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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

FASH FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)

PO BOX 54855

City or town

HURST

State

ZIP code

TX 76054-4855

Room/suite

G Check all that apply

Initial return

Initial Return of a former public charity

Final return

Amended return

Address change

Name change

H Check type of organization Section 501(c)(3) exempt private foundation

Section 4947(a)(1) nonexempt charitable trust

Other taxable private foundation

I Fair market value of all assets at end of year
(from Part II, column (c), line 16)

J Accounting method

Cash

Accrual

Other (specify)

(Part I, column (d) must be on cash basis)

► \$ 5,420,014.

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) |
|--|------------------------------------|---------------------------|-------------------------|---|
| 1 Contributions, gifts, grants, etc. received (att sch) | | | | |
| 2 Ck ► <input checked="" type="checkbox"/> if the foundn is not req to att Sch B | | | | |
| 3 Interest on savings and temporary cash investments | 36,603. | 36,603. | | |
| 4 Dividends and interest from securities | 119,560. | 119,560. | | |
| 5a Gross rents | | | | |
| b Net rental income or (loss) | | | | |
| 6a Net gain/(loss) from sale of assets not on line 10 | 20,913. | L-6a Stmt | | |
| b Gross sales price for all assets on line 6a | | | | |
| 7 Capital gain net income (from Part IV, line 2) | | 20,913. | | |
| 8 Net short-term capital gain | | | | |
| 9 Income modifications | | | | |
| 10a Gross sales less returns and allowances | | | | |
| b Less Cost of goods sold | | | | |
| c Gross profit/(loss) (att sch) | | | | |
| 11 Other income (attach schedule) | 255. | 255. | | |
| 12 Total. Add lines 1 through 11 | 177,331. | 177,331. | | |
| 13 Compensation of officers, directors, trustees, etc | 75,000. | | | 75,000. |
| 14 Other employee salaries and wages | | | | |
| 15 Pension plans, employee benefits | | | | |
| 16a Legal fees (attach schedule) L-16a Stmt | 790. | 790. | | |
| b Accounting fees (attach sch) L-16b Stmt | 59,700. | 53,408. | | 6,292. |
| c Other prof fees (attach sch) L-16c Stmt | 34,779. | 34,779. | | |
| 17 Interest | | | | |
| 18 Taxes (attach schedule)(see instrs) | 9,954. | 3,974. | | 5,980. |
| 19 Depreciation (attach sch) and depletion | | | | |
| 20 Occupancy | 12,308. | | | 12,308. |
| 21 Travel, conferences, and meetings | 707. | 707. | | |
| 22 Printing and publications | | | | |
| 23 Other expenses (attach schedule) | 2,703. | 2,703. | | |
| 24 Total operating and administrative expenses. Add lines 13 through 23 | 195,941. | 96,361. | | 99,580. |
| 25 Contributions, gifts, grants paid | 166,100. | | | 166,100. |
| 26 Total expenses and disbursements. Add lines 24 and 25 | 362,041. | 96,361. | | 265,680. |
| 27 Subtract line 26 from line 12: | | | | |
| a Excess of revenue over expenses and disbursements | -184,710. | | | |
| b Net investment income (if negative, enter -0-) | | 80,970. | | |
| c Adjusted net income (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 |
| A S S E T S | 1 | 1 Cash – non-interest-bearing | 151,581. | 143,395. | 143,395. |
| | 2 | 2 Savings and temporary cash investments | | | |
| | 3 | 3 Accounts receivable | | | |
| | | Less allowance for doubtful accounts | | | |
| | 4 | 4 Pledges receivable | | | |
| | | Less allowance for doubtful accounts | | | |
| | 5 | 5 Grants receivable | | | |
| | 6 | 6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) | | | |
| | 7 | 7 Other notes and loans receivable (attach sch) | | | |
| | | Less allowance for doubtful accounts | | | |
| | 8 | 8 Inventories for sale or use | | | |
| | 9 | 9 Prepaid expenses and deferred charges | | | |
| | 10a | 10a Investments – U S and state government obligations (attach schedule) | | | |
| | b | b Investments – corporate stock (attach schedule) <i>I-10b Stmt</i> | 5,992,625. | 5,773,095. | 5,276,619. |
| | c | c Investments – corporate bonds (attach schedule) | | | |
| L I A B I L I T I E S | 11 | 11 Investments – land, buildings, and equipment basis | | | |
| | | Less accumulated depreciation (attach schedule) | | | |
| | 12 | 12 Investments – mortgage loans | | | |
| | 13 | 13 Investments – other (attach schedule) | | | |
| | 14 | 14 Land, buildings, and equipment basis | | | |
| | | Less accumulated depreciation (attach schedule) | | | |
| | 15 | 15 Other assets (describe ▶) | | | |
| | 16 | 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. |
| | 17 | 17 Accounts payable and accrued expenses | | | |
| | 18 | 18 Grants payable | | | |
| | 19 | 19 Deferred revenue | | | |
| | 20 | 20 Loans from officers, directors, trustees, & other disqualified persons | | | |
| | 21 | 21 Mortgages and other notes payable (attach schedule) | | | |
| | 22 | 22 Other liabilities (describe ▶) | 0. | | |
| | 23 | 23 Total liabilities (add lines 17 through 22) | 0. | | |
| | Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. | | | | |
| N F E F U N D A S S A E L T A S N C O E R S | 24 | 24 Unrestricted | | | |
| | 25 | 25 Temporarily restricted | | | |
| | 26 | 26 Permanently restricted | | | |
| | Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. | | X | | |
| | 27 | 27 Capital stock, trust principal, or current funds | 2,409,938. | 2,409,938. | |
| | 28 | 28 Paid-in or capital surplus, or land, building, and equipment fund | | | |
| | 29 | 29 Retained earnings, accumulated income, endowment, or other funds | 3,734,268. | 3,506,552. | |
| | 30 | 30 Total net assets or fund balances (see instructions) | 6,144,206. | 5,916,490. | |
| | 31 | 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) ▶ | 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) |
|--|--|---|---|---|
| 1a 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 SCEDULE 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) | | If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 | | 2 20,913. |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) | | If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 | | 3 0. |

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

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

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

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

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

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

| (a) Base period years Calendar year (or tax year beginning in) | (b) Adjusted qualifying distributions | (c) Net value of noncharitable-use assets | (d) Distribution ratio (column (b) divided by column (c)) |
|---|--|---|---|
| 2011 | 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

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 | Tax based on investment income. 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 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 |
| 10 | Overpayment 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 ► 1,388. Refunded ► 11 | |

Part VII-A | Statements Regarding Activities

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?

| | Yes | No |
|-----|-----|----|
| 1 a | X | |

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?

| | | |
|-----|---|--|
| | | |
| 1 b | X | |

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

| | | |
|-----|---|--|
| | | |
| 1 c | X | |

c Did the foundation file **Form 1120-POL** for this year?

| | | |
|-----|---|--|
| | | |
| 1 c | X | |

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year

(1) On the foundation ► \$ _____ (2) On foundation managers ► \$ _____

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____

2 Has the foundation engaged in any activities that have not previously been reported to the IRS?

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 | |

4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

| | | |
|-----|---|--|
| | | |
| 4 a | X | |

| | | |
|-----|--|--|
| | | |
| 4 b | | |

| | | |
|---|---|--|
| | | |
| 5 | X | |

b If 'Yes,' has it filed a tax return on **Form 990-T** for this year?

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

If 'Yes,' attach the statement required by General Instruction T

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?

7 Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, column (c), and Part XV

8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ► _____

| | | |
|---|---|--|
| | | |
| 6 | X | |

| | | |
|---|---|--|
| | | |
| 7 | X | |

| | | |
|-----|---|--|
| | | |
| 8 b | X | |

| | | |
|---|---|--|
| | | |
| 9 | X | |

| | | |
|----|---|--|
| | | |
| 10 | X | |

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

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

10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses

Part VII-A Statements Regarding Activities (continued)

| | | |
|---|---|---|
| 11 | | X |
| 12 | | X |
| 13 | X | |
| Website address ► FASHFOUNDATION.COM | | |
| 14 | The books are in care of ► WILLIAM A PODSEDNIK JR Telephone no ► (817) 475-2556 Located at ► PO BOX 54851 HURST TX ZIP + 4 76054 | |
| 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 | ► <input type="checkbox"/> |
| 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 ► | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |

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

| | | 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 | <input checked="" type="checkbox"/> 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 ► 20 ___, 20 ___, 20 ___, 20 ___ | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| b | Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2), (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement — see instructions) | 2 b | |
| c | If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20 ___, 20 ___, 20 ___, 20 ___ | | |
| 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 | <input checked="" type="checkbox"/> 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 | <input checked="" type="checkbox"/> X |

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))? | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| (3) Provide a grant to an individual for travel, study, or other similar purposes? | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> 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) | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> 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? | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> 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 | ► <input type="checkbox"/> | |
| 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? | <input type="checkbox"/> Yes | <input type="checkbox"/> No |
| <i>If 'Yes,' attach the statement required by Regulations section 53.4945-5(d)</i> | | |
| 6 a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6 b | |
| <i>If 'Yes' to 6b, file Form 8870</i> | X | |
| 7 a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction? | 7 b | |

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

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

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

BAA

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 | | |
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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 IXB 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 | | ► |

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 Total (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 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4 | 5 5,293,407. |
| 6 Minimum investment return. 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. |
| 2a 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 Distributable amount 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 Qualifying distributions. 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 Adjusted qualifying distributions. 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 |
|--|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2012 from Part XI, line 7 | | | | 263,860. |
| 2 Undistributed income, if any, as of the end of 2012 | | | | |
| a Enter amount for 2011 only | | | | |
| b Total for prior years 20 ___, 20 ___, 20 ___ | | | | |
| 3 Excess distributions carryover, if any, to 2012 | | | | |
| a From 2007 | | | | |
| b From 2008 | | | | |
| c From 2009 | | | | |
| d From 2010 | | | | |
| e From 2011 | | | | |
| f Total of lines 3a through e | | | | |
| 4 Qualifying distributions for 2012 from Part XII, line 4 ► \$ 265,680. | | | | |
| a Applied to 2011, but not more than line 2a | | | | |
| b Applied to undistributed income of prior years (Election required – see instructions) | | | | |
| c Treated as distributions out of corpus (Election required – see instructions) | | | | |
| d Applied to 2012 distributable amount | | | | |
| e Remaining amount distributed out of corpus | 265,680. | | | |
| 5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a)) | | | | |
| 6 Enter the net total of each column as indicated below: | | | | |
| a Corpus Add lines 3f, 4c, and 4e Subtract line 5 | 265,680. | | | |
| 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 | | | | |
| d Subtract line 6c from line 6b Taxable amount – see instructions | | 0. | | |
| e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount – see instructions | | | 0. | |
| f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013 | | | | 263,860. |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) | | | | |
| 8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) | | 0. | | |
| 9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a | 265,680. | | | |
| 10 Analysis of line 9 | | | | |
| a Excess from 2008 | 0. | | | |
| b Excess from 2009 | 0. | | | |
| c Excess from 2010 | 0. | | | |
| d Excess from 2011 | 0. | | | |
| e 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 | | | | <input type="checkbox"/> | 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 | | | | <table border="1"> <thead> <tr> <th rowspan="2">Tax year</th> <th colspan="3">Prior 3 years</th> <th rowspan="2">(e) Total</th> </tr> <tr> <th>(a) 2012</th> <th>(b) 2011</th> <th>(c) 2010</th> <th>(d) 2009</th> </tr> </thead> <tbody> <tr><td></td><td></td><td></td><td></td><td></td></tr> <tr><td></td><td></td><td></td><td></td><td></td></tr> <tr><td></td><td></td><td></td><td></td><td></td></tr> <tr><td></td><td></td><td></td><td></td><td></td></tr> <tr><td></td><td></td><td></td><td></td><td></td></tr> <tr><td></td><td></td><td></td><td></td><td></td></tr> <tr><td></td><td></td><td></td><td></td><td></td></tr> <tr><td></td><td></td><td></td><td></td><td></td></tr> </tbody> </table> | | | Tax year | Prior 3 years | | | (e) Total | (a) 2012 | (b) 2011 | (c) 2010 | (d) 2009 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Tax year | Prior 3 years | | | (e) Total | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| | (a) 2012 | (b) 2011 | (c) 2010 | | | | | (d) 2009 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
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| b | 85% of line 2a | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| c | Qualifying distributions from Part XII, line 4 for each year listed | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| d | Amounts included in line 2c not used directly for active conduct of exempt activities | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| e | Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 3 | Complete 3a, b, or c for the alternative test relied upon | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| a | 'Assets' alternative test – enter | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| (1) | Value of all assets | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| (2) | Value of assets qualifying under section 4942(j)(3)(B)(i) | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| b | 'Endowment' alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| c | 'Support' alternative test – enter | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| (1) | Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| (2) | Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(III) | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| (3) | Largest amount of support from an exempt organization | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| (4) | Gross investment income | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |

Part XV Supplementary Information (Complete this part only if the 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

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

c Any submission deadlines

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

Part XV | Supplementary Information (continued)

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

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

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

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

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

Continued

| Recipient Name and address (home or business) | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Found- ation status of re- cipient | Purpose of grant or contribution | Person or Business Checkbox Amount |
|---|--|--|---|--|
| a Paid during the year | | | | |
| <u>FRINEDS OF TANDY HILLS NATURAL AREA INC - PO BOX 47004 FORT WORTH TX 76147</u> | <u>NONE</u> | <u>501(C)3</u> | <u>FWISD FIELD TRIPS TO TANDY HILLS PROGRAM</u> | Person or Business <input checked="" type="checkbox"/> 2,500. |
| <u>FRINEDS OF THE FORT WORTH LIBRARY - 300 WEST 3RD ST FORT WORTH TX 76102</u> | <u>NONE</u> | <u>501(C)3</u> | <u>SUPPORT EARLY CHILDHOOD RESOURCES</u> | Person or Business <input checked="" type="checkbox"/> 5,000. |
| <u>GLADNEY CENTER FOR ADIPTION 6300 JOHN RYAN DR FORT WORTH TX 76132</u> | <u>NONE</u> | <u>501(C)3</u> | <u>NEW BEGINNINGS PROGRAM</u> | Person or Business <input checked="" type="checkbox"/> 2,500. |
| <u>JAMES L WEST ALZHEIMER CENTER - 1111 SUMMIT AVE FORT WORTH TX 76102</u> | <u>NONE</u> | <u>501(C)3</u> | <u>ALZHEIMERS CARE GIVERS EXPENSES</u> | Person or Business <input checked="" type="checkbox"/> 5,000. |
| <u>LIGHHOUSE FOR THE BLIND 912 WEST FREEWAY FORT WORTH TX 76104</u> | <u>NONE</u> | <u>501(C)3</u> | <u>SUPPORT FOR COMMUNITY AWARENESS PROGRAM</u> | Person or Business <input checked="" type="checkbox"/> 2,500. |
| <u>HUMANE SOCIETY OF NORTH TEXAS 1840 E LANCASTER FORT WORTH TX 76103</u> | <u>NONE</u> | <u>501(C)3</u> | <u>AMMONIA DETECTOR & GENERAL SURGICAL SUPPLIES</u> | Person or Business <input checked="" type="checkbox"/> 1,000. |
| <u>AZLEWAY INC 1201 W NORTH CARRIER PARKWAY GRAND PRAIRIE TX 75050</u> | <u>NONE</u> | <u>501(C)3</u> | <u>SUPPORT SERVICES FOR CHILDREN'S PROGRAMS</u> | Person or Business <input checked="" type="checkbox"/> 5,000. |
| <u>BOTANICAL RESEARCH INSTITUTE OF TEXAS - 500 E 4TH ST FORT WORTH TX 76102</u> | <u>NONE</u> | <u>501(C)3</u> | <u>SUPPORT PROGRAMS & CHILDRENS LIBRARY</u> | Person or Business <input checked="" type="checkbox"/> 2,500. |
| <u>BOYS & GIRLS CLUB OF FORT WORTH 3218 E BELKNAP ST FORT WORTH TX 76111</u> | <u>NONE</u> | <u>501(C)3</u> | <u>SUPPORT ACADEMIC INITIATIVE PROGRAM</u> | Person or Business <input checked="" type="checkbox"/> 2,500. |
| <u>CASSATA LEARNING CENTER 1400 HEMPHILL ST FORT WORTH TX 76104</u> | <u>NONE</u> | <u>501(C)3</u> | <u>SUPPORT HIGH SCHOOL DROPOUT PREVENTION</u> | Person or Business <input checked="" type="checkbox"/> 10,000. |
| <u>CHILD STUDY CENTER 1300 W LANCASTER AVE FORT WORTH TX 76102</u> | <u>NONE</u> | <u>501(C)3</u> | <u>SUPPORT SERVICES PROVIDED TO CHILDREN</u> | Person or Business <input checked="" type="checkbox"/> 5,000. |
| <u>AMON CARTER MUSEUM OF MODERN ART 3501 CAMP BOWIE BLVD FORT WORTH TX 76107</u> | <u>NONE</u> | <u>501(C)3</u> | <u>SUPPORT SCHOOL TOUR DOCENT EXPENSES</u> | Person or Business <input checked="" type="checkbox"/> 1,000. |
| <u>CASA MANANA 3101 W LANCASTER FORT WORTH TX 76107</u> | <u>NONE</u> | <u>501(C)3</u> | <u>SUPPORT SCHOOL CHILDREN FIELD TRIPS</u> | Person or Business <input checked="" type="checkbox"/> 1,000. |
| <u>CATTLE RAISERS MUSEUM 1600 GENDY FORT WORTH TX 76107</u> | <u>NONE</u> | <u>501(C)3</u> | <u>SUPPORT EXHIBIT FIELD TRIP PROGRAM</u> | Person or Business <input checked="" type="checkbox"/> 500. |
| <u>CENTER FOR NONPROFIT MANAGEMENT 2902 FLOYD STREET DALLAS TX 75204</u> | <u>NONE</u> | <u>501(C)3</u> | <u>SUPPORT DALLAS-FORT WORTH MERGER PLAN</u> | Person or 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 | Found- ation status of re- cipient | Purpose of grant or contribution | Person or Business Checkbox Amount |
|--|--|--|---|---|
| a Paid during the year | | | | |
| <u>CLUBHOUSE FOR SPECIAL NEEDS</u> 800 BROWN TRAIL STE C BEDFORD TX 76022 | <u>NONE</u> | ----- 501(C)3 | <u>SUPPORT CAMPAIGN</u> <u>BUILDING PROGRAM</u> | Person or Business <input checked="" type="checkbox"/> 2,500. |
| <u>FORT WORTH BOTANICAL SOCIETY</u> 3220 BOTANIC GARDEN BLVD FORT WORTH TX 76107 | <u>NONE</u> | ----- 501(C)3 | <u>SUPPORT EDUCATION</u> <u>PROGRAM</u> | Person or Business <input checked="" type="checkbox"/> 1,000. |
| <u>FORT WORTH COUNTRY DAY SCHOOL</u> 4200 COUNTRY DAY LANE FORT WORTH TX 76109 | <u>NONE</u> | ----- 501(C)3 | <u>SUPPORT EDUCATION OF CHI</u> <u>WITH MODEST MEANS</u> | Person or Business <input checked="" type="checkbox"/> 1,000. |
| <u>FORT WORTH ZOO ASSOCIATION</u> 1989 COLONIAL PARKWAY FORT WORTH TX 76110 | <u>NONE</u> | ----- 501(C)3 | <u>SUPPORT FIRST GRADE</u> <u>EDUCATION PROGRAM</u> | Person or Business <input checked="" type="checkbox"/> 1,000. |
| <u>GUARDIANSHIP SERVICES INC</u> PO BOX 11481 FORT WORTH TX 76110 | <u>NONE</u> | ----- 501(C)3 | <u>SUPPORT GENERAL PROGRAM</u> | Person or Business <input checked="" type="checkbox"/> 2,600. |
| <u>JEWEL CHARITY - COOKS CHILDREN'S</u> PO BOX 472149 FORT WORTH TX 76147 | <u>NONE</u> | ----- 501(C)3 | <u>SUPPORT UNCOMPENSATED</u> <u>CARE PROGRAM</u> | Person or Business <input checked="" type="checkbox"/> 1,000. |
| <u>MEALS ON WHEELS TARRANT COUNTY</u> 320 SOUTH FREEWAY FORT WORTH TX 76104 | <u>NONE</u> | ----- 501(C)3 | <u>SUPPORT GENERAL</u> <u>PROGRAM</u> | Person or Business <input checked="" type="checkbox"/> 2,000. |
| <u>MENTAL HEALTH MENTAL RETARDATION</u> 3840 HULEN, NO TOWER FORT WORTH TX 76107 | <u>NONE</u> | ----- 501(C)3 | <u>ENHANCING MENTAL HEALTH</u> <u>OF ALL AGED PEOPLE</u> | Person or Business <input checked="" type="checkbox"/> 2,500. |
| <u>MODERN ART MUSEUM OF FORT WORTH</u> 3200 DARNELL STREET FORT WORTH TX 76107 | <u>NONE</u> | ----- 501(C)3 | <u>SUPPORT SCHOOL FIELD</u> <u>TRIP PROGRAM</u> | Person or Business <input checked="" type="checkbox"/> 2,500. |
| <u>MOTHER'S MILK BANK OF NORTH TEXAS</u> 600 W MAGNOLIA FORT WORTH TX 76104 | <u>NONE</u> | ----- 501(C)3 | <u>SUPPORT CAPITAL CAMPAIGN</u> | Person or Business <input checked="" type="checkbox"/> 5,000. |
| <u>NATIONAL MULTICULTURAL WESTERN</u> HERITAGE MUSEUM - 2400 SCOTT AVE FORT WORTH TX 76103 | <u>NONE</u> | ----- 501(C)3 | <u>SUPPORT CAPITAL CAMPAIGN</u> | Person or Business <input checked="" type="checkbox"/> 5,000. |
| <u>NORTH FORT WORTH HISTORICAL SOCIETY</u> 131 E EXCHANGE AVE STE 110 FORT WORTH TX 76164 | <u>NONE</u> | ----- 501(C)3 | <u>SUPPORT GENERAL PROGRAM</u> | Person or Business <input checked="" type="checkbox"/> 1,000. |
| <u>THE PARENTING CENTER</u> 2928 W 5TH ST FORT WORTH TX 76107 | <u>NONE</u> | ----- 501(C)3 | <u>PROMOTE EDUCATION OF PAR</u> <u>FAMILY UNITS</u> | Person or Business <input checked="" type="checkbox"/> 1,500. |
| <u>SID RICHARDSON MUSEUM</u> 309 MAIN ST FORT WORTH TX 76102 | <u>NONE</u> | ----- 501(C)3 | <u>SUPPORT THE EDUCATION</u> <u>OF CHILDREN</u> | Person or Business <input checked="" type="checkbox"/> 1,000. |
| <u>TARRANT AREA FOOD BANK</u> 2600 CULLEN FORT WORTH TX 76107 | <u>NONE</u> | ----- 501(C)3 | <u>SUPPORT SENIOR</u> <u>SHARE PROGRAM</u> | Person or Business <input checked="" type="checkbox"/> 2,500. |

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

Continued

| Recipient Name and address (home or business) | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Found- ation status of re- cipient | Purpose of grant or contribution | Person or Business Checkbox Amount |
|---|--|--|---|---|
| a Paid during the year | | | | |
| TEXAS COWBOY HALL OF FAME 128 E EXCHANGE AVE FORT WORTH TX 76164 | NONE | 501(C)3 | SUPPORT GENERAL PROGRAM | Person or 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 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 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 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 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 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 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 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 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 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 Business <input checked="" type="checkbox"/> 2,500. |

Total

136,600.

Form 990-PF, Page 1, Part I
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 | 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

| | |
|---------------------------|---|
| Name | Employer Identification Number |
| <u>FASH FOUNDATION</u> | 75-2327856 |
| 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 |

Form 990-PF, Page 1, Part I

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 | <u>59,700.</u> | <u>53,408.</u> | | <u>6,292.</u> |
| 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 | <u>15,877.</u> | <u>15,877.</u> | | |
| MERRILL LYNCH (A41) | BROKERAGE FEES | <u>6,422.</u> | <u>6,422.</u> | | |
| MERRILL LYNCH (A42) | BROKERAGE FEES | <u>170.</u> | <u>170.</u> | | |
| SANFOR BERSTEIN | BROKERAGE FEES | <u>12,310.</u> | <u>12,310.</u> | | |
| 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 | <u>2,253,160.</u> | <u>1,490,290.</u> |
| MERRILL LYNCH A40 | <u>1,058,821.</u> | <u>1,158,522.</u> |
| MERRILL LYNCH A41 | <u>1,052,000.</u> | <u>1,094,098.</u> |
| SANFORD BERNSTEIN | <u>1,409,114.</u> | <u>1,533,709.</u> |
| 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, p1/Line 13(a)

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

Supporting Statement of:

Form 990-PF, p1/Line 13(d)

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

Supporting Statement of:

Form 990-PF, p1/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, p1/Line 18(b)-1

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

Supporting Statement of:

Form 990-PF, p1/Line 18(d)-1

| Description | Amount |
|---------------|--------|
| PAYROLL TAXES | 5,980. |

Continued

Supporting Statement of:

Form 990-PF, p1/Line 18(d)-1

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

Supporting Statement of:

Form 990-PF, p1/Line 20(a)

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

Supporting Statement of:

Form 990-PF, p1/Line 20(d)

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

Supporting Statement of:

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

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

Supporting Statement of:

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

| Description | Amount |
|-------------------------|-------------|
| LIABILITY INSURANCE | <u>650.</u> |
| SAFE DEPOSIT BOX RENTAL | <u>75.</u> |

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 | | | |
| MERRILL LYNCH A40 | | | |
| 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 |
| | ===== | ===== | ===== |
| MERRILL LYNCH A41 | | | |
| 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 |
| | ===== | ===== | ===== |
| SANFORD BERNSTEIN | | | |
| 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 |
| | ===== | ===== | ===== |