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INTERNAL REVENUE SERVICE

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 CARL C ANDERSON AND MARIE JO ANDERSON CHARITABLE FOUNDATION		A Employer identification number 74-6078530
Number and street (or P.O. box number if mail is not delivered to street address) BANK OF AMERICA, N.A. P.O. BOX 831041	Room/suite	B Telephone number 800-357-7094
City or town, state, and ZIP code DALLAS, TX 75283-1041		C If exemption application is pending, check here <input type="checkbox"/>
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"/>
Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 75,574,585.	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))		(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				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		7.	7.		STATEMENT 1
4 Dividends and interest from securities		1,950,819.	1,950,819.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		1,648,595.			
b Gross sales price for all assets on line 6a 37,551,679.					
7 Capital gain net income (from Part IV, line 2)			1,648,595.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		1,508,116.	1,508,116.		STATEMENT 3
12 Total. Add lines 1 through 11		5,107,537.	5,107,537.		
13 Compensation of officers, directors, trustees, etc		687,928.	226,937.		460,991.
14 Other employee salaries and wages		133,048.	0.		133,048.
15 Pension plans, employee benefits		98,631.	0.		98,631.
16a Legal fees STMT 4		119.	0.		119.
b Accounting fees STMT 5		20,795.	0.		20,795.
c Other professional fees STMT 6		78,742.	78,742.		0.
17 Interest					
18 Taxes STMT 7		208,666.	40,157.		23,501.
19 Depreciation and depletion		1,213.	0.		
20 Occupancy		40,958.	0.		40,958.
21 Travel, conferences, and meetings		6,539.	0.		6,539.
22 Printing and publications					
23 Other expenses STMT 8		170,166.	110,212.		59,954.
24 Total operating and administrative expenses. Add lines 13 through 23		1,446,805.	456,048.		844,536.
25 Contributions, gifts, grants paid		978,000.			978,000.
26 Total expenses and disbursements. Add lines 24 and 25		2,424,805.	456,048.		1,822,536.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		2,682,732.			
b Net investment income (if negative, enter -0-)			4,651,489.		
c Adjusted net income (if negative, enter -0-)				N/A	

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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
Assets	1	Cash - non-interest-bearing		79,436.	64,406.	64,406.
	2	Savings and temporary cash investments		2,347,447.	2,386,029.	2,386,200.
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations	STMT 12	24,619,570.	0.	0.
	b	Investments - corporate stock	STMT 13	12,405,157.	38,419,568.	44,685,604.
	c	Investments - corporate bonds	STMT 14	18,846,720.	19,795,645.	20,186,372.
Liabilities	11	Investments - land, buildings, and equipment basis ▶				
		Less accumulated depreciation ▶				
	12	Investments - mortgage loans				
	13	Investments - other	STMT 15	403,377.	536,603.	8,247,614.
	14	Land, buildings, and equipment basis ▶	45,513.			
		Less accumulated depreciation	STMT 16 ▶	3,472.	2,259.	2,259.
	15	Other assets (describe ▶ SECURITY DEPOSIT)		2,130.	2,130.	2,130.
	16	Total assets (to be completed by all filers)		58,707,309.	61,206,640.	75,574,585.
	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶)				
Net Assets or Fund Balances	23	Total liabilities (add lines 17 through 22)		0.	0.	
		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		58,707,309.	61,206,640.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.	
Net Assets or Fund Balances	29	Retained earnings, accumulated income, endowment, or other funds		0.	0.	
	30	Total net assets or fund balances		58,707,309.	61,206,640.	
	31	Total liabilities and net assets/fund balances		58,707,309.	61,206,640.	

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	58,707,309.
2	Enter amount from Part I, line 27a	2	2,682,732.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 10	3	79,587.
4	Add lines 1, 2, and 3	4	61,469,628.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 11	5	262,988.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	61,206,640.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE ATTACHMENT	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 37,551,679.			1,648,595.
b			
c			
d			
e			

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) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			1,648,595.
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	1,648,595.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	{ }	3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	2,924,398.	64,129,766.	.045601
2010	3,735,499.	57,761,282.	.064671
2009	3,881,962.	53,183,299.	.072992
2008	4,783,120.	71,022,883.	.067346
2007	3,494,585.	84,584,980.	.041314

2 Total of line 1, column (d)	2	.291924
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	.058385
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	64,275,638.
5 Multiply line 4 by line 3	5	3,752,733.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	46,515.
7 Add lines 5 and 6	7	3,799,248.
8 Enter qualifying distributions from Part XII, line 4	8	1,822,536.

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	93,030.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input 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 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	93,030.
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	93,030.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a 90,000.		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c 30,000.		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	120,000.
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached		8	950.
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	26,020.
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <input type="checkbox"/> 26,020. Refunded <input 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
b 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
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. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input 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 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?		
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 type="checkbox"/> NM, 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? Website address ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>BRADFORD H. ROBB</u> Located at ► <u>114 W. 7TH STREET, SUITE 1200, AUSTIN, TX</u> Telephone no. ► <u>512-458-2285</u> ZIP+4 ► <u>78701</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 ► 15 <u>N/A</u>			
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 ► <input type="checkbox"/>	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 ► _____ <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.) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <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.) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

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

5a During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

 N/A
☒

5b

Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

 N/A ☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

6b

X

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

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

7b

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

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.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 17		687,928.	74,410.	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
CATHERINE SITTON - 114 WEST 7TH STREET, SUITE 1200, AUSTIN, TX 78701	GRANT MANAGER 40.00	61,254.	9,668.	0.
SHERRILL GERATY - 114 WEST 7TH STREET, SUITE 1200, AUSTIN, TX 78701	GRANT MANAGER 40.00	61,189.	9,668.	0.

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

0

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services

0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

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

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**CARL C ANDERSON AND MARIE JO ANDERSON
CHARITABLE FOUNDATION**
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	60,105,948.
b	Average of monthly cash balances	1b	2,345,418.
c	Fair market value of all other assets	1c	2,803,089.
d	Total (add lines 1a, b, and c)	1d	65,254,455.
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	65,254,455.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	978,817.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	64,275,638.
6	Minimum investment return. Enter 5% of line 5	6	3,213,782.

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	3,213,782.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	93,030.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	93,030.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	3,120,752.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	3,120,752.
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	3,120,752.

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	1,822,536.
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	1,822,536.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,822,536.

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.

**CARL C ANDERSON AND MARIE JO ANDERSON
CHARITABLE FOUNDATION**

Form 990-PF (2012)

74-6078530

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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				3,120,752.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			281,092.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: \$ 1,822,536.				
a Applied to 2011, but not more than line 2a			281,092.	
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				1,541,444.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		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 instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				1,579,308.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

N/A

- | | | |
|---------------|--|------------|
| 4942(i)(3) or | | 4942(i)(5) |
|---------------|--|------------|

- (4) Gross investment income**

[illegible]

CONTACT THE FOUNDATION OFFICE FOR CURRENT APPLICATION INFORMATION.

**CARL C ANDERSON AND MARIE JO ANDERSON
CHARITABLE FOUNDATION**

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
EASTER SEALS CENTRAL TEXAS 1611 HEADWAY CIRCLE AUSTIN, TX 78754		PUBLIC CHARITY	SLIDING FEE SCALE MEDICAL THERAPY SERVICES	5,000.
HOPE CENTER FOR EDMOND, INC. 1251 N. BROADWAY #A EDMOND, OK 73003		PUBLIC CHARITY	2012 BACKPACK PROGRAM	5,000.
CENTRAL TEXAS CHILDREN'S HOME 13200 CRANE ROAD BUDA, TX 78610		PUBLIC CHARITY	FOR GENERAL OPERATIONS	20,000.
FOSTER ANGELS OF CENTRAL TEXAS P.O. BOX 152575 AUSTIN, TX 78715		PUBLIC CHARITY	BASIC NEEDS FOR CHILDREN IN FOSTER CARE	5,000.
LABOR OF LOVE: THE ATHENS SAMARITANS P.O. BOX 350 ATHENS, TX 75751		PUBLIC CHARITY	FOR HOME REPAIRS FOR HANDICAPPED & THE INDIGENT ELDERLY	5,000.
Total	SEE CONTINUATION SHEET(S)			978,000.
b Approved for future payment				
NONE				
Total				0.


Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

- | | | | | | | | | | | | | | | | | | | | | | |
|--|--|--|------------|--------------|--|--------------|--|--------------|--|--------------|--|--------------|--|--------------|--|--------------|--|--------------|--|-----------|--|
| <p>1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?</p> <p>a Transfers from the reporting foundation to a noncharitable exempt organization of:</p> <p>(1) Cash</p> <p>(2) Other assets</p> <p>b Other transactions:</p> <p>(1) Sales of assets to a noncharitable exempt organization</p> <p>(2) Purchases of assets from a noncharitable exempt organization</p> <p>(3) Rental of facilities, equipment, or other assets</p> <p>(4) Reimbursement arrangements</p> <p>(5) Loans or loan guarantees</p> <p>(6) Performance of services or membership or fundraising solicitations</p> <p>c Sharing of facilities, equipment, mailing lists, other assets, or paid employees</p> <p>d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.</p> | <table border="1"> <tr> <td></td> <td>Yes</td> </tr> <tr> <td>1a(1)</td> <td></td> </tr> <tr> <td>1a(2)</td> <td></td> </tr> <tr> <td>1b(1)</td> <td></td> </tr> <tr> <td>1b(2)</td> <td></td> </tr> <tr> <td>1b(3)</td> <td></td> </tr> <tr> <td>1b(4)</td> <td></td> </tr> <tr> <td>1b(5)</td> <td></td> </tr> <tr> <td>1b(6)</td> <td></td> </tr> <tr> <td>1c</td> <td></td> </tr> </table> | | Yes | 1a(1) | | 1a(2) | | 1b(1) | | 1b(2) | | 1b(3) | | 1b(4) | | 1b(5) | | 1b(6) | | 1c | |
| | Yes | | | | | | | | | | | | | | | | | | | | |
| 1a(1) | | | | | | | | | | | | | | | | | | | | | |
| 1a(2) | | | | | | | | | | | | | | | | | | | | | |
| 1b(1) | | | | | | | | | | | | | | | | | | | | | |
| 1b(2) | | | | | | | | | | | | | | | | | | | | | |
| 1b(3) | | | | | | | | | | | | | | | | | | | | | |
| 1b(4) | | | | | | | | | | | | | | | | | | | | | |
| 1b(5) | | | | | | | | | | | | | | | | | | | | | |
| 1b(6) | | | | | | | | | | | | | | | | | | | | | |
| 1c | | | | | | | | | | | | | | | | | | | | | |

[illegible]

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

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.				May the IRS discuss this return with the preparer shown below (see instr.)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
	Signature of officer or trustee <u>Nina Z. Behan</u> NINA Z. BEHAN		Date <u>10-28-13</u> Title		TRUSTEE - BANK OF AMERICA, N.A.		
Paid Preparer Use Only	Print/Type preparer's name		Preparer's signature		Check <input type="checkbox"/> if self-employed		
	WILL WENMOHS				PTIN <u>P01430677</u>		
	Firm's name ▶ PMB HELIN DONOVAN, LLP					Firm's EIN ▶ 74-3001153	
	Firm's address ▶ 5918 W. COURTYARD DR. SUITE 500 AUSTIN, TX 78730					Phone no. 512-258-9670	

CARL C ANDERSON AND MARIE JO ANDERSON
CHARITABLE FOUNDATION

74-6078530

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
NEW MEXICO COMMUNITY FOUNDATION 502 WEST CORDOVA ROAD SANTA FE, NM 87505		PUBLIC CHARITY	FOR GENERAL SMALL GRANTS PROGRAM. LAND OF ENCHANTMENT EMERGENCY FUND.	10,000.
FORT SUMNER COMMUNITY DEVELOPMENT INC. 762 N 4TH STREET FORT SUMNER, NM 88119		PUBLIC CHARITY	HELPING HANDS FOR SENIOR CITIZENS	10,000.
FOR THE CHILDREN P.O. BOX 29346 AUSTIN, TX 78755		PUBLIC CHARITY	FOR SCHOOL SUPPLIES PROGRAM	1,000.
MAVERICK BOYS & GIRLS CLUB OF AMARILLO 1923 SOUTH LINCOLN STREET AMARILLO, TX 79109		PUBLIC CHARITY	FOR SCHOLARSHIP PROGRAM	10,000.
HUMBLE AREA ASSISTANCE MINISTRIES P.O. BOX 14051 HUMBLE, TX 77347		PUBLIC CHARITY	FOR BASIC NEEDS PROGRAMS FOR CHILDREN	5,000.
LA VIDA FELICIDAD 530 SUN RANCH VILLAGE ROAD LOS LUNAS, NM 87031		PUBLIC CHARITY	FOR HOMECARE/PERSONAL CARE PROGRAM	20,000.
SUNSHINE INDUSTRIES, INC. 500 PARK STREET SOUTHWEST ARDMORE, OK 73401		PUBLIC CHARITY	FOR SUNSHINE ADULT DAY SERVICES	15,000.
AUSTIN COMMUNITY FOUNDATION P.O. BOX 5159 AUSTIN, TX 78767		PUBLIC CHARITY	2012 SEASON FOR CARING PROJECT	1,500.
HORSIN AROUND THERAPEUTIC RIDING CENTER 1032 JOHN CARTER ROAD BLOOMINGDALE, GA 31302		PUBLIC CHARITY	GENERAL OPERATIONS	3,000.
UNIVERSITY OF TEXAS 1 UNIVERSITY STATION AUSTIN, TX 78712		PUBLIC CHARITY	ACELLULAR PERIPHERAL NERVE GRAFT AS A BRIDGE AFTER SPINAL CORD SURGERY	25,000.
Total from continuation sheets				938,000.

CARL C ANDERSON AND MARIE JO ANDERSON
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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
AUSTIN CHILDREN'S SHELTER 4800 MANOR ROAD AUSTIN, TX 78723		PUBLIC CHARITY	FOR HEALTHY KID'S PROGRAM	55,000.
AMERICAN RED CROSS OF CENTRAL OKLAHOMA 142 MONROE STREET NORTHEAST ALBUQUERQUE, NM 87108		PUBLIC CHARITY	2012 OK WILDLIFE EMERGENCY FUNDING	10,000.
THE CRISIS CENTER 577 EL LLANO ESPANOLA, NM 87532		PUBLIC CHARITY	CHILDREN & INFANTS PROGRAM AT ANGEL HOUSE	5,000.
JUNIOR LEAGUE OF AUSTIN 5416 PARKCREST SUITE 100 AUSTIN, TX 78731		PUBLIC CHARITY	MATCHING GRANT FOR HILLCREST F.I.T PROGRAM	50,000.
THERAPY PET PALS OF TEXAS, INC. 3930 BEE CAVE ROAD, SUITE C AUSTIN, TX 78746		PUBLIC CHARITY	GENERAL OPERATIONS	5,000.
EASTER SEALS OF GREATER HOUSTON 4500 BISSONNET SUITE 340 BELLAIRE, TX 77401		PUBLIC CHARITY	TOY/TECH PROGRAM.	10,000.
AUSTIN GROUPS FOR THE ELDERLY 3710 CEDAR STREET #155 AUSTIN, TX 78705		PUBLIC CHARITY	GENERAL OPERATIONS	10,000.
COMMUNITY PARTNERS OF DALLAS 1215 SKILES STREET DALLAS, TX 75204		PUBLIC CHARITY	ESSENTIAL NEEDS OF ABUSED/NEGLECTED CHILDREN (CHALLENGE GRANT)	10,000.
NORTHWEST ASSISTANCE MINISTRIES 1555 KUYKENDAHL ROAD HOUSTON, TX 77090		PUBLIC CHARITY	FUNDING FOR THE CHILDREN'S CLINIC	10,000.
SHARE YOUR CARE ADULT DAY SERVICES 2601 WYOMING BOULEVARD ALBUQUERQUE, NM 87112		PUBLIC CHARITY	ALIVIO CAREGIVER SUPPORT PROGRAM	15,000.
Total from continuation sheets				

CARL C ANDERSON AND MARIE JO ANDERSON
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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)				
Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
EASTERN OKLAHOMA DONATED DENTAL SERVICES 3741 SOUTH PEORIA AVENUE TULSA, OK 74105		PUBLIC CHARITY	FOR GENERAL OPERATIONS	20,000.
SAFEPLACE P.O. BOX 19454 AUSTIN, TX 78760		PUBLIC CHARITY	CELEBRATION OF FUNDRAISING EVENT (CHALLENGE GRANT)	15,000.
LIFE SENIOR SERVICES 5950 E. 31ST STREET TULSA, OK 74135		PUBLIC CHARITY	ADULT DAY SERVICES FOR LOW-INCOME SENIORS	15,000.
AUSTIN COMMUNITY FOUNDATION P.O. BOX 5159 AUSTIN, TX 78767		PUBLIC CHARITY	KIDS VISION FOR LIFE.	25,000.
GOOD SHEPHERD CENTER P.O. BOX 749 ALBUQUERQUE, NM 87103		PUBLIC CHARITY	FOR GENERAL OPERATIONS	40,000.
THE SALVATION ARMY - AUSTIN 501 E. 8TH STREET, P.O. BOX 1000 AUSTIN, TX 78767		PUBLIC CHARITY	FOR 2012 ANGEL TREE XMAS PROJECT	1,500.
DOWN HOME RANCH 20250 FM 619 ELGIN, TX 78621		PUBLIC CHARITY	FOR GENERAL OPERATIONS	25,000.
TOYS FOR TOTS - TULSA 1101 N. 6TH STREET BROKEN ARROW, OK 74012		PUBLIC CHARITY	FOR 2012 XMAS PROGRAM	1,000.
TOYS FOR TOTS - NM 400 WYOMING BLVD. NE ALBUQUERQUE, NM 87123		PUBLIC CHARITY	FOR 2012 XMAS PROGRAM	1,500.
TOYS FOR TOTS - OK 5316 SOUTH DOUGLAS BLVD OKLAHOMA CITY, OK 73150		PUBLIC CHARITY	FOR 2012 XMAS PROGRAM	1,000.
Total from continuation sheets				

CARL C ANDERSON AND MARIE JO ANDERSON
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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
TRAVIS COUNTY SHERIFF DEPT. P.O. BOX 207 AUSTIN, TX 78767		PUBLIC CHARITY	FOR 2012 CHRISTMAS PROGRAM	1,500.
BLUE SANTA - SAN MARCOS 630 E. HOPKINS SAN MARCOS, TX 78666		PUBLIC CHARITY	FOR 2012 BLUE SANTA PROGRAM	1,500.
PB&J FAMILY SERVICES 1101 LOPEZ ROAD SOUTHWEST ALBUQUERQUE, NM 87105		PUBLIC CHARITY	FOR THERAPEUTIC PRESCHOOL PROGRAM	15,000.
ALBUQUERQUE HEALTH CARE FOR THE HOMELESS, INC. P.O. BOX 25445 ALBUQUERQUE, NM 87125		PUBLIC CHARITY	FOR CON NINOS PROGRAM	10,000.
HILL COUNTRY FAITH MINISTRIES 1401 DAVIS LANE SAN MARCOS, TX 78666		PUBLIC CHARITY	EVENT BENEFITING CASA, HAYS CALDWELL WOMEN'S SHELTER, HCCS YOUTH LEADERSHIP	3,000.
HILL COUNTRY DAILY BREAD MINISTRIES 140 INDUSTRIAL DRIVE BOERNE, TX 78006		PUBLIC CHARITY	FOR GENERAL OPERATIONS	5,000.
ARCA 11300 LOMAS NE ALBUQUERQUE, NM 87112		PUBLIC CHARITY	HEALTH AND WELLNESS PROGRAMS	5,000.
SPECIAL CARE, INC. 12201 N. WESTERN AVE. OKLAHOMA CITY, OK 73114		PUBLIC CHARITY	FOR GENERAL OPERATIONS	10,000.
MEALS ON WHEELS AND MORE 3227 E. 5TH STREET AUSTIN, TX 78702		PUBLIC CHARITY	FOR GENERAL OPERATIONS	25,000.
A NEW LEAF 2306 SOUTH 1ST PLACE BROKEN ARROW, OK 74012		PUBLIC CHARITY	AUTISM WORKS PROGRAM	10,000.
Total from continuation sheets				

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
ALTA MIRA SPECIALIZED FAMILY 1605 CARLISLE BLVD. NE ALBUQUERQUE, NM 87110		PUBLIC CHARITY	FOR GENERAL OPERATIONS	10,000.
BROWN SANTA - HAYS COUNTY P.O. BOX 1475 SAN MARCOS, TX 78667		PUBLIC CHARITY	FOR BROWN SANTA PROGRAM	1,500.
ALBUQUERQUE CHRISTIAN CHILDREN'S HOME, INC. 5700 WINTER HAVEN ROAD NW ALBUQUERQUE, NM 87120		PUBLIC CHARITY	MATCHING FUNDS, ANNUAL FUNDRAISER	15,000.
THE PROGRERIA RESEARCH FOUNDATION P.O. BOX 3453 PEABODY, MA 01961		PUBLIC CHARITY	MEDICAL RESEARCH	10,000.
NAVAJO MINISTRIES 2103 W MAIN ST FARMINGTON, NM 87401		PUBLIC CHARITY	FOUR CORNERS HOME FOR CHILDREN. FUNDRAISING EVENT (CHALLENGE GRANT).	10,000.
GUIDING EYES FOR THE BLIND 611 GRANITE SPRINGS ROAD YORKTOWN HEIGHTS, NY 10598		PUBLIC CHARITY	SUPPORT SERVICES FOR STUDENTS FROM TX, OK, AND/OR NM	5,000.
MOBILE ART PROGRAM 1503 W. 30TH ST. AUSTIN, TX 78703		PUBLIC CHARITY	ART ACTIVITIES TO SENIORS AND DISABLED ADULTS	3,000.
MAINSRING SCHOOLS 1100 W LIVE OAK ST AUSTIN, TX 78704		PUBLIC CHARITY	MEALS PROGRAM FOR CHILDREN	5,000.
ANGELO STATE UNIVERSITY 2601 W AVENUE N SAN ANGELO, TX 76903		PUBLIC CHARITY	SAN JACINTO CLINIC (TO PAY FOR SUPPLIES/ DIAGNOSTIC TESTING FOR MEDICALLY UNDESERVED CHILDREN)	5,000.
GREEN DOORS 1503 IH 35 SOUTH AUSTIN, TX 78741		PUBLIC CHARITY	SUPPORT SERVICES	5,000.
Total from continuation sheets				

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
TDA SMILES FOUNDATION 1946 S IH 35, SUITE 400 AUSTIN, TX 78704		PUBLIC CHARITY	TXDDS PROGRAM FOR ADULTS OVER 65 OR LIVING WITH PERMANENT DISABILITY	5,000.
NEW MEXICO MINING MUSEUM 100 IRON AVE GRANTS, NM 87020		PUBLIC CHARITY	2012 GIFT FOR GENERAL OPERATIONS	1,000.
THE ABILITY CENTER FOR INDEPENDENT LIVING 715 E. IDAHO AVE BLDG 3E LAS CRUCES, NM 88001		PUBLIC CHARITY	PROJECT FOOD SECURITY	10,000.
CAPITAL AREA FOOD BANK OF TEXAS 8201 S CONGRESS AVE AUSTIN, TX 78745		PUBLIC CHARITY	MATCHING GIFT CHALLENGE - FOOD FOR FAMILIES	5,000.
BOYS AND GIRLS CLUB OF AUSTIN 5407 NORTH IH-35, SUITE 400 AUSTIN, TX 78723		PUBLIC CHARITY	ESSENTIAL NEED SUPPLIES FOR LOW INCOME YOUTH (FOOD, CLOTHING, SCHOOL SUPPLIES)	5,000.
EAST TEXAS FOOD BANK 3201 ROBERTSON RD TYLER, TX 75701		PUBLIC CHARITY	WEEKEND BACKPACK FOOD PROGRAM FOR CHILDREN AND SENIOR SERVINGS PROGRAM	20,000.
THE ROSE 12700 N. FEATHERWOOD, SUITE 260 HOUSTON, TX 77034		PUBLIC CHARITY	SCREENINGS TO 50 UNINSURED WOMEN	5,000.
HIGH PLAINS FOOD BANK 815 ROSS ST AMARILLO, TX 79102		PUBLIC CHARITY	KID'S CAFE	10,000.
GROW SFCC FOUNDATION 6401 RICHARDS AVE. SANTA FE, NM 87508		PUBLIC CHARITY	CAMPUS CUPBOARD (FEEDING STUDENT SUCCESS)	5,000.
CT CHURCH 9701 ALMEDA GENOA RD. HOUSTON, TX 77075		PUBLIC CHARITY	BACK TO SCHOOL, HEALTH FAIR 2012	3,000.
Total from continuation sheets				

CARL C ANDERSON AND MARIE JO ANDERSON
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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
PEOPLE'S COMMUNITY CLINIC 2909 N INTERSTATE 35 FRONTAGE RD AUSTIN, TX 78722		PUBLIC CHARITY	IMMUNIZATION/WELL-CHIL CHECK PROGRAMS (CHALLENGE GRANT)	25,000.
CARITAS OF WACO 3118 FRANKLIN AVE WACO, TX 76710		PUBLIC CHARITY	ACQUISITION OF FOOD	5,000.
ROCKWALL COUNTY COMMITTEE ON MEALS ON WHEELS PROGRAM 950 WILLIAMS ST BLD C STE 200 ROCKWALL, TX 75087		PUBLIC CHARITY	MEALS ON WHEELS PROGRAM	5,000.
SUSTAINABLE FOOD CENTER 2921 E 17TH ST BLDG C AUSTIN, TX 78702		PUBLIC CHARITY	DOUBLE VALUE COUPON PROGRAM	5,000.
TRAVIS AUDUBON 3710 CEDAR STREET AUSTIN, TX 78705		PUBLIC CHARITY	ACCESS RAMPS	2,000.
EL PASOANS FIGHTING HUNGER 9451 PLAZA CIRCLE EL PASO, TX 79927		PUBLIC CHARITY	GENERAL OPERATIONS / FOOD BANK	5,000.
LA FAMILIA MEDICAL CENTER 1035 ALTO STREET SANTA FE, NM 87501		PUBLIC CHARITY	HEALTHY CHILD, INITIATIVE (CHALLENGE)	10,000.
SAN ANTONIO LIGHTHOUSE 2305 ROOSEVELT AVE SAN ANTONIO, TX 78210		PUBLIC CHARITY	SENIOR PROGRAM	10,000.
COMMUNITY SERVICES INC 2150 W 18TH STREET #300 HOUSTON, TX 77008		PUBLIC CHARITY	REPAIRS TO DELIVERY VAN FOR SENIOR MEAL DELIVERY PROGRAM	2,000.
DIVINE REDEEMER 407 N CALAVERAS SAN ANTONIO, TX 78207		PUBLIC CHARITY	MEYO PROGRAM	2,000.
Total from continuation sheets				

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
BOY SCOUTS OF AMERICA 1325 W. WALNUT HILL LANE IRVING, TX 75015		PUBLIC CHARITY	PROGRAMS FOR YOUTHS WITH DISABILITIES IN HOUSTON AREA	1,500.
COMMUNITY FOUNDATION OF VIETNAM VETERANS OF AMERICA VFW POST 856, 406 E. ALPINE RD AUSTIN, TX 78704		PUBLIC CHARITY	TRANSPORTATION OF DISABLED VETS	5,000.
CHRISTINA KENT EARLY CHILDHOOD CENTER 423 3RD ST SW ALBUQUERQUE, NM 87102		PUBLIC CHARITY	EARLY CHILDHOOD CENTER FOR UNDESERVED CHILDREN	5,000.
BETH SHALOM MINISTRIES 2828 NEPTUNE AVENUE BROOKLYN, NY 11224		PUBLIC CHARITY	BETHLEHEM PROJECT	2,000.
GETHSEMANE LUTHERAN CHURCH 200 WEST ANDERSON LANE AUSTIN, TX 78752		PUBLIC CHARITY	CHILDREN'S AND SENIOR'S PROGRAM	20,000.
DOMESTIC VIOLENCE INTERVENTION EMERGENCY SHELTER 4300 S. HARVARD AVE. TULSA, OK 74135		PUBLIC CHARITY	BASIC NEEDS OF CHILDREN	2,000.
THE ARC OF KATY P.O. BOX 6133 KATY, TX 77491		PUBLIC CHARITY	DAY PROGRAM FOR INDIVIDUALS WITH INTELLECTUAL AND DEV DISABILITIES	3,000.
AUSTIN GERIATRIC CENTER DBA 603 W 13TH ST AUSTIN, TX 78701		PUBLIC CHARITY	SOCIAL SERVICES AT RBJ CENTER - GENERAL OPERATIONS	10,000.
OPERATION BLUE SANTA - AUSTIN POLICE 715 8TH STREET AUSTIN, TX 78701		PUBLIC CHARITY	2012 CHRISTMAS PROGRAM	2,500.
CHILDREN'S MIRACLE NETWORK HOSPITAL 4900 MUELLER BLVD AUSTIN, TX 78723		PUBLIC CHARITY	ON BEHALF OF DELL CHILDREN'S HOSPITAL	5,000.
Total from continuation sheets				

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
LAUNCHABILITY 4350 SIGMA ROAD, SUITE 100 DALLAS, TX 75244		PUBLIC CHARITY	ECI PROGRAM	10,000.
METROPORT MEALS ON WHEELS 428 N HIGHWAY 377 ROANOKE, TX 76262		PUBLIC CHARITY	MEAL PROGRAM	10,000.
MEALS ON WHEELS OF METRO TULSA 12620 E 31ST ST TULSA, OK 74146		PUBLIC CHARITY	MEAL PROGRAM	10,000.
HOSPICE AUSTIN 4315 GUADALUPE STREET #300 AUSTIN, TX 78751		PUBLIC CHARITY	CHARITY CARE PROJECT	10,000.
LITTLE SISTERS OF THE POOR OF NEW MEXICO 1900 MARK AVE GALLUP, NM 87301		PUBLIC CHARITY	GENERAL OPERATIONS	5,000.
ODESSA RAPE CRISIS CENTER P.O BOX 7741 ODESSA, TX 79760		PUBLIC CHARITY	ANGEL HOUSE SHELTER	5,000.
GIRL SCOUTS OF CENTRAL TEXAS 901 AVENUE B BROWNWOOD, TX 76801		PUBLIC CHARITY	HANDICAPPED - ACCESSIBLE LIFT FOR CAMP TEXLAKE FACILITY	3,000.
RIO GRANDE FOOD PROJECT PO BOX 66498 ALBUQUERQUE, NM 87193		PUBLIC CHARITY	FOOD PURCHASE	5,000.
INFANT CRISIS SERVICES INC 4224 N LINCOLN BLVD OKLAHOMA CITY, OK 73105		PUBLIC CHARITY	FEED BABIES FUNDRAISING LUNCHEON (CHALLENGE GRANT)	15,000.
CAPTAIN HOPE'S KIDS 10555 NEWKIRK ST. DALLAS, TX 75220		PUBLIC CHARITY	CAPTAIN HOPE'S CLOSET/N TX DAY OF GIVING (CHALLENGE GRANT)	10,000.
Total from continuation sheets				

CARL C ANDERSON AND MARIE JO ANDERSON
CHARITABLE FOUNDATION

74-6078530

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
TAPING FOR THE BLIND INC. 3935 ESSEX LN. HOUSTON, TX 77027		PUBLIC CHARITY	RADIO READING PROGRAM	3,000.
THE ARC OF THE CAPITAL AREA 2818 SAN GABRIEL ST AUSTIN, TX 78705		PUBLIC CHARITY	ARC OF THE ARTS, CREATIVE ART PROGRAM FOR THOSE DISABILITIES	3,000.
VOICES FOR CHILDREN BLDG 3.220 HAVEN FOR HOPE WAY SAN ANTONIO, TX 78207		PUBLIC CHARITY	TECHNOLOGY PROJECT TO UPDATE COMPUTER NETWORK	1,000.
MIRACLE FLIGHTS FOR KIDS 2764 N. GREEN VALLEY PKWY, #115 GREEN VALLEY, NV 89014		PUBLIC CHARITY	FLIGHTS FOR UNDERPRIVILEGED CHILDREN	2,000.
I CAN STILL SHINE 729 GRAPEWINE HWY HURST, TX 76054		PUBLIC CHARITY	CHILDREN'S PROGRAM (FOOD, CLOTHING, SCHOOL SUPPLIES, MEDICAL, ETC.)	2,000.
ENCHANTMENT LEGACY INC. 514 WILLIAMS AVE. ESTANCIA, NM 87016		PUBLIC CHARITY	PROGRAM OPERATIONS	5,000.
DALLAS COMMUNITY LIGHTHOUSE PO BOX 495787 GARLAND, TX 75049		PUBLIC CHARITY	KID'S CAMPUS TUTORING PROGRAM	5,000.
LIFEWORKS 3700 S 1ST ST AUSTIN, TX 78704		PUBLIC CHARITY	PROJECT HOLIDAY HELP	2,000.
LIFEROOTS 1111 MENAUL BLVD NE ALBUQUERQUE, NM 87107		PUBLIC CHARITY	R RAGER DISCRETIONARY GRANT - FOR GENERAL OPERATIONS	10,000.
DAUGHTERS OF CHARITY OF CANOSSA 5625 ISLETA BLVD. SW ALBUQUERQUE, NM 87105		PUBLIC CHARITY	CASA ANGELICA OPERATIONS	20,000.
Total from continuation sheets				

74-6078530

3 Grants and Contributions Paid During the Year (Continuation)

223631
05-01-12

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

<u>SOURCE</u>	<u>AMOUNT</u>
INTEREST INCOME- BANK OF AMERICA DDA	7.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	7.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

<u>SOURCE</u>	<u>GROSS AMOUNT</u>	<u>CAPITAL GAINS DIVIDENDS</u>	<u>COLUMN (A) AMOUNT</u>
ACCRUED MARKET DISCOUNT INTEREST	2,785.	0.	2,785.
DIVIDEND INCOME- BANK OF AMERICA	1,220,150.	0.	1,220,150.
INTEREST INCOME- BANK OF AMERICA	727,884.	0.	727,884.
TOTAL TO FM 990-PF, PART I, LN 4	1,950,819.	0.	1,950,819.

FORM 990-PF OTHER INCOME STATEMENT 3

<u>DESCRIPTION</u>	<u>(A) REVENUE PER BOOKS</u>	<u>(B) NET INVEST- MENT INCOME</u>	<u>(C) ADJUSTED NET INCOME</u>
OIL & GAS ROYALTY INCOME	1,510,952.	1,510,952.	
ORDINARY LOSS - SEC. 988	-2,843.	-2,843.	
PARTNERSHIP - INTEREST INCOME	7.	7.	
TOTAL TO FORM 990-PF, PART I, LINE 11	1,508,116.	1,508,116.	

FORM 990-PF LEGAL FEES STATEMENT 4

<u>DESCRIPTION</u>	<u>(A) EXPENSES PER BOOKS</u>	<u>(B) NET INVEST- MENT INCOME</u>	<u>(C) ADJUSTED NET INCOME</u>	<u>(D) CHARITABLE PURPOSES</u>
LEGAL FEES	119.	0.		119.
TO FM 990-PF, PG 1, LN 16A	119.	0.		119.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX REVIEW FEE - BOA	3,300.	0.		3,300.
PAYROLL FEES	5,295.	0.		5,295.
ACCOUNTING - PMB HELIN DONOVAN LLP	12,200.	0.		12,200.
TO FORM 990-PF, PG 1, LN 16B	20,795.	0.		20,795.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OIL AND GAS MANAGEMENT FEES - BOA	78,742.	78,742.		0.
TO FORM 990-PF, PG 1, LN 16C	78,742.	78,742.		0.

FORM 990-PF	TAXES	STATEMENT	7
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	17,362.	17,362.		0.
FOREIGN TAXES ON QUALIFIED	18,285.	18,285.		0.
FOREIGN TAXES ON NON-QUALIFIED	4,510.	4,510.		0.
EMPLOYER FICA/MEDICARE	22,442.	0.		22,442.
EXCISE TAX	145,008.	0.		0.
PROPERTY TAXES	1,059.	0.		1,059.
TO FORM 990-PF, PG 1, LN 18	208,666.	40,157.		23,501.

FORM 990-PF	OTHER EXPENSES		STATEMENT	8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
WEBSITE CONTRACT/ MAINT.	7,785.	0.		7,785.
INSURANCE EXPENSE	10,529.	0.		10,529.
OFFICE EXPENSE	8,952.	0.		8,952.
ASSOCIATION MEMBERSHIP FEES	1,140.	0.		1,140.
OTHER INVESTMENT FEES	4,733.	4,733.		0.
SOFTWARE EXPENSE	5,368.	0.		5,368.
MOVING EXPENSE	2,601.	0.		2,601.
ADVISORY FEES - INVESTMENT	79,547.	79,547.		0.
CAPACITY BUILDING	15,000.	0.		15,000.
FIXED ASSET REPLACEMENT	3,078.	0.		3,078.
BUSINESS DEVELOPMENT	2,445.	0.		2,445.
OTHER MISC. EXP	3,056.	0.		3,056.
PARTNERSHIP - PORTFOLIO DEDUCTIONS	25,932.	25,932.		0.
TO FORM 990-PF, PG 1, LN 23	170,166.	110,212.		59,954.

FOOTNOTES

STATEMENT 9

FORM 990-PF - PART VIII, LINE 1(B) -
AVERAGE HOURS PER WEEK DEVOTED TO POSITION:

THE COMPENSATION SHOWN ON THE RETURN THAT IS PAID TO BANK OF AMERICA, N.A. AS A CORPORATE TRUSTEE IS NOT CALCULATED BASED UPON AN HOURLY RATE FOR TIME SPENT BY THE TRUSTEE; RATHER, BANK OF AMERICA'S COMPENSATION AS CORPORATE TRUSTEE IS CALCULATED USING A MARKET VALUE FEE SCHEDULE. THE TRUST OFFICER'S TIME SPENT PERFORMING ADMINISTRATIVE RESPONSIBILITIES FOR THIS FOUNDATION AVERAGES ONE HOUR PER WEEK. IN ADDITION, TIME IS SPENT BY OTHER STAFF MEMBERS FOR RECORDKEEPING, INVESTMENT MANAGEMENT, INCOME COLLECTION, RENDERING STATEMENTS AND ACCOUNTINGS, REGULATORY REPORTING, REGULATORY COMPLIANCE, AND TAX SERVICES.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT 10
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DESCRIPTION	AMOUNT
TIMING - FACTORED INCOME - 2011	32,825.
YEAR-END SALES ADJUSTMENT - 2012	2,227.
PURCHASED ACCRUED INTEREST - 2011	1,038.
NONDIVIDEND DISTRIBUTION	9,180.
FOREIGN TAX RECLAIM ADJUSTMENT	1,985.
FACTORED ADJUSTMENT - DIGITAL RLTY	7.
PARTNERSHIP ADJUSTMENT - 1065 K-1	25,925.
TIMING - UNCLEARED CHECKS	6,400.
TOTAL TO FORM 990-PF, PART III, LINE 3	79,587.

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT 11
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DESCRIPTION	AMOUNT
TIMING - FACTORED INCOME - 2012	41,475.
YEAR-END SALES ADJUSTMENT - 2011	199,956.
PURCHASED ACCRUED INTEREST - 2012	6,070.
BASIS ADJUSTMENT - 2012 SALES	3,269.
COST BASIS ADJUSTMENT	11,830.
NET TIMING DIFFERENCE	388.
TOTAL TO FORM 990-PF, PART III, LINE 5	262,988.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT 12
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
U.S. GOVERNMENT SECURITIES	X		0.	0.
TOTAL U.S. GOVERNMENT OBLIGATIONS				
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			0.	0.

FORM 990-PF	CORPORATE STOCK	STATEMENT 13
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK	38,419,568.	44,685,604.
TOTAL TO FORM 990-PF, PART II, LINE 10B	38,419,568.	44,685,604.

FORM 990-PF	CORPORATE BONDS	STATEMENT 14
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	19,795,645.	20,186,372.
TOTAL TO FORM 990-PF, PART II, LINE 10C	19,795,645.	20,186,372.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 15
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
REAL ESTATE INVESTMENTS	COST	219,489.	257,246.
COMMODITIES	COST	17,113.	63,674.
PRIVATE EQUITY	COST	300,000.	371,732.
MINERAL INTERESTS	COST	1.	7,554,962.
TOTAL TO FORM 990-PF, PART II, LINE 13		536,603.	8,247,614.

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT	STATEMENT 16
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DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
BREAKROOM TABLE SE	317.	317.	0.
FILE CABINET	420.	420.	0.
FURNITURE & FIXTURES	5,684.	4,263.	1,421.
BIZ PHONE SYSTEM	2,093.	2,093.	0.
LANIER DIG LD122 C	5,092.	5,092.	0.
COMPUTER	4,738.	4,738.	0.
PRINTER	1,463.	1,463.	0.
COMPUTER	2,400.	2,040.	360.

OFFICE APPLIANCE	318.	239.	79.
COMPUTER	1,599.	1,200.	399.
DESK-SHERRILL	3,004.	3,004.	0.
DESK-CATE	3,222.	3,222.	0.
DESK-BRAD	3,649.	3,649.	0.
DESK-JENNIFER	3,145.	3,145.	0.
CONFERENCE TABLE	2,390.	2,390.	0.
LOVE SEAT-BRAD	1,750.	1,750.	0.
RECEPTION CHAIRS	2,630.	2,630.	0.
COMPUTER-BRAD	1,599.	1,599.	0.
TOTAL TO FM 990-PF, PART II, LN 14	45,513.	43,254.	2,259.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS STATEMENT 17
 TRUSTEES AND FOUNDATION MANAGERS

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
JENNIFER BIRD 114 W. 7TH STREET, SUITE 1200 AUSTIN, TX 78701	TRUSTEE/CHAIRMAN OF THE BO 30.00	61,582.	18,059.	0.
R. RUSSELL RAGER 114 W. 7TH STREET, SUITE 1200 AUSTIN, TX 78701	TRUSTEE 5.00	30,000.	0.	0.
CARL C. ANDERSON III 114 W. 7TH STREET, SUITE 1200 AUSTIN, TX 78701	TRUSTEE 5.00	5,663.	26,337.	0.
BRADFORD H. ROBB 114 W. 7TH STREET, SUITE 1200 AUSTIN, TX 78701	EXECUTIVE DIRECTOR 40.00	212,455.	30,014.	0.
BANK OF AMERICA, N.A. 901 MAIN ST, FL 19 DALLAS, TX 75202-3714	TRUSTEE 1.00	378,228.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		687,928.	74,410.	0.

990-PF

216261
05-01-12

FROM 01/01/2012
TO 12/31/2012

BANK OF AMERICA, NA
STATEMENT OF CAPITAL GAINS AND LOSSES
CARL C ANDERSON SR & MARIE JO ANDERSON
CHARITABLE FOUNDATION
TRUST YEAR ENDING 12/31/2012

PAGE 882

RUN 04/19/2013
08 27 02 PM

TAX PREPARER 873
TRUST ADMINISTRATOR 345
INVESTMENT OFFICER 92

LEGEND F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM	NC
928 0000 NXP SEMICONDUCTORS NV COM - N6596X109 - MINOR = 3162							
SOLD		01/19/2012	17770 20				
ACQ	928.0000	12/09/2011	17770 20	16462 44	SUB TRUST 033000694190		
					1307 76	ST	Y
41.0000 NXP SEMICONDUCTORS NV COM - N6596X109 - MINOR = 3162							
SOLD		01/19/2012	785 11		SUB TRUST 033000694190		
ACQ	41 0000	12/12/2011	785 11	692 90		92 21	ST Y
342 0000 NXP SEMICONDUCTORS NV COM - N6596X109 - MINOR = 3162							
SOLD		04/12/2012	8428 40		SUB TRUST 033001874957		
ACQ	342 0000	03/16/2012	8428 40	8950 89		-522 49	ST Y
113 0000 NXP SEMICONDUCTORS NV COM - N6596X109 - MINOR = 3162							
SOLD		04/12/2012	2784 82		SUB TRUST 033001874957		
ACQ	113 0000	03/29/2012	2784 82	2978 50		-193 68	ST-W Y
113 0000 NXP SEMICONDUCTORS NV COM - N6596X109 - MINOR = 3162							
SOLD		04/19/2012	2720 43		SUB TRUST 033001874957		
ACQ	113 0000	03/02/2012	2720 43	3151 14		-430 71	ST Y
20 0000 NXP SEMICONDUCTORS NV COM - N6596X109 - MINOR = 3162							
SOLD		04/19/2012	481 49		SUB TRUST 033001874957		
ACQ	20 0000	03/16/2012	481 49	523 44		-41 95	ST Y
15 0000 SENSATA TECH HLDG NV COM - N7902X106 - MINOR = 3162							
SOLD		03/15/2012	520 94		SUB TRUST 033001874957		
ACQ	15 0000	11/28/2011	520 94	451.71		69 23	ST Y
44.0000 SENSATA TECH HLDG NV COM - N7902X106 - MINOR = 3162							
SOLD		03/15/2012	1528 09		SUB TRUST 033001874957		
ACQ	44 0000	11/16/2010	1528 09	1125 03		403 06	LT15 Y
99 0000 SENSATA TECH HLDG NV COM - N7902X106 - MINOR = 3162							
SOLD		05/11/2012	3068.93		SUB TRUST 033001874957		
ACQ	99 0000	11/16/2010	3068 93	2531 31		537 62	LT15 Y
275 0000 SENSATA TECH HLDG NV COM - N7902X106 - MINOR = 3162							
SOLD		05/24/2012	8567 08		SUB TRUST 033001874957		
ACQ	275 0000	11/16/2010	8567 08	7031 42		1535 66	LT15 Y
173 0000 YANDEX NV COM - N97284108 - MINOR = 3162							
SOLD		08/09/2012	3631 67		SUB TRUST 033001960228		
ACQ	173.0000	06/02/2011	3631.67	5708 00		-2076 33	LT15 Y
91.0000 YANDEX NV COM - N97284108 - MINOR = 3162							
SOLD		08/09/2012	1910 30		SUB TRUST 033001960228		
ACQ	91 0000	06/15/2011	1910 30	2757 11		-846 81	LT15 Y
90.0000 AVAGO TECHNOLOGIES LTD COM - Y0486S104 - MINOR = 3162							
SOLD		03/15/2012	3361 43		SUB TRUST 033001874957		
ACQ	90 0000	03/01/2012	3361 43	3365 93		-4 50	ST Y
2 0000 AVAGO TECHNOLOGIES LTD COM - Y0486S104 - MINOR = 3162							
SOLD		03/15/2012	74.70		SUB TRUST 033001874957		
ACQ	2 0000	06/07/2011	74 70	68 50		6 20	ST Y
115 0000 AVAGO TECHNOLOGIES LTD COM - Y0486S104 - MINOR = 3162							
SOLD		04/12/2012	4393 26		SUB TRUST 033001874957		
ACQ	115 0000	06/07/2011	4393 26	3938 75		454 51	ST Y
133 0000 AVAGO TECHNOLOGIES LTD COM - Y0486S104 - MINOR = 3162							
SOLD		05/11/2012	4093 63		SUB TRUST 033001874957		
ACQ	133 0000	06/07/2011	4093 63	4555.25		-461 62	ST Y
117.0000 AVAGO TECHNOLOGIES LTD COM - Y0486S104 - MINOR = 3162							
SOLD		08/09/2012	4377.57		SUB TRUST 033001874957		
ACQ	117 0000	06/07/2011	4377 57	4007 25		370 32	LT15 Y
15.0000 AVAGO TECHNOLOGIES LTD COM - Y0486S104 - MINOR = 3162							
SOLD		08/09/2012	561 23		SUB TRUST 033001874957		
ACQ	15.0000	10/06/2011	561 23	492 84		68 39	ST Y
15 0000 AVAGO TECHNOLOGIES LTD COM - Y0486S104 - MINOR = 3162							
SOLD		08/09/2012	561 22		SUB TRUST 033001874957		
ACQ	15 0000	08/05/2011	561 22	461 54		99 68	LT15 Y
148 0000 AVAGO TECHNOLOGIES LTD COM - Y0486S104 - MINOR = 3162							
SOLD		09/07/2012	5377 76		SUB TRUST 033001874957		
ACQ	148.0000	08/05/2011	5377.76	4553 84		823 92	LT15 Y
23 0000 AVAGO TECHNOLOGIES LTD COM - Y0486S104 - MINOR = 3162							
SOLD		09/07/2012	835 73		SUB TRUST 033001874957		
ACQ	23 0000	11/29/2011	835 73	669 02		166.71	ST Y
147 0000 AVAGO TECHNOLOGIES LTD COM - Y0486S104 - MINOR = 3162							
SOLD		09/07/2012	5341.42		SUB TRUST 033001874957		
ACQ	147 0000	08/23/2011	5341.42	4162 23		1179 19	LT15 Y
TOTALS			37551679.00	36018146 07			

SUMMARY OF CAPITAL GAINS/LOSSES

FEDERAL	SHORT TERM	LONG TERM 28%	LONG TERM 15%	ST WASH SALE	LT WASH SALE	1250 GAIN
NONCOVERED FROM ABOVE	377114 62	27948 42	1240451 10	-79043 13	-32938.08	0 00*
COVERED FROM ABOVE	0 00	0 00	0 00	0 00	0 00	0 00
COMMON TRUST FUND	0 00	0 00	0 00			82 86
CAPITAL GAIN DIVIDENDS	0 00	0.00	2997 89			
	377114 62	27948 42	1243448 99	-79043.13	-32938 08	82 86