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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 RED OAK FOUNDATION		A Employer identification number 75-2382416
Number and street (or P O box number if mail is not delivered to street address) 304 CARROLL STREET		B Telephone number (see the instructions) (817) 332-5332
City or town FORT WORTH		C If exemption application is pending, check here <input type="checkbox"/>
State ZIP code TX 76107		D 1 Foreign organizations, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial Return of a former public charity		D 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<input type="checkbox"/> Final return <input type="checkbox"/> Amended return		E 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		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation		
<input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		
I Fair market value of all assets at end of year (from Part II, column (c), line 16) \$ 312,968.		
J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual		
<input type="checkbox"/> Other (specify) _____		
<i>(Part I, column (d) must be on cash basis)</i>		

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
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))				
REVENUE				
1 Contributions, gifts, grants etc. received (att sch)	250,800.			
2 Ck <input type="checkbox"/> if the foundn is not req to att Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	645.	645.	645.	
5a Gross rents				
b Net rental income or (loss)				
6a Net gain/(loss) from sale of assets not on line 10				
b Gross sales price for all assets on line 6a				
7 Capital gain net income (from Part IV, line 2)				
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)				
ROYALTIES	11,049.	11,049.	11,049.	
12 Total. Add lines 1 through 11	262,494.	11,694.	11,694.	
ADMINISTRATIVE EXPENSES				
13 Compensation of officers, directors, trustees, etc				
14 Other employee salaries and wages	82,708.	82,708.	82,708.	82,708.
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach sch)			650.	650.
c Other prof fees (attach sch)				
17 Interest				
18 Taxes (attach schedule)(see instrs) See Line 18 Stmt	1,672.	1,672.	1,672.	58.
19 Depreciation (attach sch) and depletion L-19 Stmt	3,160.	1,657.	1,657.	
20 Occupancy	5,339.	5,339.	5,339.	5,339.
21 Travel, conferences, and meetings	1,786.	1,786.	1,786.	1,786.
22 Printing and publications	2,916.	2,916.	2,916.	2,916.
23 Other expenses (attach schedule) See Line 23 Stmt	20,586.	20,986.	20,986.	20,986.
24 Total operating and administrative expenses. Add lines 13 through 23	118,817.	117,714.	117,714.	114,443.
25 Contributions, gifts, grants paid	111,380.			111,380.
26 Total expenses and disbursements. Add lines 24 and 25	230,197.	117,714.	117,714.	225,823.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	32,297.			
b Net investment income (if negative, enter 0)		0.		
c Adjusted net income (if negative, enter -0-)			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	Cash – non-interest-bearing		21,242.	22,372.	22,372.
	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)		81,439.	81,439.	166,010.
		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 ▶	31,800.				
	Less accumulated depreciation (attach schedule) ▶	3,160.	-7,252.	28,640.	28,640.	
15	Other assets (describe ▶ BOOK INVENTORY)		74,415.	95,946.	95,946.	
16	Total assets (to be completed by all filers – see the instructions. Also, see page 1, item I)		169,844.	228,397.	312,968.	
L I A B I L I T I E S	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 ▶)				
	23	Total liabilities (add lines 17 through 22)				
F U N D A S S E T S A N D N E T A S S E T S O F F U N D S	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		169,844.	228,397.	
	28	Paid-in or capital surplus, or land, building, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	Total net assets or fund balances (see instructions)		169,844.	228,397.	
	31	Total liabilities and net assets/fund balances (see instructions)		169,844.	228,397.	

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	169,844.
2	Enter amount from Part I, line 27a	2	32,297.
3	Other increases not included in line 2 (itemize) ▶ OTHER	3	26,256.
4	Add lines 1, 2, and 3	4	228,397.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	228,397.

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			
b			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss) — [If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7]	2	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	

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

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

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

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

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

1 Enter the appropriate amount in each column for each year, see 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	224,816.	212,760.	1.056665
2010	179,170.	177,389.	1.010040
2009	174,454.	150,238.	1.161184
2008	146,995.	376,237.	0.390698
2007	237,570.	336,988.	0.704981

2 Total of line 1, column (d)	2	4.323568
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	0.864714
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	218,078.
5 Multiply line 4 by line 3	5	188,575.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	0.
7 Add lines 5 and 6	7	188,575.
8 Enter qualifying distributions from Part XII, line 4	8	225,823.

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	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	0.
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	0.
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	0.
6	Credits/Payments		
a	2012 estimated tax pmts and 2011 overpayment credited to 2012	6 a	
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	
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	0.
10	Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0.
11	Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
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 Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ \$ _____ (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? <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 Form 990-T 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) TX - Texas		
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	

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)			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)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address	X		
14 The books are in care of NAN MATSON Telephone no (817) 332-5332 Located at 304 CARROLL STREET FORT WORTH TX ZIP + 4 76107				
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			
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?				
			Yes	No
16	See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If 'Yes,' enter the name of the foreign country			X

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

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

		Yes	No
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		
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?		X
1 c			
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?		X
4 a			
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?		X
4 b			

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)? Yes No

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? Yes No

If 'Yes' to 6b, file Form 8870

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

b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

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
JON BRUMLEY 2901 TEMPLE HALL HWY GRANBURY TX 76049	DIRECTOR 1.00	0.	0.	0.
REBECCA BRUMLEY 2901 TEMPLE HALL HWY GRANBURY TX 76049	DIRECTOR 30.00	0.	0.	0.
LOUIS BALDWIN 304 CARROLL STREET FORT WORTH TX 76107	DIRECTOR 1.00	0.	0.	0.
NAN MATSON 304 CARROLL STREET FORT WORTH TX 76107	DIRECTOR 40.00	82,708.	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 SEE INFORMATION ATTACHED	
2	85,580.
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	

BAA

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	199,592.
b Average of monthly cash balances	1 b	21,807.
c Fair market value of all other assets (see instructions)	1 c	0.
d Total (add lines 1a, b, and c)	1 d	221,399.
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	221,399.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	3,321.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	218,078.
6 Minimum investment return. Enter 5% of line 5	6	10,904.

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	10,904.
2 a Tax on investment income for 2012 from Part VI, line 5	2 a	0.	
b Income tax for 2012 (This does not include the tax from Part VI)	2 b		
c Add lines 2a and 2b	2 c	0.	
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	10,904.	
4 Recoveries of amounts treated as qualifying distributions	4		
5 Add lines 3 and 4	5	10,904.	
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	10,904.	

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	225,823.
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	225,823.
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	0.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	225,823.

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				10,904.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years 20 __, 20 __, 20 __				
3 Excess distributions carryover, if any, to 2012				
a From 2007	147,925.			
b From 2008	160,879.			
c From 2009	173,788.			
d From 2010	170,401.			
e From 2011	214,290.			
f Total of lines 3a through e	867,283.			
4 Qualifying distributions for 2012 from Part XII, line 4				
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				10,904.
e Remaining amount distributed out of corpus	214,919.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,082,202.			
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				0.
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)	147,925.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	934,277.			
10 Analysis of line 9				
a Excess from 2008	160,879.			
b Excess from 2009	173,788.			
c Excess from 2010	170,401.			
d Excess from 2011	214,290.			
e Excess from 2012	214,919.			

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)

	Tax year	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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					
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))
JON AND REBECCA BRUMLEY

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
N/A

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
N/A
N/A
N/A **N/A** **76107** **(817) 332-5332**

b The form in which applications should be submitted and information and materials they should include
N/A

c Any submission deadlines

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

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2012

Name of the organization

RED OAK FOUNDATION

Employer identification number

75-2382416

Organization type (check one)

Filers of:

Form 990 or 990-EZ

Section:

501(c)(____) (enter number) organization

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

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

Special Rules

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33-1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

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

BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization

Employer identification number

RED OAK FOUNDATION

75-2382416

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

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	JON BRUMLEY AND REBECCA BRUMLEY ----- 2901 TEMPLE HALL HIGHWAY ----- GRANBURY TX 76049 -----	\$ 250,800.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
-----	-----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
-----	-----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
-----	-----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
-----	-----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
-----	-----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

**Depreciation and Amortization
(Including Information on Listed Property)**

▶ See separate instructions. ▶ Attach to your tax return.

Name(s) shown on return

RED OAK FOUNDATION

Business or activity to which this form relates

Identifying number

75-2382416

Form 990-PF page 1

Part I Election To Expense Certain Property Under Section 179

Note: If you have any listed property, complete Part V before you complete Part I

1	Maximum amount (see instructions)	1	
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation (see instructions)	3	
4	Reduction in limitation Subtract line 3 from line 2 If zero or less, enter -0-	4	
5	Dollar limitation for tax year Subtract line 4 from line 1 If zero or less, enter -0- If married filing separately, see instructions	5	
6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost
7	Listed property Enter the amount from line 29	7	
8	Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction Enter the smaller of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2011 Form 4562	10	
11	Business income limitation Enter the smaller of business income (not less than zero) or line 5 (see instrs)	11	
12	Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2013 Add lines 9 and 10, less line 12	▶ 13	

Note: Do not use Part II or Part III below for listed property. Instead, use Part V

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property) (See instructions)

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	

Part III MACRS Depreciation (Do not include listed property) (See instructions)

Section A

17	MACRS deductions for assets placed in service in tax years beginning before 2012	17	
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here <input type="checkbox"/>		

Section B – Assets Placed in Service During 2012 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only – see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19 a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs		S/L	
h Residential rental property			27.5 yrs	MM	S/L	
i Nonresidential real property			39 yrs	MM	S/L	

Section C – Assets Placed in Service During 2012 Tax Year Using the Alternative Depreciation System

20 a Class life					S/L	
b 12-year			12 yrs		S/L	
c 40-year			40 yrs	MM	S/L	

Part IV Summary (See instructions)

21	Listed property Enter amount from line 28	21	3,160.
22	Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21 Enter here and on the appropriate lines of your return Partnerships and S corporations – see instructions	22	3,160.
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

Part V Listed Property (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement)

Note: For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete **only** 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable

Section A – Depreciation and Other Information (Caution: See the instructions for limits for passenger automobiles)

24 a Do you have evidence to support the business/investment use claimed? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No								24b If 'Yes,' is the evidence written? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/ investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/ Convention	(h) Depreciation deduction	(i) Elected section 179 cost	
25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use (see instructions)							25		
26 Property used more than 50% in a qualified business use									
AUTO	02/27/12	100.00	31,800.	31,800.	5.00	200 DB-HY	3,160.		
27 Property used 50% or less in a qualified business use									
28 Add amounts in column (h), lines 25 through 27 Enter here and on line 21, page 1							28	3,160.	
29 Add amounts in column (i), line 26 Enter here and on line 7, page 1								29	

Section B – Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other 'more than 5% owner,' or related person. If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles

30 Total business/investment miles driven during the year (do not include commuting miles)	(a) Vehicle 1		(b) Vehicle 2		(c) Vehicle 3		(d) Vehicle 4		(e) Vehicle 5		(f) Vehicle 6	
31 Total commuting miles driven during the year												
32 Total other personal (noncommuting) miles driven												
33 Total miles driven during the year Add lines 30 through 32												
	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
34 Was the vehicle available for personal use during off-duty hours?												
35 Was the vehicle used primarily by a more than 5% owner or related person?												
36 Is another vehicle available for personal use?												

Section C – Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who are not more than 5% owners or related persons (see instructions)

37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?	Yes	No
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners		
39 Do you treat all use of vehicles by employees as personal use?		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?		
41 Do you meet the requirements concerning qualified automobile demonstration use? (See instructions) Note: If your answer to 37, 38, 39, 40, or 41 is 'Yes,' do not complete Section B for the covered vehicles		

Part VI Amortization

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
42 Amortization of costs that begins during your 2012 tax year (see instructions)					
43 Amortization of costs that began before your 2012 tax year					
44 Total. Add amounts in column (f) See the instructions for where to report					44

Form 990-PF, Page 1, Part I, Line 18

Line 18 Stmt

Taxes	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
FOREIGN	58.	58.	58.	58.
PRODUCTION TAXES	1,614.	1,614.	1,614.	
Total	1,672.	1,672.	1,672.	58.

Form 990-PF, Page 1, Part I, Line 23

Line 23 Stmt

Other expenses	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
OFFICE	19,551.	19,951.	19,951.	19,951.
CONTRACT LABOR	1,035.	1,035.	1,035.	1,035.
Total	20,586.	20,986.	20,986.	20,986.

Form 990-PF, Line 19

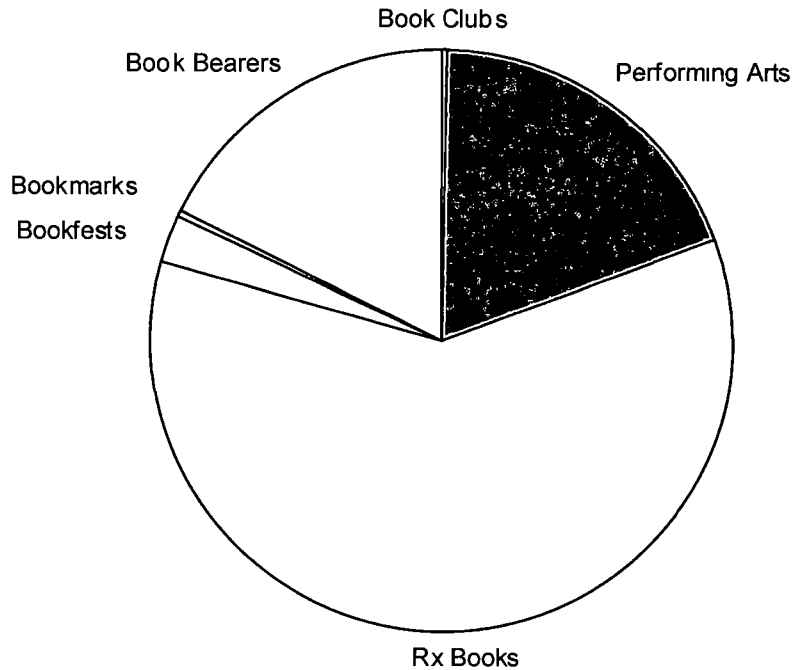
Allocated Depreciation

Description	Date Acquire	Cost or Basis	Prior Yr Depr	Mthd	Life	Current Depr	Net Invest Income	Adjusted Net Income
AUTO	02/27/12	31800		200DB	5.00	3160		

Total

2012 Book Distributions

Red Oak Books Book Costs



	Books Distributed	Book Cost to Red Oak Books	Administrative Costs	Total Programming Red Oak Books Costs
Book Bearers	6,592	\$13,711.36	\$26,408.18	\$40,119.54
Performing Arts	7,041	\$23,625.52	\$28,206.92	\$51,832.44
Book Clubs	140	\$291.20	\$560.86	\$852.06
Bookfests	1,066	\$2,217.28	\$4,544.08	\$6,761.36
Bookmarks	33	\$68.64	\$132.20	\$200.84
Rx Books	21,955	\$45,666.40	\$87,953.83	\$133,620.23
Totals	36,827	\$85,580.40	\$147,806.07	\$233,386.47

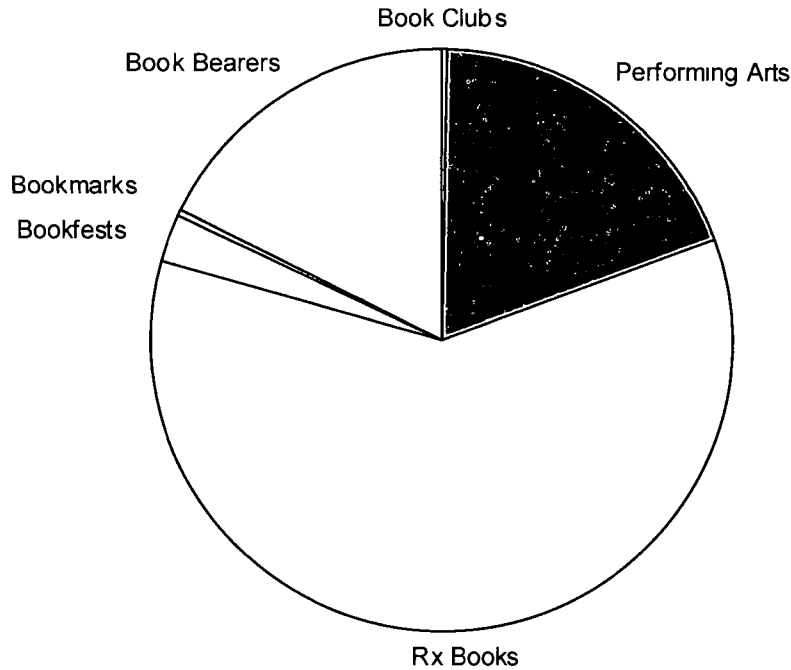
Red Oak Book cost for programs other than Performing Arts based on an average cost of \$2.08 per title.

Average total programming cost, less book cost, for programs other than Bookfests was \$4.0060957.

Average total programming cost, less book cost, for Bookfests was \$4.2627373.

2012 Book Distributions

List Price Book Costs



	Books Distributed	Books List Price	Administrative Costs	Total Programming List Price
Book Bearer	6,592	\$48,055.68	\$26,408.18	\$74,463.86
Performing Arts	7,041	\$101,619.95	\$28,206.92	\$129,826.87
Book Clubs	140	\$1,020.60	\$560.86	\$1,581.46
Bookfests	1,066	\$7,771.14	\$4,544.08	\$12,315.22
Bookmarks	33	\$240.57	\$132.20	\$372.77
Rx Books	21,955	\$160,051.95	\$87,953.83	\$248,005.78
Totals	36,827	\$318,759.89	\$147,806.07	\$466,565.96

List price for all programs other than Performing Arts based on an average cost of \$7.29 per title.

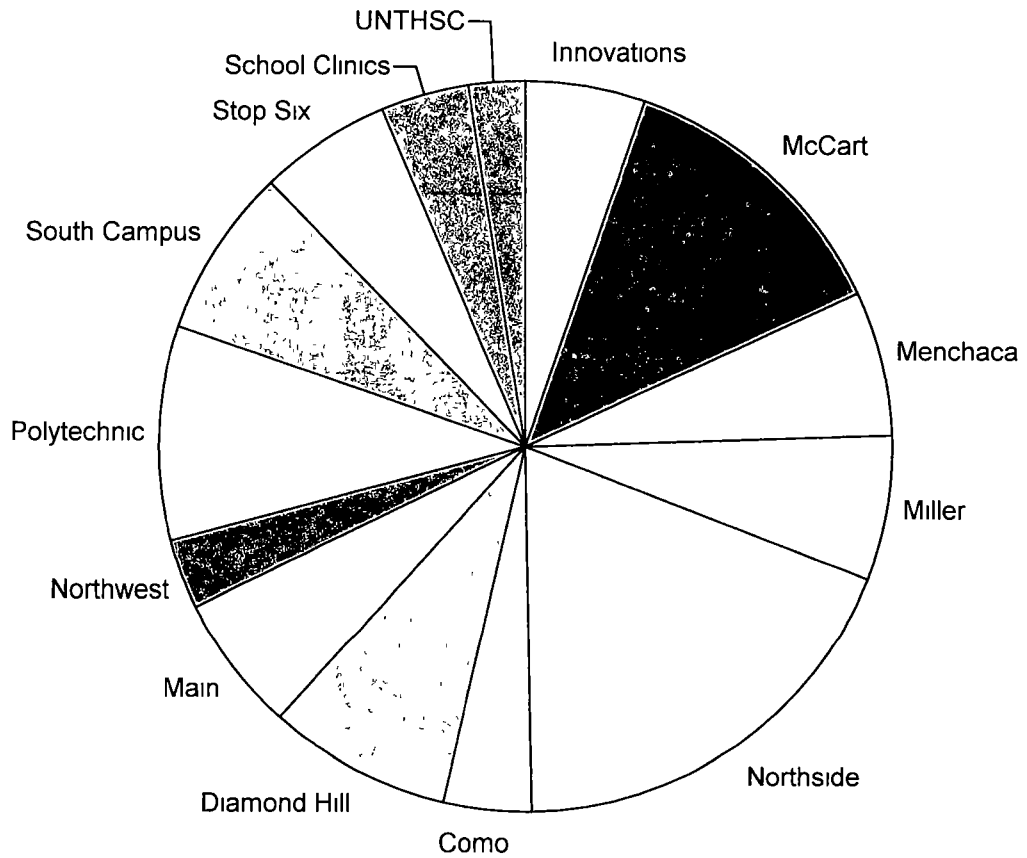
Average total programming cost, less book cost, for programs other than Bookfests was \$4.0060957.

Average total programming cost, less book cost, for Bookfests was \$4.2627373.

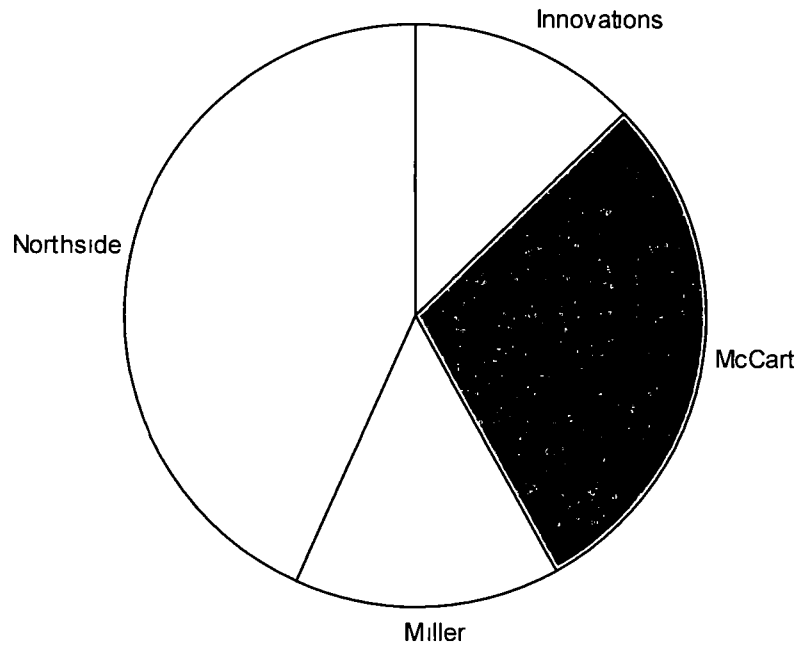
RX: BOOKS - For families at medical clinics for pediatric well-child visits.

- Doctor's prescription to read to child regularly.
- Free book at each regular visit from two months through five years of age (11 books/child by age 6).

2012 Clinic Distributions



**COOK CHILDREN'S MEDICAL CENTER - 2012 BOOK DISTRIBUTION
Red Oak Books Book Costs**



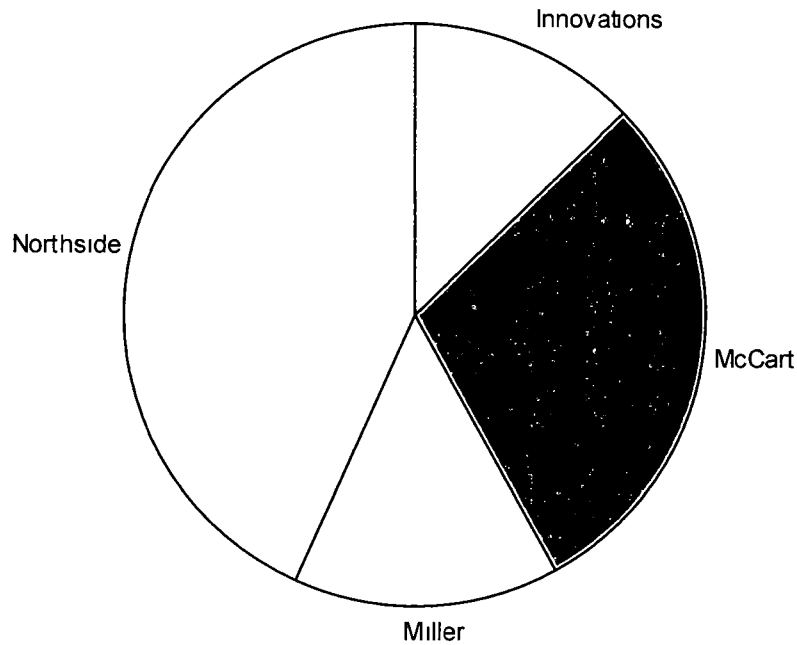
Clinic	Books Distributed	Book Cost to Red Oak Books	Administrative Costs	Total Programming Red Oak Books Cost
Innovations	1,228	\$2,554.24	\$4,919.49	\$7,473.73
McCart	2,775	\$5,772.00	\$11,116.92	\$16,888.92
Miller	1,391	\$2,893.28	\$5,572.48	\$8,465.76
Northside	4,139	\$8,609.12	\$16,581.23	\$25,190.35
Totals	9,533	\$19,828.64	\$38,190.12	\$58,018.76

Cost to Red Oak Books based on an average cost of \$2.08 per title.

Average total programming cost, less book cost, was \$4.0060957.

Red Oak Books expanded its partnership with the Cook Children's Morris Innovations Clinic by providing books for families attending Healthy Lifestyles discussion groups. During family group sessions, Cook Children's staff introduced the books Let's Eat/A Comer and Head, Shoulders, Knees, and Toes to the attendees as part of a discussion of healthy activities and food choices. A copy of each book was presented to every participating family.

**COOK CHILDREN'S MEDICAL CENTER - 2012 BOOK DISTRIBUTION
List Price Book Costs**



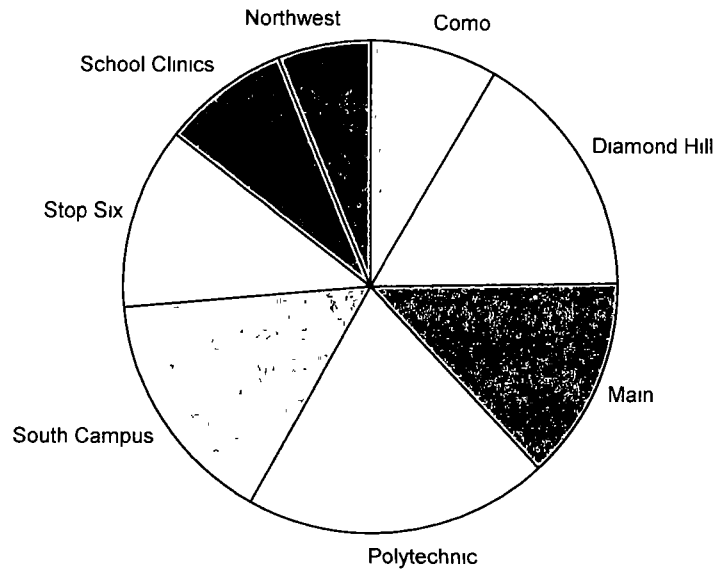
Clinic	Books Distributed	Book List Price	Administrative Costs	Total Programming List Price
Innovations	1,228	\$8,952.12	\$4,919.49	\$13,871.61
McCart	2,775	\$20,229.75	\$11,116.92	\$31,346.67
Miller	1,391	\$10,140.39	\$5,572.48	\$15,712.87
Northside	4,139	\$30,173.31	\$16,581.23	\$46,754.54
Totals	9,533	\$69,495.57	\$38,190.12	\$107,685.69

List price based on an average cost of \$7.29 per title.

Average total programming cost, less book cost, was \$4.0060957.

Red Oak Books expanded its partnership with the Cook Children's Morris Innovations Clinic by providing books for families attending Healthy Lifestyles discussion groups. During family group sessions, Cook Children's staff introduced the books Let's Eat/A Comer and Head, Shoulders, Knees, and Toes to the attendees as part of a discussion of healthy activities and food choices. A copy of each book was presented to every participating family.

**JPS HEALTH NETWORK - 2012 BOOK DISTRIBUTION
Red Oak Books Book Costs**



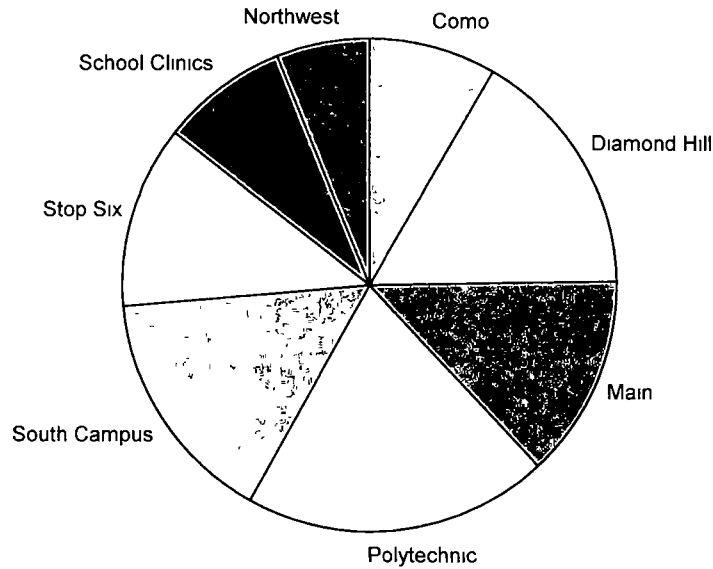
Clinic	Books Distributed	Book Cost to Red Oak Books	Administrative Cost	Total Programming Red Oak Book Cost
Como	857	\$1,782.56	\$3,433.22	\$5,215.78
Diamond Hill	1,729	\$3,596.32	\$6,926.54	\$10,522.86
Main	1,373	\$2,855.84	\$5,500.37	\$8,356.21
Northwest	651	\$1,354.08	\$2,607.97	\$3,962.05
Polytechnic	2,083	\$4,332.64	\$8,344.70	\$12,677.34
School Clinics	850	\$1,768.00	\$3,405.18	\$5,173.18
South Campus	1,626	\$3,382.08	\$6,513.91	\$9,895.99
Stop Six	1,262	\$2,624.96	\$5,055.69	\$7,680.65
Total	10,431	\$21,696.48	\$41,787.58	\$63,484.06

Cost to Red Oak Books based on an average cost of \$2.08 per title.

Average total programming cost, less book cost, was \$4.0060957.

The director of the Red Oak Foundation and the director of Red Oak Books were invited to address a meeting of the JPS Board of Managers where they were thanked for the contributions made by Red Oak.

JPS HEALTH NETWORK - 2012 BOOK DISTRIBUTION
List Price Book Costs



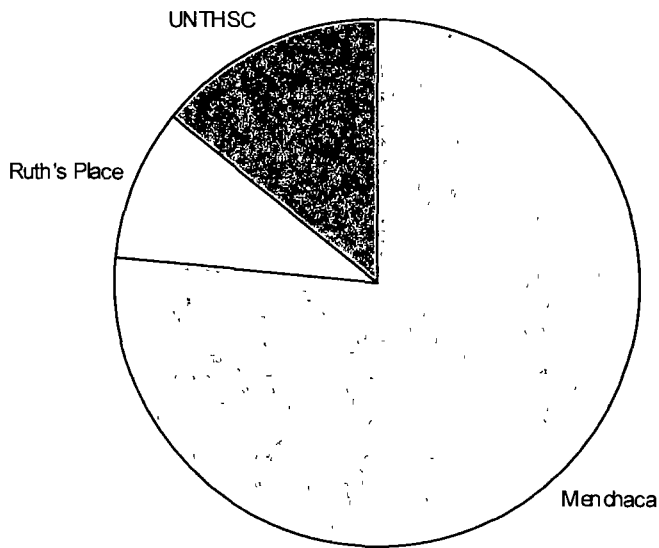
Clinic	Books Distributed	Book List Price	Administrative Costs	Total Programming List Price
Como	857	\$6,247.53	\$3,433.22	\$7,680.75
Diamond Hill	1,729	\$12,604.41	\$6,926.54	\$19,530.95
Main	1,373	\$10,009.17	\$5,500.37	\$15,509.54
Northwest	651	\$4,745.79	\$2,607.97	\$7,353.76
Polytechnic	2,083	\$15,185.07	\$8,344.70	\$23,529.77
School Clinics	850	\$6,196.50	\$3,405.18	\$9,601.68
South Campus	1,626	\$11,853.54	\$6,513.91	\$18,367.45
Stop Six	1,262	\$9,199.98	\$5,055.69	\$14,255.67
Total	10,431	\$76,041.99	\$41,787.58	\$115,829.57

List price based on an average cost of \$7.29 per title.

Average total programming cost, less book cost, was \$4.0060957.

The director of the Red Oak Foundation and the director of Red Oak Books were invited to address a meeting of the JPS Board of Managers where they were thanked for the contributions made by Red Oak.

**OTHER CLINICS - 2012 BOOK DISTRIBUTION
Red Oak Books Book Costs**

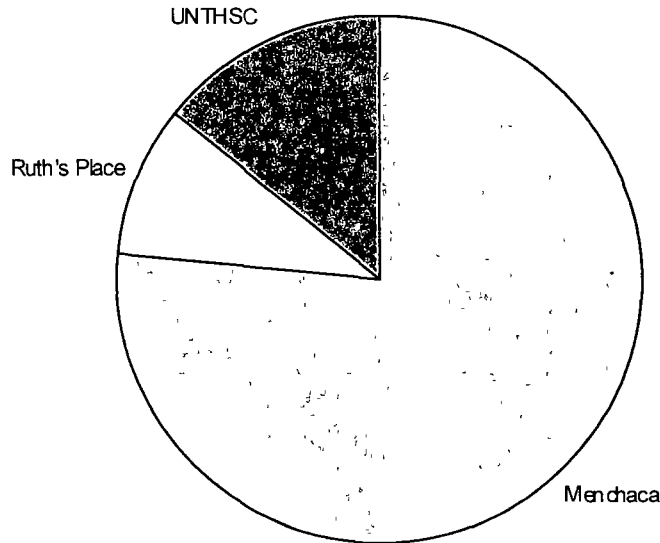


	Books Distributed	Book cost to Red Oak Books	Administrative Costs	Total Programming Red Oak Books
Ruth's Place	0	0	0	0
Menchaca	1,436	\$2,986.88	\$5,752.75	\$8,739.63
UNTHSC	555	\$1,154.40	\$2,223.38	\$3,377.78
TOTAL	1,991	\$4,141.28	\$7,976.13	\$12,117.41

Cost to Red Oak Books based on an average cost of \$2.08 per title.

Average total programming cost, less book cost, was \$4.0060957.

**OTHER CLINICS - 2012 BOOK DISTRIBUTION
Red Oak Books Book Costs**



	Books Distributed	Book List Price	Administrative Costs	Total Programming Red Oak Books
Ruth's Place	0	0	0	0
Menchaca	1,436	\$10,468.44	\$5,752.75	\$16,221.19
UNTHSC	555	\$4,045.94	\$2,223.38	\$6,269.33
TOTAL	1,991	\$14,514.39	\$7,976.13	\$22,490.52

List price based on an average cost of \$7.29 per title.

Average total programming cost, less book cost, was \$4.0060957.



TARGETED ELEMENTARY SCHOOLS - 2012

Based upon on pre-reading indicator test scores of kindergarten students.



Davis, Clifford Elementary

Howell, Nathan Elementary

Huerta, Dolores Elementary

Logan, Maude Elementary

Worth Heights Elementary



BOOKFESTS - 2012

Events for children ages five and under and their parents or caregivers at non-profit centers in targeted neighborhoods (lowest Stanford 10 score elementary schools' areas).

- Storytime – Books read aloud by a site representative.
- Book selection – Two free, quality, hardcover books for every child.

<u>Site</u>	<u># BookFests</u>	<u>Attendance: Low/High/Avg.</u>	<u>Books Distributed</u>
Clifford Davis Elementary(PAT)	3	10/17/13	78
Clifford Davis Elementary PreK	1	16/16/16	32
Maude Logan Elementary	3	08/12/10	58
Worth Heights Elementary	3	55/62/59	352
Early Childhood Matters R.D. Evans Community Center	1	27/27/27	54
Early Childhood Matters Northside Library	1	31/31/31	63
Early Childhood Matters Southside Community Center	1	30/30/30	60
Early Childhood Matters Meadowbrook Methodist Church	1	22/22/22	44
Buen Samaritano	1	070/7/07	14
Dolores Huerta Elementary	3	34/45/41	243
Natha Howell Elementary	1	34/34/34	68
TOTAL	19	Avg: 28	1,066

Number of books provided in 2012:	1,066
Red Oak Books cost of books provided in 2012:	\$ 2,217.28
List price of books provided in 2012:	\$ 7,771.14
Administrative Cost in 2012:	\$ 4,544.08
Administrative Costs + Red Oak Book Cost:	\$ 6,761.36
Administrative Costs + List Price:	\$12,315.22

Red Oak Book cost based on an average cost of \$2.08 per title.
List price based on an average cost of \$7.29 per title.

Average total programming cost, less book cost, was \$4.2627373.

BOOK CLUBS - 2012

Book Clubs are intended to expand family reading experiences through parent empowering gatherings while increasing the amount and quality of literature in homes. Components of the program include the opportunity for interaction and sharing among the participants. Clubs are limited to 12 families. Members receive magnets, membership cards and "I Read to My Child" bumper stickers. In 2012, two book clubs were initiated.

Location	Books	Cost to Red Oak Books	List Price	Total Costs Red Oak Books	Total Costs List Price
Maude Logan (PAT)	70	\$145.60	\$510.30	\$426.03	\$790.73
Christene Moss (PAT)	70	\$145.60	\$510.30	\$426.03	\$790.73
TOTAL	140	\$291.20	\$1,020.60	\$852.06	\$1,581.46

Red Oak Book cost based on an average cost of \$2.08 per title.
List price based on an average cost of \$7.29 per title.

Average total programming cost, less book cost, was \$4.0060957.

RED OAK BOOKMARKS - 2012

The Red Oak Bookmark program is designed to encourage families to utilize their local branch libraries by extending the book reading experience to the library. Children attending a final Bookfest are given a bookmark that can be redeemed for a quality, hardback book when they visit their branch library with their parent or caregiver. Parents and children can then become familiar with the library and be encouraged to obtain a library card. Four bookmark programs took place in 2012.

Seminary South Branch Library (Worth Heights Elementary – Pre-k)

Twelve books were distributed

East Berry Branch Library (D. McRae Elementary – PAT)

Twenty books were distributed

East Berry Branch Library (Maude Logan – PAT)

One book was distributed

East Berry Branch Library (Clifford Davis Elementary – PAT)

No books were distributed

Number of books provided in 2012:	33
Red Oak Books cost of books provided in 2012:	\$ 68.64
List price of books provided in 2012:	\$ 240.57
Administrative Costs in 2012:	\$ 132.20
Administrative Costs + Red Oak Book Cost:	\$ 200.84
Administrative Costs + List Price:	\$ 372.77

ALEDO UNITED METHODIST CHURCH – 2012

Red Oak Books supported the outreach efforts of Aledo United Methodist Church and their mission work in Guatemala. Among the work performed by church volunteers was the teaching of young Guatemalan children. Volunteers read to the children, and then provided each child with books to take home.

Number of books provided in 2012:	100
Red Oak Books cost of books provided in 2012:	\$ 208.00
List price of books provided in 2012:	\$ 729.00
Administrative Costs in 2012:	\$ 400.61
Administrative Costs + Red Oak Book Cost:	\$ 608.61
Administrative Costs + List Price:	\$ 1,129.61

BASS HALL – PERFORMING ARTS FORT WORTH - 2012

In 2012 Red Oak Books partnered with Performing Arts Fort Worth/Bass Hall for programs for first and second grade students. Two thousand five hundred and sixty three copies of Peter and the Wolf were provided to Bass Hall for programming conducted in the spring of 2012. Volunteers visited second grade classrooms, read Peter and the Wolf, and presented each child with his/her own copy. Curriculum specifically developed for Peter and the Wolf was provided to teachers for their use in preparing classes for the program. Students then attended a presentation of Peter and the Wolf at Bass Hall.

Also in 2012, first grade students at selected schools attended a program at Bass Hall which included a variety of songs, stories and poetry including Musicians of Bremen. Volunteers visited class rooms, read and distributed copies of the book Musicians of Bremen to each student. Two thousand four hundred thirty one copies were distributed.

In addition, 40 copies of If You Give a Mouse a Cookie were provided for use by the Performing Arts Fort Worth Director of Education.

Title	Books	Cost to Red Oak Books	List Price	Total Costs Red Oak Books	Total Costs List Price
<u>Peter and the Wolf</u>	2,563	\$8,970.50	\$43,442.85	\$19,238.12	\$53,710.47
<u>Musicians of Bremen</u>	2,431	\$7,997.99	\$36,343.45	\$17,736.81	\$46,082.27
<u>If You Give a Mouse a Cookie</u>	40	\$ 238.00	\$ 679.60	\$ 398.24	\$ 839.84
Totals	5,034	\$17,206.49	\$80,465.90	\$37,373.17	\$100,632.58

BROADWAY BAPTIST CHURCH - 2012

In August, in partnership with Broadway Baptist Church three hundred and fifty books were distributed to families with children from birth to five years of age whose older children were receiving materials through the Student Uniform Outreach program. Volunteers expressed the importance of reading aloud to children as a crucial part of preparing younger siblings for school in the future.

Number of books provided in 2012:	350
Red Oak Books cost of books provided in 2012:	\$ 728.00
List price of books provided in 2012:	\$ 2,551.50
Administrative Costs in 2012:	\$ 1,402.13
Administrative Costs + Red Oak Book Cost:	\$ 2,130.13
Administrative Costs + List Price:	\$ 3,953.63

CHILD STUDY CENTER NI GRADS CLINIC - 2012

Red Oak Books renewed its partnership with the Child Study Center to provide books to children utilizing the NIGrads Follow-up Clinic. The program assists the staff at the Child Study Center in their attempts to promote reading aloud to young children by providing books to families unable to obtain their own.

Number of books provided in 2012:	52
Red Oak Books cost of books provided in 2012:	\$ 108.16
List price of books provided in 2012:	\$ 379.08
Administrative Costs in 2012:	\$ 208.31
Administrative Costs + Red Oak Book Cost:	\$ 316.47
Administrative Costs + List Price:	\$ 587.39

CHILD STUDY CENTER SCHOOL - 2012

Red Oak Books supported the work of the Child Study Center School by providing books for families attending the school on scholarships. Teachers selected books specifically for each child and then presented them to the families during scheduled treatment conferences. Each book presentation was accompanied by a discussion of the importance of reading aloud to young children.

Number of books provided in 2012:	50
Red Oak Books cost of books provided in 2012:	\$ 104.00
List price of books provided in 2012:	\$ 364.50
Administrative Costs in 2012:	\$ 200.30
Administrative Costs + Red Oak Book Cost:	\$ 304.30
Administrative Costs + List Price:	\$ 564.80

COMO ELEMENTARY SCHOOL – 2012

B Sharp, a development program that uses music to help students achieve the goals of realizing self-worth and understanding their value within the community, was continued at Como Elementary School in 2012. To support this initiative, Red Oak Books donated books for students to encourage both reading and participation in the music program.

Number of books provided in 2012:	258
Red Oak Books cost of books provided in 2012:	\$ 536.64
List price of books provided in 2012:	\$ 1,880.82
Administrative Costs in 2012:	\$ 1,033.57
Administrative Costs + Red Oak Book Cost:	\$ 1,570.21
Administrative Costs + List Price:	\$ 2,914.39

CLIFFORD DAVIS ELEMENTARY SCHOOL – 2012

To supplement the celebration of Dr. Seuss' Birthday at Clifford Davis Elementary School, Red Oak Books provided 60 copies of Dr. Seuss' Mr. Brown for distribution to all pre-k students.

Number of books provided in 2012:	60
Red Oak Books cost of books provided in 2012:	\$ 124.80
List price of books provided in 2012:	\$ 437.40
Administrative Costs in 2012:	\$ 240.37
Administrative Costs + Red Oak Book Cost:	\$ 365.17
Administrative Costs + List Price:	\$ 677.77

EDUCATIONAL FIRST STEPS – 2012

Red Oak Books piloted a program with Educational First Steps to support their efforts to improve the quality of early childhood education for economically disadvantaged children. Books were provided to families participating in parent literacy training sessions.

Number of books provided in 2012:	16
Red Oak Books cost of books provided in 2012:	\$ 33.28
List price of books provided in 2012:	\$116.64
Administrative Costs in 2012:	\$ 64.10
Administrative Costs + Red Oak Book Cost:	\$ 97.38
Administrative Costs + List Price:	\$180.74

FORT WORTH INDEPENDENT SCHOOL DISTRICT, ADOLESCENT PREGNANCY SERVICES – 2012

In 2012 Red Oak Books and the Adolescent Pregnancy Services department of the Fort Worth Independent School District developed a partnership to promote reading aloud to young children by providing books for mothers with children from birth through three years of age participating in FWISD pregnancy services programs. School district staff discussed the importance of reading aloud and provided general reading tips to the young parents.

Number of books provided in 2012:	200
Red Oak Books cost of books provided in 2012:	\$ 416.00
List price of books provided in 2012:	\$ 1,458.00
Administrative Costs in 2012:	\$ 801.22
Administrative Costs + Red Oak Book Cost:	\$ 1,217.22
Administrative Costs + List Price:	\$ 2,259.22

FORT WORTH INDEPENDENT SCHOOL DISTRICT – PARENT LIAISONS - 2012

Red Oak Books provided eighty two copies of the book Early Learning Fun Words for distribution to families of pre-K students participating in Family Literacy Night at A. M. Pate Elementary School. Pre-k teachers talked to parents about the importance of reading aloud to their children every day and distributed the books directly to the parents.

In addition, two books were provided for development of future programming.

Number of books provided in 2012:	84
Red Oak Books cost of books provided in 2012:	\$ 174.72
List price of books provided in 2012:	\$ 612.36
Administrative Costs in 2012:	\$ 336.51
Administrative Costs + Red Oak Book Cost:	\$ 511.23
Administrative Costs + List Price:	\$ 948.87

FORT WORTH OPERA - 2012

In 2012 Red Oak Books continued a partnership with the Fort Worth Opera by providing hardback copies of Musicians of Bremen/Los Musicos de Bremen for kindergarten students from select schools. Volunteers visited kindergarten classrooms, read Musicians of Bremen/Los Musicos de Bremen, and presented each student with his/her own copy. The Fort Worth Opera then presented an operatic version of Musicians of Bremen to those students at their school.

In addition, the Opera returned copies of Little Red Riding Hood/Caperucita Roja that remained from programming the previous year.

Title	Books	Cost to Red Oak Books	List Price	Total Costs Red Oak Books	Total Costs List Price
<u>Little Red Riding Hood</u>	-478	-\$1,548.72	-\$7,146.10	-\$3,463.63	-\$9,061.01
<u>Musicians of Bremen</u>	1,000	\$3,290.00	\$14,950.00	\$7,296.10	\$18,956.10
Totals	522	\$1,741.28	\$ 7,803.90	\$3,832.47	\$ 9,895.09

FORT WORTH PUBLIC LIBRARY – Riverside Branch – 2012

Red Oak Books supported the outreach efforts of the Riverside Branch of the Fort Worth Public Library by providing books for distribution to young children participating in Dia de lo Ninos activities at the library with their parents.

Number of books provided in 2012:	14
Red Oak Books cost of books provided in 2012:	\$ 29.12
List price of books provided in 2012:	\$ 102.06
Administrative Costs in 2012:	\$ 56.09
Administrative Costs + Red Oak Book Cost:	\$ 85.21
Administrative Costs + List Price:	\$ 158.15

FORT WORTH PUBLIC LIBRARY – Seminary South Branch – 2012

Red Oak Books supported the outreach efforts of the Seminary South Branch of the Fort Worth Public Library by providing books for distribution to young children participating in Dia de lo Ninos activities at the library with their parents.

Number of books provided in 2012:	14
Red Oak Books cost of books provided in 2012:	\$ 29.12
List price of books provided in 2012:	\$ 102.06
Administrative Costs in 2012:	\$ 56.09
Administrative Costs + Red Oak Book Cost:	\$ 85.21
Administrative Costs + List Price:	\$ 158.15

FORT WORTH SYMPHONY - 2012

In 2012 Red Oak Books partnered with the Fort Worth Symphony by providing hardback copies of Green Eggs and Ham to pre-k and kindergarten students from select schools attending the Symphonic Story Time Kinderconcerts . Volunteers visited pre-k and kindergarten classrooms, read Green Eggs and Ham, and presented each child with his/her own copy. Students then attended the symphony's Kinderconcert.

Title	Books	Cost to Red Oak Books	List Price	Total Costs Red Oak Books	Total Costs List Price
<u>Green Eggs and Ham</u>	1485	\$4,677.75	\$13,350.15	\$10,626.80	\$19,299.20
Totals	1485	\$4,677.75	\$13,350.15	\$10,626.80	\$19,299.20

INDIVIDUAL BEARERS - 2012

Red Oak Books partnered with individuals who share the goal of spreading the joys and pleasures of books by providing books for them to distribute to children five years of age and younger.

Number of books provided in 2012:	100
Red Oak Books cost of books provided in 2012:	\$ 208.00
List price of books provided in 2012:	\$ 729.00
Administrative Costs in 2012:	\$ 400.61
Administrative Costs + Red Oak Book Cost:	\$ 608.61
Administrative Costs + List Price:	\$ 1,129.61

INFANT FORMULA PROGRAM – 2012

Red Oak Books continued programming with the Infant Formula Program at the Methodist Mission. Infant Formula distributes formula to families of newborn children who are not yet eligible for government assistance. Volunteers distribute books for all infants utilizing Infant Formula services and also provide age-appropriate books to siblings accompanying the family. Volunteers discuss with parents the importance of reading to young children and inquire about reading at subsequent visits.

Number of books provided in 2012:	994
Red Oak Books cost of books provided in 2012:	\$ 2,067.52
List price of books provided in 2012:	\$ 7,246.26
Administrative Costs in 2012:	\$ 3,982.06
Administrative Costs + Red Oak Book Cost:	\$ 6,049.58
Administrative Costs + List Price:	\$ 11,228.32

JOINT VENTURE – 2012

In 2012, Red Oak Books initiated a new project with partners from Parents As Teachers, Early Childhood Matters, and Camp Fire USA First Texas Council. Events were held at neighborhood facilities to encourage family activity, family reading, and neighborhood involvement. Three events were held in 2012, each with the theme of trucks. A variety of trucks were on display, crafts related to trucks were available, stories were read aloud, and books were provided to all children five years of age and younger.

Number of books provided in 2012:	207
Red Oak Books cost of books provided in 2012:	\$ 430.56
List price of books provided in 2012:	\$ 1,509.03
Administrative Costs in 2012:	\$ 829.26
Administrative Costs + Red Oak Book Cost:	\$ 1,259.82
Administrative Costs + List Price:	\$ 2,338.29

LAKE SHORE BAPTIST CHURCH – 2012

Red Oak Books continued its relationship with Lake Shore Baptist Church by providing books for a variety of church outreach efforts including the Children's Center, Community Resource Center, Ghana School, the church library, and Community Support Group. Each program works with families with young children. Church staff and volunteers stress the importance of reading aloud to young children.

Number of books provided in 2012:	637
Red Oak Books cost of books provided in 2012:	\$ 1,324.96
List price of books provided in 2012:	\$ 4,643.73
Administrative Costs in 2012:	\$ 2,551.88
Administrative Costs + Red Oak Book Cost:	\$ 3,876.84
Administrative Costs + List Price:	\$ 7,195.61

MAUDE LOGAN ELEMENTARY SCHOOL – 2012

To enhance the celebration of Dr. Seuss' Birthday at Maude Logan Elementary School, Red Oak Books provided 66 copies of Dr. Seuss' Mr. Brown for distribution to all pre-k students.

Number of books provided in 2012:	66
Red Oak Books cost of books provided in 2012:	\$ 137.28
List price of books provided in 2012:	\$ 481.14
Administrative Costs in 2012:	\$ 264.40
Administrative Costs + Red Oak Book Cost:	\$ 401.68
Administrative Costs + List Price:	\$ 745.54

METHODIST MISSION – 2012

Red Oak Books continued a partnership with First Street Methodist Mission to assist their efforts to positively affect the lives of the homeless in Fort Worth. Children who come to the mission with their families seeking assistance with food and clothing are given books, and parents are encouraged to read to their children each day.

Number of books provided in 2012:	1,238
Red Oak Books cost of books provided in 2012:	\$ 2,575.04
List price of books provided in 2012:	\$ 9,025.02
Administrative Costs in 2012:	\$ 4,959.55
Administrative Costs + Red Oak Book Cost:	\$ 7,534.59
Administrative Costs + List Price:	\$13,984.57

NORTHSIDE INTER-COMMUNITY AGENCY - 2012

Red Oak Books supported the work of NICA and their Reading With My Family sessions. Eight events were held. At each event the importance of reading aloud to young children was discussed, books were read aloud to families, and age appropriate books were distributed to families with children from birth through five years of age in attendance.

Number of books provided in 2012:	240
Red Oak Books cost of books provided in 2012:	\$ 499.20
List price of books provided in 2012:	\$ 1,749.60
Administrative Costs in 2012:	\$ 961.46
Administrative Costs + Red Oak Book Cost:	\$ 1,460.66
Administrative Costs + List Price:	\$ 2,711.06

PARENTS AS TEACHERS – 2012

In 2012, Red Oak Books provided 690 copies of the book Say and Play Numbers for Parents As Teachers educators to distribute to each at-risk family participating in their program. Parents As Teachers assists parents in becoming their child's first and most important teacher by developing parenting skills. Book presentations were accompanied by a discussion of the importance of reading aloud to young children.

In addition, Red Oak Books provided books for Parents As Teachers' Camp Pre-K and Camp K school readiness training sessions. Instructors discussed the importance of reading aloud, read and demonstrated the use of books provided by Red Oak, and distributed one book to each family attending the session.

Also in May, 345 copies of Dr. Seuss books were provided for distribution to children graduating from the Parents As Teachers program.

Number of books provided in 2012:	1,237
Red Oak Books cost of books provided in 2012:	\$ 2,572.96
List price of books provided in 2012:	\$ 9,017.73
Administrative Costs in 2012:	\$ 4,955.54
Administrative Costs + Red Oak Book Cost:	\$ 7,528.50
Administrative Costs + List Price:	\$13,973.27

UNITED WAY – 2012

Red Oak Books was one of several non-profit organizations that teamed with the United Way to conduct “Wild About Reading”, a family day at the Fort Worth Zoo. Tarrant County families were provided free admission to the zoo; stories were read every thirty minutes; reading activities were provided; and there were opportunities to sign up for library cards. Free books were given to children newborn through 13 years of age. Books provided by Red Oak were distributed to children five years of age and younger.

Number of books provided in 2012:	600
Red Oak Books cost of books provided in 2012:	\$ 1,248.00
List price of books provided in 2012:	\$ 4,374.00
Administrative Costs in 2012:	\$ 2,403.66
Administrative Costs + Red Oak Book Cost:	\$ 3,651.66
Administrative Costs + List Price:	\$ 6,777.66

RICHARD WILSON ELEMENTARY SCHOOL – 2012

In a concentrated effort to serve families in the Richard Wilson Elementary school area, Red Oak Books provided 75 copies of the book We Love School for distribution to all families attempting to register for pre-k classes. Each family was presented with a book and encouraged to read aloud to their children.

Number of books provided in 2012:	75
Red Oak Books cost of books provided in 2012:	\$ 156.00
List price of books provided in 2012:	\$ 546.75
Administrative Costs in 2012:	\$ 300.46
Administrative Costs + Red Oak Book Cost:	\$ 456.46
Administrative Costs + List Price:	\$ 847.21

INVENTORY DEVELOPMENT - 2012

- 65% discount from the following publishers:

Candlewick
Charlesbridge
DK Publishing
Hachette Book Group
Harper Collins
Macmillan
Milet Publishing
Penguin Putnam
Sterling Publishing

- 60% discount from the following publishers:

Barron's
Houghton Mifflin
Starbright

- Premium discounts dependent upon number of books purchased from the following publishers:

Chronicle Books
Fairmount Books
Golden Books
Groundwood Books
North South Books
Pinata Press
Random House
Scholastic
Simon and Schuster
Usborne
Workman

Inventory as of 12/31/12: 46,128 books

Estimated cost: \$ 95,946.24

Estimated list price: \$ 336,273.12

SCHOLARSHIPS - 2012

\$25,800.00 was distributed to recipients of Red Oak Foundation scholarships through the Texas Interscholastic League Foundation scholarship program in 2012.