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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

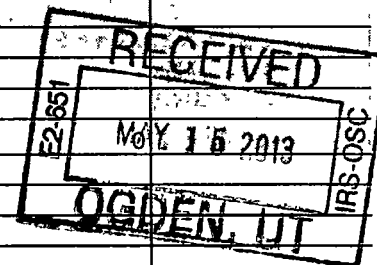
2012

Open to Public Inspection

For calendar year 2012 or tax year beginning , and ending

Name of foundation DICKSON - ALLEN FOUNDATION		A Employer identification number 74-6052983
Number and street (or P O box number if mail is not delivered to street address) P O BOX 406	Room/suite	B Telephone number (see instructions) 361-798-2531
City or town, state, and ZIP code HALLETTSVILLE TX 77964-0406		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 32,542,282	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received (attach schedule)				
2	Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	48,412	48,412		
4	Dividends and interest from securities	456,557	456,557		
5 a	Gross rents	12,342	13,432		
b	Net rental income or (loss) 12,342				
6 a	Net gain or (loss) from sale of assets not on line 10	730,479			
b	Gross sales price for all assets on line 6a				
7	Capital gain net income (from Part IV, line 2)		730,479		
8	Net short-term capital gain				
9	Income modifications				
10 a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)	2,952,692	2,952,692		
12	Total. Add lines 1 through 11	4,200,482	4,201,572		
13	Compensation of officers, directors, trustees, etc	48,000	48,000		
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16 a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule)	25,050	25,050		
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see instructions)	108,859	33,859		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule)	192,197	192,197		
24	Total operating and administrative expenses. Add lines 13 through 23	374,106	299,106	0	0
25	Contributions, gifts, grants paid	1,708,460			1,708,460
26	Total expenses and disbursements. Add lines 24 and 25	2,082,566	299,106	0	1,708,460
27	Subtract line 26 from line 12.				
a	Excess of revenue over expenses and disbursements	2,117,916			
b	Net investment income (if negative, enter -0-)		3,902,466		
c	Adjusted net income (if negative, enter -0-)			0	



For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2012)

HTA

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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			
	2 Savings and temporary cash investments	5,048,810	3,140,993	3,140,993
	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 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			
	10 a Investments—U S and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)	13,924,616	17,932,571	20,333,485
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment: basis			
Liabilities	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 SCH ATTACHED)	1,918,978	1,936,756	9,067,804
	16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	20,892,404	23,010,320	32,542,282
	17 Accounts payable and accrued expenses			
Net Assets or Fund Balances	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	0	
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	1,944,866	1,944,866	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	18,947,538	21,065,454	
	30 Total net assets or fund balances (see instructions)	20,892,404	23,010,320	
Net Assets or Fund Balances	31 Total liabilities and net assets/fund balances (see instructions)	20,892,404	23,010,320	

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	20,892,404
2 Enter amount from Part I, line 27a	2	2,117,916
3 Other increases not included in line 2 (itemize)	3	
4 Add lines 1, 2, and 3	4	23,010,320
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	23,010,320

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES	P	VARIOUS	VARIOUS
b			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 7,904,324		7,173,845	730,479
b			
c			
d			
e			

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

(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	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			730,479
b			
c			
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	730,479
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	0

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	1,350,450	28,275,683	0.047760
2010	1,321,000	25,964,152	0.050878
2009	1,401,500	23,487,121	0.059671
2008	1,428,803	23,018,645	0.062072
2007	1,487,236	25,029,219	0.059420

2 Total of line 1, column (d)	2	0.279801
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	0.055960
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	31,104,370
5 Multiply line 4 by line 3	5	1,740,601
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	39,025
7 Add lines 5 and 6	7	1,779,626
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	1,708,460

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

1 a 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

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-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)

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

b Exempt foreign organizations—tax withheld at source

c Tax paid with application for extension of time to file (Form 8868)

d Backup withholding erroneously withheld

7 Total credits and payments Add lines 6a through 6d

8 Enter any penalty for underpayment of estimated tax Check here ☐ if Form 2220 is attached

9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed

10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid

11 Enter the amount of line 10 to be Credited to 2013 estimated tax 59,052 Refunded

Part VII-A Statements Regarding Activities

1 a 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?

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the 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

c Did the foundation file Form 1120-POL for this year?

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?

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

4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

b If "Yes," has it filed a tax return on Form 990-T for this year?

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

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?

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

8 a 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

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

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► NONE	13	X	
14	The books are in care of ► JAMES R KOLOS CPA Located at ► 302 E Second PO Box 310 Hallettsville TX	Telephone no. ► 361-798-5264 ZIP+4 ► 77964-0310		
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If "Yes," list the years ► 20 _____, 20 _____, 20 _____, 20 _____	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
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	N/A
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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)	3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (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**

N/A

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**

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?**7b**

N/A

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
SCHEDULE ATTACHED		48,000		

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
NONE				

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
SCHEDULE ATTACHED		
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 N/A	
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 N/A	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3	0

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	18,521,472
b	Average of monthly cash balances	1b	3,988,765
c	Fair market value of all other assets (see instructions)	1c	9,067,804
d	Total (add lines 1a, b, and c)	1d	31,578,041
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	
3	Subtract line 2 from line 1d	3	31,578,041
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	473,671
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	31,104,370
6	Minimum investment return. Enter 5% of line 5	6	1,555,219

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	1,555,219
2a	Tax on investment income for 2012 from Part VI, line 5	2a	78,049
b	Income tax for 2012. (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	78,049
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,477,170
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1,477,170
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	1,477,170

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	1,708,460
b	Program-related investments—total from Part IX-B	1b	
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	1,708,460
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,708,460

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				1,477,170
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012:				
a From 2007	336,509			
b From 2008	381,265			
c From 2009	278,705			
d From 2010	30,498			
e From 2011				
f Total of lines 3a through e	1,026,977			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 1,708,460				
a Applied to 2011, but not more than line 2a				
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				1,477,170
e Remaining amount distributed out of corpus	231,290			
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	1,258,267			
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				
e Undistributed income for 2011. Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	336,509			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	921,758			
10 Analysis of line 9:				
a Excess from 2008	381,265			
b Excess from 2009	278,705			
c Excess from 2010	30,498			
d Excess from 2011				
e Excess from 2012	231,290			

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 <i>Paid during the year</i> SCHEDULE ATTACHED					1,708,460
Total					3a 1,708,460
b <i>Approved for future payment</i>					
Total					3b 0

SCHEDULE - FORM 990PF**DICKSON-ALLEN FOUNDATION 74-6052983****HALLETTSVILLE, TX 77964****YEAR ENDED DECEMBER 31, 2012**

	<u>REVENUE AND EXPENDITURES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
PART I		
LINE 18 - TAXES:		
EXCISE TAX ON INVESTMENT INCOME	\$ 75,000	\$ 0
ADVALOREM TAXES	33,859	33,859
	<u>\$ 108,859</u>	<u>\$ 33,859</u>
LINE 16 (b) - ACCOUNTING FEES:		
JAMES R KOLOS, CPA - FOR ACCOUNTING SERVICES AND PREPARATION OF FORM 990 PF	\$ 17,250	\$ 17,250
CINDY H CARAWAY, CPA - FOR ACCOUNTING SERVICES AND PREPARATION OF FORM 990 PF	7,800	7,800
	<u>\$ 25,050</u>	<u>\$ 25,050</u>
LINE 23 - OTHER EXPENSES:		
OFFICE EXPENSE	199	199
INSURANCE	2,857	2,857
INVESTMENT FEES	180,900	180,900
DUES AND SUBSCRIPTIONS	695	695
REPAIRS AND MAINTENANCE	7,546	7,546
	<u>\$ 192,197</u>	<u>\$ 192,197</u>
LINE 11 - OTHER INCOME:		
OIL AND GAS ROYALTIES	\$ 2,181,876	\$ 2,181,876
LEASE BONUSES	769,726	769,726
PARTNERSHIP INCOME-UBTI	1,090	1,090
	<u>2,952,692</u>	<u>2,952,692</u>

SCHEDULE - FORM 990PF**DICKSON-ALLEN FOUNDATION 74-6052983****HALLETTSVILLE, TEXAS 77964****YEAR ENDED DECEMBER 31, 2012**

	<u>NO. OF SHARES</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
PART II - LINE 10 (b):			
<u>CORPORATE STOCKS:</u>			
KARNES COUNTY NATIONAL BANK	160	\$ 2,000	\$ 70,000
INDUSTRY BANCSHARES INC	29,184	5,849	364,800
FARMER'S CO-OP ASSOCIATION SHINER, TEXAS	5	25	25
STUDEMAN ROYALTY OIL CO	96	100	100
AVALON ADVISORS PORTFOLIO		5,582,032	6,197,015
MORGAN STANLEY PORTFOLIO		4,931,653	5,234,517
CAPITAL ADVISORS PORTFOLIO		3,236,507	3,933,858
MERRILL LYNCH PORTFOLIO		1,123,885	1,375,370
HAWKINS INVESTMENT PARTNERSHIP		3,050,520	2,955,083
		<u>\$ 17,932,571</u>	<u>\$ 20,130,768</u>
PART II - LINE 11:			
REAL ESTATE AND MINERALS		<u>\$ 1,918,978</u>	<u>\$ 9,067,804</u>

SCHEDULE - FORM 990PF - PART VIII (1)
DICKSON-ALLEN FOUNDATION 74-6052983
HALLETTSVILLE, TX 77964

YEAR ENDED DECEMBER 31, 2012

	<u>TITLE</u>	<u>AVERAGE WEEKLY TIME DEVOTED TO POSITION</u>	<u>COMPENSATION</u>
CURTIS GUNN, JR. 213 BROADWAY SAN ANTONIO, TX 78205	TRUSTEE	2 HRS.	
DUNHAM F. JEWETT 2727 ALLEN PARKWAY SUITE 1700 HOUSTON, TX 77019-2125	TRUSTEE	4 HRS.	
JESSIE L. ALLEN P O. BOX 106 HALLETTSVILLE, TX 77964-0106	TRUSTEE	16 HRS.	48,000
CURTIS T. VAUGHAN III P.O. BOX 17258 SAN ANTONIO, TX 78217-7258	TRUSTEE	2 HRS.	

SCHEDULE – FROM 990PF – PART XV – LINE 2
DICKSON-ALLEN FOUNDATION 74-6052983
YEAR ENDED DECEMBER 31, 2012

REQUESTS FOR GRANTS SHOULD BE SENT TO THE FOLLOWING ADDRESS:

DICKSON-ALLEN FOUNDATION
P.O. BOX 406
HALLETTSVILLE, TX 77964-0406
TEL. (361) 798-2531

THE FOUNDATION DOES NOT CONSIDER REQUESTS FROM INDIVIDUALS. ALTHOUGH THERE IS NO STANDARD FORMAT IN WHICH APPLICATIONS SHOULD BE SUBMITTED, ALL APPLICATIONS SHOULD CONTAIN THE FOLLOWING INFORMATION:

- 1 NAME, MAILING ADDRESS, AND TELEPHONE NUMBER OF THE ORGANIZATION.
- 2 DESCRIPTION OF THE ORGANIZATION'S PURPOSES AND ACTIVITIES IN GENERAL.
- 3 AMOUNT REQUESTED AND EXPLANATION IN DETAIL HOW IT WILL BE USED.
- 4 STATEMENT AS TO WHETHER THE APPLICANT IS ORGANIZED AS A NONPROFIT ORGANIZATION UNDER STATE LAW.
- 5 PHOTOCOPY OF A RULING OR DETERMINATION LETTER FROM THE INTERNAL REVENUE SERVICE.
- 6 IF AVAILABLE, ATTACH A COPY OF THE ORGANIZATION'S PROPOSED BUDGET FOR THE YEAR IN WHICH THE FUNDS ARE TO BE USED.
- 7 IF THIS GRANT WILL BE A SUBSTANTIAL AND MATERIAL PART OF THE TOTAL BUDGET, ATTACH A COPY OF THE LATEST INFORMATION RETURN FILED WITH THE INTERNAL REVENUE SERVICE.
- 8 STATEMENT AS TO WHETHER THE APPLICANT IS CONTROLLED BY, RELATED TO, CONNECTED WITH, OR SPONSORED BY ANOTHER ORGANIZATION AND IF SO, IDENTIFY THE ORGANIZATION AND EXPLAIN THE RELATIONSHIP.
- 9 LIST THE NAME, ADDRESS, AND TITLE OF EACH MEMBER OF THE APPLICANT'S GOVERNING BOARD.
10. NAME OF EACH PERSON TO CONTACT WHO WILL BE ADMINISTERING THE PROPOSED PROGRAM.

DICKSON-ALLEN FOUNDATION'S ANNUAL MEETING IS HELD IN OCTOBER OR NOVEMBER OF EACH CALENDAR YEAR AT WHICH TIME THE APPLICATIONS ARE CONSIDERED FOR APPROVAL. MOST GRANTS APPROVED ARE FOR EDUCATIONAL, MEDICAL RESEARCH, AND MEDICAL FACILITY PURPOSES. HOWEVER, TO THE EXTENT FUNDS ARE AVAILABLE, GRANTS MAY BE MADE FOR OTHER PURPOSES

SCHEDULE - FORM 990PF - PART XV - LINE 3a
DICKSON - ALLEN FOUNDATION 74-6052983
YEAR ENDED DECEMBER 31, 2012

GRANTS AND CONTRIBUTIONS PAID IN 2012

<u>RECIPIENT NAME AND ADDRESS</u>	<u>PURPOSE OF CONTRIBUTION</u>	<u>AMOUNT</u>
ALAMO COMMUNITY COLLEGE DISTRICT FOUNDATION, INC. 201 W SHERIDAN, SUITE C-3 SAN ANTONIO, TX 78204	UNRESTRICTED OPERATING FUNDS	\$ 5,000
AMERICAN LEGION POST 230, INC. P O. BOX 261 HALLETTSVILLE, TX 77964-0261	FACILITY IMPROVEMENTS	10,249
ASSOCIATION OF VIETNAM VETERANS OF AMERICA, INC 470 COUNTY ROAD 237 HALLETTSVILLE, TX 77964	UNRESTRICTED OPERATING FUNDS	1,000
BLUEBONNET YOUTH RANCH P.O. BOX 90 YOAKUM, TX 77995-0090	FACILITY IMPROVEMENTS	5,000
BROWN CHAPEL CEMETERY ASSOCIATION 1846 COUNTY ROAD 217 HALLETTSVILLE, TX 77964	UNRESTRICTED OPERATING FUNDS	40,000
CHISHOLM TRAIL HERITAGE MUSEUM 302 N. ESPLANADE CUERO, TX 77954	BUILDING CONSTRUCTION	10,000
DEWITT-LAVACA SPECIAL OLYMPICS 960 E. BROADWAY CUERO, TX 77954	UNRESTRICTED OPERATING FUNDS	2,000
EZZELL ISD 20500 FM 531 HALLETTSVILLE, TX 77964	TECHNOLOGY IMPROVEMENTS	5,500
THE FESTIVAL INSTITUTE AT ROUND TOP P.O BOX 89 ROUND TOP, TX 78954-0089	UNRESTRICTED OPERATING FUNDS	10,000
FRIENCH SIMPSON MEMORIAL LIBRARY 705 E. FOURTH STREET HALLETTSVILLE, TX 77964	TECHNOLOGY IMPROVEMENTS	17,000
GENESYS WORKS 601 JEFFERSON AVE., SUITE 3950 HOUSTON, TX 77002	UNRESTRICTED OPERATING FUNDS	5,000

DICKSON-ALLEN FOUNDATION 74-6052983
YEAR ENDED DECEMBER 31, 2012

GRANTS AND CONTRIBUTIONS PAID IN 2012 - CONTINUED

<u>RECIPIENT NAME AND ADDRESS</u>	<u>PURPOSE OF CONTRIBUTION</u>	<u>AMOUNT</u>
THE GLASSELL SCHOOL OF ART P.O. BOX 6826 HOUSTON, TX 77265-6826	UNRESTRICTED OPERATING FUNDS	15,000
HALLETTSVILLE CHAMBER OF COMMERCE 1614 N. TEXANA STREET HALLETTSVILLE, TX 77964	LOT IMPROVEMENTS	10,000
HALLETTSVILLE, CITY OF 101 N. MAIN STREET HALLETTSVILLE, TX 77964	GARDEN CLUB IMPROVEMENTS	10,000
HALLETTSVILLE, CITY OF 101 N. MAIN STREET HALLETTSVILLE, TX 77964	GOLF COURSE EQUIPMENT	13,300
HALLETTSVILLE FFA P.O. BOX 368 HALLETTSVILLE, TX 77964-0368	UNRESTRICTED OPERATING FUNDS	3,000
HALLETTSVILLE HIGH SCHOOL VOCATIONAL AWARDS PROGRAM P.O. BOX 368 HALLETTSVILLE, TX 77964-0368	VOCATIONAL AWARDS PROGRAM	3,000
HALLETTSVILLE ISD P.O. BOX 368 HALLETTSVILLE, TX 77964-0368	TECHNOLOGY IMPROVEMENTS	20,000
HALLETTSVILLE POLICE DEPARTMENT 104 E. FOURTH STREET HALLETTSVILLE, TX 77964	TECHNOLOGY IMPROVEMENTS	15,436
HALLETTSVILLE VOLUNTEER FIRE DEPT. P O. BOX 84 HALLETTSVILLE, TX 77964-0084	EQUIPMENT PURCHASE	79,290
HOUSTON PARKS BOARD 300 N. POST OAK LANE HOUSTON, TX 77024	BAYOU GREENWAYS PROJECT	15,000
KNOWLEDGE IS POWER PROGRAM 10711 KIPP WAY HOUSTON, TX 77099	UNRESTRICTED OPERATING FUNDS	5,000
LAVACA ASSISTANCE MINISTRY BODY P O. BOX 232 HALLETTSVILLE, TX 77964-0232	UNRESTRICTED OPERATING FUNDS	25,000

DICKSON-ALLEN FOUNDATION 74-6052983
YEAR ENDED DECEMBER 31, 2012

GRANTS AND CONTRIBUTIONS PAID IN 2012 - CONTINUED

<u>RECIPIENT NAME AND ADDRESS</u>	<u>PURPOSE OF CONTRIBUTION</u>	<u>AMOUNT</u>
LAVACA COUNTY P O. BOX 243 HALLETTSVILLE, TX 77964-0243	RECORDS RETENTION ASSISTANCE	15,000
LAVACA COUNTY 4-H PROGRAM P O. BOX 301 HALLETTSVILLE, TX 77964-0301	UNRESTRICTED OPERATING FUNDS	3,000
LAVACA COUNTY HISTORICAL COMMISSION P.O. BOX 811 HALLETTSVILLE, TX 77964-0811	UNRESTRICTED OPERATING FUNDS	10,000
LAVACA COUNTY JUVENILE PROBATION DEPARTMENT P.O. BOX 330 HALLETTSVILLE, TX 77964-0330	UNRESTRICTED OPERATING FUNDS	10,000
LAVACA COUNTY RESCUE SERVICE P.O. BOX 147 HALLETTSVILLE, TX 77964-0147	EQUIPMENT PURCHASE	30,000
LAVACA COUNTY SENIOR CITIZENS PROGRAM P.O. BOX 531 HALLETTSVILLE, TX 77964-0531	UNRESTRICTED OPERATING FUNDS	15,000
LAVACA EXPOSITION ASSOCIATION P.O. BOX 743 HALLETTSVILLE, TX 77964-0743	FACILITY IMPROVEMENTS	10,000
LAVACA HISTORICAL MUSEUM 413 N. MAIN STREET HALLETTSVILLE, TX 77964	BUILDING CONSTRUCTION	35,000
LAVACA HOME ECONOMICS COMMITTEE P O. BOX 301 HALLETTSVILLE, TX 77964	UNRESTRICTED OPERATING FUNDS	4,000
MIDTOWN ARTS & THEATER CENTER HOUSTON 3333 W. ALABAMA, SUITE 110 HOUSTON, TX 77098	UNRESTRICTED OPERATING FUNDS	10,000
MOULTON, CITY OF P.O BOX 369 MOULTON, TX 77975	UNRESTRICTED OPERATING FUNDS	2,000

DICKSON-ALLEN FOUNDATION 74-6052983
YEAR ENDED DECEMBER 31, 2012

GRANTS AND CONTRIBUTIONS PAID IN 2012 - CONTINUED

<u>RECIPIENT NAME AND ADDRESS</u>	<u>PURPOSE OF CONTRIBUTION</u>	<u>AMOUNT</u>
MOULTON VOLUNTEER FIRE DEPT. P.O. BOX 31 MOULTON, TX 77975-0031	UNRESTRICTED OPERATING FUNDS	18,500
OAKLAND FIRE DEPARTMENT P.O. BOX 59 OAKLAND, TX 78951	EQUIPMENT PURCHASE	1,825
PROJECT ROW HOUSES P.O. BOX 1011 HOUSTON, TX 77251-1011	UNRESTRICTED OPERATING FUNDS	5,000
THE RIDING THERAPY CENTER P.O. BOX 462 NURSERY, TX 77976	UNRESTRICTED OPERATING FUNDS	5,000
SACRED HEART CATHOLIC SCHOOL 313 S. TEXANA STREET HALLETTSVILLE, TX 77964	ADDITIONAL CLASSROOM SPACE	300,000
SACRED HEART CATHOLIC SCHOOL 313 S. TEXANA STREET HALLETTSVILLE, TX 77964	UNRESTRICTED OPERATING FUNDS	63,860
ST. JOHN'S SCHOOL 2401 CLAREMONT LANE HOUSTON, TX 77019-5897	UNRESTRICTED OPERATING FUNDS	10,000
ST. LUKE'S EPISCOPAL SCHOOL 15 ST. LUKE'S LANE SAN ANTONIO, TX 78209-4445	UNRESTRICTED OPERATING FUNDS	2,500
ST. MARY'S HALL P.O. BOX 33430 SAN ANTONIO, TX 78265-3430	UNRESTRICTED OPERATING FUNDS	100,000
ST. MARY'S UNIVERSITY SCHOOL OF LAW ONE CAMINO SANTA MARIA SAN ANTONIO, TX 78228	UNRESTRICTED OPERATING FUNDS	15,000
SAN ANTONIO ACADEMY 117 E. FRENCH PLACE SAN ANTONIO, TX 78212-5889	UNRESTRICTED OPERATING FUNDS	5,000
SAN ANTONIO BOTANICAL SOCIETY P.O. BOX 6569 SAN ANTONIO, TX 78209	UNRESTRICTED OPERATING FUNDS	35,000

DICKSON-ALLEN FOUNDATION 74-6052983
YEAR ENDED DECEMBER 31, 2012

GRANTS AND CONTRIBUTIONS PAID IN 2012 - CONTINUED

<u>RECIPIENT NAME AND ADDRESS</u>	<u>PURPOSE OF CONTRIBUTION</u>	<u>AMOUNT</u>
SAN ANTONIO CHILDREN'S MUSEUM 305 E. HOUSTON STREET SAN ANTONIO, TX 78205	UNRESTRICTED OPERATING FUNDS	10,000
SAY SI 1518 S. ALAMO, STUDIO 103 SAN ANTONIO, TX 78204	UNRESTRICTED OPERATING FUNDS	10,000
SHERIDAN FIRE DEPARTMENT P.O. BOX 263 SHERIDAN, TX 77475-0263	EQUIPMENT PURCHASE	49,500
SHERIDAN MEMORIAL LIBRARY P.O. BOX 274 SHERIDAN, TX 77475-0274	UNRESTRICTED OPERATING FUNDS	2,500
SHINER CATHOLIC SCHOOL P.O. BOX 725 SHINER, TX 77984	EQUIPMENT PURCHASE	130,000
SHINER CITY CEMETERY ASSOCIATION P.O. BOX 1535 SHINER, TX 77984	UNRESTRICTED OPERATING FUNDS	1,000
SHINER FFA CHAPTER P.O. DRAWER 804 SHINER, TX 77984	UNRESTRICTED OPERATING FUNDS	3,000
SHINER ISD P.O. DRAWER 804 SHINER, TX 77984	TECHNOLOGY IMPROVEMENTS	25,000
SHINER PUBLIC LIBRARY 115 E. WOLTERS/SECOND STREET SHINER, TX 77984	UNRESTRICTED OPERATING FUNDS	1,000
SOUTHWEST SCHOOL OF ART 300 AUGUSTA SAN ANTONIO, TX 78205-1216	UNRESTRICTED OPERATING FUNDS	20,000
TEACH FOR AMERICA 4669 SOUTHWEST FREEWAY, SUITE 600 HOUSTON, TX 77027	UNRESTRICTED OPERATING FUNDS	5,000
TEXAS A&M UNIVERSITY DEVELOPMENT FOUNDATION TAMU 4461 COLLEGE STATION, TX 77843-4461	UNRESTRICTED OPERATING FUNDS	25,000

DICKSON-ALLEN FOUNDATION 74-6052983
YEAR ENDED DECEMBER 31, 2012

GRANTS AND CONTRIBUTIONS PAID IN 2012 - CONTINUED

<u>RECIPIENT NAME AND ADDRESS</u>	<u>PURPOSE OF CONTRIBUTION</u>	<u>AMOUNT</u>
TEXAS AGRICULTURAL EDUCATION & HERITAGE CENTER 390 CORDOVA ROAD SEGUIN, TX 78155	BUILDING RESTORATION	5,000
TEXAS BIOMEDICAL RESEARCH INSTITUTE P.O. BOX 760549 SAN ANTONIO, TX 78245-0549	UNRESTRICTED OPERATING FUNDS	25,000
TEXAS 4-H YOUTH DEVELOPMENT FOUNDATION 4180 STATE HIGHWAY 6 SOUTH COLLEGE STATION, TX 77845	STUDENT SCHOLARSHIPS	15,000
TEXAS HIGH SCHOOL RODEO ASSOCIATION P.O. BOX 409 TENAH, TX 75974	STUDENT SCHOLARSHIPS	6,000
TMI-THE EPISCOPAL SCHOOL OF TEXAS 20955 W. TEJAS TRAIL SAN ANTONIO, TX 78257	UNRESTRICTED OPERATING FUNDS	5000
UNIVERSITY OF HOUSTON - VICTORIA 3007 N. BEN WILSON VICTORIA, TX 77901	STUDENT SCHOLARSHIPS	25,000
UNIVERSITY OF TEXAS - SAN ANTONIO ONE UTSA CIRCLE SAN ANTONIO, TX 78249-0661	UNRESTRICTED OPERATING FUNDS	25,000
THE VICTORIA COLLEGE FOUNDATION 2300 E. RED RIVER VICTORIA, TX 77901	STUDENT SCHOLARSHIPS	10,000
WHARTON COUNTY 4-H PROGRAM 210 S. RUSK STREET WHARTON, TX 77488	UNRESTRICTED OPERATING FUNDS	2,500
WHARTON FFA CHAPTER 1 TIGER AVENUE WHARTON, TX 77488	UNRESTRICTED OPERATING FUNDS	2,500
THE WITTE MUSEUM 3801 BROADWAY SAN ANTONIO, TX 78209	UNRESTRICTED OPERATING FUNDS	250,000

DICKSON-ALLEN FOUNDATION 74-6052983
YEAR ENDED DECEMBER 31, 2012

GRANTS AND CONTRIBUTIONS PAID IN 2012 - CONTINUED

<u>RECIPIENT NAME AND ADDRESS</u>	<u>PURPOSE OF CONTRIBUTION</u>	<u>AMOUNT</u>
YES PREP PUBLIC SCHOOLS 6201 BONHOMME ROAD, SUITE 168-N HOUSTON, TX 77036	UNRESTRICTED OPERATING FUNDS	5,000
ZELDA L. ALLEN SCHOOL OF VOCATIONAL NURSING 1410 N. TEXANA STREET HALLETTSVILLE, TX 77964	UNRESTRICTED OPERATING FUNDS	20,000
TOTAL FOR 2012		\$ <u>1,708,460</u>

NONE OF THE ABOVE RECIPIENTS BEAR ANY RELATION TO ANY FOUNDATION
MANAGER, SUBSTANTIAL CONTRIBUTOR, OR ANY PERSON HAVING ANY INTEREST
IN THE ORGANIZATION.