VODAFONE GROUP-SP ADR NEW	92857W209	04/24/12	108 50	2 999 97	25 965000		2 817 20	2 817 20
VODAFONE GROUP-SP ADR NEW	92857W209	11/30/12	18 17	491 39	25 965000		471 70	471 70
WALGREEN CO	931422109	01/31/12	452 67	15 247 39	36 585000	145 34	16 560 81	15 247 39
WALGREEN CO	931422109	02/10/12	48 83	1 677 56	36 585000		1 786 57	1 677 56
WALGREEN CO	931422109	02/23/12	27 00	920 96	36 585000		987 80	920 96
				6 986 297 63				
			Total FMV of Transfer to Donee			$ 37,659 16	$ 8,260,626.58	
						Donee's Basis Received		6,021,727 49

Form **8868**
(Rev January 2013)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

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

OMB No 1545-1709

- 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 File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions TECUMSEH FOUNDATION	Employer identification number (EIN) or 74-2807652
	Number, street, and room or suite no If a P.O. box, see instructions. 2711 GREENLEE DR.	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions. AUSTIN, TX 78703	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

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

- The books are in the care of ▶ TERRY MATTHEWS 2711 GREENLEE DR. - AUSTIN, TX 78703
  Telephone No ▶ (512) 474-9974 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	$ 5,080.
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	$ 680.
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	$ 4,400.

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

LHA **For Privacy Act and Paperwork Reduction Act Notice, see instructions.** Form **8868** (Rev 1-2013)

223841
01-21-13

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box ▶ ☒

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1)

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions TECUMSEH FOUNDATION	Employer identification number (EIN) or 74-2807652
	Number, street, and room or suite no. If a P.O. box, see instructions 2711 GREENLEE DR.	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. AUSTIN, TX 78703	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
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

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ▶ TERRY MATTHEWS 2711 GREENLEE DR. - AUSTIN, TX 78703

Telephone No. ▶ (512) 474-9974 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.

4 I request an additional 3-month extension of time until NOVEMBER 15, 2013.

5 For calendar year 2012 , or other tax year beginning ______, and ending ______.

6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

7 State in detail why you need the extension

DUE TO CIRCUMSTANCES BEYOND THE TAXPAYER'S CONTROL ADDITIONAL TIME IS NEEDED TO GATHER ALL THE INFORMATION NECESSARY FOR A COMPLETE RETURN.

8a	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.	8a	$ 5,080.
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 and any amount paid previously with Form 8868.	8b	$ 5,080.
c	**Balance due.** Subtract line 8b from line 8a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions.	8c	$ 0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ▶ Title ▶ Date ▶

Form 8868 (Rev 1-2013)

223842
01-21-13