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EXTENSION GRANTED TO 11/15/13  
**Return of Private Foundation**  
 or Section 4947(a)(1) Nonexempt Charitable Trust  
 Treated as a Private Foundation

Form **990-PF**

Department of the Treasury  
 Internal Revenue Service

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

OMB No 1545-0052

**2012**

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation <b>MFI FOUNDATION</b>		A Employer identification number <b>74-2882442</b>
Number and street (or P.O. box number if mail is not delivered to street address) <b>P.O. BOX 2146</b>		B Telephone number <b>(512) 732-2544</b>
City or town, state, and ZIP code <b>AUSTIN, TX 78768</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) <b>\$ 20,395,073.</b>	J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	0.		N/A	
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	327,971.	324,911.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,196,900.			STATEMENT 1
	b Gross sales price for all assets on line 6a <b>23,881,853.</b>				
	7 Capital gain net income (from Part IV, line 2)		1,434,252.		
	8 Net short-term capital gain				
Operating and Administrative Expenses	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) <b>V 2 5 2013</b>				
	11 Other income	75.	-138,993.		STATEMENT 3
	12 Total. Add lines 1 through 11	1,524,946.	1,620,170.		
	13 Compensation of officers, directors, trustees, etc.	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 4	248.	0.		248.
	b Accounting fees STMT 5	8,792.	8,792.		0.
	c Other professional fees STMT 6	116,596.	116,596.		0.
	17 Interest		51,850.		
	18 Taxes STMT 7	-8,135.	2,766.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
22 Printing and publications	1,742.	1,742.		0.	
23 Other expenses STMT 8		7,232.			
24 Total operating and administrative expenses. Add lines 13 through 23	119,243.	188,978.		248.	
25 Contributions, gifts, grants paid	1,569,985.			1,561,965.	
26 Total expenses and disbursements. Add lines 24 and 25	1,689,228.	188,978.		1,562,213.	
27 Subtract line 26 from line 12.	-164,282.				
a Excess of revenue over expenses and disbursements		1,431,192.			
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)			N/A		

223501  
12-05-12

LHA For Paperwork Reduction Act Notice, see instructions.

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**Part II Balance Sheets**

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	1 Cash - non-interest-bearing	3,142,860.	3,468,770.	3,468,770.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 9	7,916,506.	8,014,348.	8,370,281.
	c Investments - corporate bonds			
<b>Liabilities</b>	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ <u>ALTERNATIVE ASSETS</u> )	7,468,933.	6,729,196.	8,556,022.
	16 Total assets (to be completed by all filers)	18,528,299.	18,212,314.	20,395,073.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
<b>Net Assets or Fund Balances</b>	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.	
<b>Net Assets or Fund Balances</b>	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds	18,528,299.	18,212,314.		
30 Total net assets or fund balances	18,528,299.	18,212,314.		
31 Total liabilities and net assets/fund balances	18,528,299.	18,212,314.		

**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	18,528,299.
2 Enter amount from Part I, line 27a	2	-164,282.
3 Other increases not included in line 2 (itemize) ▶ _____	3	0.
4 Add lines 1, 2, and 3	4	18,364,017.
5 Decreases not included in line 2 (itemize) ▶ <u>ADJUST BOOK TO TAX BASIS</u>	5	151,703.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	18,212,314.

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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)
<b>1a PUBLICLY TRADED SECURITIES</b>	P		
<b>b REDEMPTION OF INVESTMENTS</b>	P		
<b>c CAPITAL GAIN DIVIDENDS</b>	P		
<b>d CAPITAL GAINS FROM PASSTHROUGHS</b>	P		
<b>e GAIN FROM REIT</b>	P		

(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)
<b>a</b> 21,417,338.		21,271,481.	145,857.
<b>b</b> 2,162,365.		1,176,120.	986,245.
<b>c</b> 317.			317.
<b>d</b> 266,408.			266,408.
<b>e</b> 35,425.			35,425.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
<b>a</b>			145,857.
<b>b</b>			986,245.
<b>c</b>			317.
<b>d</b>			266,408.
<b>e</b>			35,425.

<b>2</b> 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	<b>2</b>	1,434,252.
<b>3</b> 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		<b>3</b>	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	1,337,845.	22,152,806.	.060392
2010	1,225,465.	21,854,323.	.056074
2009	1,514,646.	21,154,500.	.071599
2008	2,048,017.	27,013,125.	.075816
2007	1,641,945.	28,259,064.	.058103

<b>2</b> Total of line 1, column (d)	<b>2</b>	.321984
<b>3</b> 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	<b>3</b>	.064397
<b>4</b> Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	<b>4</b>	20,914,219.
<b>5</b> Multiply line 4 by line 3	<b>5</b>	1,346,813.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	14,312.
<b>7</b> Add lines 5 and 6	<b>7</b>	1,361,125.
<b>8</b> Enter qualifying distributions from Part XII, line 4	<b>8</b>	1,562,213.

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 <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)		1	14,312.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		2	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		3	14,312.
3 Add lines 1 and 2		4	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		5	14,312.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	25,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d	7	25,000.	
8 Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	235.	
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	10,453.	
11 Enter the amount of line 10 to be Credited to 2013 estimated tax <input checked="" type="checkbox"/> Refunded <input checked="" type="checkbox"/>	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?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? 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.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$ 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.		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> 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	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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ► N/A

14 The books are in care of ► JASON SCHUBERT Telephone no ► 512-732-2620  
 Located at ► 500 W. SIXTH ST, STE 400, AUSTIN, TX ZIP+4 ► 78701

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A

16 At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? Yes No  
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? <span style="float: right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span>		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <span style="float: right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span>		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <span style="float: right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span>		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <span style="float: right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span>		
(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)? <span style="float: right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span>		
(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) <span style="float: right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span>		
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)? <span style="float: right;">N/A</span>	1b	
Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>		
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? <span style="float: right;">N/A</span>	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? <span style="float: right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span>		
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) <span style="float: right;">N/A</span>	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? <span style="float: right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span>		
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) <span style="float: right;">N/A</span>	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

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
THOMAS J. MEREDITH	DIRECTOR			
500 WEST SIXTH ST STE 400				
AUSTIN, TX 78701	2.00	0.	0.	0.
LYNN M. MEREDITH	DIRECTOR			
500 WEST SIXTH ST STE 400				
AUSTIN, TX 78701	4.00	0.	0.	0.
SCOTT M. MULLEN	DIRECTOR			
500 WEST SIXTH ST STE 400				
AUSTIN, TX 78701	2.00	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000

0

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**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	15,136,520.
b	Average of monthly cash balances	1b	3,138,171.
c	Fair market value of all other assets	1c	2,958,019.
d	Total (add lines 1a, b, and c)	1d	21,232,710.
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	21,232,710.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	318,491.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	20,914,219.
6	Minimum investment return. Enter 5% of line 5	6	1,045,711.

**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	1,045,711.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	14,312.
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	2,418.
c	Add lines 2a and 2b	2c	16,730.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,028,981.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,028,981.
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	1,028,981.

**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	1,562,213.
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	1,562,213.
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	14,312.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,547,901.

**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

Form 990-PF (2012)

**Part XIII** Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
<b>1</b> Distributable amount for 2012 from Part XI, line 7				1,028,981.
<b>2</b> Undistributed income, if any, as of the end of 2012				
<b>a</b> Enter amount for 2011 only			0.	
<b>b</b> Total for prior years		0.		
<b>3</b> Excess distributions carryover, if any, to 2012				
<b>a</b> From 2007	206,990.			
<b>b</b> From 2008	703,169.			
<b>c</b> From 2009	486,719.			
<b>d</b> From 2010	132,749.			
<b>e</b> From 2011	240,676.			
<b>f</b> Total of lines 3a through e	1,770,303.			
<b>4</b> Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 1,562,213.				
<b>a</b> Applied to 2011, but not more than line 2a			0.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions)		0.		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions)	0.			
<b>d</b> Applied to 2012 distributable amount				1,028,981.
<b>e</b> Remaining amount distributed out of corpus	533,232.			
<b>5</b> Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	2,303,535.			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b		0.		
<b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
<b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
<b>e</b> Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr			0.	
<b>f</b> Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
<b>8</b> Excess distributions carryover from 2007 not applied on line 5 or line 7	206,990.			
<b>9</b> Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	2,096,545.			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2008	703,169.			
<b>b</b> Excess from 2009	486,719.			
<b>c</b> Excess from 2010	132,749.			
<b>d</b> Excess from 2011	240,676.			
<b>e</b> Excess from 2012	533,232.			

**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)

**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
<b>a Paid during the year</b>				
SEE ATTACHED STATEMENT B				1,561,965.
<b>Total</b>			<b>▶ 3a</b>	1,561,965.
<b>b Approved for future payment</b>				
NONE				
<b>Total</b>			<b>▶ 3b</b>	0.

**Part XVI-A Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated

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) Exclu- sion code	(d) Amount	
<b>1</b>	Program service revenue					
<b>a</b>						
<b>b</b>						
<b>c</b>						
<b>d</b>						
<b>e</b>						
<b>f</b>						
<b>g</b>	Fees and contracts from government agencies					
<b>2</b>	Membership dues and assessments					
<b>3</b>	Interest on savings and temporary cash investments					
<b>4</b>	Dividends and interest from securities			14	327,971.	
<b>5</b>	Net rental income or (loss) from real estate					
<b>a</b>	Debt-financed property					
<b>b</b>	Not debt-financed property					
<b>6</b>	Net rental income or (loss) from personal property					
<b>7</b>	Other investment income	900099	17,121.	14	-17,046.	
<b>8</b>	Gain or (loss) from sales of assets other than inventory			18	1,196,900.	
<b>9</b>	Net income or (loss) from special events					
<b>10</b>	Gross profit or (loss) from sales of inventory					
<b>11</b>	Other revenue					
<b>a</b>						
<b>b</b>						
<b>c</b>						
<b>d</b>						
<b>e</b>						
<b>12</b>	Subtotal. Add columns (b), (d), and (e)		17,121.		1,507,825.	0.
<b>13</b>	Total. Add line 12, columns (b), (d), and (e)					1,524,946.

(See worksheet in line 13 instructions to verify calculations )

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

[illegible]



**MFI Foundation**  
**74-2882442**  
**December 31, 2012**

**PART II BALANCE SHEET**  
**LINE 10B - INVESTMENTS**

<u>Quantity</u>	<u>Security</u>	<u>Cost Basis</u>	<u>FMV</u>
2,500.00	Aberdeen Asia-Pacific Income Fund	19,908.70	19,350.00
90.00	ChevronTexaco	9,782.69	9,732.60
3,562.71	Doubleline Total Return Bond Fund Cl I	40,099.90	40,365.47
125.00	ExxonMobil	10,903.50	10,818.75
104,588.14	Fidelity Cash Reserves	104,588.14	104,588.14
5,086.45	First Eagle High Yield I Fund	50,100.65	51,169.72
2,875.03	First Eagle SoGen Overseas I	63,703.13	64,285.69
3,952.09	First Eagle US Value I	70,149.85	71,453.77
3,800.00	First Solar Inc.	90,265.26	117,251.28
5,329.00	France Telecom SA	72,885.01	58,885.45
200,000.00	Frontline Bermuda 4.5% Due 4/14/15	116,928.20	111,000.00
9,120.00	Genworth Financial Inc.	64,459.82	68,491.20
2,116.40	Goldman Sachs N-11 Equity A	20,000.00	23,301.59
4,060.91	Goldman Sachs Strategic	40,000.00	41,989.85
2,748.00	Hartford Financial Services Group	49,047.90	61,665.12
2,882.00	Ishares Barclays 7-10 Year Treasury	309,141.27	309,786.18
509.00	Ishares Barclays MBS Bond Fund	55,425.69	54,966.91
5,131.00	Ishares Barclays Treas Inflation	614,803.66	622,954.71
1,211.00	Ishares ETF Floating Rate Fund	61,260.72	61,264.49
658.00	Ishares Iboxx High Yield Corp Bond Fund	61,092.37	61,424.30
499.00	Ishares Inc Emerging Markets High Yield Bond	27,236.78	27,799.29
23,226.00	Ishares MSCI Singapore Index Fund	312,021.26	317,963.94
1,130.00	Ishares Silver Trust Index Fund	31,338.48	33,188.10
902.00	Ishares TR Barclays Short Treasury Bond Fund	99,440.45	99,454.52
498.00	Ishares TR Barclays Tips Bond Fund	60,160.05	60,462.18
718.00	Ishares TR Dow Jones Industrial Sector Index	46,182.62	52,650.94
758.00	Ishares TR Dow Jones US Real Estate	41,224.14	49,019.86
224.00	Ishares TR JPMorgan USD Emerging Markets	27,574.23	27,504.96
568.00	Ishares Trust Barclays MBS Fixed Rate	-	61,338.32
54,000.00	James River COA 7 875% Notes Due 4/1/19	31,386.15	30,915.00
2,200.00	Kayne Anderson Midstream Energy Fund	60,054.30	63,338.00
6,038.65	Lazard U.S. Realty Income Port Instl CL	50,049.95	51,690.82
2,041.00	Market Vectors ETF TR Emerging Mkts	54,567.76	56,025.45
1,028.00	Market Vectors ETF Trust International High Yield Bo	27,144.07	27,896.83
5,173.17	Matthews Asia Pacific Equity Income Fd	70,000.00	75,424.81
1,871.49	Matthews Asian Small Companies	30,000.00	33,930.13
1,011.00	Molson Coors Brewing CLB	43,417.75	43,260.69
2,066.27	PIMCO Commodity RR Strat Ins	20,099.90	20,360.01
4,706.01	PIMCO Emerging Local Bond Instl	50,099.90	51,671.97
300.00	Pimco Etf Tr 0-5 Yr High Yield Corp Bond Index Fund	30,193.61	31,029.00
3,929.00	Pimco ETF Trust Enhanced Short Marturity Strategy I	398,567.63	398,714.92
5,743.00	Pimco ETF Trust Total Return Exchange Traded Fun	602,462.82	626,274.15
2,617.87	Pimco Global Advantage Strategy Bd Inst	30,099.90	30,629.10
2,467.11	PIMCO Income Fund Ins	30,049.95	30,493.42
3,539.83	PIMCO Total Return Instl	40,999.90	39,787.71
200.00	PIMCO Total Return Instl	31,012.15	32,404.08
4,533.00	Powershares QQQ Trust Unit	313,328.91	295,234.29
5,871.00	Safeway Inc.	102,518.05	106,206.39
1,112.00	Sector SPDR Consumer FD	38,649.52	52,752.28
3,204.00	Sector SPDR Financial Select	39,943.49	52,513.56

<u>Quantity</u>	<u>Security</u>	<u>Cost Basis</u>	<u>FMV</u>
1,309.00	Sector SPDR Health Fund	41,179.25	52,203.57
1,421.00	Sector SPDR Materials Fund	45,722.66	53,344.34
1,498.00	Sector SPDR TR Con Stpls	40,587.28	52,280.20
8,507.00	Sector SPDR Trust Shares Ben Int Energy	625,219.71	607,569.94
39,697.00	Sector SPDR Trust Shares Ben Int Financial	627,914.49	650,633.83
1,497.00	Sector SPDR Util Select	47,353.05	52,275.99
13,330.00	Select Sector SPDR Trust Consumer Discretionary	623,991.89	632,361.87
15,557.00	Select Sector SPDR Trust Health Care	576,730.93	620,428.71
315.00	SPDR Gold Trust	-	51,036.43
220.00	SPDR Gold Trust	34,618.52	35,644.49
3,391.00	SPDR Ser TR Barclays High Yield Bond ETF	135,888.19	138,047.61
400.00	Starwood Ppty Tr, Inc.	9,370.19	9,184.00
1,979.41	Templeton Global Bond Fund Advisor Class	25,049.95	26,405.38
2,944.06	Tweedy, Browne Wwide High Div Yld Value	30,049.95	29,911.68
27,000.00	US Inflation Index Bond 0.750% 02/15/2042	29,944.92	30,231.74
1,931.00	Vanguard Emerging Market	75,667.08	85,987.43
604.00	Vanguard Long Term Corporate Bond ETF	53,421.57	55,392.84
3,575.00	Vanguard MSCI EAFE ETF	115,725.77	125,947.25
1,456.00	Vanguard Scottsdale Funds Intermediate Term Corp	124,467.84	127,632.96
341.00	Vanguard Scottsdale Funds Short Term	27,074.73	27,389.12
3,006.41	Yacktman Focused Fund CI None	60,000.00	61,691.55
<b>TOTAL</b>		<b>8,014,348</b>	<b>8,370,281</b>



MFI Foundation

74-2882442

December 31, 2012

**PART XV SUPPLEMENTAL INFORMATION  
GRANTS AND CONTRIBUTIONS PAID DURING 2012**

Recipient	Status	Purpose	Amount
A Window Between Worlds	501(c)(3)	To support organization's exempt purpose	\$ 1,000
Anti Defamation League	501(c)(3)	To support organization's exempt purpose	\$ 23,320
Andy Talley Bone Marrow Foundation	501(c)(3)	To support organization's exempt purpose	\$ 1,000
ASPCA	501(c)(3)	To support organization's exempt purpose	\$ 1,000
Association of Fund Raising Professionals	501(c)(3)	To support organization's exempt purpose	\$ 3,050
Austin Children's Museum	501(c)(3)	To support organization's exempt purpose	\$ 154,400
Austin Community Foundation	501(c)(3)	To support organization's exempt purpose	\$ 36,450
Austin Film Society	501(c)(3)	To support organization's exempt purpose	\$ 8,960
Bellarmine College Preparatory School	501(c)(3)	To support organization's exempt purpose	\$ 25,000
Caritas of Austin	501(c)(3)	To support organization's exempt purpose	\$ 1,000
Center for Public Policy Priorities	501(c)(3)	To support organization's exempt purpose	\$ 1,160
Children's Medical Mission of Haiti	501(c)(3)	To support organization's exempt purpose	\$ 2,000
Citizen Generation	501(c)(3)	To support organization's exempt purpose	\$ 4,500
Clark Fork Coalition	501(c)(3)	To support organization's exempt purpose	\$ 250
Dell Children's Medical Center	501(c)(3)	To support organization's exempt purpose	\$ 101,000
EcoRise	501(c)(3)	To support organization's exempt purpose	\$ 5,000
Emancipet	501(c)(3)	To support organization's exempt purpose	\$ 250
GenAustin	501(c)(3)	To support organization's exempt purpose	\$ 10,000
Girls Scouts Lonestar Council	501(c)(3)	To support organization's exempt purpose	\$ 4,200
Greenlights for Non Profit Success	501(c)(3)	To support organization's exempt purpose	\$ 5,135
Junior League of Austin	501(c)(3)	To support organization's exempt purpose	\$ 2,500
KLRU	501(c)(3)	To support organization's exempt purpose	\$ 12,500
KUT	501(c)(3)	To support organization's exempt purpose	\$ 31,200
LBJ Wildflower Center	501(c)(3)	To support organization's exempt purpose	\$ 30,500
Media Matters	501(c)(3)	To support organization's exempt purpose	\$ 10,000
Montana Land Reliance	501(c)(3)	To support organization's exempt purpose	\$ 2,500
National Charity League	501(c)(3)	To support organization's exempt purpose	\$ 1,000
Ovondo Fire Department	501(c)(3)	To support organization's exempt purpose	\$ 1,000
Planned Parenthood Texas Capital Region	501(c)(3)	To support organization's exempt purpose	\$ 34,640

SafePlace	501(c)(3)	To support organization's exempt purpose	\$	2,000
St John Neumann	501(c)(3)	To support organization's exempt purpose	\$	100,000
St. Stephen's Episcopal School	501(c)(3)	To support organization's exempt purpose	\$	60,000
Texas Book Festival	501(c)(3)	To support organization's exempt purpose	\$	1,000
Texas Civil Engagement Table	501(c)(3)	To support organization's exempt purpose	\$	50,000
Texas Democracy Foundation	501(c)(3)	To support organization's exempt purpose	\$	950
Texas Freedom Network Education Fund	501(c)(3)	To support organization's exempt purpose	\$	1,000
Texas Tribune	501(c)(3)	To support organization's exempt purpose	\$	25,000
The Long Center for the Performing Arts	501(c)(3)	To support organization's exempt purpose	\$	500,000
The Nature Conservancy	501(c)(3)	To support organization's exempt purpose	\$	102,500
Trout Unlimited - Big Blackfoot Chapter	501(c)(3)	To support organization's exempt purpose	\$	500
University of California at Santa Barbara	501(c)(3)	To support organization's exempt purpose	\$	55,000
University of Texas - Blanton Museum	501(c)(3)	To support organization's exempt purpose	\$	105,000
University of Texas - UT Press	501(c)(3)	To support organization's exempt purpose	\$	2,500
University of Virginia	501(c)(3)	To support organization's exempt purpose	\$	10,000
Zachary Scott Theatre	501(c)(3)	To support organization's exempt purpose	\$	32,000
Total Contributions				\$1,561,965

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FORM 990-PF                      GAIN OR (LOSS) FROM SALE OF ASSETS                      STATEMENT      1

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(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
PUBLICLY TRADED SECURITIES				
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
21,417,338.	21,242,108.	0.	0.	175,230.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
REDEMPTION OF INVESTMENTS				
(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2,162,365.	1,176,120.	0.	0.	986,245.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
CAPITAL GAIN DIVIDENDS				
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
317.	317.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
CAPITAL GAINS FROM PASSTHROUGHS	PURCHASED			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
266,408.	266,408.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
GAIN FROM REIT	PURCHASED			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
35,425.	0.	0.	0.	35,425.

CAPITAL GAINS DIVIDENDS FROM PART IV	0.
TOTAL TO FORM 990-PF, PART I, LINE 6A	1,196,900.

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	2
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDEND INCOME	222,435.	0.	222,435.
INTEREST INCOME	105,536.	0.	105,536.
TOTAL TO FM 990-PF, PART I, LN 4	327,971.	0.	327,971.

## FORM 990-PF

## OTHER INCOME

## STATEMENT

3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OTHER INVESTMENT INCOME	75.	934.	
INCOME FROM PASSTHROUGHS	0.	-122,806.	
UBTI PORTION	0.	-17,121.	
TOTAL TO FORM 990-PF, PART I, LINE 11	75.	-138,993.	

## FORM 990-PF

## LEGAL FEES

## STATEMENT

4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	248.	0.		248.
TO FM 990-PF, PG 1, LN 16A	248.	0.		248.

## FORM 990-PF

## ACCOUNTING FEES

## STATEMENT

5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	8,792.	8,792.		0.
TO FORM 990-PF, PG 1, LN 16B	8,792.	8,792.		0.

## FORM 990-PF

## OTHER PROFESSIONAL FEES

## STATEMENT

6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	116,596.	116,596.		0.
TO FORM 990-PF, PG 1, LN 16C	116,596.	116,596.		0.

FORM 990-PF	TAXES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAXES	0.	2,766.		0.	
FEDERAL INCOME TAX	-8,135.	0.		0.	
TO FORM 990-PF, PG 1, LN 18	-8,135.	2,766.		0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
OTHER EXPENSES FROM LOWE REAL ESTATE	0.	7,232.		0.	
TO FORM 990-PF, PG 1, LN 23	0.	7,232.		0.	

FORM 990-PF	CORPORATE STOCK		STATEMENT	9
DESCRIPTION			BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED STATEMENT A			8,014,348.	8,370,281.
TOTAL TO FORM 990-PF, PART II, LINE 10B			8,014,348.	8,370,281.

## Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

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

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**
- 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](http://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.  <b>MFI FOUNDATION</b>	Employer identification number (EIN) or  <b>74-2882442</b>
	Number, street, and room or suite no. If a P.O. box, see instructions. <b>P.O. BOX 2146</b>	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. <b>AUSTIN, TX 78768</b>	

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

**KIM ROSE**

- The books are in the care of ► **500 W. SIXTH ST, STE 400 - AUSTIN, TX 78701**  
Telephone No. ► **512-732-2620** 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

<b>3a</b> 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.	<b>3a</b>	\$ <b>25,000.</b>
<b>b</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.	<b>3b</b>	\$ <b>0.</b>
<b>c</b> <b>Balance due.</b> Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	<b>3c</b>	\$ <b>25,000.</b>

**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)

- 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	Employer identification number (EIN) or
	MFI FOUNDATION	74-2882442
	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)
	P.O. BOX 2146	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	AUSTIN, TX 78768	

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

04

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

KIM ROSE

- The books are in the care of **500 W. SIXTH ST, STE 400 - AUSTIN, TX 78701**

Telephone No **512-732-2620**

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

**TAXPAYER NEEDS ADDITIONAL TIME TO COMPILE INFORMATION NEEDED TO PREPARE AN ACCURATE RETURN. AN EXTENSION OF TIME TO FILE IS REQUESTED.**

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	\$	25,000.
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	\$	25,000.
c <b>Balance due.</b> 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 **Paula S. Wenzel** Title **CPA**

Date **7/12/13**

Form 8868 (Rev. 1-2013)