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2012

Department of the Treasury
Internal Revenue ServiceReturn of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

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

For calendar year 2012, or tax year beginning

, 2012, and ending

BELMONT FOUNDATION
545 E. JOHN CARPENTER FWY. #1530
IRVING, TX 75062

G Check all that apply: Initial return Initial return of a former public charity
 Final return Amended return
 Address change Name change

H Check type of organization Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, column (c), line 16) **J** Accounting method Cash Accrual
 Other (specify) (Part I, column (d) must be on cash basis) **Part I**

► \$ 719,857.

A Employer identification number
B Telephone number (see the instructions)
C If exemption application is pending, check here ►
D **1** Foreign organizations, check here ►
2 Foreign organizations meeting the 85% test, check here and attach computation ►
E If private foundation status was terminated under section 507(b)(1)(A), check here ►
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ►

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))

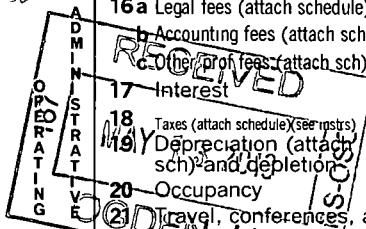
		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE	1 Contributions, gifts, grants, etc, received (att sch)				
	2 Ck ► <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	12,632.	12,632.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	151,729.			
	b Gross sales price for all assets on line 6a 1,323,496.				
	7 Capital gain net income (from Part IV, line 2)		151,729.		
	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)				
	12 Total. Add lines 1 through 11	164,361.	164,361.	0.	
ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc	0.			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	900.	900.		
	b Accounting fees (attach sch) SEE ST 1				
	c Other prof fees (attach sch)				
	17 Interest				
	18 Taxes (attach schedule) (see instrs)				
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses. Add lines 13 through 23	900.	900.		
	25 Contributions, gifts, grants paid PART XV	813,442.			813,442.
	26 Total expenses and disbursements. Add lines 24 and 25	814,342.	900.	0.	813,442.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-649,981.			
	b Net investment income (if negative, enter -0-)		163,461.		
	c Adjusted net income (if negative, enter -0-)			0.	

BAA For Paperwork Reduction Act Notice, see instructions.

TEEA0504L 12/23/12

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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	112,780.	282,803.	282,803.
	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) STATEMENT 2	1,008,896.	333,824.	413,480.
	c Investments – corporate bonds (attach schedule) STATEMENT 3	168,556.	23,574.	23,574.
	11 Investments – land, buildings, and equipment: basis ►			
	Less accumulated depreciation (attach schedule) ►			
	12 Investments – mortgage loans			
	13 Investments – other (attach schedule)			
	14 Land, buildings, and equipment: basis ►			
	Less accumulated depreciation (attach schedule) ►			
	15 Other assets (describe ►))	50.		
	16 Total assets (to be completed by all filers – see the instructions Also, see page 1, item I))	1,290,282.	640,201.	719,857.
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 ►))	0.	0.	
	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.			
N F E U T N D A S B S A E T A S N C O E R S	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	1,290,282.	640,201.	
	30 Total net assets or fund balances (see instructions)	1,290,282.	640,201.	
	31 Total liabilities and net assets/fund balances (see instructions)	1,290,282.	640,201.	

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	1,290,282.
2 Enter amount from Part I, line 27a	2	-649,981.
3 Other increases not included in line 2 (itemize) ►	3	
4 Add lines 1, 2, and 3	4	640,301.
5 Decreases not included in line 2 (itemize) ► SEE STATEMENT 4	5	100.
6 Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	640,201.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company)			(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a SEE STATEMENT 5					
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					
(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	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))	
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	151,729.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)				3	0.
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 (column (b) divided by column (c))
2011	147,795.	1,355,298.	0.109050
2010	87,313.	1,306,784.	0.066815
2009	386,377.	1,349,199.	0.286375
2008	69,000.	1,773,124.	0.038914
2007	381,215.	1,684,413.	0.226319

2 Total of line 1, column (d)	2	0.727473
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	0.145495
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	1,130,806.
5 Multiply line 4 by line 3	5	164,527.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,635.
7 Add lines 5 and 6	7	166,162.
8 Enter qualifying distributions from Part XII, line 4	8	813,442.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1 Date of ruling or determination letter (attach copy of letter if necessary – see instrs)	1 1,635. 2 0. 3 1,635. 4 0. 5 1,635.
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	
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-)	
3 Add lines 1 and 2	
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	
6 Credits/Payments	
a 2012 estimated tax pmts and 2011 overpayment credited to 2012	189.
b Exempt foreign organizations – tax withheld at source	6a 6b 6c 6d
c Tax paid with application for extension of time to file (Form 8868)	
d Backup withholding erroneously withheld	
7 Total credits and payments Add lines 6a through 6d	7 189.
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8 9 1,446. 10 11
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	
10 Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	
11 Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> Refunded	

Part VI A Statements Regarding Activities

TX

b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G?* If 'No,' attach explanation

9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If 'Yes,' complete Part XIV

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

BAA

Part VI A Statements Regarding Activities (continued)

11	X
12	X
13	X
14	Telephone no ► (972) 831-1575
15	N/A ► 15 N/A
16	Yes No
See the instructions for exceptions and filing requirements for Form TD F 90-221. If 'Yes,' enter the name of the foreign country ►	

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

	Yes	No
1 a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ►	1 b	N/A
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1 c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If 'Yes,' list the years ► 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	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 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	N/A
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4 b	X

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)?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?

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

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

If 'Yes' to 6b, file Form 8870

 Yes No**7 a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?**b** If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

N/A

7 b**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(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
J. RALPH ELLIS 3819 CABEZA DE VACA IRVING, TX 75062	PRES/DIRECTO 2.00	0.	0.	0.
JOY P ELLIS 3819 CABEZA DE VACA IRVING, TX 75062	VP/DIRECTOR 1.00	0.	0.	0.
KATHRYN EASON 3415 SURREY ROAD DURHAM, NC 27707	TREA/DIRECTO 1.00	0.	0.	0.
RALPH D. ELLIS 113 W. 8TH AVENUE AMARILLO, TX 79101	SEC/DIRECTOR 1.00	0.	0.	0.

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

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

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

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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		

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	<u>N/A</u>	
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	N/A	
2		
3		
All other program-related investments. See instructions		
Total. Add lines 1 through 3		0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes	
a	Average monthly fair market value of securities	1a 885,736.
b	Average of monthly cash balances	1b 262,290.
c	Fair market value of all other assets (see instructions)	1c
d	Total (add lines 1a, b, and c)	1d 1,148,026.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0.
2	Acquisition indebtedness applicable to line 1 assets	2 0.
3	Subtract line 2 from line 1d	3 1,148,026.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4 17,220.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5 1,130,806.
6	Minimum investment return. Enter 5% of line 5	6 56,540.

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 56,540.
2a	Tax on investment income for 2012 from Part VI, line 5	2a 1,635.
b	Income tax for 2012 (This does not include the tax from Part VI.)	2b
c	Add lines 2a and 2b	2c 1,635.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3 54,905.
4	Recoveries of amounts treated as qualifying distributions	4
5	Add lines 3 and 4	5 54,905.
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 54,905.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes:	
a	Expenses, contributions, gifts, etc – total from Part I, column (d), line 26	1a 813,442.
b	Program-related investments – total from Part IX-B	1b
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2
3	Amounts set aside for specific charitable projects that satisfy the:	
a	Suitability test (prior IRS approval required)	3a
b	Cash distribution test (attach the required schedule)	3b
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4 813,442.
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 1,635.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6 811,807.

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				54,905.
2 Undistributed income, if any, as of the end of 2012			0.	
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 301,952.				
b From 2008				
c From 2009 319,163.				
d From 2010 22,180.				
e From 2011 80,212.				
f Total of lines 3a through e 723,507.				
4 Qualifying distributions for 2012 from Part XII, line 4 ► \$ 813,442.			0.	
a Applied to 2011, but not more than line 2a				
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				54,905.
e Remaining amount distributed out of corpus 758,537.				
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 1,482,044.				
b Prior years' undistributed income. Subtract line 4b from line 2b 0.				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed 0.				
d Subtract line 6c from line 6b Taxable amount — see instructions 0.				
e Undistributed income for 2011. Subtract line 4a from line 2a Taxable amount — see 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) 0.				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) 301,952.				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a 1,180,092.				
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009 319,163.				
c Excess from 2010 22,180.				
d Excess from 2011 80,212.				
e Excess from 2012 758,537.				

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

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) of the Code.

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed				
	Tax year	Prior 3 years		
	(a) 2012	(b) 2011	(c) 2010	(d) 2009
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 XVI **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))

SEE STATEMENT 6

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:

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<i>a Paid during the year</i> SEE STATEMENT 7				
Total			► 3a	813,442.
<i>b Approved for future payment</i>				
Total			► 3b	

Part XVII-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities				14	12,632.
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory				18	151,729.
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				164,361.	
13 Total. Add line 12, columns (b), (d), and (e)				13	164,361.
(See worksheet in line 13 instructions to verify calculations)					

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

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STATEMENT 1
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	\$ 900.	\$ 900.	\$ 0.	\$ 0.
TOTAL	<u>\$ 900.</u>	<u>\$ 900.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

STATEMENT 2
FORM 990-PF, PART II, LINE 10B
INVESTMENTS - CORPORATE STOCKS

CORPORATE STOCKS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
400 SHS. EXXON MOBIL	COST	\$ 11,738.	\$ 34,620.
1,000 SHS. EXXON MOBIL	COST	51,405.	86,550.
800 SHS. EXXON MOBIL	COST	61,640.	69,240.
2,000 SHS. PROCTOR & GAMBLE CO	COST	0.	0.
500 SHS. PHILIPP MORRIS INTL	COST	15,055.	41,820.
2,000 SHS. ALEXION PHARMACEUTICALS	COST	0.	0.
5,000 SHS. CONTINENTAL RESOURCES INC	COST	0.	0.
3,000 SHS. WYNN RESORTS LIMITED	COST	0.	0.
5,000 SHS COCA COLA	COST	193,986.	181,250.
TOTAL	<u>\$ 333,824.</u>	<u>\$ 413,480.</u>	

STATEMENT 3
FORM 990-PF, PART II, LINE 10C
INVESTMENTS - CORPORATE BONDS

CORPORATE BONDS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
23,573.740 SHS. SHORT TERM INV TR TREAS	COST	\$ 23,574.	\$ 23,574.
	TOTAL	<u>\$ 23,574.</u>	<u>\$ 23,574.</u>

STATEMENT 4
FORM 990-PF, PART III, LINE 5
OTHER DECREASES

FEDERAL EXCISE TAX		\$ 100.
	TOTAL	<u>\$ 100.</u>

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STATEMENT 5
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD				
1	2,000 SHS PROCTOR & GAMBLE CO.	PURCHASED	12/19/2007	5/01/2012				
2	1,000 SHS ALEXION PHAR	PURCHASED	11/30/2011	3/28/2012				
3	1,000 SHS ALEXION PHAR	PURCHASED	11/30/2011	11/02/2012				
4	2,000 SHS ALEXION PHAR	PURCHASED	7/20/2012	11/02/2012				
5	1,000 SHS CONTINENTAL RES.	PURCHASED	10/17/2011	2/23/2012				
6	2,000 SHS CONTINENTAL RES.	PURCHASED	10/17/2011	5/04/2012				
7	2,000 SHS CONTINENTAL RES.	PURCHASED	10/17/2011	5/09/2012				
8	3,000 SHS WYNN RESORTS	PURCHASED	12/29/2011	5/09/2012				
9	3,000 SHS OASIS PETROLEUM	PURCHASED	2/23/2012	4/04/2012				
ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
1	126,870.		146,280.	-19,410.				\$ -19,410.
2	91,949.		49,337.	42,612.				42,612.
3	89,800.		49,336.	40,464.				40,464.
4	179,601.		201,507.	-21,906.				-21,906.
5	94,973.		58,448.	36,525.				36,525.
6	155,621.		116,896.	38,725.				38,725.
7	151,086.		116,896.	34,190.				34,190.
8	344,116.		331,815.	12,301.				12,301.
9	89,480.		101,252.	-11,772.				-11,772.
							TOTAL	\$ 151,729.

STATEMENT 6
FORM 990-PF, PART XV, LINE 1A
FOUNDATION MANAGERS - 2% OR MORE CONTRIBUTORS

J. RALPH ELLIS
 JOY P ELLIS
 RALPH D. ELLIS

STATEMENT 7
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
HARRINGTON CANCER CENTER 1500 WALLACE BOULEVARD AMARILLO, TX 79106	N/A	PUBLIC	CANCER TREATMENT -EXPANSION CAMPAIGN	\$ 25,000.
IRVING CARES INC 440 SOUTH NURSERY ROAD IRVING, TX 75017	N/A	PUBLIC	CHARITY-SOCIAL SERVICE AGENCY	40,000.

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STATEMENT 7 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
GOLDEN SPREAD COUNCIL 401 TASCOSA RD AMARILLO, TX 79124	N/A	PUBLIC	YOUTH DEVELOPMENT	\$ 1,500.
THE SALVATION ARMY PO BOX 36006 DALLAS, TX 75235	N/A	PUBLIC	CHARITY - SOCIAL SERVICES	50,000.
ENVISO SYMPHONY ORCHESTRA 225 E JOHN CARPENTER Fwy, #110 IRVING, TX 75062	N/A	PUBLIC	CHARITY-SUPPORT OF PUBLIC SYMPHONY	22,942.
THE TX PATRIOTIC EDUCATION FOUNDATION 1919 JESSE WAY CORINTH, TX 76210	N/A	PUBLIC	CHARITY - YOUTH ACTIVITIES	500.
NATIONAL CENTER FOR POLICY ANALYSIS 12770 COIT ROAD, SUITE 800 DALLAS, TX 75251	N/A	PUBLIC	PUBLIC POLICY RESEARCH	15,000.
THE YMCA OF AUSTIN 1402 E. CESAR CHAVEZ AUSTIN, TX 78702	N/A	PUBLIC	CHARITY - PARTNER OF YOUTH CAMPAIGN	2,500.
IRVING SCHOOLS FOUNDATION, INC PO BOX 152637 IRVING, TX 75015	N/A	PUBLIC	CHARITY - EDUCATION	25,000.
IRVING HEALTHCARE FOUNDATION 1901 N. MACARTHUR BLVD. IRVING, TX 75061	N/A	PUBLIC	CHARITY - HEALTHCARE	55,000.
UPLIFT EDUCATION 1750 VICEROY DRIVE DALLAS, TX 75235	N/A	PUBLIC	CHARITY - EDUCATION	33,000.
C-FB ISD EDUCATION FOUNDATION 1820 PEARL STREET, BLDG. B CARROLLTON, TX 75006	N/A	PUBLIC	CHARITY - EDUCATION	25,000.
H.O.P.E.FARM 865 E. RAMSEY AVE. FORT WORTH, TX 76104	N/A	PUBLIC	CHARITY - YOUTH DEVELOPMENT	10,000.

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STATEMENT 7 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
IRVING FAMILY ADVOCACY CENTER 305 N. O'CONNOR ROAD IRVING, TX 75061	N/A	PUBLIC	CHARITY - FAMILY SUPPORT	\$ 20,000.
LYRIC STAGE 3333 NORTH MACARTHUR BLVD IRVING, TX 75062	N/A	PUBLIC	CHARITY - SUPPORT OF THE ARTS	265,000.
BRIGHTER TOMORROWS PO BOX 532151 GRAND PRAIRIE, TX 75053	N/A	PUBLIC	CHARITY - SUPPORT OF DOMESTIC AND SEXUAL ASSAULT SURVIVORS.	50,000.
THE CATHOLIC FOUNDATION 5310 HARVEST HILL ROAD, SUITE 248 DALLAS, TX 75230	N/A	PUBLIC	CHARITY - SUPPORT FOR LESS FORTUNATE SENIORS.	50,000.
THE NATIONAL AMBUCS INC 1516 W. PIONEER IRVING, TX 75061	N/A	PUBLIC	CHARITY - YOUTH HEALTHCARE	15,000.
TEXAS A&M FOUNDATION 401 GEORGE BUSH DRIVE COLLEGE STATION, TX 77840	N/A	PUBLIC	CHARITY - MSC RENOVATION & EXPANSION PROJECT	50,000.
JOE BARTON FAMILY FOUNDATION PO BOX 91588 ARLINGTON, TX 76015	N/A	PUBLIC	CHARITY - MEALS-ON-WHEELS SUPPORT.	8,000.
LEKOTEK 1955 CLIFF VALLEY WAY, SUITE 102 ATLANTA, GA 30329	N/A	PUBLIC	CHARITY - SUPPORT OF CHILDREN WITH DISABILITIES.	50,000.
TOTAL \$ 813,442.				