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**Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation****2012**

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

For calendar year 2012, or tax year beginning , 2012, and endingPHARAOH C THOMPSON FOUNDATION
1400 N. MCCOLL ROAD, SUITE 201
MCALLEN, TX 78501**A** Employer identification number
74-6062450**B** Telephone number (see the instructions)
956-682-3181**C** If exemption application is pending, check here ☐**D 1** Foreign organizations, check here ☐**2** Foreign organizations meeting the 85% test, check here and attach computation ☐**E** If private foundation status was terminated under section 507(b)(1)(A), check here ☐**F** If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐**G** Check all that apply. ☐ Initial return ☐ Initial return of a former public charity
☐ Final return ☐ Amended return
☒ Address change ☐ Name change**H** Check type of organization ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation**I** Fair market value of all assets at end of year (from Part II, column (c), line 16)
\$ 640,243.
J Accounting method ☒ Cash ☐ Accrual
☐ Other (specify) (Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE	1 Contributions, gifts, grants, etc., received (att sch)				
	2 Ck <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	24.	24.	24.	
	4 Dividends and interest from securities	20,907.	20,907.	20,907.	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a	194,379.			
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit/(loss) (att sch)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	20,931.	20,931.	20,931.		
ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc	0.			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach sch) SEE ST 1	1,215.	607.		608.
	c Other prof.-fees (attach sch)				
	17 Interest				
	18 Taxes (attach schedule) (see instrs)				
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications	26.			26.
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses. Add lines 13 through 23	1,241.	607.		634.
	25 Contributions, gifts, grants paid PART XV	521,672.			521,672.
26 Total expenses and disbursements. Add lines 24 and 25	522,913.	607.	0.	522,306.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-501,982.				
b Net investment income (if negative, enter -0-)		20,324.			
c Adjusted net income (if negative, enter -0-)			20,931.		

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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		54,854.	6,561.	6,561.
	2	Savings and temporary cash investments		597,698.	333,937.	333,937.
	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 sch)				
		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 (attach schedule)				
	b	Investments — corporate stock (attach schedule) STATEMENT 2		240,592.	200,663.	299,745.
	c	Investments — corporate bonds (attach schedule)		150,000.		
	11	Investments — land, buildings, and equipment basis				
	Less accumulated depreciation (attach schedule)					
12	Investments — mortgage loans					
13	Investments — other (attach schedule)					
14	Land, buildings, and equipment basis					
	Less accumulated depreciation (attach schedule)					
15	Other assets (describe)					
16	Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I)		1,043,144.	541,161.	640,243.	
LIABILITIES	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, & 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.	
NET ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.			X		
	27	Capital stock, trust principal, or current funds		1,043,144.	541,161.	
	28	Paid-in or capital surplus, or land, building, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	Total net assets or fund balances (see instructions)		1,043,144.	541,161.	
31	Total liabilities and net assets/fund balances (see instructions)		1,043,144.	541,161.		

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	1,043,144.
2	Enter amount from Part I, line 27a	2	-501,982.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	541,162.
5	Decreases not included in line 2 (itemize) SEE STATEMENT 3	5	1.
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	541,161.

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 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a 150000 BANK OF AMERICA CORP 5.75%		P	6/24/10	6/28/12
b FHR 1628 KZ 06.2500 DUE 12/15/23		P	VARIOUS	12/31/12
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 150,000.		150,000.	0.
b 44,379.		44,379.	0.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			0.
b			0.
c			
d			
e			

2	Capital gain net income or (net capital loss)	<div><div>If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7</div></div>	2	0.
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 (column (b) divided by column (c))
2011	56,283.	1,169,128.	0.048141
2010	62,344.	1,177,393.	0.052951
2009	65,300.	1,194,072.	0.054687
2008	65,815.	1,214,347.	0.054198
2007	71,520.	1,183,405.	0.060436

2 Total of line 1, column (d)	2	0.270413
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	0.054083
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	1,068,437.
5 Multiply line 4 by line 3	5	57,784.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	203.
7 Add lines 5 and 6	7	57,987.
8 Enter qualifying distributions from Part XII, line 4	8	522,306.

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)

1 a 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 instrs)			
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		1	203.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	203.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	203.
6 Credits/Payments			
a 2012 estimated tax pmts and 2011 overpayment credited to 2012		6 a	1,063.
b Exempt foreign organizations — tax withheld at source		6 b	
c Tax paid with application for extension of time to file (Form 8868)		6 c	
d Backup withholding erroneously withheld		6 d	
7 Total credits and payments. Add lines 6a through 6d		7	1,063.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached		8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	0.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	860.
11 Enter the amount of line 10 to be. Credited to 2013 estimated tax 860. Refunded		11	0.

Part VII-A Statements Regarding Activities

	Yes	No
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?		X
1 b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		X
1 c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation \$ 0. (2) On foundation managers \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
4 b If 'Yes,' has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) N/A		
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 <i>General Instruction G</i> ? <i>If 'No,' attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

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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? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>CHARLES D. MUELLER</u> Telephone no <u>956-682-3181</u> Located at <u>1400 N. MCCOLL ROAD, SUITE 201 MCALLEN TX</u> ZIP + 4 <u>78501</u>			
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 <u>N/A</u>	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?	16	Yes	No
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If 'Yes,' enter the name of the foreign country			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
1 a 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 type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1 b	N/A
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?	1 c	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 <u>20__ , 20__ , 20__ , 20__</u>	<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)	2 b	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 <u>20__ , 20__ , 20__ , 20__</u>		
3 a 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)	3 b	N/A
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	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?	4 b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5 a** 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)?

5 b 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?N/A ☐ Yes ☐ No

If 'Yes,' attach the statement required by Regulations section 53.4945-5(d)

6 a 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?

6 b X

If 'Yes' to 6b, file Form 8870

7 a 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

7 b

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
CHARLES D. MUELLER 1400 N. MCCOLL ROAD, SUITE 201 MCALLEN, TX 78501	MANAGER 2.00	0.	0.	0.

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

0

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'

Part IX-A Summary of Direct Charitable Activities

Expenses

1 N/A

2

3

4

Amount

1

$$\overline{N/A}$$

2

All other program-related investments See instructions

3

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	1 a	391,531.
b Average of monthly cash balances	1 b	693,177.
c Fair market value of all other assets (see instructions)	1 c	
d Total (add lines 1a, b, and c)	1 d	1,084,708.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	1,084,708.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	16,271.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,068,437.
6 Minimum investment return. Enter 5% of line 5	6	53,422.

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	53,422.
2 a Tax on investment income for 2012 from Part VI, line 5	2 a	203.	
b Income tax for 2012 (This does not include the tax from Part VI)	2 b		
c Add lines 2a and 2b	2 c		203.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3		53,219.
4 Recoveries of amounts treated as qualifying distributions	4		
5 Add lines 3 and 4	5		53,219.
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		53,219.

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	1 a	522,306.
b Program-related investments — total from Part IX-B	1 b	
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)	3 a	
b Cash distribution test (attach the required schedule)	3 b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	522,306.
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	203.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	522,103.

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

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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				53,219.
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		0.		
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009	1,985.			
d From 2010	5,453.			
e From 2011				
f Total of lines 3a through e	7,438.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 522,306.				
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required — see instructions)		0.		
c Treated as distributions out of corpus (Election required — see instructions)	0.			
d Applied to 2012 distributable amount				53,219.
e Remaining amount distributed out of corpus	469,087.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	476,525.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount — see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount — see 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)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	476,525.			
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009	1,985.			
c Excess from 2010	5,453.			
d Excess from 2011				
e Excess from 2012	469,087.			

BAA

Form 990-PF (2012)

N/A

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

- (4) Gross investment income.**

[illegible]

1 Information Regarding Foundation Managers:

- NONE

- NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc, Programs:

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

- a** The name, address, and telephone number or e-mail of the person to whom applications should be addressed

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

- c Any submission deadlines

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

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year SEE STATEMENT 4				
Total			3 a	521,672.
b Approved for future payment				
Total			3 b	

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PHARAOH C THOMPSON FOUNDATION

74-6062450

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STATEMENT 1
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	\$ 1,215.	\$ 607.		\$ 608.
TOTAL	\$ 1,215.	\$ 607.	\$ 0.	\$ 608.

STATEMENT 2
FORM 990-PF, PART II, LINE 10B
INVESTMENTS - CORPORATE STOCKS

CORPORATE STOCKS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
UBS PACE GOVT SECURITIES FIXED INCOME	COST	\$ 74,207.	\$ 121,291.
FHR 1628- 6.25% BOND	COST	126,456.	178,454.
TOTAL		\$ 200,663.	\$ 299,745.

STATEMENT 3
FORM 990-PF, PART III, LINE 5
OTHER DECREASES

PRIOR INCOME TAX PENALTY		\$ 1.
TOTAL		\$ 1.

STATEMENT 4
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
TEEN CHALLENGE OF TEXAS P.O. BOX 239 ENGLEWOOD, CO 80151	NONE	ACTIVE	GENERAL FUNDING	\$ 1,000.
NEW LIFE MINISTRIES PO BOX 1018 LAGUNA BEACH, CA 92652	NONE	ACTIVE	GENERAL FUNDING	500.
FAMILY TALK 540 ELKTON DR., SUITE 201 COLORADO SPRINGS, CO 80907	NONE	ACTIVE	GENERAL FUNDING	500.
ALPINE CHAPEL HOME P.O. BOX 2701 TELLURIDE, CO 81435	NONE	ACTIVE	GENERAL FUNDING	1,500.

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STATEMENT 4 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
CAMPU KIVU 9658 COUNTY ROAD 501 BAYFIELD, CO 81122	NONE	ACTIVE	GENERAL FUNDING	\$ 500.
WORLD VISION P.O. BOX 70102 TACOMA, WA 98481	NONE	ACTIVE	GENERAL FUNDING	1,000.
BAYLOR UNIV- OFFICE OF UNIV DEVELOPMENT ONE BEAR PLACE #97050 WACO, TX 76798	NONE	ACTIVE	GENERAL FUNDING	500.
VANNIE E COOK JR CANCER FOUNDATION 101 WEST EXPY 83 MCALLEN, TX 78503	NONE	ACTIVE	GENERAL FUNDING	1,000.
AMERICAN RED CROSS HILL COUNTRY CH 333 EARL GARRETT ST KERRVILLE, TX 78028	NONE	ACTIVE	GENERAL FUNDING	1,500.
BREAD FOR THE WORLD 425 3RD STREET SW, STE 1200 WASHINGTON, DC 20024	NONE	ACTIVE	GENERAL FUNDING	1,000.
CROSSTIES ECUMENICAL CHURCH OF WACO PO BOX 324 WACO, TX 76703	NONE	ACTIVE	GENERAL FUNDING	4,000.
DOCTORS WITHOUT BORDERS 333 7TH AVENUE NEW YORK, NY 10001	NONE	ACTIVE	GENERAL FUNDING	1,000.
FIRST PRESBYTERIAN CHURCH 800 JEFFERSON ST KERRVILLE, TX 78028	NONE	ACTIVE	GENERAL FUNDING	2,000.
HABITAT FOR HUMANITY PO BOX 2140 KERRVILLE, TX 78029	NONE	ACTIVE	GENERAL FUNDING	500.
HILL COUNTRY ARTS FOUNDATION P.O. BOX 1169 INGRAM, TX 78025	NONE	ACTIVE	GENERAL FUNDING	500.

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PHARAOH C THOMPSON FOUNDATION

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STATEMENT 4 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
KERR ARTS & CULTURAL CENTER, INC P.O. BOX 293634 KERRVILLE, TX 78029	NONE	ACTIVE	GENERAL FUNDING	\$ 500.
LOG HILL MESA FIRE PROTECTION DISTRICT PO BOX 747 MONTROSE, CO 81402	NONE	ACTIVE	GENERAL FUNDING	1,000.
OURAY COUNTY PERFORMING ARTS GUILD PO BOX 14 OURAY, CO 81427	NONE	ACTIVE	GENERAL FUNDING	500.
ST. JOHN'S EPISCOPAL CHURCH, OURAY, CO PO BOX 563 OURAY, CO 81427	NONE	ACTIVE	GENERAL FUNDING	2,000.
TELLURIDE CHAMBER MUSIC FESTIVAL PO BOX 115 TELLURIDE, CO 81435	NONE	ACTIVE	GENERAL FUNDING	2,000.
TELLURIDE CHORAL SOCIETY 307 E COLORADO AVE TELLURIDE, CO 81435	NONE	ACTIVE	GENERAL FUNDING	500.
RIDGWAY CHAUTAUQUA SOCIETY INC PO BOX 236 RIDGWAY, CO 81432	NONE	ACTIVE	GENERAL FUNDING	3,000.
TELLURIDE FOUNDATION 620 MOUNTAIN VILLAGE BLVD TELLURIDE, CO 81435	NONE	ACTIVE	GENERAL FUNDING	3,000.
SHEEP MOUNTAIN ALLIANCE 2187 W. COLORADO AVE. TELLURIDE, CO 81435	NONE	ACTIVE	GENERAL FUNDING	4,000.
DZI FOUNDATION 565 SHERMAN ST RIDGWAY, CO 81432	NONE	ACTIVE	GENERAL FUNDING	4,000.
INTERLOCHEN CENTER FOR THE ARTS P.O. BOX 199 INTERLOCHEN, MI 49643	NONE	ACTIVE	GENERAL FUNDING	2,000.

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PHARAOH C THOMPSON FOUNDATION

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STATEMENT 4 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
PARTNERS IN HEALTH 3RD FLOOR 888 COMMON WEALTH AVE. BOSTON, MA 02215	NONE	ACTIVE	GENERAL FUNDING	\$ 2,000.
TELLURIDE NORDIC ASSOCIATION 500 E COLORADO AVE. TELLURIDE, CO 81435	NONE	ACTIVE	GENERAL FUNDING	1,000.
NATIONAL WWII MUSEUM 945 MAGAZINE STREET NEW ORLEANS, LA 70130	NONE	ACTIVE	GENERAL FUNDING	5,000.
ZETA TAU ALPHA FOUNDATION 3450 FOUNDERS RD INDIANAPOLIS, IN 46268	NONE	ACTIVE	GENERAL FUNDING	500.
CHRIST EPISCOPAL CHURCH 1430 N MOUND NACOGDOCHES, TX 75961	NONE	ACTIVE	GENERAL FUNDING	1,000.
RIDWAY COMMUNITY CHURCH P.O. BOX 322 685 W. SHERMAN RIDGWAY, CO 81432	NONE	ACTIVE	GENERAL FUNDING	1,500.
UNIVERSITY OF TEXAS PAN AMERICAN FDTN 1201 W. UNIVERSITY DRIVE ITT 1.210 EDINBURG , TX 78539	NONE	ACTIVE	GENERAL FUNDING	500.
WEEHAWKEN CREATIVE ARTS 630 N CORA ST RIDGWAY, CO 81432	NONE	ACTIVE	GENERAL FUNDING	500.
WRIGHT OPERA HOUSE 462 MAIN ST OURAY, CO 81427	NONE	ACTIVE	GENERAL FUNDING	500.
WESTERN COLORADO CONGRESS P.O. BOX 1931 GRAND JUNCTION, CO 81502	NONE	ACTIVE	GENERAL FUNDING	2,000.
JDC-AMERICAN JEWISH JOINT DISTRIBUTION 711 THIRD AVENUE NEW YORK, NY 10017	NONE	ACTIVE	GENERAL FUNDING	3,000.

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STATEMENT 4 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

<u>NAME AND ADDRESS</u>	<u>DONEE RELATIONSHIP</u>	<u>FOUND- ATION STATUS</u>	<u>PURPOSE OF GRANT</u>	<u>AMOUNT</u>
OURAY COUNTY SHERIFF'S DEPT. 541 4TH ST OURAY, CO 81427	NONE	ACTIVE	GENERAL FUNDING	\$ 500.
SEVEN CITIES FOUNDATION 314 S. 11TH ST. MCALLEN, TX 78501	NONE	ACTIVE	GENERAL FUNDING	464,172.
TOTAL \$				<u>521,672.</u>