



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012
Open to Public Inspection

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

Name of foundation CH FOUNDATION INC		A Employer identification number 75-1534816	
Number and street (or P O box number if mail is not delivered to street address) PO BOX 94038		B Telephone number (see instructions) (806) 239-7963	
City or town, state, and ZIP code LUBBOCK, TX 794934038		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) <input checked="" type="checkbox"/> \$ 177,845,319	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	23,524	23,524		
	4 Dividends and interest from securities.	3,716,492	3,716,492		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	3,205,037			
	b Gross sales price for all assets on line 6a _____ 5,428,802				
	7 Capital gain net income (from Part IV, line 2)		3,205,037		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	<input checked="" type="checkbox"/> 8,855,078	8,855,078		
	12 Total. Add lines 1 through 11	15,800,131	15,800,131		
	13 Compensation of officers, directors, trustees, etc	146,100	14,610		131,490
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits	10,909	1,090		9,818
	16a Legal fees (attach schedule)	<input checked="" type="checkbox"/> 9,184	918		8,266
	b Accounting fees (attach schedule)	<input checked="" type="checkbox"/> 17,785	1,779		16,006
	c Other professional fees (attach schedule)	<input checked="" type="checkbox"/> 88,268	88,268		
	17 Interest	911	911		
	18 Taxes (attach schedule) (see instructions)	<input checked="" type="checkbox"/> 1,257,911	957,903		
	19 Depreciation (attach schedule) and depletion . . .	<input checked="" type="checkbox"/> 1,307,117	1,307,117		
	20 Occupancy	17,304	1,730		15,574
	21 Travel, conferences, and meetings	22,872	11,436		11,436
	22 Printing and publications				
	23 Other expenses (attach schedule)	<input checked="" type="checkbox"/> 59,935	43,143		16,792
	24 Total operating and administrative expenses. Add lines 13 through 23	2,938,296	2,428,905		209,382
	25 Contributions, gifts, grants paid	6,372,906			6,372,906
	26 Total expenses and disbursements. Add lines 24 and 25	9,311,202	2,428,905		6,582,288
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	6,488,929			
	b Net investment income (if negative, enter -0-)		13,371,226		
	c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	830,845	1,768,467	1,768,467
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	120,529,542	125,231,020	145,315,117
	c	Investments—corporate bonds (attach schedule).			
	11	Investments—land, buildings, and equipment basis ▶ 9,673,230 Less accumulated depreciation (attach schedule) ▶ 9,431,796	244,105	241,434	28,294,779
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
Liabilities	15	Other assets (describe ▶ _____)	307,339	2,466,956	2,466,956
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	121,911,831	129,707,877	177,845,319
	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
Net Assets or Fund Balances	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)		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			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	121,911,831	129,707,877	
	30	Total net assets or fund balances (see page 17 of the instructions)	121,911,831	129,707,877	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	121,911,831	129,707,877	

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	121,911,831
2	Enter amount from Part I, line 27a	2	6,488,929
3	Other increases not included in line 2 (itemize) ▶ _____	3	1,307,117
4	Add lines 1, 2, and 3	4	129,707,877
5	Decreases not included in line 2 (itemize) ▶ _____	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	129,707,877

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 Additional Data Table			
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	See Additional Data Table		
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) 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	See Additional Data Table		
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	3,205,037
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	7,176,745	160,995,666	0 044577
2010	6,985,656	142,929,333	0 048875
2009	6,509,143	125,185,355	0 051996
2008	7,779,085	134,596,291	0 057796
2007	7,482,385	140,747,030	0 053162

2	Total of line 1, column (d).	2	0 256406
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 051281
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	170,120,587
5	Multiply line 4 by line 3.	5	8,723,954
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	133,712
7	Add lines 5 and 6.	7	8,857,666
8	Enter qualifying distributions from Part XII, line 4. If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions	8	6,582,288

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

1a		Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1			
		Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	267,425
c		All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2		Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	
3		Add lines 1 and 2.		3	267,425
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5		Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	267,425
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	265,485	
b		Exempt foreign organizations—tax withheld at source	6b		
c		Tax paid with application for extension of time to file (Form 8868)	6c		
d		Backup withholding erroneously withheld	6d		
7		Total credits and payments Add lines 6a through 6d.		7	265,485
8		Enter any penalty for underpayment of estimated tax Check here <input checked="" 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	1,940
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	
11		Enter the amount of line 10 to be Credited to 2013 estimated tax	Refunded	11	

Part VII-AStatements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?			No
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file Form 1120-POL for this year?	1c		
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ _____ (2) On foundation managers \$ _____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		No
	If "Yes," attach a detailed description of the activities.			
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		No
	If "Yes," attach the statement required by General Instruction T.			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either			
	• By language in the governing instrument, or			
	• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) TX _____			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ▶WWW.CHFOUNDATIONLUBBOCK.COM				
14	The books are in care of ▶KAY SANFORD	Telephone no ▶(806) 792-0448		
	Located at ▶PO BOX 94038 LUBBOCK TX	ZIP +4 ▶79493		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ <input type="checkbox"/>			
	and enter the amount of tax-exempt interest received or accrued during the year ▶	15		
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country ▶				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <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 page 20 of the instructions)? . . . Organizations relying on a current notice regarding disaster assistance check here. ▶ <input type="checkbox"/>	1b		No
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		
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i>).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		No

Part VII-B

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

5a

During the year did the foundation pay or incur any amount to

(1)

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

Yes

No

(2)

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

Yes

No

(3)

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

Yes

No

(4)

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

Yes

No

(5)

Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

Yes

No

b

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

5b

Organizations relying on a current notice regarding disaster assistance check here.

c

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

Yes

No

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

6a

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

Yes

No

b

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

6b

No

If "Yes" to 6b, file Form 8870.

7a

At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

Yes

No

b

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

7b

Part VIII

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

1

List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Additional Data Table				

2

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

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

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

Part VIII

[illegible]

Part IX-A

Expenses

2

3

4

Part IX-B

Amount

1 N/A

2

All other program-related investments See page 24 of the instructions

3

Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	140,055,385
b	Average of monthly cash balances.	1b	3,538,413
c	Fair market value of all other assets (see instructions).	1c	29,117,458
d	Total (add lines 1a, b, and c).	1d	172,711,256
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	
3	Subtract line 2 from line 1d.	3	172,711,256
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	2,590,669
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	170,120,587
6	Minimum investment return. Enter 5% of line 5.	6	8,506,029

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	8,506,029
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	267,425
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	267,425
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	8,238,604
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	8,238,604
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	8,238,604

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	6,582,288
b	Program-related investments—total from Part IX-B.	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	6,582,288
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	6,582,288
Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years			

Part XIII

Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				8,238,604
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			2,015,278	
b Total for prior years 20__, 20__, 20__				
3 Excess distributions carryover, if any, to 2012				
a From 2007.				
b From 2008.				
c From 2009.				
d From 2010.				
e From 2011.				
f Total of lines 3a through e.				
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 6,582,288				
a Applied to 2011, but not more than line 2a			2,015,278	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2012 distributable amount.				4,567,010
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b.				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013.				3,671,594
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions). . .				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a.				
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. . . .				

Part XIV

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

1a

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

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years			(e) Total
		(a) 2012	(b) 2011	(c) 2010	(d) 2009	
b	85% of line 2a					
c	Qualifying distributions from Part XII, line 4 for each year listed					
d	Amounts included in line 2c not used directly for active conduct of exempt activities					
e	Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3	Complete 3a, b, or c for the alternative test relied upon					
a	"Assets" alternative test—enter					
	(1) Value of all assets					
	(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b	"Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . . .					
c	"Support" alternative test—enter					
	(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).					
	(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
	(3) Largest amount of support from an exempt organization					
	(4) Gross investment income					

Part XV

Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see instructions.)

1

Information Regarding Foundation Managers:

a

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

NA

b

List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NA

2

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

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

a

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

KAY SANFORD
P O BOX 94038
LUBBOCK, TX 79493
(806) 792-0448

b

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

GRANT REQUESTS SHOULD BE IN WRITING AND INCLUDE (1) A BRIEF BACKGROUND OF THE ORGANIZATION, (2) A DESCRIPTION OF THE PROPOSED PROJECT AND A CONCISE STATEMENT OF ITS OBJECTIVES AND GOALS, (3) AN EXPLANATION OF THE PROPOSED USE OF FUNDS, (4) A DETAILED BUDGET, OTHER SOURCES OF DOCUMENTS FROM INTERNAL REVENUE SERVICE SHOWING TAX EXEMPT STATUS, (5) A STATEMENT OF APPROVAL OF THE REQUEST SIGNED BY THE CHIEF ADMINISTRATOR AND THE CHAIRMAN OF THE BOARD AND THE NAME OF THE PRIMARY CONTACT PERSON FOR FOLLOW UP, (6) MOST RECENT FINANCIAL REPORT, AND (7) PLAN FOR SUSTAINING THE PROJECT AFTER GRANT FUNDS EXPIRE

c

Any submission deadlines

MAY 1ST OF EACH YEAR

d

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

GRANTS ARE GENERALLY RESTRICTED TO ORGANIZATIONS WHOSE SERVICES BENEFIT THE SOUTH PLAINS AREA OF TEXAS

Part XV

Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	6,372,906
b Approved for future payment				
Total			3b	

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a	_____					
b	_____					
c	_____					
d	_____					
e	_____					
f	_____					
g	Fees and contracts from government agencies					
2	Membership dues and assessments. . . .					
3	Interest on savings and temporary cash investments			14	23,524	
4	Dividends and interest from securities. . . .			14	3,716,492	
5	Net rental income or (loss) from real estate					
a	Debt-financed property.					
b	Not debt-financed property.					
6	Net rental income or (loss) from personal property					
7	Other investment income.			15	8,714,116	
8	Gain or (loss) from sales of assets other than inventory			18	3,203,445	1,592
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory. .					
11	Other revenue a See Additional Data Table					
b	_____					
c	_____					
d	_____					
e	_____					
12	Subtotal Add columns (b), (d), and (e). .				15,657,577	142,554
13	Total. Add line 12, columns (b), (d), and (e).			13		15,800,131

[illegible]

<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>		Yes	No
1a(1)			No
1a(2)			No
1b(1)			No
1b(2)			No
1b(3)			No
1b(4)			No
1b(5)			No
1b(6)			No
1c			No

[illegible]

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

b If "Yes," complete the following schedule

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

**Sign
Here**

**Paid
Preparer
Use Only**

<div> <div>Sign Here</div> <div> <div> <div>*****</div> <div>Signature of officer or trustee</div> </div> <div> <div>2013-06-19</div> <div>Date</div> </div> </div> </div>	<div> <div> <div>*****</div> <div>Title</div> </div> <div> <div>May the IRS discuss this return with the preparer shown below (see instr.)?</div> <div> <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No </div> </div> </div>				
<div> <div>Paid Preparer Use Only</div> </div>	<div>Print/Type preparer's name</div> <div>KEVIN G MCMAHON</div>	<div>Preparer's Signature</div> <div>KEVIN G MCMAHON</div>	<div>Date</div> <div>2013-06-28</div>	<div>Check if self-employed</div> <div><input checked="" type="checkbox"/></div>	<div>PTIN</div>
	<div> <div>Firm's name</div> <div>CARAWAY MCMAHON & COMPANY LLP</div> </div>			<div> <div>Firm's EIN</div> </div>	
	<div> <div>7822 ORLANDO AVE</div> <div>Firm's address</div> </div>			<div> <div>Phone no (806) 795-0470</div> </div>	
<div>LUBBOCK, TX 794231942</div>					

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
BLACKROCK EQUITY INDEX FUND B	P	2006-02-08	2012-02-29
BLACKROCK EQUITY INDEX FUND B	P	2006-02-08	2012-06-26
BLACKROCK EQUITY INDEX FUND B	P	2006-02-08	2012-08-24
BLACKROCK RUSSELL 2000 INDEX FUND B	P	2005-01-31	2012-02-29
BLACKROCK RUSSELL 2000 INDEX FUND B	P	2005-01-31	2012-06-26
BLACKROCK RUSSELL 2000 INDEX FUND B	P	2005-01-31	2012-08-24
BLACKROCK MID-CAP EQUITY INDEX FUND	P	2010-05-14	2012-02-29
BLACKROCK MID-CAP EQUITY INDEX FUND	P	2010-05-14	2012-06-26
BLACKROCK MID-CAP EQUITY INDEX FUND	P	2010-05-14	2012-08-24
POINTER OFFSHORE, LTD	P	2005-03-29	2012-12-31






Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
3,514		3,094	420
3,570		3,231	339
3,575		3,014	561
2,609		2,883	-274
2,872		3,347	-475
2,816		3,092	-276
2,100		1,634	466
2,165		1,809	356
2,136		1,661	475
2,200,000		2,200,000	

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			420
			339
			561
			-274
			-475
			-276
			466
			356
			475

Form 990PF Part VIII Line 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
DON GRAF  P O BOX 94038 LUBBOCK, TX 79493	EXEC DIRECTO 30 00	63,800	0	1,791
KAY SANFORD  9307 QUINTON AVENUE LUBBOCK, TX 79424	EXECUTIVE DI 30 00	78,800	0	3,402
KEVIN G MCMAHON  4011 88TH PLACE LUBBOCK, TX 79423	TREASURER 1 00	1,250	0	4,829
KATHY GILBREATH  4603 5TH STREET LUBBOCK, TX 79416	VICE PRESIDE 1 00	1,000	0	3,063
CAROL MCWHORTER  3019 21ST STREET LUBBOCK, TX 79410	TRUSTEE 1 00	1,250	0	645

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ACROSS THE STREET OUTREACH 2002 60TH STREET LUBBOCK, TX 79401	NONE	PAID	STAFF FOR SUMMER LUNCH PROGRAM	5,104
ALL SAINTS EPISCOPAL SCHOOL 3222 103RD STREET LUBBOCK, TX 79423	NONE	PAID	CONSTRUCTION-PATIROT LEARNING CENTER	100,000
AMERICAN CANCER SOCIETY 3513 10TH STREET LUBBOCK, TX 79415	NONE	PAID	3RD OF 3 YRS HOPE LODGE	100,000
AMERICAN WIND POWER CENTER 1701 CANYON LAKE DRIVE LUBBOCK, TX 79403	NONE	PAID	SUPPORT TOWARDS WINDWILL RESTORATION	68,500
ARCS FOUNDATION INC PO BOX 94206 LUBBOCK, TX 79493	NONE	PAID	SCHOLARSHIPS, TRAVEL TO ARCS LIGHT A	21,000
ASSIST HUMAN NEEDS 1218 14TH STREET LUBBOCK, TX 79401	NONE	PAID	UNMET CLIENT NEEDS	5,000
BALLET LUBBOCK 5702 GENOA AVENUE LUBBOCK, TX 79424	NONE	PAID	NUTCRACKER, CINDERELLA, MARLEY PERFO	100,885
BIG MAMA'S LEGACY 5724 14TH STREET LUBBOCK, TX 79416	NONE	PAID	SUPPORT TOWARDS WOUNDED SERVICE PERS	6,400
BOY SCOUTS - SP COUNCIL NO 30 BRIERCROFT OFFICE PK LUBBOCK, TX 79412	NONE	PAID	1ST OF 3 YEARS, SCOUTING IN TITLE ON	12,010
BROWNFIELD SENIOR CITIZENS CTR PO BOX 1021 BROWNFIELD, TX 79316	NONE	PAID	PURCHASE OF FOOD SUPPLIES FOR SENIOR	10,000
BUCKNER CHILDRENS' SERVICES 129 BRENTWOOD LUBBOCK, TX 79416	NONE	PAID	SUPPORT TOWARDS NEW WINDOWS TO MEET	43,610
CAPROCK AMBUCS PO BOX 93871 LUBBOCK, TX 79493	NONE	PAID	SUPPORT TOWARDS THERAPEUTIC TRICYCLE	5,000
CHARLES ADAMS STUDIO PROJECT 602 AVENUE J LUBBOCK, TX 79401	NONE	PAID	SUPPORT TOWARDS WELDING SCULPTURE ST	90,262
COLLEGE BASEBALL FOUNDATION 1517 TEXAS AVENUE LUBBOCK, TX 79401	NONE	PAID	OPERATING SUPPORT	50,000
COMMUNITY PARTNERS OF LUBBOCK 720 TEXAS AVENUE LUBBOCK, TX 79401	NONE	PAID	SUPPORT TOWARDS RAINBOW ROOM INVENTO	7,500

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
CONFERENCE OF SW FOUNDATIONS 624 N GOOD LATIMER EXP DALLAS,TX 75204	NONE	PAID	OPERATING SUPPORT	3,500
COURT APPOINTED SPECIAL ADVOCATES C NO 24 BRIERCROFT OFF PK LUBBOCK,TX 79412	NONE	PAID	CASA VOLUNTEER RECRUITMENT SPECIAL	24,678
COVENANT HEALTH SYSTEM FD 3623 22ND PLACE LUBBOCK,TX 79410	NONE	PAID	1ST OF 2 YEARS, CARDIAC CATHETERIZAT	203,289
EASY REQUINE 3531 152ND STREET LUBBOCK,TX 79423	NONE	PAID	SUPPORT TOWARDS HORSE RESCUE AND YOU	5,500
EARLY LEARNING CENTERS 1639 MAIN STREET LUBBOCK,TX 79401	NONE	PAID	CHILD CARE FOR WORKING PARENTS	125,000
ESTACADO CEMETERY PO BOX 238 LORENZO,TX 79343	NONE	PAID	OPERATING EXPENSES	2,180
FAMILY PROMISE OF LUBBOCK PO BOX 1258 LUBBOCK,TX 79408	NONE	PAID	PARTIAL SALARY AND BENEFITS FOR CASE	25,000
FLATLANDS DANCE THEATRE PO BOX 93001 LUBBOCK,TX 79493	NONE	PAID	PROFESSIONAL DANCE TROUPE - SUPPLIES	5,000
FRESH ANOINTING FAMILY LIFE MINISTR PO BOX 985 HALE CENTER,TX 79041	NONE	PAID	HALE CENTER - PROGRAMMING - HJF FUND	2,400
GIRL SCOUTS 2567 74TH STREET LUBBOCK,TX 79423	NONE	PAID	OPERATING SUPPORT	16,860
GOODWILL INDUSTRIES 715 28TH STREET LUBBOCK,TX 79404	NONE	PAID	BASIC ADVANCED COMPUTER TRAINING	117,453
GUADALUPE-PARKWAY CENTERS 405 N MLK JR BLVD LUBBOCK,TX 79403	NONE	PAID	SUMMER BLAST 2012, MADISON PARK HOUS	121,459
HIGHPOINT VILLAGE PO BOX 65674 LUBBOCK,TX 79464	NONE	PAID	SUPPORT TOWARDS OPERATING EXPENSES	114,603
I-20 WILDLIFE PRESERVE PO BOX 11250 MIDLAND,TX 79702	NONE	PAID	STAFF SALARIES, STUDENT STIPEND, PRO	2,500
LEGAL AID SOCIETY OF LUBBOCK 916 MAIN STE 103 LUBBOCK,TX 79401	NONE	PAID	ASSISTANCE WTH FULL-TIME PARALEGAL	25,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
LITERACY LUBBOCK 1306 9TH STREET LUBBOCK, TX 79401	NONE	PAID	SALARY BENEFITS-VOLUNTEER DIRECTOR	37,000
LLANO ESTACADO CLAY GUIDE 4907 17TH STREET LUBBOCK, TX 79401	NONE	PAID	SUPPORT TOWARDS MATERIALS TO BUILD A	4,000
LLANO ESTACADO SILVER STAR BOARD PO BOX 93457 LUBBOCK, TX 79453	NONE	PAID	EMERGENCY NEEDS OF ADULT PROTECTIVE	6,000
LUBBOCK AREA FOUNDATION 2509 80TH STREET LUBBOCK, TX 79423	NONE	PAID	FUNDING INFORMATION LIBRARY	48,500
LUBBOCK AREA UNITED WAY 1655 MAIN STE 101 LUBBOCK, TX 79401	NONE	PAID	ANNUAL CAMPAIGN	110,000
LUBBOCK AREA UNITED WAY 1655 MAIN STE 101 LUBBOCK, TX 79401	NONE	PAID	ANNUAL CAMPAIGN TO MEET COMMUNITY GO	5,000
LUBBOCK AREA UNITED WAY 1655 MAIN STE 101 LUBBOCK, TX 79401	NONE	PAID	2ND OF 5 YRS 2010-2014 OPERATING E	227,436
LUBBOCK ARTS FESTIVAL PO BOX 5092 LUBBOCK, TX 79408	NONE	PAID	34TH ANNUAL FESTIVAL APRIL 12-15, 20	47,000
LUBBOCK BOYS AND GIRLS CLUB PO BOX 94163 LUBBOCK, TX 79493	NONE	PAID	SUPPORT TOWARDS A PASSENGER VAN	30,000
LUBBOCK CENTRO AZTLANFOLKLORICO 6134 39TH STREET LUBBOCK, TX 79407	NONE	PAID	PROFESSIONAL MARIACHI CONCERT	8,000
LUBBOCK CHAMBER OF COMMERCE 1500 BROADWAY SUITE 101 LUBBOCK, TX 79401	NONE	PAID	SUPPORT FOR PERFORMING ARTS CENTER A	150,000
LUBBOCK CHILDREN'S HEALTH CLINIC PO BOX 12103 LUBBOCK, TX 79452	NONE	PAID	PARTIAL SALARIES ELECTRONIC HEALTH	79,619
LUBBOCK CHORALE 5815 82ND STE145 LUBBOCK, TX 79424	NONE	PAID	MASTERWORKS, ANNUAL HOLIDAY POPS, WE	20,000
LUBBOCK CHRISTIAN UNIVERSITY 5601 19TH STREET LUBBOCK, TX 79407	NONE	PAID	RENOVATION OF MOTOR POOL INTO ART CO	90,000
LUBBOCK COMMUNITY THEATRE 4232 BOSTON AVENUE LUBBOCK, TX 79413	NONE	PAID	GUEST ARTISTS, MARKETING, ASSISTANCE	31,650

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
LUBBOCK HABITAT FOR HUMANITY PO BOX 209 LUBBOCK,TX 79408	NONE	PAID	CONSTRUCTION OF HOME DURING "RAIDER	35,000
LISD ADVANCED PLACEMENT PROGRAM 1628 19TH STREET LUBBOCK,TX 79401	NONE	PAID	2ND OF 3 YRS ADVANCED PLACEMENT TRA	173,743
LUBBOCK LEMONADE DAY 4808 KNOXVILLE NO A LUBBOCK,TX 79413	NONE	PAID	SUPPORT TOWARDS BACKPACKS AND WORKBO	20,000
LUBBOCK MOONLIGHT MUSICALS PO BOX 93522 LUBBOCK,TX 79493	NONE	PAID	2012 SUMMER SEASON	136,000
LUBBOCK MOONLIGHT MUSICALS PO BOX 93522 LUBBOCK,TX 79493	NONE	PAID	DINNER THEATRE SEASON	10,000
LUBBOCK SYMPHONY ORCHESTRA 601 AVENUE K LUBBOCK,TX 79401	NONE	PAID	MASTERWORKS, EDUCATIONAL CONCERTS, C	120,000
MAKE A WISH FOUNDATION 4413 82ND STREET STE 203 LUBBOCK,TX 79424	NONE	PAID	SUPPORT TOWARDS PROGRAMMING	5,000
MORRIS SAFE HOUSE FOUNDATION 3240 NIGHTINGALE RD LUBBOCK,TX 79407	NONE	PAID	PRENTATIVE MEDICAL CARE FOR RESCUED	5,000
NATIONAL COWBOY SYMPOSIUM PO BOX 6638 LUBBOCK,TX 79493	NONE	PAID	23RD ANNUAL CELEBRATION - SEPT 8-10	23,906
NORTH AMERICA HOMBRES NOBLES PO BOX 98401 LUBBOCK,TX 79408	NONE	PAID	SUPPORT TOWARDS PROGRAMMING	10,000
PARENTING COTTAGE 3818 50TH STREET LUBBOCK,TX 79413	NONE	PAID	OPERATING SUPPORT	25,000
PEP HIGH SCHOOL PO BOX 394 LUBBOCK,TX 79493	NONE	PAID	UPDATED RED CROSS MATERIALS, 3 LAPTO	5,800
RANCHING HERITAGE ASSN PO BOX 43200 LUBBOCK,TX 79408	NONE	PAID	SUPPORT TOWARDS PUBLIC ART COLLECTIO	29,000
RECORDING LIBRARY OF WEST TEXAS 2012 WCUTHBERT MIDLAND,TX 79702	NONE	PAID	MIDLAND - GENERAL OPERATING EXPENSES	8,000
REFUGE SERVICES PO BOX 53684 LUBBOCK,TX 79453	NONE	PAID	EQUINE-ASSISTED PSYCHOTHERAPY SCHOLA	21,050


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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
RONALD MCDONALD HOUSE 3413 10TH STREET LUBBOCK,TX 79415	NONE	PAID	RENOVATION OF 2 BATH AREAS	20,000
SALVATION ARMY - LUBBOCK PO BOX 2785 LUBBOCK,TX 79408	NONE	PAID	1ST OF 3 YRS - RED SHIELD TRANSITIO	50,000
SCHOLARS INC 6102 PRIVATE RD 6470 LUBBOCK,TX 79416	NONE	PAID	LEADERSHIP PROGRAM FOR SUCCESSFUL "C	15,000
SCIENCE SPECTRUM 2579 S LOOP 289 STE 250 LUBBOCK,TX 79423	NONE	PAID	ASSIST W/ EXHIBIT, DA VIINCI-THE GEN	40,000
SILENT WINGS MUSEUM FD PO BOX 98066 LUBBOCK,TX 79490	NONE	PAID	VETERAN'S DAY, COLLECTIONS PRESERVAT	30,798
SOUTH PLAINS COLLEGE FD 1401 S COLLEGE LEVELLAND,TX 79336	NONE	PAID	INPACT SCHOLARSHIPS, TITLE V ENDOWME	60,000
SOUTH PLAINS COLLEGE FD 1401 S COLLEGE LEVELLAND,TX 79336	NONE	PAID	1ST OF 3 YEARS, RETAIN NURSING PROGR	81,050
SOUTH PLAINS FOOD BANK 4612 LOCUST AVENUE LUBBOCK,TX 79404	NONE	PAID	MOBILE PANTRY FOOD, JOHN DEERE TRACT	100,000
SOUTH PLAINS WILDLIFE REHABILITATIO 3308 95TH STREET LUBBOCK,TX 79423	NONE	PAID	SUPPORT EDUCATION TOWARDS WILDLIFE C	5,000
SPECIAL OLYMPICS TEXAS 1318 13TH STREET LUBBOCK,TX 79401	NONE	PAID	SUPPORT TOWARDS PROGRAMMING	15,000
SUPPORTERS OF THE FINE ARTS (SOFA) PO BOX 53005 LUBBOCK,TX 79453	NONE	PAID	EXHIBITS PROGRAMMING AT BUDDY HOLL	61,551
SUSAN G KOMEN FOR THE CURE 7412 UNIVERSITY STE 2 LUBBOCK,TX 79423	NONE	PAID	RACE FOR THE CURE	20,000
TEXAS 4H FOUNDATION PO BOX 11020 COLLEGE STATION,TX 77842	NONE	PAID	SUPPORT TOWARDS OPERATING EXPENSES	20,000
TEXAS RAMP PROJECT PO BOX 832065 RICHARDSON,TX 75083	NONE	PAID	SUPPORT TOWARDS CLIENTS IN LUBBOCK C	3,000
TEXAS TECH UNIVERSITY MUSEUM PO BOX 43191 LUBBOCK,TX 79408	NONE	PAID	SUPPORT DOCENT PROGRAM, TRAVELING EX	61,500

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
TEXAS TECH UNIVERSITY FOUNDATION PO BOX 41081 LUBBOCK,TX 79408	NONE	PAID	SUPPORT TOWARDS TIER 1 ADVANCEMENT A	2,019,918
TTUHSC PO BOX 6252 LUBBOCK,TX 79408	NONE	PAID	SUPPORT TOWARDS IVIS LUMINA II XR AN	100,000
THE KNOWLEDGE CENTER 5601 19TH STREET LUBBOCK,TX 79407	NONE	PAID	SUPPORT TOWARDS PROGRAMMING	12,450
TRINITY CHRISTIAN SCHOOLS 6701 UNIVERSITY LUBBOCK,TX 79413	NONE	PAID	SUPPORT TOWARDS FINE ART PROGRAMS	12,572
TX INTERSCHOLASTIC LEAGUE FD (TILF) PO BOX 8028 AUSTIN,TX 78713	NONE	PAID	SCHOLARSHIPS LUBBOCK, COCHRAN, HOCK	68,250
TX SCOTTISH RITE HOSPITAL FOR CHILD 2222 WELBORN STREET DALLAS,TX 75219	NONE	PAID	ASSIST W/ COSTS OF PAVLIK HARNESSES	15,000
UMC FOUNDATION PO BOX 5980 LUBBOCK,TX 79408	NONE	PAID	SUPPORT TOWARDS NEONATAL EQUIPMENT	50,000
UNDERWOOD CENTER FOR THE ARTS 511 AVENUE K LUBBOCK,TX 79401	NONE	PAID	1ST OF 2 YRS, NEW POSITION OF DEVELO	90,000
US GREEN BLDG COUNCILWEST TX PO BOX 94873 LUBBOCK,TX 79493	NONE	PAID	EXPENSES OF ANNUAL "SPRING	5,000
VOLUNTEER CENTER OF LUBBOCK 1706 23RD STE 201 LUBBOCK,TX 79411	NONE	PAID	LUBBOCK AREA YOUTH CONNECTION PROGRA	78,770
VOLUNTEER CENTER OF LUBBOCK 1706 23RD STE 201 LUBBOCK,TX 79411	NONE	PAID	RURAL YOUTH CONNECTION PROGRAMMING	67,250
VOLUNTEER SERVICES COUNCIL PO BOX 5396 LUBBOCK,TX 79408	NONE	PAID	SUPPORT TOWARDS EQUIPMENT NEEDS	35,000
WAYLAND BAPTIST UNIVERSITY 801 N QUAKER LUBBOCK,TX 79416	NONE	PAID	FURNITURE FOR LUBBOCK CAMPUS FRONT F	7,000
WEST TEXAS CHILDREN'S CHORUS PO BOX 93351 LUBBOCK,TX 79493	NONE	PAID	SUPPORT TOWARDS SCHOLARSHIPS AND FEE	2,400
WOMEN'S PROTECTIVE SERVICES PO BOX 54089 LUBBOCK,TX 79453	NONE	PAID	OPERATING SUPPORT, 27- COMPUTER NETWO	75,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
YWCA MAIN FACILITY 3101 35TH STREET LUBBOCK, TX 79413	NONE	PAID	RENOVATION OF EXTERIOR OF COMPLEX	210,000
Total  3a				6,372,906

Form 990PF Part XVI-A Line 11 - Other revenue:

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
11 Other revenue					
a Mallet Ranch - Crop Sales					16,642
b Mallet Ranch-Grass Leases					1,678
c Mallet Ranch-Damages					34,384
d Mallet Ranch-Surface Rental					15,191
e Mallet Ranch-Patronage Div					3,661
f Mallet Ranch - Crop Ins Pro					20,672
g Devitt-Jones Farm-Damages I					54
h Other Income					1,268
i 12B-1 Fees					47,412

TY 2012 Accounting Fees Schedule

Name: CH FOUNDATION INC

EIN: 75-1534816

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INDIRECT ACCOUNTING FEES	17,785	1,779		16,006

TY 2012 Compensation Explanation**Name:** CH FOUNDATION INC**EIN:** 75-1534816

Person Name	Explanation
DON GRAF	
KAY SANFORD	
KEVIN G MCMAHON	
KATHY GILBREATH	
CAROL MCWHORTER	

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

TY 2012 Depreciation Schedule

Name: CH FOUNDATION INC

EIN: 75-1534816

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
DEPRECIATION		8,088	8,088	MACRS SL CLASS LIFE	7 0000				

**TY 2012 Investments Corporate
Stock Schedule****Name:** CH FOUNDATION INC**EIN:** 75-1534816

Name of Stock	End of Year Book Value	End of Year Fair Market Value
US SMALL CAP VALUE PORTFOLIO	4,708,055	4,997,031
DFA INTL SMALL CAP VALUE PORTFOLIO	4,085,369	4,029,790
EMERGING MARKETS VALUE PORTFOLIO	8,305,189	8,379,595
PRIVATE ADVISORS STABLE VALUE FUND	4,500,000	5,993,786
WASHINGTON MUTUAL INVESTORS FD	7,341,203	8,457,784
PIMCO REAL RETURN FUND	7,005,814	7,622,360
PIMCO DIVERSIFIED INCOME FUND	6,591,633	7,340,430
POINTER OFFSHORE, LTD	2,300,000	6,526,286
EUROPACIFIC GROWTH FUND	12,867,906	15,930,536
BLACKROCK EQUITY INDEX FUND	27,106,205	30,475,437
BLACKROCK MID CAP INDEX FUND	9,989,577	11,546,612
BLACKROCK RUSSELL 2000 INDEX FUND	9,908,693	12,201,526
PIMMCO TOTAL RETURN FUND	16,893,034	17,353,959
FIDELITY REAL ESTATE HIGH INCOME FUN	3,628,342	4,459,985

TY 2012 Investments - Land Schedule**Name:** CH FOUNDATION INC**EIN:** 75-1534816

Category/ Item	Cost/Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
MALLET RANCH-LAND & IMPROVEMENTS	355,486	140,731	214,755	362,779
DEVITT JONES FARM-LAND & IMPROVEMENT	29,866	3,187	26,679	29,866
OFFICE EQUIPMENT	7,817	7,817		1,000
MINERAL INTERESTS	9,280,061	9,280,061		27,901,134

TY 2012 Legal Fees Schedule

Name: CH FOUNDATION INC

EIN: 75-1534816

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INDIRECT LEGAL FEES	9,184	918		8,266

TY 2012 Other Assets Schedule**Name:** CH FOUNDATION INC**EIN:** 75-1534816

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
ACCOUNTS RECEIVABLE-OIL RUNS	37,545	37,545	37,545
ACCOUNTS RECEIVABLE-SWEEP INCOME	1,387	1,387	1,387
INVESTMENT IN MALLET RANCH	254,576	215,166	215,166
INVESTMENT IN DEVITT-JONES FARM	13,831	12,858	12,858
ACCOUNTS RECEIVABLE-IN TRANSIT MONEY		2,200,000	2,200,000

TY 2012 Other Expenses Schedule

Name: CH FOUNDATION INC

EIN: 75-1534816

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
CONTRACT LABOR	4,024	402		3,622
INSURANCE	5,350	535		4,815
OFFICE SUPPLIES/EXPENSE	9,283	928		8,355
MALLET RANCH-RANCH SURVELLANC	36	36		
MALLET RANCH-PAYROLL	14,163	14,163		
MALLET RANCH - PAYROLL TAXES	1,114	1,114		
MALLET RANCH - PROFESSIONAL F	18,018	18,018		
MALLET RANCH-CHEMICALS	552	552		
MALLET RANCH - SUPPLIES	151	151		
MALLET RANCH-DUES AND SUBSCRI	26	26		
MALLET RANCH-TELEPHONE	41	41		
MALLET RANCH-AUTO EXPENSE	645	645		
MALLET RANCH-INSURANCE	1,411	1,411		
MALLET RANCH-MEALS	12	12		
MALLET RANCH-DEPRECIATION	2,604	2,604		
MALLET RANCH-MISCELLANEOUS	447	447		
MALLET RANCH - AREA PRODUCTIO	953	953		
DEVITT JONES FARM-INSURANCE	428	428		
DEVITT JONES FARM - PROFESSIO	599	599		
DEVITT JONES FARM-DEPRECIATIO	66	66		
DEVITT JONES FARM-MISCELLANEO	12	12		

TY 2012 Other Income Schedule**Name:** CH FOUNDATION INC**EIN:** 75-1534816

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
ROYALTIES	8,714,116	8,714,116	
MALLET RANCH - CROP SALES	16,642	16,642	
MALLET RANCH-GRASS LEASES	1,678	1,678	
MALLET RANCH-DAMAGES	34,384	34,384	
MALLET RANCH-SURFACE RENTALS	15,191	15,191	
MALLET RANCH-PATRONAGE DIV	3,661	3,661	
MALLET RANCH - CROP INS PRO	20,672	20,672	
DEVITT-JONES FARM-DAMAGES INC	54	54	
OTHER INCOME	1,268	1,268	
12B-1 FEES	47,412	47,412	

TY 2012 Other Increases Schedule

Name: CH FOUNDATION INC

EIN: 75-1534816

Description	Amount
PREFERENCE DEPLETION	1,307,117

TY 2012 Other Professional Fees Schedule**Name:** CH FOUNDATION INC**EIN:** 75-1534816

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OIL & GAS CONSULTING	11,851	11,851		
INVESTMENT FEES	34,098	34,098		
ADVISORY FEES	42,319	42,319		

TY 2012 Taxes Schedule**Name:** CH FOUNDATION INC**EIN:** 75-1534816

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXCISE TAXES	300,008			
OIL & GAS SEVERANCE TAXES	367,698	367,698		
PROPERTY TAXES	590,205	590,205		