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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

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation GUINN FOUNDATION, INC.		A Employer identification number 75-1735688
Number and street (or P.O. box number if mail is not delivered to street address) 1111 SEVENTH STREET	Room/suite	B Telephone number (940) 723-2104
City or town, state, and ZIP code WICHITA FALLS, TX 76301		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply. <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 5,760,942.	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		500,000.		N/A	
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		15.	15.		STATEMENT 1
4 Dividends and interest from securities		135,032.	135,032.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		19.			
b Gross sales price for all assets on line 6a 463.					
7 Capital gain net income (from Part IV, line 2)			19.		
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		<5,901.>	2.		STATEMENT 3
12 Total. Add lines 1 through 11		629,165.	135,068.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 4		650.	325.		325.
c Other professional fees					
17 Interest					
18 Taxes STMT 5		3,221.	0.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 6		123.	123.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		3,994.	448.		325.
25 Contributions, gifts, grants paid		238,600.			238,600.
26 Total expenses and disbursements. Add lines 24 and 25		242,594.	448.		238,925.
27 Subtract line 26 from line 12.		386,571.			
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)			134,620.		
c Adjusted net income (if negative, enter -0-)				N/A	

MAY 21 2013

Revenue

Operating and Administrative Expenses

X

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	168,444.	362,437.	362,437.
	2 Savings and temporary cash investments	405,616.	375,191.	375,191.
	3 Accounts receivable ▶ 540.			
	Less: allowance for doubtful accounts ▶	548.	540.	540.
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations			
	b Investments - corporate stock STMT 7	1,896,382.	2,128,857.	4,136,123.
	c Investments - corporate bonds STMT 8	3,354.	2,930.	2,747.
11 Investments - land, buildings, and equipment basis ▶				
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 9	853,752.	844,712.	883,904.	
14 Land, buildings, and equipment basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers)	3,328,096.	3,714,667.	5,760,942.	
Liabilities	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 ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.	
29 Retained earnings, accumulated income, endowment, or other funds	3,328,096.	3,714,667.		
30 Total net assets or fund balances	3,328,096.	3,714,667.		
31 Total liabilities and net assets/fund balances	3,328,096.	3,714,667.		

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	3,328,096.
2 Enter amount from Part I, line 27a	2	386,571.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	3,714,667.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,714,667.

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 BANK OF AMERICA FAIR FUND		P	VARIOUS	11/30/12
b FEDERAL HOME LOAN MORTGAGE		P	VARIOUS	12/31/12
c KRAFT FOODS		P	VARIOUS	10/01/12
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 8.			8.
b 423.		423.	0.
c 32.		21.	11.
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))
(l) 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			8.
b			0.
c			11.
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	19.
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	213,975.	4,796,556.	.044610
2010	193,278.	4,325,928.	.044679
2009	226,444.	4,149,410.	.054573
2008	189,903.	4,307,419.	.044087
2007	138,205.	3,854,825.	.035852

2 Total of line 1, column (d)	2	.223801
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	.044760
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	5,376,004.
5 Multiply line 4 by line 3	5	240,630.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,346.
7 Add lines 5 and 6	7	241,976.
8 Enter qualifying distributions from Part XII, line 4	8	238,925.

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	2,692.
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		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		3	2,692.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	2,692.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	2,160.	
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	2,160.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	532.	
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 <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation. <input 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.	2	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	3	X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	X
b If "Yes," has it filed a tax return on Form 990-T for this year? N/A	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5	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?	6	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.	7	X
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> TX		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	8b	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	9	X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10	X

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 ► N/A	13	X	
14	The books are in care of ► ALFRED B. GUINN Telephone no ► (940) 723-2104 Located at ► 1111 SEVENTH STREET, WICHITA FALLS, TX ZIP+4 ► 76301			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? 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 type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?		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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ►		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
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	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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?		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

5b

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

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

6b

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

7b

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ALFRED B. GUINN 1111 SEVENTH STREET WICHITA FALLS, TX 76301	PRESIDENT/TREASURER	0.00	0.	0.
A. PATRICK GUINN 2411 FARINGTON ROAD WICHITA FALLS, TX 76308	VICE-PRESIDENT/SECRETARY	0.00	0.	0.
MELISSA G. ROTHWELL 3218 SOUTHWESTERN DALLAS, TX 75225	VICE-PRESIDENT	0.00	0.	0.

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

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

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

0

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	4,801,484.
b	Average of monthly cash balances	1b	656,388.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	5,457,872.
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	5,457,872.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	81,868.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,376,004.
6	Minimum investment return. Enter 5% of line 5	6	268,800.

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	268,800.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	2,692.
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	2,692.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	266,108.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	266,108.
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	266,108.

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	238,925.
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	238,925.
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	238,925.

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				266,108.
2 Undistributed Income, if any, as of the end of 2012				
a Enter amount for 2011 only			237,246.	
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 ▶ \$ 238,925.				
a Applied to 2011, but not more than line 2a			237,246.	
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				1,679.
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				264,429.
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

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

- (4) Gross investment income**

[illegible]

N/A

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				
STATEMENT 990PF - 1	NONE	VARIOUS	VARIOUS	238,600.
Total			3a	238,600.
b Approved for future payment				
NONE				
Total			3b	0.

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No 1545-0047

2012

Name of the organization

Employer identification number

GUINN FOUNDATION, INC.

75-1735688

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization

Employer identification number

GUINN FOUNDATION, INC.

75-1735688

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	ALFRED B. GUINN 1111 SEVENTH STREET WICHITA FALLS, TX 76301	\$ 500,000.	Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization

Employer identification number

GUINN FOUNDATION, INC.

75-1735688

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

Name of organization

Employer identification number

GUINN FOUNDATION, INC.

75-1735688

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once.) ▶ \$

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

Schedule E**Publicly Traded Partnerships**

75-1735688

Name of Activity: WILLIAMS PARTNERS LP - ACTIVITY NO. 1

Activity net income
Activity net loss -5,903.
Prior year unallowed losses
Net income (loss) -5,903.

Total loss allowed from the PTP for 2012

Disallowed losses from this PTP 5,903.

Form or Schedule	Gain/Loss	Prior Year Carryover	Net Gain/Loss	Unallowed Loss	Allowed Loss
SCH E	-5,836.	0.	-5,836.	5,836.	
FORM 4797	-67.	0.	-67.	67.	
	-5,903.		-5,903.	5,903.	

Alternative Minimum Tax

Activity net income
Activity net loss -5,903.
Prior year unallowed losses
Net income (loss) -5,903.

Total loss allowed from the PTP for 2012

Disallowed losses from this PTP 5,903.

Alternative minimum tax adjustment

Form or Schedule	Gain/Loss	Prior Year Carryover	Net Gain/Loss	Unallowed Loss	Allowed Loss
SCH E	-5,836.	0.	-5,836.	5,836.	
FORM 4797	-67.	0.	-67.	67.	
	-5,903.		-5,903.	5,903.	

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

SOURCE	AMOUNT
MORGAN STANLEY AA MONEY MARKET TRUST	15.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	15.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BANK OF AMERICA	160.	0.	160.
BLACKROCK U.S. GOVERNMENT BOND FUND	5,724.	0.	5,724.
BP PLC ADR	3,960.	0.	3,960.
CONAGRA FOODS	970.	0.	970.
CONOCOPHILLIPS	8,580.	0.	8,580.
ENTERGY	1,853.	0.	1,853.
EXXON MOBIL	49,617.	0.	49,617.
FEDERAL HOME LOAN MORTGAGE FEDERATED GOVERNMENT INCOME FUND	198.	0.	198.
GENERAL ELECTRIC	10,988.	0.	10,988.
HONEYWELL INTERNATIONAL	5,440.	0.	5,440.
JOHNSON & JOHNSON	3,055.	0.	3,055.
KRAFT FOODS	2,400.	0.	2,400.
MERRILL LYNCH	2,320.	0.	2,320.
NOBLE DRILLING	3,560.	0.	3,560.
NOBLE ENERGY	795.	0.	795.
PHILLIPS 66	3,640.	0.	3,640.
ROYAL DUTCH PETROLEUM	450.	0.	450.
SEMPRA ENERGY	10,280.	0.	10,280.
SYSCO	3,427.	0.	3,427.
VERIZON COMMUNICATIONS	1,080.	0.	1,080.
VODAFONE GROUP PLC	6,045.	0.	6,045.
WESTWOOD HOLDINGS GROUP	8,422.	0.	8,422.
	2,068.	0.	2,068.
TOTAL TO FM 990-PF, PART I, LN 4	135,032.	0.	135,032.

FORM 990-PF	OTHER INCOME	STATEMENT	3
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
WILLIAMS PARTNERS LP	2.	2.	
WILLIAMS PARTNERS LP	<5,903.>	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	<5,901.>	2.	

FORM 990-PF	ACCOUNTING FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	650.	325.		325.
TO FORM 990-PF, PG 1, LN 16B	650.	325.		325.

FORM 990-PF	TAXES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT INCOME EXCISE TAXES	3,221.	0.		0.
TO FORM 990-PF, PG 1, LN 18	3,221.	0.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	123.	123.		0.
TO FORM 990-PF, PG 1, LN 23	123.	123.		0.

FORM 990-PF	CORPORATE STOCK	STATEMENT	7
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
BANK OF AMERICA	81,016.	46,440.
BP PLC ADR	96,047.	83,280.
CONAGRA FOOD	22,393.	29,500.
CONOCOPHILLIPS	199,454.	231,960.
ENTERGY	10,653.	35,573.
EXXON MOBIL	499,580.	1,969,878.
GENERAL ELECTRIC	200,057.	167,920.
HONEYWELL INTERNATIONAL	101,627.	126,940.
JOHNSON & JOHNSON	62,878.	70,100.
KRAFT FOODS GROUP	20,782.	30,283.
MERRILL LYNCH	50,000.	49,920.
NOBLE DRILLING	23,456.	51,046.
NOBLE ENERGY	42,626.	406,960.
ROYAL DUTCH PETROLEUM	249,584.	283,560.
SEMPRA ENERGY	59,809.	106,623.
SWS GROUP	80,100.	34,914.
SYSCO	28,853.	31,660.
VERIZON COMMUNICATIONS	104,571.	129,810.
VODAFONE GROUP PLC	111,566.	100,760.
WESTWOOD HOLDINGS GROUP	17,690.	44,990.
MONDELEX INTERNATIONAL	38,482.	50,906.
PHILLIPS 66	27,633.	53,100.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,128,857.	4,136,123.

FORM 990-PF	CORPORATE BONDS	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
FEDERAL HOME LOAN MORTGAGE	2,930.	2,747.
TOTAL TO FORM 990-PF, PART II, LINE 10C	2,930.	2,747.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
BLACKROCK INTERMEDIATE BOND FUND	COST	384,142.	403,296.
FEDERATED GOVERNMENT INCOME FUND	COST	424,088.	431,948.
WILLIAMS PARTNERS LP	COST	36,482.	48,660.
TOTAL TO FORM 990-PF, PART II, LINE 13		844,712.	883,904.

TAXPAYER: GUINN FOUNDATION, INC.

STATEMENT 990PF - 1

I.D.#: 75-1735688

SCHEDULE: CONTRIBUTIONS, GIFTS AND GRANTS PAID

YEAR END: DECEMBER 31, 2012

<u>ORGANIZATION</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
BIBLES FOR THE WORLD 1300 CRESCENT, BOX 805 WHEATON, IL 60187	SPECIAL PROGRAMS	2,000.00
BILLY GRAHAM EVANGELISTIC ASSOCIATION P. O. BOX 779 MINNEAPOLIS, MN 55440	GENERAL OPERATIONS SPECIAL PROGRAMS	2,000.00
BOYS & GIRLS CLUB 800 COUNTY ROAD BURKBURNETT, TX 76354	SPECIAL PROGRAMS	3,000 00
CAMP FIRE USA NORTH TEXAS COUNCIL 2414 9TH STREET WICHITA FALLS, TX 76301	SPECIAL PROGRAMS	20,000.00
CHILDREN'S MIRACLE NETWORK UNITED REGIONAL FOUNDATION 1600 11TH STREET WICHITA FALLS, TX 76301	SPECIAL PROGRAMS	500.00
CHRISTIAN RECORD SERVICES P. O BOX 6097 LINCOLN, NE 68506	SPECIAL PROGRAMS	2,000 00
CHRISTIAN WOMEN'S/MEN'S JOB CORPS 2301 9TH STREET WICHITA FALLS, TX 76301	GENERAL OPERATIONS	1,000.00
CUMBERLAND COLLEGE 6191 COLLEGE STATION DRIVE WILLIAMSBURG, KY 40769	GENERAL OPERATIONS SPECIAL PROGRAMS	1,000 00
EQUIP INDIA P. O. BOX 7027 JUPITER, FL 33468-7027	SPECIAL PROGRAMS	7,000 00
FIRST STEP P. O. BOX 4085 WICHITA FALLS, TX 76308	SPECIAL PROGRAMS	1,000.00
HABITAT FOR HUMANITY 3910 CALLFIELD, SUITE B WICHITA FALLS, TX 76308	GENERAL OPERATIONS SPECIAL PROGRAMS	2,000.00

TAXPAYER: GUINN FOUNDATION, INC.

STATEMENT 990PF - 1

I.D.#: 75-1735688

SCHEDULE: CONTRIBUTIONS, GIFTS AND GRANTS PAID

YEAR END: DECEMBER 31, 2012

<u>ORGANIZATION</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
HAPPY HILL FARM 3846 N HIGHWAY 144 WICHITA FALLS, TX 76048	GENERAL OPERATIONS	1,500 00
HIGHLAND PARK EDUCATION FOUNDATION 4201 GRASSMERE LANE DALLAS, TX 75205	GENERAL OPERATIONS	5,000.00
INHERITANCE ADOPTIONS P. O. BOX 2563 WICHITA FALLS, TX 76307	SPECIAL PROGRAMS	5,000.00
INTERFAITH MINISTRIES 1006 11TH STREET WICHITA FALLS, TX 76301	GENERAL OPERATIONS SPECIAL PROGRAMS	6,000.00
INTERNATIONAL EVANGELISM ASSOCIATION P. O. BOX 1174 SALADO, TX 76571	SPECIAL PROGRAMS	40,000.00
JAARS P. O. BOX 248 WAXHAW, NC 28173-0248	GENERAL OPERATIONS SPECIAL PROGRAMS	3,000.00
KMOC-FM 3601 SEYMOUR HIGHWAY WICHITA FALLS, TX 76309	SPECIAL PROGRAMS	2,000.00
LIGHTHOUSE FOR CHRIST MISSION P. O. BOX 8318 TYLER, TX 75711-8318	GENERAL OPERATIONS	1,000.00
MEMORIAL SLOAN-KETTERING CANCER CENTER 1275 YORK AVENUE NEW YORK, NY 10021	GENERAL OPERATIONS SPECIAL PROGRAMS	2,000.00
NATIONAL BANK 501 N. MAIN STREET ANDREWS, TX 79714	SPECIAL PROGRAMS	200.00
NAVIGATORS P. O. BOX 6000 COLORADO SPRINGS, CO 80934	GENERAL OPERATIONS SPECIAL PROGRAMS	7,000.00

TAXPAYER: GUINN FOUNDATION, INC.

STATEMENT 990PF - 1

I.D.#: 75-1735688

SCHEDULE: CONTRIBUTIONS, GIFTS AND GRANTS PAID

YEAR END: DECEMBER 31, 2012

<u>ORGANIZATION</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
PROJECT BACK TO SCHOOL P O. BOX 9700 WICHITA FALLS, TX 76308	GENERAL OPERATIONS	7,500.00
RATHGEBER HOSPITALITY HOUSE 1615 12TH STREET WICHITA FALLS, TX 76301	GENERAL OPERATIONS	1,000.00
SENIOR CITIZENS SERVICES OF NORTH TEXAS 1008 BURNETT STREET WICHITA FALLS, TX 76301	SPECIAL PROGRAMS	18,000.00
THE SALVATION ARMY P. O. DRAWER 2189 WICHITA FALLS, TX 76307	GENERAL OPERATIONS SPECIAL PROGRAMS	10,000.00
TEXAS SCOTTISH RITE CHILDREN HOSPITAL 2222 WELBORN DALLAS, TX 75219	SPECIAL PROGRAMS	1,000.00
WICHITA FALLS AREA FOOD BANK 1230 MIDWESTERN PARKWAY WICHITA FALLS, TX 76307	GENERAL OPERATIONS SPECIAL PROGRAMS	14,000 00
WICHITA FALLS BALLET THEATRE 2525 KELL BOULEVARD WICHITA FALLS, TX 76308	SPECIAL PROGRAMS	500.00
WICHITA FALLS FAITH MISSION 1300 TRAVIS STREET WICHITA FALLS, TX 76301	GENERAL OPERATIONS	6,000.00
WOMAN'S FORUM 2120 SPEEDWAY STREET WICHITA FALLS, TX 76308	SPECIAL PROGRAMS	50,000.00
WYCLIFFE ASSOCIATES P. O. BOX 2000 ORANGE, CA 92859	SPECIAL PROGRAMS	4,000.00
WYCLIFFE BIBLE TRANSLATORS P. O. BOX 628200 ORLANDO, FL 32862-8200	GENERAL OPERATIONS SPECIAL PROGRAMS	12,000.00

TAXPAYER: GUINN FOUNDATION, INC.

STATEMENT 990PF - 1

I.D.#: 75-1735688

SCHEDULE: CONTRIBUTIONS, GIFTS AND GRANTS PAID

YEAR END: DECEMBER 31, 2012

<u>ORGANIZATION</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
YMCA 1010 9TH STREET WICHITA FALLS, TX 76301	SPECIAL PROGRAMS	400.00
		<hr/>
TOTAL		<u>238,600.00</u>