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

2012

Department of the Treasury  
Internal Revenue Service

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

For calendar year 2012, or tax year beginning

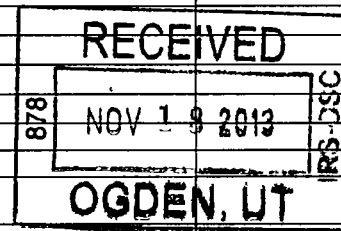
, 2012, and ending

Name of foundation <b>FASH FOUNDATION</b>		<b>A</b> Employer identification number <b>75-2327856</b>
Number and street (or P.O. box number if mail is not delivered to street address) <b>PO BOX 54855</b>	Room/suite	<b>B</b> Telephone number (see the instructions) <b>(817) 475-2556</b>
City or town <b>HURST</b>	State ZIP code <b>TX 76054-4855</b>	<b>C</b> If exemption application is pending, check here <input type="checkbox"/>
<b>G</b> Check all that apply		<b>D</b> 1 Foreign organizations, check here <input type="checkbox"/>
<input type="checkbox"/> Initial return <input type="checkbox"/> Initial Return of a former public charity		<b>2</b> Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<input type="checkbox"/> Final return <input type="checkbox"/> Amended return		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
<input type="checkbox"/> Address change <input type="checkbox"/> Name change		<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
<b>H</b> 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		
<b>I</b> Fair market value of all assets at end of year (from Part II, column (c), line 16) <b>\$ 5,420,014.</b>	<b>J</b> 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)	

## 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)
<b>1</b> Contributions, gifts, grants, etc. received (att sch)				
<b>2</b> Ck <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
<b>3</b> Interest on savings and temporary cash investments	36,603.	36,603.		
<b>4</b> Dividends and interest from securities	119,560.	119,560.		
<b>5a</b> Gross rents				
<b>b</b> Net rental income or (loss)				
<b>6a</b> Net gain/(loss) from sale of assets not on line 10	20,913.	L-6a Stmt		
<b>b</b> Gross sales price for all assets on line 6a				
<b>7</b> Capital gain net income (from Part IV, line 2)		20,913.		
<b>8</b> Net short-term capital gain				
<b>9</b> Income modifications				
<b>10a</b> Gross sales less returns and allowances				
<b>b</b> Less: Cost of goods sold				
<b>c</b> Gross profit/(loss) (att sch)				
<b>11</b> Other income (attach schedule)				
	255.	255.		
<b>12 Total.</b> Add lines 1 through 11	177,331.	177,331.		
<b>13</b> Compensation of officers, directors, trustees, etc.	75,000.			75,000.
<b>14</b> Other employee salaries and wages				
<b>15</b> Pension plans, employee benefits				
<b>16a</b> Legal fees (attach schedule) L-16a Stmt	790.	790.		
<b>b</b> Accounting fees (attach sch) L-16b Stmt	59,700.	53,408.		6,292.
<b>c</b> Other prof fees (attach sch) L-16c Stmt	34,779.	34,779.		
<b>17</b> Interest				
<b>18</b> Taxes (attach schedule)(see instrs)	9,954.	3,974.		5,980.
<b>19</b> Depreciation (attach sch) and depletion				
<b>20</b> Occupancy	12,308.			12,308.
<b>21</b> Travel, conferences, and meetings	707.	707.		
<b>22</b> Printing and publications				
<b>23</b> Other expenses (attach schedule)				
	2,703.	2,703.		
<b>24 Total operating and administrative expenses.</b> Add lines 13 through 23	195,941.	96,361.		99,580.
<b>25</b> Contributions, gifts, grants paid	166,100.			166,100.
<b>26 Total expenses and disbursements.</b> Add lines 24 and 25	362,041.	96,361.		265,680.
<b>27 Subtract line 26 from line 12:</b>				
<b>a Excess of revenue over expenses and disbursements</b>	-184,710.			
<b>b Net investment income</b> (if negative, enter -0-)		80,970.		
<b>c Adjusted net income</b> (if negative, enter -0-)				

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1 Cash — non-interest-bearing	151,581.	143,395.	143,395.
	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 instructions)			
	7 Other notes and loans receivable (attach sch)			
	Less allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments — U S and state government obligations (attach schedule)			
	b Investments — corporate stock (attach schedule) L-10b Stmt	5,992,625.	5,773,095.	5,276,619.
	c Investments — corporate bonds (attach schedule)			
	11 Investments — land, buildings, and equipment basis			
Less accumulated depreciation (attach schedule)				
12 Investments — mortgage loans				
13 Investments — other (attach schedule)				
14 Land, buildings, and equipment basis				
Less accumulated depreciation (attach schedule)				
15 Other assets (describe )				
16 Total assets (to be completed by all filers — see the instructions Also, see page 1, item I)	6,144,206.	5,916,490.	5,420,014.	
LIABILITIES	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe )	0.		
	23 Total liabilities (add lines 17 through 22)	0.		
NET ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.	X		
	27 Capital stock, trust principal, or current funds	2,409,938.	2,409,938.	
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	3,734,268.	3,506,552.	
	30 Total net assets or fund balances (see instructions)	6,144,206.	5,916,490.	
	31 Total liabilities and net assets/fund balances (see instructions)	6,144,206.	5,916,490.	

## 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	6,144,206.
2 Enter amount from Part I, line 27a	2	-184,710.
3 Other increases not included in line 2 (itemize)	3	
4 Add lines 1, 2, and 3	4	5,959,496.
5 Decreases not included in line 2 (itemize) PRIOR YEAR COST BASIS ADJUSTMENTS	5	43,006.
6 Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	5,916,490.

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a	SEE SCHEDULE ATTACHED MERRILL LYNCH A40	P	01/01/11	12/31/12
b	SEE SCHEDULE ATTACHED MERRILL LYNCH A41	P	01/01/11	12/31/12
c	SEE SCHEDULE ATTACHED SANFORD BERNSTEIN	P	01/01/11	12/31/12
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 507,503.	0.	533,752.	-26,249.
b 460,726.	0.	443,844.	16,882.
c 482,336.	0.	452,056.	30,280.
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			-26,249.
b			16,882.
c			30,280.
d			
e			

2 Capital gain net income or (net capital loss)	<div style="border: 1px solid black; padding: 2px;">           If gain, also enter in Part I, line 7            If (loss), enter -0- in Part I, line 7         </div>		2	20,913.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	<div style="border: 1px solid black; padding: 2px;">           If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0-            in Part I, line 8         </div>		3	0.

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

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

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

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

☐ Yes☐ No

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

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries			
(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2011	133,800.	5,333,167.	0.025088
2010	195,252.	4,771,970.	0.040916
2009	227,971.	3,931,824.	0.057981
2008	284,661.	4,619,987.	0.061615
2007	279,037.	5,892,313.	0.047356

2 Total of line 1, column (d)	2	0.232956
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	0.046591
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	5,293,407.
5 Multiply line 4 by line 3	5	246,625.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	810.
7 Add lines 5 and 6	7	247,435.
8 Enter qualifying distributions from Part XII, line 4	8	265,680.

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.

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary — see instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	810.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	810.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 <b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-		5	810.
6 Credits/Payments			
a 2012 estimated tax pmts and 2011 overpayment credited to 2012	6 a	2,198.	
b Exempt foreign organizations — tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c		
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments. Add lines 6a through 6d	7	2,198.	
8 Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 <b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 <b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1,388.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <input type="checkbox"/> 1,388. Refunded <input checked="" type="checkbox"/>	11		

**Part VII-A Statements Regarding Activities**

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

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**Part VII-A Statements Regarding Activities (continued)**

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes,' attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>FASHFOUNDATION.COM</u>	13	X	
14	The books are in care of <u>WILLIAM A PODSEDNIK JR</u> Telephone no <u>(817) 475-2556</u> Located at <u>PO BOX 54851</u> <u>HURST</u> <u>TX</u> ZIP + 4 <u>76054</u>			
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 <u>15</u>			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If 'Yes,' enter the name of the foreign country <u></u>				

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

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

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

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No**b** If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

5 b

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)

**6 a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6 b

If 'Yes' to 6b, file Form 8870

X

**7 a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No

7 b

**b** If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction?**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
LINDA E BUSH 236 LOUELLA DR WEST HURST TX 76054	PRESIDENT - DIRECTOR 30.00	75,000.	0.	0.
WILLIAM A PODSEDNIK JR PC PO BOX 54851 HURST TX 76054	TREASURER - DIRECTOR 6.00	59,700.	0.	0.
KIRK MANNING 300 CANTEY HANGER PLAZA 600 WEST 6TH FORT WORTH TX 76102-3685	SECRETARY - DIRECTOR 0.00	0.	0.	0.
JAMES L KAISER 9215 CORDOBA LANE CRESTWOOD MO 63126	DIRECTOR 0.00	0.	0.	0.

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

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

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

None

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services		None

**Part IX-A** Summary of Direct Charitable Activities

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

	Expenses
1	
2	
3	
4	

**Part IX-B** Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1 a	5,248,606.
b	Average of monthly cash balances	1 b	125,411.
c	Fair market value of all other assets (see instructions)	1 c	
d	<b>Total</b> (add lines 1a, b, and c)	1 d	5,374,017.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	5,374,017.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	80,610.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	5	5,293,407.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	264,670.

**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	264,670.
2 a	Tax on investment income for 2012 from Part VI, line 5	2 a	810.
b	Income tax for 2012 (This does not include the tax from Part VI)	2 b	
c	Add lines 2a and 2b	2 c	810.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	263,860.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	263,860.
6	Deduction from distributable amount (see instructions)	6	
7	<b>Distributable amount</b> as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	263,860.

**Part XII Qualifying Distributions** (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc — total from Part I, column (d), line 26	1 a	265,680.
b	Program-related investments — total from Part IX-B	1 b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3 a	
b	Cash distribution test (attach the required schedule)	3 b	
4	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	265,680.
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	810.
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	264,870.

**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
<b>1</b> Distributable amount for 2012 from Part XI, line 7				263,860.
<b>2</b> Undistributed income, if any, as of the end of 2012				
<b>a</b> Enter amount for 2011 only				
<b>b</b> Total for prior years 20 __, 20 __, 20 __				
<b>3</b> Excess distributions carryover, if any, to 2012				
<b>a</b> From 2007				
<b>b</b> From 2008				
<b>c</b> From 2009				
<b>d</b> From 2010				
<b>e</b> From 2011				
<b>f</b> Total of lines 3a through e				
<b>4</b> Qualifying distributions for 2012 from Part XII, line 4 $\blacktriangleright$ \$ <u>265,680.</u>				
<b>a</b> Applied to 2011, but not more than line 2a				
<b>b</b> Applied to undistributed income of prior years (Election required — see instructions)				
<b>c</b> Treated as distributions out of corpus (Election required — see instructions)				
<b>d</b> Applied to 2012 distributable amount				
<b>e</b> Remaining amount distributed out of corpus	265,680.			
<b>5</b> Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a) )				
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	265,680.			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b		0.		
<b>c</b> 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				
<b>d</b> Subtract line 6c from line 6b Taxable amount — see instructions		0.		
<b>e</b> Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount — see instructions			0.	
<b>f</b> Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				263,860.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
<b>8</b> Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	0.			
<b>9</b> Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	265,680.			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2008	0.			
<b>b</b> Excess from 2009	0.			
<b>c</b> Excess from 2010	0.			
<b>d</b> Excess from 2011	0.			
<b>e</b> Excess from 2012	265,680.			

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

N/A

**1 a** 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 foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

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

**Part XV Supplementary Information** (Complete this part only if the foundation 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) )

---

**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

---

**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

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

---

**c** Any submission deadlines

---

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

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**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
<b>a</b> Paid during the year				
CHRIST'S HAVEN FOR CHILDREN PO BOX 467 KELLER TX 76248	NONE	501(C)3	FOSTERING HEALTH & EDUCATION OF CHILDREN	2,500.
COOK'S CHILDREN'S MEDICAL CENTER 801 SEVENTH AVE FORT WORTH TX 76104	NONE	501(C)3	ENHANCING THE HEALTH OF CHILDREN	2,500.
FORT WORTH MUSEUM OF SCIENCE & HISTORY - 1600 GENDY ST FORT WORTH TX 76107	NONE	501(C)3	FIELD TRIP PROGRAM TARRANT COUNTY	2,500.
FORT WORTH SYMPHONY ORCHESTRA ASSN - 330 E 4TH ST STE 200 FORT WORTH TX 76102	NONE	501(C)3	YOUTH ADVENTURES IN MUSIC YOUTH PROGRAM	1,000.
FOSTER HOME OF STEPHENVILLE PO BOX 978 STEPHENVILLE TX 76401	NONE	501(C)3	ACHIEVERS PROGRAM	5,000.
FUNDING INFORMATION CENTER 327 S HENDERSON STREET FORT WORTH TX 76104	NONE	501(C)3	SUPPORT SERVICES FOR NON PROFIT	10,000.
GOODFELLOW FUND PO BOX 1870 FORT WORTH TX 76101	NONE	501(C)3	COMMUNITY NEEDS PROVIDE CLOTHING & SHOES FOR NEEDY	1,000.
GOODRICH CENTER FOR DEAF 2500 LIPSCOMB ST FORT WORTH TX 76110	NONE	501(C)3	SCHOOL CHILDREN SUPPORT THE DEAF SENIOR CITIZENS	2,500.
INTERNATIONAL HOUSE 500 RIVERSIDE DR NEW YORK NY 76185	NONE	501(C)3	PROGRAM SUPPORT RESEARCH & EDUCATIONAL PROGRAM	2,500.
See Line 3a statement				136,600.
<b>Total</b>				<b>166,100.</b>
<b>b</b> Approved for future payment				
<b>Total</b>				

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**Line 3a statement**

Recipient  Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Founda- tion status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox  Amount
<b>a Paid during the year</b>				
NEW KEY SCHOOL INC PO BOX 100668 FORT WORTH TX 76185	NONE	501 (C) 3	PROVIDE AN ACADEMIC PROGRAM FOR STUDENTS WITH UNIQUE ABILITIES	Person or Business <input checked="" type="checkbox"/> 2,500.
KIMBELL ART MUSEUM 3333 CAMP BOWIE BLVD FORT WORTH TX 76107	NONE	501 (C) 3	SUPPORT FIELD TRIP REIMBURSEMENTS PROGRAM	Person or Business <input checked="" type="checkbox"/> 1,000.
LENA POPE HOME 3131 SANQUINET ST FORT WORTH TX 76107	NONE	501 (C) 3	SUPPORT FAMILY MATTERS COUNSELING PROGRAM	Person or Business <input checked="" type="checkbox"/> 2,500.
MCDONALD OBSERVATORY 1 UNIVERSITY STATION C1402 AUSTIN TX 78712	NONE	501 (C) 3	SUPPORT STUDENT FIELD EXPERIENCES	Person or Business <input checked="" type="checkbox"/> 2,500.
NATIONAL COWGIRL MUSEUM 1720 GENDY ST FORT WORTH TX 76107	NONE	501 (C) 3	SUPPORT MUSEUM OF WOMEN WHO SHAPED THE WEST	Person or Business <input checked="" type="checkbox"/> 1,000.
PERFORMING ARTS OF FORT WORTH 330 E 4TH ST STE 300 FORT WORTH TX 76102	NONE	501 (C) 3	SUPPORT CHILDRENS EDUCAT	Person or Business <input checked="" type="checkbox"/> 1,000.
PREVENT BLINDNESS - FORT WORTH 329 S HENDERSON FORT WORTH TX 76104	NONE	501 (C) 3	CHILDREN'S VISION PROGRAM	Person or Business <input checked="" type="checkbox"/> 2,500.
RIVER LEGACY LIVING SCIENCE 703 NW GREEN OAKS BLVD ARLINGTON TX 76006	NONE	501 (C) 3	SUPPORT THE LIVING SCIENCE CENTER PROGRAM	Person or Business <input checked="" type="checkbox"/> 1,000.
ROTARY CLUB ENDOWMENT FUND 306 W 7TH STE 715 FORT WORTH TX 76102	NONE	501 (C) 3	PROVIDE LUNCHES FOR STUDENT PARTICIPANTS	Person or Business <input checked="" type="checkbox"/> 1,000.
TEXAS TECH UNIVERSITY 10 & AKRONM MAIL STOP 1023 LUBBOCK TX 79409	NONE	501 (C) 3	SUPPORT WIND SCIENCE & ENGINEERING RESEARCH PROGRAM	Person or Business <input checked="" type="checkbox"/> 2,500.
TRINITY SHAKESPEARE FESTIVAL TCU BOX 297044 FORT WORTH TX 76129	NONE	501 (C) 3	PRODUCTION OF SHAKESPEAREAN PLAYS	Person or Business <input checked="" type="checkbox"/> 1,000.
VISITING NURSE ASSOCIATION 6300 RIDGLEA PLACE, SUITE 801 FORT WORTH TX 76116	NONE	501 (C) 3	PROVIDE SUPPORT OF VISITING NURSES	Person or Business <input checked="" type="checkbox"/> 2,500.
YMCA FORT WORTH 512 LAMAR STREET FORT WORTH TX 76102	NONE	501 (C) 3	SUPPORT CHILD CARE PROGRAM	Person or Business <input checked="" type="checkbox"/> 1,000.
CAMP FIRE USA 2700 MEACHAM BLVD FORT WORTH TX 76137	NONE	501 (C) 3	CAMP WELCOME & EDUCATION CENTER	Person or Business <input checked="" type="checkbox"/> 5,000.
CATHOLIC CHARITIES OF FORT WORTH PO BOX 15610 FORT WORTH TX 76119	NONE	501 (C) 3	SCHOOL BASED SERVICES PROGRAM	Person or Business <input checked="" type="checkbox"/> 2,500.

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Continued

**Line 3a statement**

Recipient  Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Founda- tion status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox  Amount
<b>a Paid during the year</b>				
FRIENDS OF TANDY HILLS NATURAL AREA INC - PO BOX 47004 FORT WORTH TX 76147	NONE	501 (C) 3	FWISD FIELD TRIPS TO TANDY HILLS PROGRAM	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 2,500.
FRIENDS OF THE FORT WORTH LIBRARY - 300 WEST 3RD ST FORT WORTH TX 76102	NONE	501 (C) 3	SUPPORT EARLY CHILDHOOD RESOURCES	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 5,000.
GLADNEY CENTER FOR ADIPTION 6300 JOHN RYAN DR FORT WORTH TX 76132	NONE	501 (C) 3	NEW BEGINNINGS PROGRAM	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 2,500.
JAMES L WEST ALZHEIMER CENTER - 1111 SUMMIT AVE FORT WORTH TX 76102	NONE	501 (C) 3	ALZHEIMERS CARE GIVERS EXPENSES	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 5,000.
LIGHTHOUSE FOR THE BLIND 912 WEST FREEWAY FORT WORTH TX 76104	NONE	501 (C) 3	SUPPORT FOR COMMUNITY AWARENESS PROGRAM	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 2,500.
HUMANE SOCIETY OF NORTH TEXAS 1840 E LANCASTER FORT WORTH TX 76103	NONE	501 (C) 3	AMMONIA DETECTOR & GENERAL SURGICAL SUPPLIES	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 1,000.
AZLEWAY INC 1201 W NORTH CARRIER PARKWAY GRAND PRAIRIE TX 75050	NONE	501 (C) 3	SUPPORT SERVICES FOR CHILDREN'S PROGRAMS	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 5,000.
BOTANICAL RESEARCH INSTITUTE OF TEXAS - 500 E 4TH ST FORT WORTH TX 76102	NONE	501 (C) 3	SUPPORT PROGRAMS & CHILDRENS LIBRARY	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 2,500.
BOYS & GIRLS CLUB OF FORT WORTH 3218 E BELKNAP ST FORT WORTH TX 76111	NONE	501 (C) 3	SUPPORT ACADEMIC INITIATIVE PROGRAM	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 2,500.
CASSATA LEARNING CENTER 1400 HEMPHILL ST FORT WORTH TX 76104	NONE	501 (C) 3	SUPPORT HIGH SCHOOL DROPOUT PREVENTION	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 10,000.
CHILD STUDY CENTER 1300 W LANCASTER AVE FORT WORTH TX 76102	NONE	501 (C) 3	SUPPORT SERVICES PROVIDED TO CHILDREN	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 5,000.
AMON CARTER MUSEUM OF MODERN ART 3501 CAMP BOWIE BLVD FORT WORTH TX 76107	NONE	501 (C) 3	SUPPORT SCHOOL TOUR DOCENT EXPENSES	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 1,000.
CASA MANANA 3101 W LANCASTER FORT WORTH TX 76107	NONE	501 (C) 3	SUPPORT SCHOOL CHILDREN FIELD TRIPS	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 1,000.
CATTLE RAISERS MUSEUM 1600 GENDY FORT WORTH TX 76107	NONE	501 (C) 3	SUPPORT EXHIBIT FIELD TRIP PROGRAM	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 500.
CENTER FOR NONPROFIT MANAGEMENT 2902 FLOYD STREET DALLAS TX 75204	NONE	501 (C) 3	SUPPORT DALLAS-FORT WORTH MERGER PLAN	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 5,000.

Form 990-PF, Page 11, Part XV, line 3a

Continued

**Line 3a statement**

Recipient  Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Founda- tion status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox  Amount
<b>a Paid during the year</b>				
CLUBHOUSE FOR SPECIAL NEEDS 800 BROWN TRAIL STE C BEDFORD TX 76022	NONE	501 (C) 3	SUPPORT CAMPAIGN BUILDING PROGRAM	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 2,500.
FORT WORTH BOTANICAL SOCIETY 3220 BOTANIC GARDEN BLVD FORT WORTH TX 76107	NONE	501 (C) 3	SUPPORT EDUCATION PROGRAM	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 1,000.
FORT WORTH COUNTRY DAY SCHOOL 4200 COUNTRY DAY LANE FORT WORTH TX 76109	NONE	501 (C) 3	SUPPORT EDUCATION OF CHI WITH MODEST MEANS	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 1,000.
FORT WORTH ZOO ASSOCIATION 1989 COLONIAL PARKWAY FORT WORTH TX 76110	NONE	501 (C) 3	SUPPORT FIRST GRADE EDUCATION PROGRAM	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 1,000.
GUARDIANSHIP SERVICES INC PO BOX 11481 FORT WORTH TX 76110	NONE	501 (C) 3	SUPPORT GENERAL PROGRAM	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 2,600.
JEWEL CHARITY - COOKS CHILDREN'S PO BOX 472149 FORT WORTH TX 76147	NONE	501 (C) 3	SUPPORT UNCOMPENSATED CARE PROGRAM	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 1,000.
MEALS ON WHEELS TARRANT COUNTY 320 SOUTH FREEWAY FORT WORTH TX 76104	NONE	501 (C) 3	SUPPORT GENERAL PROGRAM	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 2,000.
MENTAL HEALTH MENTAL RETARDATION 3840 HULEN, NO TOWER FORT WORTH TX 76107	NONE	501 (C) 3	ENHANCING MENTAL HEALTH OF ALL AGED PEOPLE	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 2,500.
MODERN ART MUSEUM OF OFRT WORTH 3200 DARNELL STREET FORT WORTH TX 76107	NONE	501 (C) 3	SUPPORT SCHOOL FIELD TRIP PROGRAM	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 2,500.
MOTHER'S MILK BANK OF NORTH TEXAS 600 W MAGNOLIA FORT WORTH TX 76104	NONE	501 (C) 3	SUPPORT CAPITAL CAMPAIGN	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 5,000.
NATIONAL MULTICULTURAL WESTERN HERITAGE MUSEUM - 2400 SCOTT AVE FORT WORTH TX 76103	NONE	501 (C) 3	SUPPORT CAPITAL CAMPAIGN	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 5,000.
NORTH FORT WORTH HISTORICAL SOCIETY 131 E EXCHANGE AVE STE 110 FORT WORTH TX 76164	NONE	501 (C) 3	SUPPORT GENERAL PROGRAM	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 1,000.
THE PARENTING CENTER 2928 W 5TH ST FORT WORTH TX 76107	NONE	501 (C) 3	PROMOTE EDUCATION OF PAR FAMILY UNITS	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 1,500.
SID RICHARDSON MUSEUM 309 MAIN ST FORT WORTH TX 76102	NONE	501 (C) 3	SUPPORT THE EDUCATION OF CHILDREN	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 1,000.
TARRANT AREA FOOD BANK 2600 CULLEN FORT WORTH TX 76107	NONE	501 (C) 3	SUPPORT SENIOR SHARE PROGRAM	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 2,500.

Form 990-PF, Page 11, Part XV, line 3a

Continued

**Line 3a statement**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Founda- tion status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox  Amount
<b>a Paid during the year</b>				
TEXAS COWBOY HALL OF FAME 128 E EXCHANGE AVE FORT WORTH TX 76164	NONE	501 (C) 3	SUPPORT GENERAL PROGRAM	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 1,000.
TEXAS WESLEYAN SCHOOL OF LAW 1515 COMMERCE FORT WORTH TX 76102	NONE	501 (C) 3	SUPPORT INNOCENCE PROJEC	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 2,500.
TRINITY VALLEY SCHOOL 7500 DUTCH BRANCH RD FORT WORTH TX 76132	NONE	501 (C) 3	SUPPORT COMMUNITY PARTNERS PROGRAM	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 1,000.
UNION GOSPEL MISSION OF TARRANT CO PO BOX 2144 FORT WORTH TX 76113	NONE	501 (C) 3	SUPPORT GENERAL PROGRAM	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 1,000.
UNITED COMMUNITY CENTERS INC 1200 E MADDOX AVE FORT WORTH TX 76104	NONE	501 (C) 3	SUPPORT AFTER SCHOOL CHILD CARE PROGRAM	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 2,500.
URBAN INTER-TRIBAL CENTER OF TX 209 E JEFFERSON BLVD DALLAS TX 75203	NONE	501 (C) 3	SUPPORT DIABETES MANAGEMENT PROGRAM	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 2,500.
THE WARM PLACE 809 LIPSCOMB ST FORT WORTH TX 76104	NONE	501 (C) 3	SUPPORT PRESCHOOL GRIEF SUPPORT GROUP	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 1,000.
WATER AID NEW YORK 315 MADISON AVE STE 2301 NEW YORK NY 10017	NONE	501 (C) 3	SUPPORT CHILDREN & WATER AID	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 2,500.
RONALD MCDONALD HOUSE OF FW 1004 7TH AVE FORT WORTH TX 76104	NONE	501 (C) 3	SUPPORT MAKING MORE ROOMS	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 2,500.
HOLY HIGHWAY MINISTRIES PO BOX 160 PICKTON TX 75471	NONE	501 (C) 3	SUPPORT CHRISTIAN HOMES FOR GIRLS	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 5,000.
ILLINOIS INSTITUTE OF TECHNOLOGY 10 W 35TH ST STE 1700 CHICAGO IL 60616	NONE	501 (C) 3	RESEARCH & EDUCATION	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 2,500.

Total

136,600.

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**Line 16a - Legal Fees**

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CANTEY & HANGER	LEGAL	790.	790.		



**Part XVI-A Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated

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) Exclu- sion 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	36,603.	
4 Dividends and interest from securities	14	0.	14	119,560.	
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					
8 Gain or (loss) from sales of assets other than inventory					
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0.		156,163.	
13 Total. Add line 12, columns (b), (d), and (e)				13	156,163.

(See worksheet in line 13 instructions to verify calculations )

## **Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes**

[illegible]



Name <b>FASH FOUNDATION</b>	Employer Identification Number <b>75-2327856</b>
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**Asset Information:**

Description of Property _____	
Date Acquired _____	How Acquired _____
Date Sold _____	Name of Buyer _____
Sales Price _____	Cost or other basis (do not reduce by depreciation) _____
Sales Expense _____	Valuation Method _____
Total Gain (Loss) _____	Accumulation Depreciation _____

Description of Property _____	
Date Acquired _____	How Acquired _____
Date Sold _____	Name of Buyer _____
Sales Price _____	Cost or other basis (do not reduce by depreciation) _____
Sales Expense _____	Valuation Method _____
Total Gain (Loss) _____	Accumulation Depreciation _____

Description of Property _____	
Date Acquired _____	How Acquired _____
Date Sold _____	Name of Buyer _____
Sales Price _____	Cost or other basis (do not reduce by depreciation) _____
Sales Expense _____	Valuation Method _____
Total Gain (Loss) _____	Accumulation Depreciation _____

Description of Property _____	
Date Acquired _____	How Acquired _____
Date Sold _____	Name of Buyer _____
Sales Price _____	Cost or other basis (do not reduce by depreciation) _____
Sales Expense _____	Valuation Method _____
Total Gain (Loss) _____	Accumulation Depreciation _____

Description of Property _____	
Date Acquired _____	How Acquired _____
Date Sold _____	Name of Buyer _____
Sales Price _____	Cost or other basis (do not reduce by depreciation) _____
Sales Expense _____	Valuation Method _____
Total Gain (Loss) _____	Accumulation Depreciation _____

Description of Property _____	
Date Acquired _____	How Acquired _____
Date Sold _____	Name of Buyer _____
Sales Price _____	Cost or other basis (do not reduce by depreciation) _____
Sales Expense _____	Valuation Method _____
Total Gain (Loss) _____	Accumulation Depreciation _____

Description of Property _____	
Date Acquired _____	How Acquired _____
Date Sold _____	Name of Buyer _____
Sales Price _____	Cost or other basis (do not reduce by depreciation) _____
Sales Expense _____	Valuation Method _____
Total Gain (Loss) _____	Accumulation Depreciation _____

Description of Property _____	
Date Acquired _____	How Acquired _____
Date Sold _____	Name of Buyer _____
Sales Price _____	Cost or other basis (do not reduce by depreciation) _____
Sales Expense _____	Valuation Method _____
Total Gain (Loss) _____	Accumulation Depreciation _____

Description of Property _____	
Date Acquired _____	How Acquired _____
Date Sold _____	Name of Buyer _____
Sales Price _____	Cost or other basis (do not reduce by depreciation) _____
Sales Expense _____	Valuation Method _____
Total Gain (Loss) _____	Accumulation Depreciation _____

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Continued

**Line 16a - Legal Fees**

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Total		<u>790.</u>	<u>790.</u>		

Form 990-PF, Page 1, Part I

**Line 16b - Accounting Fees**

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
POD	ACCT	59,700.	53,408.		6,292.
Total		<u>59,700.</u>	<u>53,408.</u>		<u>6,292.</u>

Form 990-PF, Page 1, Part I

**Line 16c - Other Professional Fees**

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MERRILL LYNCH (A40)	BROKERAGE FEES	15,877.	15,877.		
MERRILL LYNCH (A41)	BROKERAGE FEES	6,422.	6,422.		
MERRILL LYNCH (A42)	BROKERAGE FEES	170.	170.		
SANFOR BERSTEIN	BROKERAGE FEES	12,310.	12,310.		
Total		<u>34,779.</u>	<u>34,779.</u>		

Form 990-PF, Page 2, Part II, Line 10b

**L-10b Stmt**

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
70,000 SHS GE	2,253,160.	1,490,290.
MERRILL LYNCH A40	1,058,821.	1,158,522.
MERRILL LYNCH A41	1,052,000.	1,094,098.
SANFORD BERNSTEIN	1,409,114.	1,533,709.
Total	<u>5,773,095.</u>	<u>5,276,619.</u>

**Supporting Statement of:**

Form 990-PF, pl/Line 3(b)

Description	Amount
LIBERTY BANK	2.
MERRILL LYNCH (A41)	36,013.
MERRILL LYNCH (A42)	12.
SANFORD BERNSTEIN	576.
Total	<u>36,603.</u>

**Supporting Statement of:**

Form 990-PF, pl/Line 4(b)

Description	Amount
MERRILL LYNCH (A40)	29,215.
MERRILL LYNCH (A42)	48,280.
SANFORD BERNSTEIN	42,065.
Total	<u>119,560.</u>

**Supporting Statement of:**

Form 990-PF, pl/Line 11(a)-1

Description	Amount
SANFORD BERNSTEIN	162.
MISCELLANEOUS INCOME	93.
Total	<u>255.</u>

**Supporting Statement of:**

Form 990-PF, pl/Line 11(b)-1

Description	Amount
SANFORD BERNSTEIN	162.
MISCELLANEOUS INCOME	93.
Total	<u>255.</u>

**Supporting Statement of:**

Form 990-PF, pl/Line 13(a)

Description	Amount
LINDA FASH BUSH - PRESIDENT	75,000.
Total	<u>75,000.</u>

**Supporting Statement of:**

Form 990-PF, pl/Line 13(d)

Description	Amount
LINDA FASH BUSH - PRESIDENT	75,000.
Total	<u>75,000.</u>

**Supporting Statement of:**

Form 990-PF, pl/Line 18(a)-1

Description	Amount
PAYROLL TAXES	5,980.
INCOME TAXES	3,200.
FOREIGN TAXES	774.
Total	<u>9,954.</u>

**Supporting Statement of:**

Form 990-PF, pl/Line 18(b)-1

Description	Amount
INCOME TAXES	3,200.
FOREIGN TAXES	774.
Total	<u>3,974.</u>

**Supporting Statement of:**

Form 990-PF, pl/Line 18(d)-1

Description	Amount
PAYROLL TAXES	5,980.

Continued

**Supporting Statement of:**

Form 990-PF, pl/Line 18(d)-1

Description	Amount
Total	<u>5,980.</u>

**Supporting Statement of:**

Form 990-PF, pl/Line 20(a)

Description	Amount
FORT WORTH CLUB - RENT, UTILITIES & TELEPHONE	12,308.
Total	<u>12,308.</u>

**Supporting Statement of:**

Form 990-PF, pl/Line 20(d)

Description	Amount
FORT WORTH CLUB - RENT, UTILITIES & TELEPHONE	12,308.
Total	<u>12,308.</u>

**Supporting Statement of:**

Form 990-PF, pl/Line 23(a)-1

Description	Amount
LIABILITY INSURANCE	650.
SAFE DEPOSIT BOX RENTAL	75.
ADVERTISING	576.
BOOKS, SUBSCRIPTIONS & REFERENCE	1,267.
POSTAGE	135.
Total	<u>2,703.</u>

**Supporting Statement of:**

Form 990-PF, pl/Line 23(b)-1

Description	Amount
LIABILITY INSURANCE	650.
SAFE DEPOSIT BOX RENTAL	75.

Continued

**Supporting Statement of:**

Form 990-PF, p1/Line 23(b)-1

Description	Amount
ADVERTISING	576.
BOOKS, SUBSCRIPTIONS & REFERENCE	1,267.
POSTAGE	135.
Total	<u>2,703.</u>

**Supporting Statement of:**

Form 990-PF, p2/Line 1(a)

Description	Amount
LIBERTY BANK	45,170.
MERRILL LYNCH	90,285.
SANFORD BERNSTEIN	16,126.
Total	<u>151,581.</u>

**Supporting Statement of:**

Form 990-PF, p2/Line 10b(a)

Description	Amount
70,000 SHS GE	2,253,159.
BERNSTEIN WEALTH MANAGEMENT- PUBLICLY TRADED	1,385,528.
MERRILL LYNCH A40	1,166,206.
MERRILL LYNCH A41	1,187,732.
Total	<u>5,992,625.</u>

**Supporting Statement of:**

Form 990-PF, p2/Line 1(b)

Description	Amount
LIBERTY BANK	43,962.
MERRILL LYNCH	76,464.
SANFORD BERNSTEIN	22,969.
Total	<u>143,395.</u>



**Supporting Statement of:**

Form 990-PF, p2/Line 1(c)

Description	Amount
LIBERTY BANK	43,962.
MERRILL LYNCH	76,464.
SANFORD BERNSTEIN	22,969.
Total	<u>143,395.</u>

**Supporting Statement of:**

Form 990-PF, p12/Line 3 Column (d)

Description	Amount
LIBERTY BANK	2.
MERRILL LYNCH (A41)	36,013.
MERRILL LYNCH (A42)	12.
SANFORD BERNSTEIN	576.
Total	<u>36,603.</u>

**Supporting Statement of:**

Form 990-PF, p12/Line 4 Column (d)

Description	Amount
MERRILL LYNCH (A40)	29,215.
MERRILL LYNCH (A42)	48,280.
SANFORD BERNSTEIN	42,065.
Total	<u>119,560.</u>

FASH FOUNDATION				
SCHEDULE ATTACHED TO FORM 990-PF				
December 31, 2012				
PAGE 3, PART IV				
<b>MERRILL LYNCH A40</b>				
COVERED SHORT TERM				
CAPITAL GAINS/(LOSSES)	243,009	257,832	-14,823	
COVERED LONG TERM				
CAPITAL GAINS/(LOSSES)	253,283	264,480	-11,197	
NONCOVERED LONG				
TERM GAINS/(LOSSES)	11,211	11,440	-229	
	507,503	533,752	-26,249	
	=====	=====	=====	
<b>MERRILL LYNCH A41</b>				
NONCOVERED SHORT TERM				
CAPITAL GAINS/(LOSSES)	217,041	213,963	3,078	
NONCOVERED LONG TERM				
CAPITAL GAINS/(LOSSES)	243,685	229,881	13,804	
	460,726	443,844	16,882	
	=====	=====	=====	
<b>SANFORD BERNSTEIN</b>				
NONCOVERED SHORT TERM				
CAPITAL GAINS/(LOSSES)	208,432	204,177	4,255	
NONCOVERED LONG TERM				
CAPITAL GAINS/(LOSSES)	273,904	247,879	26,024	
	482,336	452,056	30,279	
	=====	=====	=====	
TOTAL SALES	1,450,565	1,429,652	20,912	
	=====	=====	=====	