Form **990-PF** | Department of the Treasury Internal Revenue Service

Return 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

OMB No 1545-0052 | **2012** | Open to public inspection

For calendar year 2012 or tax year beginning , and ending

Name of foundation
THE ISABELL AND J M HAGGAR JR
CHARITABLE FOUNDATION

A Employer identification number 75-2565414

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
5500 PRESTON ROAD, SUITE 250

B Telephone number 214-252-3250

City or town, state, and ZIP code
DALLAS, TX 75205

C If exemption application is pending, check here ▶ [ ]

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

D 1. Foreign organizations, check here ▶ [ ]
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

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

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ [ ]

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶$ 6,170,202.

J Accounting method: [X] Cash [ ] Accrual [ ] Other (specify) *(Part I, column (d) must be on cash basis)*

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))

		(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			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	188,751.	183,854.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	138,196.			
	b Gross sales price for all assets on line 6a 599,034.				
	7 Capital gain net income (from Part IV, line 2)		138,196.		
	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 or (loss)				
	11 Other income	-1,684.	-1,684.		STATEMENT 2
	12 **Total.** Add lines 1 through 11	325,263.	320,366.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 3	3,240.	3,240.		0.
	b Accounting fees				
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 4	2,124.	2,099.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 5	74,353.	74,332.		0.
	24 **Total operating and administrative expenses** Add lines 13 through 23	79,717.	79,671.		0.
	25 Contributions, gifts, grants paid	306,405.			306,405.
	26 **Total expenses and disbursements.** Add lines 24 and 25	386,122.	79,671.		306,405.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-60,859.			
	b **Net investment income** (if negative, enter -0-)		240,695.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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THE ISABELL AND J M HAGGAR JR
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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		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	80,152.	142,543.	142,543.
	3 Accounts receivable ▶ 3,203.			
	Less: allowance for doubtful accounts ▶		3,203.	3,203.
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	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 STMT 6	599,354.	303,249.	308,745.
	b Investments - corporate stock STMT 7	627,118.	1,119,827.	1,172,426.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 8	4,432,133.	4,109,076.	4,543,285.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	5,738,757.	5,677,898.	6,170,202.
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			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	5,738,757.	5,677,898.	
	30 **Total net assets or fund balances**	5,738,757.	5,677,898.	
	31 **Total liabilities and net assets/fund balances**	5,738,757.	5,677,898.	

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	5,738,757.
2	Enter amount from Part I, line 27a	2	-60,859.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	5,677,898.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	5,677,898.

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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.)
1a				
b	SEE ATTACHED STATEMENTS			
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	599,034.		460,838.	138,196.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col (h))
a				
b				
c				
d				
e				138,196.

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 — 138,196.

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).
If (loss), enter -0- in Part I, line 8 — 3 — N/A

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	267,310.	5,952,405.	.044908
2010	500,358.	5,844,858.	.085607
2009	378,172.	5,242,754.	.072132
2008	428,578.	6,470,182.	.066239
2007	366,773.	7,719,277.	.047514

2	**Total** of line 1, column (d)	2	.316400
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	.063280
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	5,955,004.
5	Multiply line 4 by line 3	5	376,833.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2,407.
7	Add lines 5 and 6	7	379,240.
8	Enter qualifying distributions from Part XII, line 4	8	306,405.

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)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ **(attach copy of letter if necessary-see instructions)**		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	4,814.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (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	4,814.
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	4,814.
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a: 5,791.		
b	Exempt foreign organizations - tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 4,500.		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments. Add lines 6a through 6d	7	10,291.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	5,477.
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ 5,477. **Refunded** ▶	11	0.

Part VII-A | Statements Regarding Activities

			Yes	No
1a	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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		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?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ 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*	8b	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)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ TOLLESON PRIVATE WEALTH MANAGEMENT, Telephone no. ▶ 214-252-3250

Located at ▶ 5500 PRESTON ROAD, SUITE 250, DALLAS, TX ZIP+4 ▶ 75205

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 | N/A

			Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ 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)? ☐ Yes ☒ 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.) ☐ Yes ☒ 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)? N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
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? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____ , ____ , ____ , ____			
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.) N/A	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. ▶ ____ , ____ , ____ , ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ 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.)* N/A	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)? ☐ 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)? N/A | 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? N/A ☐ 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? | 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? N/A | 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.

(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		0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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 ▶ 0

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

3 Five highest-paid independent contractors for professional services. 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 ▶		0

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 N/A	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments**

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	
All other program-related investments. See instructions. 3	
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	1,854,799.
b	Average of monthly cash balances		1b	159,227.
c	Fair market value of all other assets		1c	4,031,663.
d	**Total** (add lines 1a, b, and c)		1d	6,045,689.
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	6,045,689.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	90,685.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	5,955,004.
6	**Minimum investment return** Enter 5% of line 5		6	297,750.

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	297,750.
2a	Tax on investment income for 2012 from Part VI, line 5	2a 4,814.		
b	Income tax for 2012 (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	4,814.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	292,936.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	292,936.
6	Deduction from distributable amount (see instructions)		6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1		7	292,936.

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	306,405.
b	Program-related investments - total from Part IX-B	1b	0.
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	306,405.
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	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	306,405.

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					292,936.
2 Undistributed income, if any, as of the end of 2012					
a Enter amount for 2011 only				0.	
b Total for prior years: ____, ____, ____			0.		
3 Excess distributions carryover, if any, to 2012:					
a From 2007					
b From 2008	79,175.				
c From 2009	116,554.				
d From 2010	219,889.				
e From 2011					
f **Total** of lines 3a through e		415,618.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 306,405.					
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					292,936.
e Remaining amount distributed out of corpus		13,469.			
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		429,087.			
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 instr.				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)		0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7		0.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		429,087.			
10 Analysis of line 9:					
a Excess from 2008	79,175.				
b Excess from 2009	116,554.				
c Excess from 2010	219,889.				
d Excess from 2011					
e Excess from 2012	13,469.				

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			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
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).)

SEE STATEMENT 10

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 ▶ [X] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed:

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

c Any submission deadlines.

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
2012 BISHOPS ANNUAL APPEAL 3725 BLACKBURN STREET, P.O. BOX 190507 DALLAS, TX 75219		501(C)3	CHARITABLE	7,000.
BAYLOR HEALTH CARE SYSTEM FOUNDATION 3500 GASTON AVENUE DALLAS, TX 75246-2017		501(C)3	CHARITABLE	1,000.
CATHOLIC CHARITIES OF DALLAS 9461 LBJ FWY, SUITE 128 DALLAS, TX 75243		501(C)3	CHARITABLE	10,000.
TEXAS HEALTH PRESBYTERIAN FOUNDATION 8440 WALNUT HILL LANE, SUITE 800 DALLAS, TX 75231		501(C)3	CHARITABLE	40,000.
CATTLE BARON'S BALL 30 HIGHLAND PARK VILLAGE, SUITE 216 DALLAS, TX 75205		501(C)3	CHARITABLE	7,500.
Total SEE CONTINUATION SHEET(S)			▶ 3a	306,405.
b Approved for future payment NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
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	188,751.	
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			14	-1,684.	
8 Gain or (loss) from sales of assets other than inventory			18	138,196.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		325,263.	0.
13 Total. Add line 12, columns (b), (d), and (e)				13	325,263.

(See worksheet in line 13 instructions to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

Isabell Haggar — 11/13/13 — DIRECTOR

Signature of officer or trustee — Date — Title

May the IRS discuss this return with the preparer shown below (see instr)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
AMY ARMSTRONG	Amy Armstrong	11/13/13		P00364648

Firm's name ▶ TOLLESON PRIVATE WEALTH MANAGEMENT LP — Firm's EIN ▶ 75-2873095

Firm's address ▶ 5500 PRESTON ROAD, SUITE 250 DALLAS, TX 75205 — Phone no. (214) 252-3250

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.)
1a	PERSHING HRF-034089- ENRON CLASS ACTION SETTLEMEN	P	12/01/11	12/31/12
b	ARTHUR STREET FUND III, L.P. TOTAL SHORT TERM	P	01/01/12	12/31/12
c	ARTHUR STREET FUND III, L.P. TOTAL LONG TERM	P	12/01/11	12/31/12
d	ARTHUR STREET FUND III, L.P. SECTION 1231 GAIN	P	12/01/11	12/31/12
e	ARTHUR STREET FUND III, L.P. SECTION 1256 SHORT T	P	01/01/12	12/31/12
f	ARTHUR STREET FUND III, L.P. SECTION 1256 LONG TE	P	12/01/11	12/31/12
g	TWM INTERNATIONAL EQUITIES 2006, L.P. SHORT TERM	P	01/01/12	12/31/12
h	TWM INTERNATIONAL EQUITIES 2006, L.P. LONG TERM	P	12/01/11	12/31/12
i	TWM INTERNATIONAL EQUITIES 2006, L.P. SECTION 125	P	01/01/12	12/31/12
j	TWM INTERNATIONAL EQUITIES 2006, L.P. SECTION 125	P	12/01/11	12/31/12
k	TWM SELECT EQUITY PARTNERSHIP, L.P. SHORT TERM	P	01/01/12	12/31/12
l	TWM SELECT EQUITY PARTNERSHIP, L.P. LONG TERM	P	12/01/11	12/31/12
m	TWM SELECT EQUITY PARTNERSHIP, L.P. SECTION 1231	P	12/01/11	12/31/12
n	TWM HIGH YIELD 2008 PARTNERSHIP, L.P. SHORT TERM	P	01/01/12	12/31/12
o	TWM HIGH YIELD 2008 PARTNERSHIP, L.P. LONG TERM	P	12/01/11	12/31/12

	(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	503.			503.
b	98.			98.
c	26,620.			26,620.
d	4.			4.
e			6.	-6.
f			9.	-9.
g	2,419.			2,419.
h	12,931.			12,931.
i			20.	-20.
j			31.	-31.
k			6,941.	-6,941.
l	62,666.			62,666.
m	27.			27.
n	473.			473.
o	2,946.			2,946.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				503.
b				98.
c				26,620.
d				4.
e				-6.
f				-9.
g				2,419.
h				12,931.
i				-20.
j				-31.
k				-6,941.
l				62,666.
m				27.
n				473.
o				2,946.

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)
If (loss), enter "-0-" in Part I, line 8 | 3 |

223591
05-01-12

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.)
1a	TWM HEDGE FUND OFFSHORE PARTNERS, LP - GAIN ON PA	P	12/01/11	12/31/12
b	STRATFORD LAND FUND III K-1 LONG TERM	P	12/01/11	12/31/12
c	STRATFORD REALTY CAPITAL K-1 LONG TERM	P	12/01/11	12/31/12
d	PIMCO TOTAL RETURN INST	P	02/01/12	02/24/12
e	PIMCO TOTAL RETURN INST	P	09/08/11	02/24/12
f	PIMCO TOTAL RETURN INST	P	08/01/12	08/29/12
g	PIMCO TOTAL RETURN INST	P	07/02/12	08/29/12
h	PIMCO TOTAL RETURN INST	P	06/01/12	08/29/12
i	PIMCO TOTAL RETURN INST	P	05/01/12	08/29/12
j	PIMCO TOTAL RETURN INST	P	03/01/12	08/29/12
k	PIMCO TOTAL RETURN INST	P	04/02/12	08/29/12
l	PIMCO TOTAL RETURN INST	P	09/08/11	08/29/12
m	WHG INCOME OPPORTUNITY INSTL	P	01/03/12	02/24/12
n	WHG INCOME OPPORTUNITY INSTL	P	07/01/11	02/24/12
o	WHG INCOME OPPORTUNITY INSTL	P	04/01/11	02/24/12

	(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	16,140.			16,140.
b	9,234.			9,234.
c			14,346.	-14,346.
d	1,633.		1,633.	0.
e	37,352.		37,131.	221.
f	1,330.		1,330.	0.
g	1,661.		1,639.	22.
h	1,859.		1,832.	27.
i	1,679.		1,646.	33.
j	1,570.		1,524.	46.
k	1,830.		1,773.	57.
l	285,056.		274,621.	10,435.
m	2,921.		2,822.	99.
n	3,245.		3,091.	154.
o	2,951.		2,795.	156.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				16,140.
b				9,234.
c				-14,346.
d				0.
e				221.
f				0.
g				22.
h				27.
i				33.
j				46.
k				57.
l				10,435.
m				99.
n				154.
o				156.

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) If (loss), enter "-0-" in Part I, line 8	3	

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05-01-12

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.)
1a	WHG INCOME OPPORTUNITY INSTL	P	01/03/11	02/24/12
b	WHG INCOME OPPORTUNITY INSTL	P	10/01/10	02/24/12
c	CAPITAL GAINS DIVIDENDS			
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

	(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	2,299.		2,120.	179.
b	116,568.		105,528.	11,040.
c	3,019.			3,019.
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				179.
b				11,040.
c				3,019.
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

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	138,196.
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). If (loss), enter "-0-" in Part I, line 8	3	N/A

223591
05-01-12

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
CHILDREN'S MEDICAL CENTER 1935 MEDICAL DISTRICT DRIVE DALLAS, TX 75235		501(C)3	CHARITABLE	1,000.
CHRIST THE KING ALTER SOCIETY 8017 PRESTON ROAD DALLAS, TX 75225-5497		501(C)3	CHARITABLE	500.
CHRIST THE KING CATHOLIC CHURCH 8017 PRESTON ROAD DALLAS, TX 75225		501(C)3	CHARITABLE	20,000.
DALLAS ARBORETUM 8525 GARLAND ROAD DALLAS, TX 75218		501(C)3	CHARITABLE	5,000.
DALLAS SYMPHONY ORCHESTRA LEAGUE 2301 FLORA STREET DALLAS, TX 75201		501(C)3	CHARITABLE	1,500.
EMPOWER AFRICAN CHILDREN 3333 LEE PARKWAY, SUITE 110 DALLAS, TX 75219		501(C)3	CHARITABLE	5,000.
EQUEST P.O. BOX 2109 WYLIE, TX 75098		501(C)3	CHARITABLE	1,000.
FATHER OF THE YEAR AWARD 3333 LEE PARKWAY, SUITE 600 DALLAS, TX 75219		501(C)3	CHARITABLE	1,500.
GENESIS WOMEN'S SHELTER 4411 LEMMON AVENUE, SUITE 201 DALLAS, TX 75219		501(C)3	CHARITABLE	2,500.
AWARE LUNCHEON 3963 MAPLE AVENUE, SUITE 390 DALLAS, TX 75219		501(C)3	CHARITABLE	1,000.
Total from continuation sheets				240,905.

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05-01-12

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
JUNIOR LEAGUE OF DALLAS 8003 INWOOD ROAD DALLAS, TX 75209		501(C)3	CHARITABLE	2,500.
LETOT CENTER CAPITAL FOUNDATION FUND 3963 MAPLE AVENUE, SUITE 390 DALLAS, TX 75219		501(C)3	CHARITABLE	5,000.
KIDNEY TEXAS 6138 BERKSHIRE, SUITE 10 DALLAS, TX 75225		501(C)3	CHARITABLE	1,500.
LIMBS FOR LIFE 218 E. MAIN STREET OKLAHOMA CITY, OK 73104		501(C)3	CHARITABLE	2,500.
ALZHEIMER'S WOMEN'S ASSOCIATION 3963 MAPLE AVENUE, SUITE 390 DALLAS, TX 75219		501(C)3	CHARITABLE	1,000.
METHODIST HOSPITAL FOUNDATION 1441 N BECKLEY AVENUE DALLAS, TX 75203		501(C)3	CHARITABLE	2,500.
NOTRE DAME SCHOOL 2018 ALLEN STREET DALLAS, TX 75204		501(C)3	CHARITABLE	1,000.
CONTACT P.O. BOX 800742 DALLAS, TX 75380		501(C)3	CHARITABLE	1,750.
PARKLAND FOUNDATION 2777 N. STEMMONS FREEWAY, SUITE 1700 DALLAS, TX 75207		501(C)3	CHARITABLE	10,000.
AMERICAN JEWISH COMMITTEE 165 EAST 56 STREET NEW YORK, NY 10022		501(C)3	CHARITABLE	500.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
PREVENT BLINDNESS TEXAS 3610 FAIRMOUNT STREET DALLAS, TX 75219		501(C)3	CHARITABLE	3,000.
ST. MARY'S COLLEGE LE MANS HALL NOTRE DAME, IN 46556		501(C)3	CHARITABLE	20,000.
CAVANSAUGH FLIGHT MUSEUM 4572 CLAIRE CHENNAULT ADDISON, TX 75001		501(C)3	CHARITABLE	2,500.
ST. JUDE 4324 N BELTLINE ROAD,S UITE C-206 IRVING, TX 75038		501(C)3	CHARITABLE	17,900.
ST. MARK'S SCHOOL OF TEXAS 10600 PRESTON ROAD DALLAS, TX 75230-4000		501(C)3	CHARITABLE	25,000.
THE CATHOLIC FOUNDATION 5310 HARVEST HILL ROAD, SUITE 248 DALLAS, TX 75230		501(C)3	CHARITABLE	1,575.
THE CRYSTAL CHARITY BALL 30 HIGHLAND PARK VILLAGE, SUITE 206 DALLAS, TX 75205		501(C)3	CHARITABLE	9,380.
THE HOCKADAY SCHOOL 11600 WELCH RD DALLAS, TX 75229		501(C)3	CHARITABLE	1,000.
THE SALVATION ARMY 8787 N STEMMONS FREEWAY, SUITE 800 DALLAS, TX 75247		501(C)3	CHARITABLE	1,000.
THE SENIOR SOURCE 3910 HARRY HINES BLVD DALLAS, TX 72219		501(C)3	CHARITABLE	3,500.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
THE SWEETHEART BALL 11835 HAZEL CIRCLE DRIVE BRISTOW, VA 20136		501(C)3	CHARITABLE	4,500.
JONATHAN'S PLACE P.O. BOX 140085 DALLAS, TX 75214		501(C)3	CHARITABLE	2,500.
UNIVERSITY OF DALLAS- RESIDENCE HALL 1845 E NORTHGATE DRIVE IRVING, TX 75062		501(C)3	CHARITABLE	15,000.
URSULINE ACADEMY 4900 WALNUT HILL LN DALLAS, TX 75229		501(C)3	CHARITABLE	5,000.
VISITING NURSES ASSOCIATION 1600 VICEROY, 4TH FLOOR DALLAS, TX 75235		501(C)3	CHARITABLE	4,000.
HUMBLE BEGINNINGS P.O. BOX 710729 DALLAS, TX 75371		501(C)3	CHARITABLE	1,000.
TEXAS GREAT PYRENEES RESCUE 12202 BEDFORD STREET HOUSTON, TX 77031		501(C)3	CHARITABLE	5,000.
ST. MONICA'S CATHOLIC CHURCH 9933 MIDWAY ROAD DALLAS, TX 75220		501(C)3	CHARITABLE	5,000.
COUNCIL FOR LIFE 4516 LOVERS LANE DALLAS, TX 75225		501(C)3	CHARITABLE	1,500.
BISHOP FARRELL INVITATIONAL FUND 5310 HARVEST HILL, SUITE 248 DALLAS, TX 75230		501(C)3	CHARITABLE	1,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
SCOTTISH RITE HOSPITAL 2222 WELBORN STREET DALLAS, TX 75219		501(C)3	CHARITABLE	2,300.
CENTER FOR NONPROFIT MANAGEMENT 2902 FLOYD STREET DALLAS, TX 75204		501(C)3	CHARITABLE	2,500.
FOUNDATION FOR BRAINHEALTH ADVANCES FUND 5500 CARUTH HAVEN LANE DALLAS, TX 75225		501(C)3	CHARITABLE	5,000.
FAITH PRESBYTERIAN HOSPICE 4350 SIGMA ROAD DALLAS, TX 75244		501(C)3	CHARITABLE	10,000.
ST. PAUL MEDICAL FOUNDATION 5909 HARRY HINES BLVD. DALLAS, TX 75390		501(C)3	CHARITABLE	5,000.
GIRL SCOUTS 420 FIFTH AVENUE NEW YORK, NY 10018		501(C)3	CHARITABLE	1,000.
2012 BREAKFAST FOR THE BRIDGE 1818 CORSICANA DALLAS, TX 75201		501(C)3	CHARITABLE	2,500.
CF TEXAS DONOR BRIDGE 5500 CARUTH HAVEN LANE DALLAS, TX 75225		501(C)3	CHARITABLE	1,000.
BIG BROTHERS BIG SISTERS 450 E. JOHN CARPENTER FWY. IRVING, TX 75062		501(C)3	CHARITABLE	5,000.
THE SALESMANSHIP CLUB OF DALLAS 106 E. TENTH STREET DALLAS, TX 75203		501(C)3	CHARITABLE	10,000.
Total from continuation sheets				

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
ARTHUR STREET K-1- DIVIDENDS	5,817.	0.	5,817.
ARTHUR STREET K-1- INTEREST	1,834.	0.	1,834.
MERRILL LYNCH- INTEREST	22.	0.	22.
PERSHING BOND MUTUAL FUND ACCT- DIVIDENDS	27,708.	3,019.	24,689.
PERSHING CASH ACCT- INTEREST	3.	0.	3.
PERSHING EQUITY ACCT- DIVIDENDS	51,611.	0.	51,611.
PERSHING WESTWOOD ALL-CAP ACCT- DIVIDENDS	211.	0.	211.
STRATFORD LAND FUND III K-1 INTEREST	127.	0.	127.
TAX EXEMPT INTEREST	219.	0.	219.
TPB ACCOUNT 0787 INTEREST	42.	0.	42.
TPB ACCOUNT 2505 INTEREST	54.	0.	54.
TWM HIGH YIELD 2006 K-1 DIVIDENDS	53,631.	0.	53,631.
TWM HIGH YIELD 2006 K-1 INTEREST	1,007.	0.	1,007.
TWM INTERNATIONAL EQUITIES 2006 K-1 DIVIDENDS	28,165.	0.	28,165.
TWM INTERNATIONAL EQUITIES 2006 K-1 INTEREST	10.	0.	10.
TWM SELECT EQUITY K-1 DIVIDENDS	20,828.	0.	20,828.
TWM SELECT EQUITY K-1 INTEREST	481.	0.	481.
TOTAL TO FM 990-PF, PART I, LN 4	191,770.	3,019.	188,751.

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
ARTHUR STREET K-1 - ORDINARY INCOME	1,699.	1,699.	
STRATFORD LAND FUND III K-1 - ORDINARY INCOME	-3,437.	-3,437.	
STRATFORD REALTY CAPITAL K-1 - ORDINARY INCOME	62.	62.	
TWM SELECT EQUITY PARTNERS K-1 - ORDINARY INCOME	12.	12.	
ARTHUR STREET K-1 - NET RENTAL REAL ESTATE LOSS	-1.	-1.	
STRATFORD LAND FUND III K-1 - NET RENTAL REAL ESTATE INCOME	16.	16.	
TWM SELECT EQUITY PARTNERS K-1 - NET RENTAL REAL ESTATE INCOME	12.	12.	

STRATFORD REALTY CAPITAL K-1 - OTHER RENTAL INCOME	36.	36.	
ENERFIN RESOURCES	90.	90.	
TWM SELECT EQUITY PARTNERS K-1 - ROYALTY INCOME	1.	1.	
ARTHUR STREET K-1 - CANCELATION OF DEBT	9.	9.	
ARTHUR STREET K-1 - OTHER PORTFOLIO LOSS	-269.	-269.	
STRATFORD LAND FUND III K-1 - OTHER PORTFOLIO INCOME	30.	30.	
TWM SELECT EQUITY PARTNERS K-1 - OTHER PORTFOLIO INCOME	12.	12.	
ARTHUR STREET K-1 - OTHER LOSS	-227.	-227.	
TWM INTERNATIONAL EQUITIES K-1 - OTHER LOSS	-199.	-199.	
TWM SELECT EQUITY PARTNERS K-1 - OTHER INCOME	470.	470.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-1,684.	-1,684.	

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	3,240.	3,240.		0.
TO FM 990-PF, PG 1, LN 16A	3,240.	3,240.		0.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX PAID	2,124.	2,099.		0.
TO FORM 990-PF, PG 1, LN 18	2,124.	2,099.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MANAGMENT FEES	37,169.	37,169.		0.
PORTFOLIO DEDUCTIONS	33,074.	33,074.		0.
OTHER DEDUCTIONS	1,895.	1,895.		0.
INVESTMENT INTEREST EXPENSE	1,909.	1,909.		0.
CHARITABLE CONTRIBUTIONS FROM K-1S	2.	2.		0.
SECTION 59(E)2 EXPENSES	135.	135.		0.
NONDEDUCTIBLE EXPENSES	21.	0.		0.
OTHER CREDITS	8.	8.		0.
OTHER PORTFOLIO DEDUCTIONS	37.	37.		0.
DEPLETION	91.	91.		0.
ROYALTY DEDUCTIONS	12.	12.		0.
TO FORM 990-PF, PG 1, LN 23	74,353.	74,332.		0.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 6

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
PERSHING BOND MUTUAL FUND ACCOUNT	X		303,249.	308,745.
TOTAL U.S. GOVERNMENT OBLIGATIONS			303,249.	308,745.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			303,249.	308,745.

FORM 990-PF CORPORATE STOCK STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
PERSHING EQUITY ACCOUNT	1,119,827.	1,172,426.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,119,827.	1,172,426.

FORM 990-PF OTHER INVESTMENTS STATEMENT 8

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
TWM HIGH YIELD 2008 PARTNERSHIP, L.P.	FMV	909,669.	925,695.
TWM SELECT EQUITY PARTNERSHIP, L.P.	FMV	902,695.	1,038,418.
TWM INTERNATIONAL EQUITIES 2006, L.P.	COST	878,984.	943,712.
TWM HEDGE FUND OFFSHORE PARTNERS, L.P.	FMV	789,140.	850,841.
ARTHUR STREET FUND III, L.P.	FMV	316,216.	338,560.
STRATFORD LAND FUND III, L.P.	FMV	214,411.	230,773.
STRATFORD REALTY CAPITAL, L.P.	FMV	97,961.	214,286.
ENERFIN RESOURCES I LP	FMV	0.	1,000.
TOTAL TO FORM 990-PF, PART II, LINE 13		4,109,076.	4,543,285.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 9

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
ISABELL HAGAR 7428 GLENSHANNON CIRCLE DALLAS, TX 75225	PRESIDENT/DIRECTOR 2.00	0.	0.	0.
J.M. HAGGAR, JR. 7428 GLENSHANNON CIRCLE DALLAS, TX 75225	DIRECTOR 4.00	0.	0.	0.
J.M. HAGGAR, III 7428 GLENSHANNON CIRCLE DALLAS, TX 75225	TREASURER 1.00	0.	0.	0.
LYDIA H. NOVAKOV 7428 GLENSHANNON CIRCLE DALLAS, TX 75225	VICE PRESIDENT 2.00	0.	0.	0.
MARIAN H. BRYAN 7428 GLENSHANNON CIRCLE DALLAS, TX 75225	SECRETARY 2.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF PART XV - LINE 1A STATEMENT 10
LIST OF FOUNDATION MANAGERS

NAME OF MANAGER

ISABELL HAGAR
J.M. HAGGAR, JR.

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box ▶ [X]

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1)

Part II | Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print

File by the due date for filing your return See instructions

Name of exempt organization or other filer, see instructions
THE ISABELL AND J M HAGGAR JR
CHARITABLE FOUNDATION

Employer identification number (EIN) or
75-2565414

Number, street, and room or suite no If a P.O. box, see instructions.
5500 PRESTON ROAD, SUITE 250

Social security number (SSN)

City, town or post office, state, and ZIP code. For a foreign address, see instructions.
DALLAS, TX 75205

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	[illegible]	
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ▶ TOLLESON PRIVATE WEALTH MANAGEMENT, LP 5500 PRESTON ROAD, SUITE 250 - DALLAS, TX 75205

  Telephone No. ▶ 214-252-3250 FAX No. ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box ▶ [ ] . If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until NOVEMBER 15, 2013.

5 For calendar year 2012 , or other tax year beginning ______ , and ending ______

6 If the tax year entered in line 5 is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension
TAXPAYER RESPECTFULLY REQUESTS ADDITIONAL TIME TO GATHER THE INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions.	8a	$ 10,291.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	$ 10,291.
c	**Balance due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	$ 0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ▶ Title ▶ DIRECTOR Date ▶

223842
01-21-13