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# INTERNAL REVENUE SERVICE

Form **990-PF**

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

OMB No 1545-0052

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

Open to Public Inspection

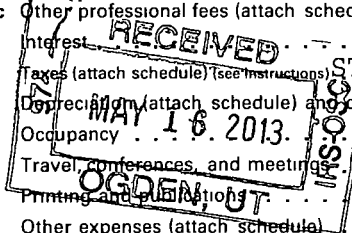
For calendar year **2012** or tax year beginning **2012**, and ending **20**

POSTMARK DATE

Name of foundation <b>STINSON FOUNDATION</b>		<b>A</b> Employer identification number <b>75-2391338</b>
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	<b>B</b> Telephone number (see instructions) <b>800- 357-7094</b>
<b>BANK OF AMERICA, N.A. P.O. BOX 831041</b>		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>
City or town, state, and ZIP code <b>DALLAS, TX 75283-1041</b>		
Check all that apply:		<b>D 1</b> Foreign organizations, check here <input type="checkbox"/>
<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity	<b>D 2</b> Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return	<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change	<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
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		
Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ <b>840,611.</b>		
J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual		
<input type="checkbox"/> Other (specify) _____		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>1</b> Contributions, gifts, grants, etc., received (attach schedule)				
<b>2</b> Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
<b>3</b> Interest on savings and temporary cash investments				
<b>4</b> Dividends and interest from securities	26,621.	26,347.		STMT 1
<b>5a</b> Gross rents				
<b>b</b> Net rental income or (loss)				
<b>6a</b> Net gain or (loss) from sale of assets not on line 10	29,033.			
<b>b</b> Gross sales price for all assets on line 6a <b>597,187.</b>				
<b>7</b> Capital gain net income (from Part IV, line 2)		29,033.		
<b>8</b> Net short-term capital gain				
<b>9</b> Income modifications				
<b>10 a</b> Gross sales less returns and allowances				
<b>b</b> Less Cost of goods sold				
<b>c</b> Gross profit or (loss) (attach schedule)				
<b>11</b> Other income (attach schedule)				
<b>12 Total.</b> Add lines 1 through 11	55,654.	55,380.		
<b>13</b> Compensation of officers, directors, trustees, etc.	10,783.	6,470.		4,313.
<b>14</b> Other employee salaries and wages				
<b>15</b> Pension plans, employee benefits				
<b>16a</b> Legal fees (attach schedule)				
<b>b</b> Accounting fees (attach schedule) STMT 2	1,260.	NONE	NONE	1,260.
<b>c</b> Other professional fees (attach schedule)				
<b>17</b> Interest				
<b>18</b> Taxes (attach schedule) (see instructions) STMT 3	950.	231.		
<b>19</b> Depreciation (attach schedule) and depletion				
<b>20</b> Occupancy				
<b>21</b> Travel, conferences, and meetings				
<b>22</b> Printing and publications				
<b>23</b> Other expenses (attach schedule)				
<b>24 Total operating and administrative expenses</b> Add lines 13 through 23	12,993.	6,701.	NONE	5,573.
<b>25</b> Contributions, gifts, grants paid	40,000.			40,000.
<b>26 Total expenses and disbursements</b> Add lines 24 and 25	52,993.	6,701.	NONE	45,573.
<b>27 Subtract line 26 from line 12</b>				
<b>a</b> Excess of revenue over expenses and disbursements	2,661.			
<b>b</b> Net investment income (if negative, enter -0-)		48,679.		
<b>c</b> Adjusted net income (if negative, enter -0-)				

SCANNED MAY 20 2013



Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments	30,106.	91,201.	91,201.	
	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 schedule)				
		Less allowance for doubtful accounts				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U S and state government obligations (attach schedule)	50,559.			
	b	Investments - corporate stock (attach schedule)		728,336.	749,410.	
	c	Investments - corporate bonds (attach schedule)	100,722.			
	11	Investments - land, buildings, and equipment basis				
	Less accumulated depreciation (attach schedule)					
12	Investments - mortgage loans					
13	Investments - other (attach schedule)	635,926.				
14	Land, buildings, and equipment basis					
	Less accumulated depreciation (attach schedule)					
15	Other assets (describe)					
16	<b>Total assets</b> (to be completed by all filers - see the instructions Also, see page 1, item I)	817,313.	819,537.	840,611.		
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe)				
23	<b>Total liabilities</b> (add lines 17 through 22)			NONE		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds	817,313.	819,537.		
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
29	Retained earnings, accumulated income, endowment, or other funds					
30	<b>Total net assets or fund balances</b> (see instructions)	817,313.	819,537.			
31	<b>Total liabilities and net assets/fund balances</b> (see instructions)	817,313.	819,537.			

**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	817,313.
2	Enter amount from Part I, line 27a	2	2,661.
3	Other increases not included in line 2 (itemize) <b>NET ROUNDING</b>	3	2.
4	Add lines 1, 2, and 3	4	819,976.
5	Decreases not included in line 2 (itemize) <b>SEE STATEMENT 8</b>	5	439.
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30	6	819,537.

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

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)				(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
<b>1a PUBLICLY TRADED SECURITIES</b>						
<b>b</b>						
<b>c</b>						
<b>d</b>						
<b>e</b>						
(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)			
<b>a</b> 597,187.		568,154.	29,033.			
<b>b</b>						
<b>c</b>						
<b>d</b>						
<b>e</b>						
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))			
(j) FMV as of 12/31/69	(k) Adjusted basis as of 12/31/69	(l) Excess of col (i) over col. (j), if any				
<b>a</b>			29,033.			
<b>b</b>						
<b>c</b>						
<b>d</b>						
<b>e</b>						
<b>2 Capital gain net income or (net capital loss)</b>				<b>2</b>	29,033.	
{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }						
<b>3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):</b>				<b>3</b>		
If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8						

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?  Yes  No  
 If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	40,385.	855,505.	0.047206
2010	39,050.	822,375.	0.047484
2009	41,116.	764,438.	0.053786
2008	51,109.	870,803.	0.058692
2007	61,417.	976,554.	0.062892
<b>2 Total of line 1, column (d)</b>			<b>2</b> 0.270060
<b>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</b>			<b>3</b> 0.054012
<b>4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5</b>			<b>4</b> 843,101.
<b>5 Multiply line 4 by line 3</b>			<b>5</b> 45,538.
<b>6 Enter 1% of net investment income (1% of Part I, line 27b)</b>			<b>6</b> 487.
<b>7 Add lines 5 and 6</b>			<b>7</b> 46,025.
<b>8 Enter qualifying distributions from Part XII, line 4</b>			<b>8</b> 45,573.

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)

Table with 11 rows for excise tax calculations. Includes rows for exempt foundations (1), tax under section 511 (2), add lines 1 and 2 (3), subtitle A tax (4), tax based on investment income (5), credits/payments (6a-6d), total credits (7), penalty (8), tax due (9), overpayment (10), and amount of line 10 (11).

Part VII-A Statements Regarding Activities

Table with 10 rows for statements regarding activities. Includes questions about political campaigns (1a, 1b), political expenditures (1c), IRS reporting (2), changes in governing instruments (3), unrelated business income (4a, 4b), liquidation (5), section 508(e) requirements (6), assets (7), states reported (8a, 8b), private operating foundation status (9), and substantial contributors (10).

**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?	X		
Website address <b>▶</b> NONE				
14	The books are in care of <b>▶</b> U S TRUST FIDUCIARY TAX SERVICES Telephone no <b>▶</b> (214) 209-1067			
Located at <b>▶</b> 901 MAIN STREET, FL 19, DALLAS, TX ZIP+4 <b>▶</b> 75202				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year <b>▶</b> 15			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country <b>▶</b>		Yes	No X

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

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

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

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

**5a** During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?  Yes  No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?  Yes  No

(3) Provide a grant to an individual for travel, study, or other similar purposes?  Yes  No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)  Yes  No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?  Yes  No

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

Organizations relying on a current notice regarding disaster assistance check here

**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?  Yes  No

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

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

**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?  Yes  No **6b** X

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

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

**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?  Yes  No **7b**

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 9		10,783.	-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

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

**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
-----		
-----		
-----		
-----		
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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 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions 3 NONE	
<b>Total.</b> Add lines 1 through 3 . . . . .	

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	769,014.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	86,926.
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	NONE
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	855,940.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	NONE
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	855,940.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	12,839.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	843,101.
<b>6</b>	<b>Minimum investment return</b> Enter 5% of line 5	<b>6</b>	42,155.

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	42,155.
<b>2a</b>	Tax on investment income for 2012 from Part VI, line 5	<b>2a</b>	974.
<b>b</b>	Income tax for 2012 (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	974.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	41,181.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	NONE
<b>5</b>	Add lines 3 and 4	<b>5</b>	41,181.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	NONE
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	41,181.

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

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	45,573.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	NONE
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	NONE
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	NONE
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	45,573.
<b>5</b>	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)	<b>5</b>	N/A
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	45,573.

**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 . . . . .				41,181.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only . . . . .			NONE	
b Total for prior years: 20 <u>10</u> , 20 <u>  </u> , 20 <u>  </u>		NONE		
3 Excess distributions carryover, if any, to 2012				
a From 2007 . . . . .	14,177.			
b From 2008 . . . . .	7,790.			
c From 2009 . . . . .	3,128.			
d From 2010 . . . . .	NONE			
e From 2011 . . . . .	NONE			
f Total of lines 3a through e . . . . .	25,095.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ <u>45,573.</u>				
a Applied to 2011, but not more than line 2a . . . . .			NONE	
b Applied to undistributed income of prior years (Election required - see instructions) . . . . .		NONE		
c Treated as distributions out of corpus (Election required - see instructions) . . . . .	NONE			
d Applied to 2012 distributable amount . . . . .				41,181.
e Remaining amount distributed out of corpus . . . . .	4,392.			
5 Excess distributions carryover applied to 2012 . (If an amount appears in column (d), the same amount must be shown in column (a) )	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	29,487.			
b Prior years' undistributed income Subtract line 4b from line 2b . . . . .		NONE		
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 . . . . .		NONE		
d Subtract line 6c from line 6b Taxable amount - see instructions . . . . .		NONE		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions . . . . .			NONE	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013 . . . . .				NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . .	NONE			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . . . .	14,177.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a . . . . .	15,310.			
10 Analysis of line 9				
a Excess from 2008 . . . . .	7,790.			
b Excess from 2009 . . . . .	3,128.			
c Excess from 2010 . . . . .	NONE			
d Excess from 2011 . . . . .	NONE			
e Excess from 2012 . . . . .	4,392.			

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

NOT APPLICABLE

- 1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling . . . . .
- b Check box to indicate whether the 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	
2a 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) )
- NONE
- 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.
- NONE
- 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:
- SEE STATEMENT 11
- b The form in which applications should be submitted and information and materials they should include
- SEE ATTACHED STATEMENT FOR LINE 2
- c Any submission deadlines:
- SEE ATTACHED STATEMENT FOR LINE 2
- d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:
- SEE ATTACHED STATEMENT FOR LINE 2

**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
<p><b>a Paid during the year</b></p> <p>SEE ATTACHED RECIPIENTS</p>	NONE	PC	UNRESTRICTED GENERAL SUPPORT	40,000.
<b>Total</b> . . . . . ▶ <b>3a</b>				40,000.
<b>b Approved for future payment</b>				
<b>Total</b> . . . . . ▶ <b>3b</b>				





FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESCO INTL GROWTH FUND CL Y	244.	244.
ARTIO GLOBAL HIGH INCOME FUND CL I	562.	548.
BERKSHIRE HATHAWAY FIN CORP SR NT	2,223.	2,223.
BERKSHIRE HATHAWAY FIN CORP GTD SR NT	2,937.	2,937.
BOFA GOVERNMENT RESERVES TRUST CLASS	7.	7.
COLUMBIA ACORN FUND CLASS Z SHARES	162.	162.
COLUMBIA ACORN INTERNATIONAL FUND CL Z	202.	202.
COLUMBIA LARGE CAP ENHANCED CORE FUND CL	1,275.	1,275.
COLUMBIA DIVIDEND INCOME FUND CLASS Z SH	1,513.	1,513.
COLUMBIA SMALL CAP VALUE I FUND CLASS Z	107.	107.
EAGLE SM CAP GROWTH FUND CL I	7.	7.
EATON VANCE LARGE-CAP VALUE FUND CL I	1,027.	1,027.
FEDERAL HOME LN MTG CORP NT	2,563.	2,563.
HARBOR INTERNATIONAL FUND INSTL CL	417.	417.
ISHARES TR RUSSELL 1000 GROWTH INDEX FD	423.	423.
METRO WEST T/R BD CL I	2,618.	2,618.
NATIXIS FDS TR IV AEW REAL ESTATE FD CL	11.	11.
PIMCO TOTAL RETURN FUND INSTL	5,961.	5,961.
PIMCO HIGH YIELD FUND	879.	879.
PIMCO COMMODITY REALRETURN STRATEGY FUND	915.	915.
PIMCO EMERGING MKT CURRENCY FUND INSTL	80.	80.
ROWE T PRICE INTL FUNDS INC INTL BD FUND	333.	333.
VANGUARD FTSE EMERGING MKTS ETF	1,322.	1,322.
VANGUARD REIT ETF	833.	573.
TOTAL	26,621.	26,347.

FORM 990PF, PART I - ACCOUNTING FEES  
=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE - BOA	1,260.			1,260.
TOTALS	1,260.	NONE	NONE	1,260.

FORM 990PF, PART I - TAXES  
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
EXCISE TAX - PRIOR YEAR	219.	
EXCISE TAX ESTIMATES	500.	
FOREIGN TAXES ON QUALIFIED FOR	135.	135.
FOREIGN TAXES ON NONQUALIFIED	96.	96.
TOTALS	950.	231.
	=====	=====

STINSON FOUNDATION

75-2391338

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS  
=====

DESCRIPTION -----  
-----  
BEGINNING  
BOOK VALUE -----

FEDERAL HOME LN MTG CORP

50,559.

-----  
-----

TOTALS

50,559.

=====

STINSON FOUNDATION

75-2391338

FORM 990PF, PART II - CORPORATE STOCK  
=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
464287614	68,235.	67,127.
922042858	37,309.	54,104.
922908553	41,657.	41,454.
269858304	15,000.	18,315.
197199409	35,942.	33,022.
19765H347	81,932.	85,830.
19765N245	114,704.	116,122.
19765N567	12,800.	12,220.
693390700	106,528.	107,782.
693390841	42,973.	43,331.
722005667	31,000.	26,978.
008882532	16,500.	17,867.
411511306	17,000.	18,443.
197199813	8,500.	9,005.
592905509	98,256.	97,810.
TOTALS	728,336.	749,410.

STINSON FOUNDATION

75-2391338

FORM 990PF, PART II - CORPORATE BONDS  
=====

DESCRIPTION -----	BEGINNING BOOK VALUE -----
BERKSHIRE HATHAWAY FIN CORP	50,664.
BERKSHIRE HATHAWAY FIN CORP	50,058.
TOTALS	100,722.

FORM 990PF, PART II - OTHER INVESTMENTS  
 =====

DESCRIPTION	COST/ FMV C OR F	BEGINNING BOOK VALUE
INVESCO INTL GROWTH FUND	C	16,500.
ARTIO GLOBAL HIGH INCOME FUND	C	32,000.
COLUMBIA ACORN FUND	C	29,259.
COLUMBIA ACORN INTERNATIONAL	C	8,500.
COLUMBIA SMALL CAP VALUE FUND	C	12,800.
COLUMBIA SELECT LARGE CAP	C	170,400.
EAGLE SM CAP GROWTH FUND	C	15,000.
EATON VANCE LARGE CAP VALUE	C	115,000.
HARBOR INTERNATIONAL FUND	C	17,000.
JOHN HANCOCK FDS DISCIPLINED	C	17,000.
NATIXIS FDS TR IV AEW REAL	C	5,000.
PIMCO TOTAL RETURN FUND	C	111,513.
PIMCO COMMODITY REALRETURN	C	31,000.
PIMCO EMERGING MTK CURRENCY	C	8,000.
ROWE T PRICE INTL FDS INC	C	19,500.
VANGUARD MSCI EMERGING MKTS	C	27,454.
TOTALS		635,926.

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

=====

DESCRIPTION	AMOUNT
-----	-----
Y/E MUTUAL FUND ADJUSTMENT	425.
COST ADJUSTMENT	14.
	-----
TOTAL	439.
	=====

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES  
=====

OFFICER NAME:

BANK OF AMERICA, N.A.

ADDRESS:

P.O. BOX 830241  
DALLAS, TX 75283-0241

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION ..... 10,783.

COMPENSATION EXPLANATION:

SEE ATTACHED FOOTNOTE

OFFICER NAME:

LISA VANDER ZANDEN, BANK OF AMERICA

ADDRESS:

P.O. BOX 270  
MIDLAND, TX 79702-0270

TITLE:

GRANT COMMITTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:

JEFF A. MORTON, BANK OF AMERICA

ADDRESS:

P.O. BOX 270  
MIDLAND, TX 79702-0270

TITLE:

GRANT COMMITTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:

SEAN O. LOW, BANK OF AMERICA

ADDRESS:

P.O. BOX 270  
MIDLAND, TX 79702-0270

TITLE:

GRANT COMMITTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES  
=====

OFFICER NAME:  
SANDE MELTON, BANK OF AMERICA  
ADDRESS:  
P.O. BOX 270  
MIDLAND, TX 79702-0270  
TITLE:  
GRANT COMMITTEE  
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:  
DAVID SMITH, ABELL-HANGER FNDN  
ADDRESS:  
P.O. BOX 430  
MIDLAND, TX 79702-0430  
TITLE:  
GRANT COMMITTEE  
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:  
MARK J. SMITH, BANK OF AMERICA  
ADDRESS:  
P.O. BOX 1479  
FORT WORTH, TX 76101-1479  
TITLE:  
GRANT COMMITTEE  
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

TOTAL COMPENSATION: 10,783.  
=====

STINSON FOUNDATION  
FORM 990PF, PART XV - LINES 2a - 2d  
=====

75-2391338

RECIPIENT NAME:

ROBERT FOX C/O BANK OF AMERICA

ADDRESS:

P.O. BOX 830241

DALLAS, TX 75283-0241

RECIPIENT'S PHONE NUMBER: 214-209-1067

FORM, INFORMATION AND MATERIALS:

GRANT APPLICATION AVAILABLE AT WEBSITE: [HTTP://WWW.PBAF.ORG](http://www.pbaaf.org)

SUBMISSION DEADLINES:

JANUARY 15

RESTRICTIONS OR LIMITATIONS ON AWARDS:

FOCUS IS ON CHARITABLE ORGANIZATIONS WHOSE OPERATIONS AND ACTIVITIES  
ARE DEDICATED TO CHILDREN, FAMILIES, ARTS AND EDUCATION.

STATEMENT 11

FEDERAL FOOTNOTES

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THE COMPENSATION SHOWN ON THE RETURN THAT IS PAID TO BANK OF AMERICA, N.A. AS CORPORATE TRUSTEE IS NOT CALCULATED BASED UPON AN HOURLY RATE FOR TIME SPENT BY THE TRUSTEE; RATHER, BANK OF AMERICA'S COMPENSATION AS CORPORATE TRUSTEE IS CALCULATED USING A MARKET VALUE FEE SCHEDULE. THE TRUST OFFICER'S TIME SPENT PERFORMING ADMINISTRATIVE RESPONSIBILITIES FOR THIS FOUNDATION AVERAGES ONE HOUR PER WEEK. IN ADDITION, TIME IS SPENT BY OTHER STAFF MEMBERS FOR RECORDKEEPING, INVESTMENT MANAGEMENT, INCOME COLLECTION, RENDERING STATEMENTS AND ACCOUNTINGS, REGULATORY REPORTING, REGULATORY COMPLIANCE, AND TAX SERVICES.

STINSON FOUNDATION

PART XV LINE 3A

EIN 75-2391338

Posting Date	Amount	Distribution	Relationship to substantial contributor	Purpose	Foundation Status of Recipient
11/13/2012	-3000	BOY SCOUTS OF AMERICA	NONE	UNRESTRICTED GENERAL SUPPORT	PC
11/13/2012	-5000	CENTERS FOR CHILDREN AND	NONE	UNRESTRICTED GENERAL SUPPORT	PC
11/13/2012	-3000	COMMUNITY & SENIOR SERVICES OF	NONE	UNRESTRICTED GENERAL SUPPORT	PC
11/13/2012	-3000	MISSION HEALTH CARE, INC	NONE	UNRESTRICTED GENERAL SUPPORT	PC
11/13/2012	-4000	ODESSA RAPE CRISIS CENTER	NONE	UNRESTRICTED GENERAL SUPPORT	PC
11/13/2012	-2500	REGIONAL ADULT PROTECTIVE	NONE	UNRESTRICTED GENERAL SUPPORT	PC
11/13/2012	-5000	SAMARITAN COUNSELING CENTER OF	NONE	UNRESTRICTED GENERAL SUPPORT	PC
11/13/2012	-4000	SHARE -SHARING HANDS A RESPITE	NONE	UNRESTRICTED GENERAL SUPPORT	PC
11/13/2012	-2500	SPRINGBOARD CENTER	NONE	UNRESTRICTED GENERAL SUPPORT	PC
11/13/2012	-3000	TEEN FLOW YOUTH MINISTRIES	NONE	UNRESTRICTED GENERAL SUPPORT	PC
11/13/2012	-5000	WEST TEXAS FOOD BANK	NONE	UNRESTRICTED GENERAL SUPPORT	PC

-40000