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Form

990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust

Treated as a Private Foundation

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

OMB No 1545-0052

2012

Open to Public Inspection

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

Name of foundation ELEANOR CROOK FOUNDATION		A Employer identification number 74-2857866	
% JOYE BLANKENSHIP		B Telephone number (see instructions) (512) 392-5205	
Number and street (or P O box number if mail is not delivered to street address) 227 NORTH MITCHELL Suite			
City or town, state, and ZIP code SAN MARCOS, TX 78666		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ☒ \$ 28,676,842		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)			

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	1,125,200			
	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.	586,756	585,750		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	1,020,229			
	b Gross sales price for all assets on line 6a _____ 11,543,045				
	7 Capital gain net income (from Part IV , line 2)		1,020,229		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	2,732,185	1,605,979		
	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	☒ 4,050	4,050	0	0
	c Other professional fees (attach schedule)	☒ 110,022	110,022		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	☒ 12,266	6,189		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	1,431	1,431		
	22 Printing and publications				
	23 Other expenses (attach schedule)	☒ 369	369		
	24 Total operating and administrative expenses. Add lines 13 through 23	128,138	122,061	0	0
	25 Contributions, gifts, grants paid	1,406,200			1,406,200
	26 Total expenses and disbursements. Add lines 24 and 25	1,534,338	122,061	0	1,406,200
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	1,197,847			
	b Net investment income (if negative, enter -0-)		1,483,918		
	c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	75,681	831,337	831,337
	2	Savings and temporary cash investments	15,424,895	4,345,325	4,345,325
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	4,663	6,080	6,080
	10a	Investments—U S and state government obligations (attach schedule)	1,826,140		
	b	Investments—corporate stock (attach schedule)	9,017,333	 10,286,882	11,188,410
	c	Investments—corporate bonds (attach schedule).	683,584	 12,760,519	12,305,690
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	27,032,296	28,230,143	28,676,842	
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 (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)		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	1,000	1,000	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	27,031,296	28,229,143	
	30	Total net assets or fund balances (see page 17 of the instructions)	27,032,296	28,230,143	
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	27,032,296	28,230,143		

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	27,032,296
2	Enter amount from Part I, line 27a	2	1,197,847
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	28,230,143
5	Decreases not included in line 2 (itemize) ▶ _____	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	28,230,143

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)
1 a	VARIOUS PUBLICLY TRADED STOCKS, BONDS, MUTUAL FUNDS			
b	VARIOUS PUBLICLY TRADED STOCKS, BONDS, MUTUAL FUNDS			
c	CASH IN LIEU OF STOCKS			
d	CAPITAL GAIN DIVIDENDS	P		
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 10,706,474		9,754,277	952,197
b 779,898		768,539	11,359
c 27			27
d			56,646
e			

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

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			952,197
b			11,359
c			27
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	1,020,229
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	655,043	14,565,195	0 044973
2010	30,000	12,290,900	0 002441
2009	702,420	10,548,362	0 06659
2008	1,000	9,228,803	0 000108
2007	17,000	7,763,350	0 00219

2 Total of line 1, column (d).	2	0 116302
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 02326
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	27,195,285
5 Multiply line 4 by line 3.	5	632,562
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	14,839
7 Add lines 5 and 6.	7	647,401
8 Enter qualifying distributions from Part XII, line 4. 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	8	1,406,200

Part VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a		Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1			
		Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	14,839
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	
3		Add lines 1 and 2.		3	14,839
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5		Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	14,839
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	6,080	
b		Exempt foreign organizations—tax withheld at source	6b		
c		Tax paid with application for extension of time to file (Form 8868)	6c	15,800	
d		Backup withholding erroneously withheld	6d		
7		Total credits and payments Add lines 6a through 6d.		7	21,880
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	7,041
11		Enter the amount of line 10 to be Credited to 2013 estimated tax ☒ 7,041	Refunded ☐	11	

Part VII-AStatements Regarding Activities

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?		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?			No
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file Form 1120-POL for this year?.	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☒ \$ _____ (2) On foundation managers ☒ \$ _____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☒ \$ _____			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		No
	If "Yes," attach a detailed description of the activities.			
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?.	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?.	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		No
	If "Yes," attach the statement required by General Instruction T.			
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	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ☒ TX _____			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address				
14	The books are in care of JOYE BLANKENSHIP Telephone no (512) 392-5205 Located at 227 N MITCHELL SAN MARCOS TX ZIP +4 78666			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here and enter the amount of tax-exempt interest received or accrued during the year.	15		
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? (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)? (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).			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.	1b		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If "Yes," list the years 20 , 20 , 20 , 20			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		No
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20 , 20 , 20 , 20			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?			
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a During the year did the foundation pay or incur any amount to				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?		☐ Yes	☒ No	
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?		☐ Yes	☒ No	
(3) Provide a grant to an individual for travel, study, or other similar purposes?		☐ Yes	☒ No	
(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions).		☐ Yes	☒ No	
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?		☐ Yes	☒ No	
b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?		5b		
Organizations relying on a current notice regarding disaster assistance check here.				☒
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?				☐ Yes ☐ No
If "Yes," attach the statement required by Regulations section 53.4945–5(d).				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		☐ Yes ☒ No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b		No
If "Yes" to 6b, file Form 8870.				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?		☐ Yes ☒ No		
b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		7b		

Part VIII

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ELEANOR CROOK	PRES, TREA	0		
227 N MITCHELL	0			
SAN MARCOS,TX 78666				
WILLIAM H CROOK JR	VP, SEC	0		
6433 LONG MEADOW	0			
CORPUS CHRISTI,TX 78413				
MARY ELIZABETH CROOK	VP	0		
1510 WEST 24TH STREET	0			
AUSTIN,TX 78703				
NOEL C MOORE	VP	0		
ASHBURN HALL	0			
KITTRELL,NC 27544				
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Total number of other employees paid over \$50,000.				

Part VIII

Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
ALAMO ADVISORS LP	0	97,906
4114 POND HILL SUITE 201 SAN ANTONIO, TX 78231		
Total number of others receiving over \$50,000 for professional services.		

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	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)	
Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments. See page 24 of the instructions.	
3	
Total. Add lines 1 through 3.	

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	18,693,576
b	Average of monthly cash balances.	1b	8,909,770
c	Fair market value of all other assets (see instructions).	1c	6,080
d	Total (add lines 1a, b, and c).	1d	27,609,426
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	27,609,426
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	414,141
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	27,195,285
6	Minimum investment return. Enter 5% of line 5.	6	1,359,764

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	1,359,764
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	14,839
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	14,839
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	1,344,925
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	1,344,925
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	1,344,925

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	1,406,200
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	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,406,200
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	14,839
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	1,391,361
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				1,344,925
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			199	
b Total for prior years 2010 , 2009 , 2008		0		
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.				
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 1,406,200				
a Applied to 2011, but not more than line 2a			199	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2012 distributable amount.				1,344,925
e Remaining amount distributed out of corpus	61,076			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	61,076			
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.				
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions). . . .				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	61,076			
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.	61,076			

Part XIVPrivate Operating Foundations (see instructions and Part VII-A, question 9)

1a

If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling.

b

Check box to indicate whether the organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years			(e) Total
		(a) 2012	(b) 2011	(c) 2010	(d) 2009	
b	85% of line 2a					
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 XVSupplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see instructions.)

1

Information Regarding Foundation Managers:

a

List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))

ELEANOR CROOK

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

NA

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

ELEANOR CROOK
227 NORTH MITCHELL
SAN MARCOS, TX 78666
(512) 392-5205

b

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

LETTER REQUESTING CONTRIBUTION AND INFORMATION REGARDING USE OF FUNDS

c

Any submission deadlines

NONE

d

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

NONE

Part XV

Supplementary Information (continued)

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

Recipient	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
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	1,406,200
b Approved for future payment				
Total			3b	

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(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	585,750	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory			18	1,020,229	
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).				1,605,979	
13 Total. Add line 12, columns (b), (d), and (e).			13		1,605,979

[illegible]

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?		Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash.	1a(1)		No
(2) Other assets.	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
(3) Rental of facilities, equipment, or other assets.	1b(3)		No
(4) Reimbursement arrangements.	1b(4)		No
(5) Loans or loan guarantees.	1b(5)		No
(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.			

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

**Sign
Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.

*****	2013-11-13	*****	May the IRS discuss this return with the preparer shown below (see instr.)? ☒ Yes ☐ No
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
CHRISTINE SALCH	CHRISTINE SALCH			
Firm's name	SWANK & SALCH PC		Firm's EIN	
	802 N CARANCAHUA SUITE 310			
Firm's address	CORPUS CHRISTI, TX 78401		Phone no (361) 883-8151	

Schedule B

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, 990-EZ, or 990-PF.

OMB No 1545-0047

2012

Name of the organization ELEANOR CROOK FOUNDATION	Employer identification number 74-2857866
--	--

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 33¹/₃% 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 ELEANOR CROOK FOUNDATION	Employer identification number 74-2857866
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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
<u>1</u>	ELIZABETH CROOK MARC LEWIS 1510 WEST 24TH STREET AUSTIN, TX 787032404	\$ 10,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
<u>2</u>	ELEANOR BUTT CROOK 227 NORTH MITCHELL SAN MARCOS, TX 78666	\$ 1,100,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
<u>3</u>	RICHARD NOEL MOORE 3385 CHARLIE GRISSOM KITTRELL, NC 27544	\$ 15,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
<u> </u>	 	\$ 	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
<u> </u>	 	\$ 	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
<u> </u>	 	\$ 	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization ELEANOR CROOK FOUNDATION	Employer identification number 74-2857866
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Part II	Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed		
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____

Name of organization ELEANOR CROOK FOUNDATION	Employer identification number 74-2857866
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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 See instructions) ▶ \$

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

TY 2012 Accounting Fees Schedule

Name: ELEANOR CROOK FOUNDATION

EIN: 74-2857866

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
SWANK & SALCH, P C	4,050	4,050		

**TY 2012 All Other Program
Related Investments Schedule**

Name: ELEANOR CROOK FOUNDATION
EIN: 74-2857866

Category	Amount
NONE	

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2012 Depreciation Schedule

Name: ELEANOR CROOK FOUNDATION

EIN: 74-2857866

TY 2012 Investments Corporate Bonds Schedule

Name: ELEANOR CROOK FOUNDATION

EIN: 74-2857866

Name of Bond	End of Year Book Value	End of Year Fair Market Value
VARIOUS BONDS	12,760,519	12,305,690

**TY 2012 Investments Corporate
Stock Schedule****Name:** ELEANOR CROOK FOUNDATION**EIN:** 74-2857866

Name of Stock	End of Year Book Value	End of Year Fair Market Value
VARIOUS STOCKS	10,286,882	11,188,410

TY 2012 Investments Government Obligations Schedule

Name: ELEANOR CROOK FOUNDATION

EIN: 74-2857866

**US Government Securities - End of
Year Book Value:**

**US Government Securities - End of
Year Fair Market Value:**

**State & Local Government
Securities - End of Year Book
Value:**

**State & Local Government
Securities - End of Year Fair
Market Value:**

TY 2012 Land, Etc. Schedule**Name:** ELEANOR CROOK FOUNDATION**EIN:** 74-2857866

TY 2012 Other Expenses Schedule**Name:** ELEANOR CROOK FOUNDATION**EIN:** 74-2857866

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BANK FEES	30	30		
OFFICE EXPENSE	450	450		
EXPENSE REIMBURSEMENTS	-111	-111		

TY 2012 Other Professional Fees Schedule**Name:** ELEANOR CROOK FOUNDATION**EIN:** 74-2857866

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ALAMO ADVISORS, LP	97,906	97,906		
FROST BANK	12,116	12,116		

TY 2012 Taxes Schedule**Name:** ELEANOR CROOK FOUNDATION**EIN:** 74-2857866

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	6,189	6,189		
FEDERAL INCOME TAX	6,077			

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
HIS HANDS MINISTRY PO BOX 1284 17214 SALIDA DEL SOL PENITAS,TX 78756	NONE	TAX-EXEMPT	GENERAL GRANT	5,000
OXFAM AMERICA 226 CAUSEWAY ST 5TH FLOOR BOSTON,MA 021142206	NONE	TAX-EXEMPT	GENERAL GRANT	2,000
ALLIANCE TO END HUNGER 50 F STREET NW SUITE 500 WASHINGTON,DC 20001	NONE	TAX-EXEMPT	GENERAL GRANT	35,000
ALZHEIMER'S ASSOCIATION 3429 EXECUTIVE CTR DRIVE SUITE 10 AUSTIN,TX 78731	NONE	TAX-EXEMPT	GENERAL GRANT	50
AMERICAN RED CROSS PO BOX 143418 AUSTIN,TX 78714	NONE	TAX-EXEMPT	HURRICANE SANDY RELIEF	5,000
AMNESTY INTERNATIONAL 730 PEACHTREE ST NE SUITE 1060 ATLANTA,GA 30308	NONE	TAX-EXEMPT	GENERAL GRANT	11,000
AUSTIN PROJECT (ROSTOW AWARDS) 5221 LEDESMA AUSTIN,TX 78721	NONE	TAX-EXEMPT	GENERAL GRANT	1,000
BAPTIST JOINT COMMITTEE 200 MARLYAND AVE NE WASHINGTON,DC 20002	NONE	TAX-EXEMPT	OPERATING EXPENSES	500
BAT CONSERVATION INTERNATIONAL PO BOX 162603 AUSTIN,TX 78716	NONE	TAX-EXEMPT	GENERAL GRANT	100
BREAD FOR THE WORLD INSTITUTE 50 F STREET NW WASHINGTON,DC 20090	NONE	TAX-EXEMPT	GENERAL GRANT	425,000
CARTER CENTER ONE COPENHILL 453 FREEDOM ROAD ATLANTA,GA 30307	NONE	TAX-EXEMPT	GENERAL GRANT	1,000
CHARITY NAVIGATOR 1200 MCARTHUR BLVD SECOND FLOOR MAHWAH,NJ 07430	NONE	TAX-EXEMPT	GENERAL GRANT	150
CHURCH WORLD SERVICES - CROP 206 CM ALLEN PARKWAY SAN MARCOS,TX 78666	NONE	TAX-EXEMPT	SAN MARCOS CROP WALK	1,000
CITY OF SAN MARCOS 630 EAST HOPKINS SAN MARCOS,TX 78666	NONE	TAX-EXEMPT	CROSSROADS PROJECT	1,000
CONCERN WORLDWIDE 104 E 40TH ST SUITE 903 NEW YORK,NY 10157	NONE	TAX-EXEMPT	GENERAL GRANT	15,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
DOCTORS WITHOUT BORDERS PO BOX 5022 HAGERSTOWN,MD 21741	NONE	TAX-EXEMPT	GENERAL GRANT	45,000
EARTHJUSTICE 426 17TH ST 6TH FLOOR OAKLAND,CA 94612	NONE	TAX-EXEMPT	GENERAL GRANT	500
ENVIRONMENTAL DEFENSE 257 PARK AVENUE SOUTH NEWYORK,NY 10010	NONE	TAX-EXEMPT	GENERAL GRANT	100
FEEDING AMERICA PO BOX 96749 WASHINGTON,DC 20090	NONE	TAX-EXEMPT	GENERAL GRANT	2,000
FOUNDATION FIGHTING BLINDNESS 11435 CRONHILL DRIVE OWING MILLS,MD 21117	NONE	TAX-EXEMPT	GENERAL GRANT	5,000
GLOBAL FOOD BANKING NETWORK 203 LASALLE ST CHICAGO,IL 60601	NONE	TAX-EXEMPT	GENERAL GRANT	1,000
HAYS-CALDWELL WOMEN'S CENTER PO BOX 234 SAN MARCOS,TX 78667	NONE	TAX-EXEMPT	BUILDING PLEDGE	10,000
INTERNATIONAL JUSTICE MISSION PO BOX 58147 WASHINGTON,DC 20037	NONE	TAX-EXEMPT	GENERAL GRANT	10,000
INTERFAITH ALLIANCE 1212 NEY YORK AVENUE 7TH FLOOR WASHINGTON,DC 20037	NONE	TAX-EXEMPT	GENERAL GRANT	150
INTERNATIONAL RESCUE COMM 12 EAST 42ND ST NEWYORK,NY 10168	NONE	TAX-EXEMPT	GENERAL GRANT	35,000
KLRU PUBLIC TELEVISION PO BOX 7158 AUSTIN,TX 78713	NONE	TAX-EXEMPT	GENERAL GRANT	300
KUT RADIO 1 UNIVERSITY STATION AO704 AUSTIN,TX 78712	NONE	TAX-EXEMPT	PUBLIC MEDIA STUDIO	1,100
MAGIC MIRROR 824 LAGO VISTA SAN MARCOS,TX 78666	NONE	TAX-EXEMPT	GENERAL GRANT	500
MARCH OF DIMES PO BOX 226358 DALLAS,TX 75222	NONE	TAX-EXEMPT	GENERAL GRANT	100
NATIONAL CENTER ON ADDICTION AND SUBSTANCE ABUSE COLUMBIA UNIVERSITY 633 THIRD AVENUE NEWYORK,NY 10017	NONE	TAX-EXEMPT	GENERAL GRANT	1,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
NATIONAL MULTIPLE SCLEROSIS SOCIETY PO BOX 4594 NEW YORK,NY 10163	NONE	TAX-EXEMPT	GENERAL GRANT	250
NATURAL RESOURCES DEFENSE COUNCIL PO BOX 1830 MERRIFIELD,VA 22116	NONE	TAX-EXEMPT	GENERAL GRANT	100
NATURE CONSERVANCY 4245 FAIRFAX DRIVE SUITE 100 ARLINGTON,VA 22203	NONE	TAX-EXEMPT	GENERAL GRANT	250
NEW FORESTS PROJECT - INTERNATIONAL CENTER 1025 VERMONT AVE NW SUITE 300 WASHINGTON,DC 20005	NONE	TAX-EXEMPT	GENERAL GRANT	2,500
PRISON FELLOWSHIP - ANGEL TREE PO 1550 MERRIFIELD,VA 22116	NONE	TAX-EXEMPT	GENERAL GRANT	250
SALVATION ARMY PO BOX 1692 SAN MARCOS,TX 78667	NONE	TAX-EXEMPT	GENERAL GRANT	6,500
SALVATION ARMY - TEXAS DIVISION 6500 HARRY HINES BLVD DALLAS,TX 75235	NONE	TAX-EXEMPT	SUMMER CAMPS	500
SAVE THE CHILDREN PO BOX 41534 BOSTON,MA 02241	NONE	TAX-EXEMPT	GENERAL GRANT	15,000
SOUTHERN POVERTY LAW CENTER 400 WASHINGTON AVE PO BOX 548 MONTGOMERY,AL 36177	NONE	TAX-EXEMPT	GENERAL GRANT	250
SUSAN G KOMEN FOUNDATION PO BOX 224523 DALLAS,TX 75222	NONE	TAX-EXEMPT	GENERAL GRANT	150
TEXAS BOOK FESTIVAL 610 BRAZOS SUITE 200 AUSTIN,TX 78701	NONE	TAX-EXEMPT	GENERAL GRANT	15,000
TEXAS PUBLIC RADIO 8401 DATAPOINT DRIVE SUITE 800 SAN ANTONIO,TX 78229	NONE	TAX-EXEMPT	GENERAL GRANT	250
TEXAS STATE HISTORICAL ASSOCIATION PO BOX 28527 AUSTIN,TX 78755	NONE	TAX-EXEMPT	GENERAL GRANT	250
TEXAS STATE UNIVERSITY 601 UNIVERSITY DRIVE SAN MARCOS,TX 78666	NONE	TAX-EXEMPT	LBJ SYMPOSIUM VIDEO	10,000
TREES WATER & PEOPLE 633 REMINGTON ST FORT COLLINS,CO 80524	NONE	TAX-EXEMPT	GENERAL GRANT	2,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
UNICEF 125 MAIDEN LANE NEW YORK,NY 10038	NONE	TAX-EXEMPT	CHILD IMMUNIZATION	35,000
UT RANSOM CENTER 2901 NORTH IH 35 SUITE 4100 AUSTIN,TX 78722	NONE	TAX-EXEMPT	DIRECTOR'S CIRCLE	1,000
WORLD VISION PO BOX 9716 FEDERAL WAY,WA 98063	NONE	TAX-EXEMPT	GENERAL GRANT	10,000
ACCION 56 ROLAND STREET SUITE 300 BOSTON,MA 02129	NONE	TAX EXEMPT	GENERAL GRANT	1,000
ALEX FUND 211 WEST 106TH STREET 4A NEW YORK,NY 10025	NONE	TAX EXEMPT	GENERAL GRANT	2,500
AMERICAN CANCER SOCIETY PO BOX 149275 AUSTIN,TX 787149275	NONE	TAX-EXEMPT	GENERAL GRANT	500
AMERICARES 88 HAMILTON AVE STAMFORD,CT 06902	NONE	TAX EXEMPT	JAPANESE EARTHQUAKE FUND	2,000
CAMP DREAMCATCHER 617 WEST SOUTH ST KENNETT SQUARE,PA 19348	NONE	TAX-EXEMPT	GENERAL GRANT	500
CARE 151 ELLIS STREET NE ATLANTA,GA 30303	NONE	TAX EXEMPT	GENERAL GRANT	1,000
CENTER FOR PUBLIC POLICY PRIORITIES 900 LYDIA STREET AUSTIN,TX 78702	NONE	TAX EXEMPT	GENERAL GRANT	5,000
CENTER FOR SCIENCE IN PUBLIC INTEREST 1875 CONNECTICUT AVE NW SUITE 300 WASHINGTON,DC 20009	NONE	TAX EXEMPT	GENERAL GRANT	150
CHURCH WORLD SERVICES 6633 HIGHWAY 290 EAST 200 AUSTIN,TX 787231157	NONE	TAX EXEMPT	GENERAL GRANT	2,500
CORPUS CHRISTI METRO MINISTRIES PO BOX 4899 CORPUS CHRISTI,TX 78649	NONE	TAX EXEMPT	GENERAL GRANT	250
FIRST BAPTIST CHURCH 325 W MCCARTY LANE SAN MARCOS,TX 78666	NONE	TAX EXEMPT	FAMILY & FRIENDS DAY	200
GREATER SAN MARCOS YOUTH COUNCIL PO BOX 1455 SAN MARCOS,TX 78667	NONE	TAX EXEMPT	NIGHT OF HOPE FUNDRAISER	1,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
HABITAT FOR HUMANITY 121 HABITAT STREET AMERICUS,GA 31709	NONE	TAX EXEMPT	GENERAL GRANT	5,000
HAYS COUNTY AREA FOOD BANK 220 HERNDON ST SAN MARCOS,TX 78666	NONE	TAX EXEMPT	THANKSGIVING BASKETS	500
HEIFER INTERNATIONAL 1 WORLD AVENUE LITTLE ROCK,AR 72202	NONE	TAX EXEMPT	GENERAL GRANT	1,000
HERITAGE BAPTIST CHURCH 4444 MCCARDLE ROAD CORPUS CHRISTI,TX 78411	NONE	TAX EXEMPT	GENERAL GRANT	1,000
HORSE WIND POWER 219 MEADOW VIEW PARKWAY ERIE,CO 80516	NONE	TAX EXEMPT	GENERAL GRANT	1,500
HUMANITIES TEXAS 1410 RIO GRANDE AUSTIN,TX 78701	NONE	TAX EXEMPT	GENERAL GRANT	1,000
INSTITUTE FOR CIVILITY IN GOVT PO BOX 41804 HOUSTON,TX 77241	NONE	TAX EXEMPT	GENERAL GRANT	500
INTERNATIONAL ACTION 801 L STREET NE WASHINGTON,DC 20003	NONE	TAX EXEMPT	HAITI WATER	5,000
LYNDON BAINES JOHNSON FOUNDATION 2313 RED RIVER AUSTIN,TX 78705	NONE	TAX EXEMPT	PERMANENT EXHIBIT RENOVATION	500,000
MERCY CORPS PO BOX 2669 DEPT W PORTLAND,OR 97208	NONE	TAX EXEMPT	GENERAL GRANT	10,000
MUSCULAR DYSTROPHY ASSOC 5359 SO STAPLES 202 CORPUS CHRISTI,TX 78411	NONE	TAX EXEMPT	GENERAL GRANT	500
OPERATION USA 7421 BEVERLY BLVD PENTHOUSE LOS ANGELES,CA 90036	NONE	TAX EXEMPT	GENERAL GRANT	1,000
PROJECT HOPE PO BOX 96340 WASHINGTON,DC 20090	NONE	TAX EXEMPT	GENERAL GRANT	2,500
SAN ANTONIO CHILDREN'S MUSEUM 305 E HOUSTON STREET SAN ANTONIO,TX 78205	NONE	TAX EXEMPT	GENERAL GRANT	2,500
SCHEIB OPPORTUNITY CENTER 1200 NORTH BISHOP STREET SAN MARCOS,TX 78666	NONE	TAX EXEMPT	BUILDING FUND	10,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
ST MARK'S EPISCOPAL CHURCH 315 E PECAN ST SAN ANTONIO, TX 78205	NONE	TAX EXEMPT	CHAIN FOUNDATION	20,000
SUNSHINE KIDS 2814 VIRGINIA HOUSTON, TX 77098	NONE	TAX EXEMPT	GENERAL GRANT	500
TEXANS CARE FOR CHILDREN 814 SAN JACINTO SUITE 201 AUSTIN, TX 78701	NONE	TAX EXEMPT	GENERAL GRANT	39,550
TEXAS ASSOC FOR INFANT MENTAL HEALTH 1199 SO BELT 100 COPPELL, TX 75019	NONE	TAX EXEMPT	GENERAL GRANT	2,500
TEXAS TRIBUNE 823 CONGRESS AVE STE 210 AUSTIN, TX 78701	NONE	TAX EXEMPT	GENERAL GRANT	250
TRUE VINEYARD MINISTRIES 102 WONDER WORLD DRIVE SAN MARCOS, TX 78666	NONE	TAX EXEMPT	MISSION OUTREACH - RWANDA, AFRICA	25,000
UNIVERSITY OF TEXAS - AUSTIN 4801 LA CROSS AVE AUSTIN, TX 78739	NONE	TAX EXEMPT	GENERAL GRANT	34,500
UTSA COLLEGE OF ARCHITECTURE ONE UTSA CIRCLE SAN ANTONIO, TX 78249	NONE	TAX EXEMPT	GENERAL GRANT	500
WORLD FOOD PROGRAM 1725 I ST SUITE 510 WASHINGTON, DC 20006	NONE	TAX EXEMPT	GENERAL GRANT	10,000
Total  3a				1,406,200