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Form 990-PF

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.

OMB No. 1545-0052

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation Carl E. Kessler Family Foundation		A Employer identification number 75-2567397
Number and street (or P.O. box number if mail is not delivered to street address) P.O. Box 121579	Room/suite	B Telephone number 940-325-5629
City or town, state, and ZIP code Fort Worth, TX 76121-1579		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ 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: ☒ 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) \$ 10,048,547.	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	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)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check ☒ if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		4,776.	4,776.		Statement 1
5a Gross rents		13,700.	13,700.		Statement 2
b Net rental income or (loss) <34,948.>					Statement 3
6a Net gain or (loss) from sale of assets not on line 10		<190,255.>			
b Gross sales price for all assets on line 6a 5,618,340.					
7 Capital gain net income (from Part IV, line 2)			0.		
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					
12 Total. Add lines 1 through 11		<171,779.>	18,476.		
13 Compensation of officers, directors, trustees, etc.		154,500.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees Stmt 4		4,335.	1,700.		950.
c Other professional fees					
17 Interest					
18 Taxes Stmt 5		13,836.	13,836.		0.
19 Depreciation and depletion		13,003.	6,216.		
20 Occupancy					
21 Travel, conferences, and meetings		890.	0.		0.
22 Printing and publications					
23 Other expenses Stmt 6		67,527.	49,081.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		254,091.	70,833.		950.
25 Contributions, gifts, grants paid		479,797.			479,797.
26 Total expenses and disbursements. Add lines 24 and 25		733,888.	70,833.		480,747.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<905,667.>			
b Net investment income (if negative, enter -0-)			0.		
c Adjusted net income (if negative, enter -0-)				N/A	

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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	336,350.	219,780.	217,780.	
	2 Savings and temporary cash investments	7,026,907.	6,461,079.	6,461,080.	
	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				
	7 Other notes and loans receivable ▶				
	Less: allowance for doubtful accounts ▶				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges	1,100.	2,120.	1,225.	
	10a Investments - U.S. and state government obligations				
	b Investments - corporate stock Stmt 8	151,915.	0.	0.	
	c Investments - corporate bonds				
	11 Investments - land, buildings, and equipment basis ▶ 356,751.				
	Less accumulated depreciation Stmt 9 ▶ 60,546.	296,208.	296,205.	1,475,462.	
	12 Investments - mortgage loans				
	13 Investments - other				
	14 Land, buildings, and equipment: basis ▶ 957,550.				
	Less accumulated depreciation Stmt 10 ▶	1,053,270.	957,550.	1,893,000.	
	15 Other assets (describe ▶)				
	16 Total assets (to be completed by all filers)	8,865,750.	7,936,734.	10,048,547.	
	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 ▶ Statement 11)		27,548.	12,664.		
23 Total liabilities (add lines 17 through 22)	27,548.	12,664.			
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	6,499,481.	6,499,481.			
29 Retained earnings, accumulated income, endowment, or other funds	2,340,361.	1,424,589.			
30 Total net assets or fund balances	8,839,842.	7,924,070.			
31 Total liabilities and net assets/fund balances	8,867,390.	7,936,734.			

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	8,839,842.
2 Enter amount from Part I, line 27a	2	<905,667.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	7,934,175.
5 Decreases not included in line 2 (itemize) ▶ See Statement 7	5	10,105.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	7,924,070.

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 Various Equities Sold	P	06/30/12	10/31/12
b 1.505 Acres-Land	P	01/01/06	09/10/12
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 5,488,340.		5,710,821.	<222,481.>
b 130,000.		97,774.	32,226.
c			
d			
e			

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			<222,481.>
b			32,226.
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	<190,255.>
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			
2010			
2009			
2008			
2007			

2 Total of line 1, column (d)

2

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

4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5

4

5 Multiply line 4 by line 3

5

6 Enter 1% of net investment income (1% of Part I, line 27b)

6

7 Add lines 5 and 6

7

8 Enter qualifying distributions from Part XII, line 4

8

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)		1	0.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		3	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	0.
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 payments and 2011 overpayment credited to 2012	6a 2,120.		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	2,120.	
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	2,120.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax ☐ 2,120. Refunded ☐ 0.	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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? 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.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ☐ \$ 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		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		X
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	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	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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	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? Website address ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>Carla Kessler</u> Telephone no. ► <u>817-793-1951</u> Located at ► <u>P.O. Box 121579, Mineral Wells, TX</u> ZIP+4 ► <u>76121</u>			
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 ► <u>15</u> <u>N/A</u>			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ 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)? Organizations relying on a current notice regarding disaster assistance check here ► <u>N/A</u>	1b	
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.) <u>N/A</u>	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.) <u>N/A</u>	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
Kenneth R. Kessler	President			
626 Roaring Springs Road				
Fort Worth, TX 76114	20.00	52,500.	0.	0.
David R. Kessler	Vice President			
13 Cliff Drive				
Mineral Wells, TX 76067	30.00	42,000.	0.	0.
Carla K. Kessler	Secretary/Treasurer			
P.O. Box 123212				
Fort Worth, TX 76121	30.00	60,000.	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

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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. 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.

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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	140,338.
b	Average of monthly cash balances	1b	7,016,187.
c	Fair market value of all other assets	1c	1,300,000.
d	Total (add lines 1a, b, and c)	1d	8,456,525.
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	8,456,525.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	126,848.
5	Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	8,329,677.
6	Minimum investment return Enter 5% of line 5	6	416,484.

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	416,484.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	0.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	416,484.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	416,484.
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	416,484.

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	480,747.
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	480,747.
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	480,747.

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				416,484.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			44,585.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 480,747.				
a Applied to 2011, but not more than line 2a			44,585.	
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				416,484.
e Remaining amount distributed out of corpus	19,678.			
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	19,678.			
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	19,678.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012	19,678.			

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				
A Place Called Home 2830 South Central Ave. Los Angeles, CA 90011		Exempt	Community Service	2,500.
Action Against Hunger/ACF-USA 247 West 37th St. 10 Floor New York, NY 10018		Exempt	Kids Across America Camp	2,500.
African Wildlife Foundation 1400 Sixteenth St, NW Washington, DC 20036		Exempt	Community Service	2,500.
All Gods Children P.O. Box 5909 Villa Park, IL 60181		Exempt	Community Service	2,500.
All Hands Volunteers 389 River Road Carlisle, MA 01741		Exempt	Community Service	15,000.
Total	See continuation sheet(s)			479,797.
b Approved for future payment				
None				
Total			3b	0.

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. | | |

[illegible]

- 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.

Signature of officer or trustee

5/14/13
Date

Secretary

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

J.A. Garrison, CPA

[Signature]

5/10/13

P00218920

Firm's address ► 500 West 7th Street, Suite 827
Fort Worth, TX 76102

Firm's EIN ► 75-2801173

Phone no. (817) 332-3921

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
Amazon Conservation Association 1822 R St NW 4th Floor Washington, DC 20009		Exempt	Jet Memorial	2,500.
American Cancer Society 250 Williams Street Atlanta, GA 30303		Exempt	Community Service	3,000.
American Refugee Committee International 615 1st Ave, NE Suite 500 Minneapolis, MN 55412		Exempt	Help children graduate	2,500.
American Spectator 1611 North Kent St Arlington, VA 22209			Community Service	5,000.
AmeriCares 88 Hamilton Ave Stamford, CT 06902			Community Service	2,500.
Animal Welfare Institute 900 Pennsylvania Ave SE Washington, DC 20003		Exempt	Star lights for children's cancer units	2,500.
Austin Humane Society 124 West Anderson Lane Austin, TX 78752		Exempt	Community Service	2,500.
Barnabas Center 11 S Eleventh St Fernandina Beach, FL 32034			Community Service	2,500.
Beyond Borders P.O. Box 2132 Norristown, PA 19404		Exempt	Community Service	12,500.
Big Shoulders Fund 309 W. Washington Chicago, IL 60606		Exempt	Community Service	2,500.
Total from continuation sheets				454,797.

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
Boys & Girls Country 18806 Roberts Rd Hockley, TX 77447			Community Service	2,500.
Brazos Valley Food Bank 1514 Shiloh Ave. Bryan, TX 77803			Community Service	2,500.
Caritas of Austin 611 Neches St. Austin, TX 78701			Community Service	2,500.
Center of Life PO Box 262 Mineral Wells, TX 76068			Community Service	4,500.
Charity Navigator 139 Harristown Rd. Ste. 201 Glen Rock, NJ 07452		Exempt	Community Service	1,500.
Charity Water 200 Varick St, Suite 201 New York, NY 10014		Exempt	Community Service	2,500.
Child Advocate 2401 Portsmouth Suite 200 Houston, TX 77098		Exempt	Community Service	2,500.
Child Alliance PO Box 403 Mineral Wells, TX 76068			Community Service	10,000.
Children for Children Six East 43rd St 25th Floor New York, NY 10017		Exempt	Community Service	1,500.
Citizens for Animal Protection 11925 Katy Freeway Houston, TX 77079		Exempt	Community Service	2,500.
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
City Square 511 North Akard St Dallas, TX 75201		Exempt	Community Service	1,500.
Clara White Mission 613 West Ashley St Jacksonville, FL 32202		Exempt	Community Service	1,500.
COA Youth & Family Centers 909 East North Ave Milwaukee, WI 53212		Exempt	Community Service	2,500.
Community Renewal International 838 Margaret Place Shreveport, LA 71101		Exempt	Community Service-Fuller Center House project	30,000.
Concern Worldwide US 355 Lexington Ave 19th Floor New York, NY 10017		Exempt	Community Service	2,500.
Connecticut Food Bank 150 Bradley St East Haven, CT 06512		Exempt	Community Service	2,500.
Cowtown Ball-FBO-American Cancer Society 250 Williams Street NW Atlanta, GA 30303			Community Service	5,000.
Cradles To Crayons 155 N. Beacon St. Brighton, MA 02135			Community Service	2,500.
Doctors Without Borders P.O. Box 5030 Hagerstown, MD 21741		Exempt	Community Service	2,500.
DonorsChoice.Org 347 W 36th St Suite 503 New York, NY 10018		Exempt	Community Service	4,715.
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
Doorways for Women & Families PO Box 100185 Arlington, VA 22210			Community Service	2,500.
Earth Share Texas 707 West Ave. Suite 203 Austin, TX 78701			Community Service	1,500.
Echo 17391 Durrance Road North Fort Myers, FL 33917		Exempt	Community Service	2,500.
Education Through Music 122 East 42nd, Suite 1501 New York, NY 10168		Exempt	Community Service	2,500.
Environmental and Energy Study Institute 1112 16th St. NW, Ste. 300 Washington, DC 20036		Exempt	Community Service	2,500.
Eva's Village 393 Main St. Patterson, NJ 07501		Exempt	Community Service	2,500.
Feed My Starving Children 401 93rd Ave. NW Coon Rapids, MN 55433		Exempt	Community Service	2,500.
Fifty Year Club 602 West Hubbard Mineral Wells, TX 76067		Exempt	Community Service	3,000.
First Foundation for Childhood Literacy PO Box 1327 Madison, GA 30650			Community Service	2,500.
Food Bank of the Rockies 10700 East 45th Ave. Denver, CO 80239		Exempt	Community Service	2,500.
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
Free the Kids 2303 West Market St Greensboro, NC 27403		Exempt	Community Service	2,500.
Free the Slaves 1320 19th St., NW Ste 600 Washington, DC 20036		Exempt	Community Service	1,500.
Giving Children Hope 8332 Commonwealth Ave Buena Park, CA 90621			Community Service	2,500.
Gleaners Com. Food Bank of SE Michigan 2131 Beaufait St. Detroit, MI 48207		Exempt	Community Service	2,500.
Global Fund For Children 1101 Fourteenth St., NW Ste 420 Washington, DC 20005		Exempt	Community Service	2,500.
Globus Relief 1775 West 1500 South Salt Lake City, UT 84104		Exempt	Community Service	2,500.
Guttmacher Institute 125 Maiden Lane Seventh Floor New York, NY 10038		Exempt	Community Service	2,500.
Haitian Health Foundation 97 Sherman St. Norwich, CT 06360		Exempt	Community Service	1,500.
Heart to Heart International 401 South Clairborne, Suite 302 Olathe, KS 66062		Exempt	Community Service	1,000.
Help From People to People 121 West Nyack Rd. Nanuet, NY 10954			Community Service	2,500.
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
Helping Hand for Relief Development 12541 McDougall St., Ste. 100 Detroit, MI 48212		Exempt	Community Service	2,500.
Himalayan Cataract Project P. O. Box 55 Waterbury, VT 05676		Exempt	Community Service	1,500.
Homes for our Troops 6 Main Street Taunton, MA 02780		Exempt	Community Service	5,000.
Homes from the Heart 8340 Oldham Road Kansas City, MO 64138		Exempt	Community Service	15,136.
Hope Domestic Violence P.O. Box 1650 Mineral Wells, TX 76068		Exempt	Community Service - Domestic Violence Shelter	10,000.
Hope for Haiti 1021 5th Ave., N. Naples, FL 34201		Exempt	Community Service	2,500.
Hope for the Warriors 1335 Western Blvd., Suite E PMB 48 Jacksonville, NC 28546		Exempt	Community Service	2,500.
Houston Humane Society 14700 Alameda Rd Houston, TX 77053			Community Service	2,500.
Human Development Foundation 1350 Remington Road, Suite W Schaumburg, IL 60173		Exempt	Community Service	4,000.
Humane Society of North Texas 1840 East Lancaster Fort Worth, TX 76103		Exempt	Community Service - Animal Shelter	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
Injured Marine Semper Fi Fund 825 College Blvd., Suite 102, PMB 609 Oceanside, CA 92057		Exempt	Community Service	2,500.
International Child Care 240 W. Michigan Ave. Kalamazoo, MI 49007		Exempt	Community Service	2,500.
International Crisis Aid P. O. Box 510167 St. Louis, MO 63151		Exempt	Community Service	5,000.
International Disaster Emergency Service 102 West Railroad St Kempton, IN 46072			Community Service	2,500.
International Relief Teams 4560 Alvarado Canyon Rd., Ste. 2G San Diego, CA 92120		Exempt	Community Service	2,500.
Invisible Children 1620 Fifth Ave Suite 400 San Diego, CA 92101			Community Service	2,500.
IPPF 120 Wall St. 9th Floor New York, NY 10005			Community Service	1,500.
Irving Cares 440 South Nursery Rd., Ste. 101 Irving, TX 75060		Exempt	Community Service	1,000.
Jack & Jill Late Stage Cancer Foundation 3282 Northside Parkway NW Suite 100 Atlanta, GA 30327			Community Service	2,500.
JOIN 1435 NE 81st Ave., Ste. 100 Portland, OR 97213		Exempt	Community Service	1,500.
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
KERA 300 Harry Hines Blvd Dallas, TX 75201		Exempt	Community Service	1,000.
Kids in Need 3077 Kettering Blvd Suite 114 Dayton, OH 45439			Community Service	1,500.
Lion's Club Cripple Children's Camp P.O. Box 368 Mineral Wells, TX 76068		Exempt	Community Service	10,000.
Little Kid's Rock 632 Pompton Ave., Ste. 2 Cedar Grove, NJ 07009		Exempt	Community Service	1,500.
MAP International 4700 Glynco Parkway Brunswick, GA 31525		Exempt	Community Service	2,500.
Meals on Wheels 1410 S.E. Martin Luther King Jr. Blvd. Mineral Wells, TX 76068		Exempt	Community Service	10,000.
Meals on Wheels, Inc of Tarrant County 320 South Freeway Fort Worth, TX 76104		Exempt	Community Service	2,500.
Medical Teams International 14150 Southwest Milton Ct. Tigard, PR 97207		Exempt	Community Service	2,500.
MedShare International 3240 Clifton Springs Road Decatur, GA 30034		Exempt	Community Service	1,500.
MEND 10641 N San Fernando Rd. Pacoima, CA 91331			Community Service	2,500.
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
Michigan Anticruelty Society 13569 Joseph Campau St. Detroit, MI 48212			Community Service	1,000.
Mineral Wells Rotary Club PO Box 1151 Mineral Wells, TX 76068			Community Service	252.
Mineral Wells Scholarship Fund Administration Bldg. 906 SW 6th Av. Mineral Wells, TX 76067		Exempt	Community Service	10,000.
Mineral Wells Senior Center 102 N W 6th Ave Mineral Wells, TX 76067		Exempt	Community Service	20,000.
Mineral Wells Women's Club 201 N E 2nd St Mineral Wells, TX 76067		Exempt	Community Service	2,000.
National Military Family Association 2500 North Van Dorn., Ste. 102 Alexandria, VA 22302		Exempt	Community Service	2,500.
National Viet Nam Memorial P.O. Box 146 Mineral Wells, TX 76068		Exempt	Community Service	20,000.
Noon Lion's Club P.O. Box 3099 Mineral Wells, TX 76068		Exempt	Community Service	600.
North Texas Food Bank 4500 S. Cockrell Hill Rd. Dallas, TX 75236			Community Service	2,500.
Open Hands Adoption Partnership 4401 Taylor Richardson, TX 75082			Community Service	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
Operation Breakthrough 3039 Troost Kansas City, MO 64109			Community Service	2,500.
Operation Fuel One Regency Drive, Ste. 200 Bloomfield, CT 06002		Exempt	Community Service	1,000.
Operation Support Our Troops - America 1807 S. Washington St. Ste 110 #359 Naperville, IL 60565			Community Service	7,500.
Orphan Grain Train P.O. Box 1466 Norfolk, NE 08702			Community Service	2,500.
Pachamama Alliance P.O. Box 29191 San Francisco, CA 94129		Exempt	Community Service	1,500.
Palo Pinto Challenge 215 Central Ave. Strawn, TX 76475			Community Service	2,500.
Palo Pinto General Hospital Aux 400 SW 25th Ave Mineral Wells, TX 76067		Exempt	Community Service	1,000.
Palo Pinto Humane Society P.O. Box 1574 Mineral Wells, TX 76068		Exempt	Community Service - Animal Shelter	2,500.
People's Resource Center 201 South Naperville Rd. Wheaton, IL 60187		Exempt	Community Service	2,000.
Performing Animal Welfare Society P. O. Box 849 Galt, CA 95632		Exempt	Community Service	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
Puppies Behind Bars 10 East 40th Street, 19th Floor New York, NY 10016		Exempt	Community Service - Animals	2,500.
RAFT 1355 Ridder Park Dr. San Jose, CA 95131		Exempt	Community Service	2,500.
Safe Haven 8701 Bedford Euless Rd. Ste 600 Hurst, TX 76053			Community Service	694.
SafePlace P.O.Box 19454 Austin, TX 78760			Community Service	2,500.
Salvation Army 1855 East Lancaster Ave Fort Worth, TX 76103		Exempt	Community Service	4,500.
Sea Shepherd Conservation Society P.O. Box 2616 Friday Harbor, WA 98250		Exempt	Conservation	5,000.
Shared Harvest Foodbank 5901 Dixie Highway Fairfield, OH 45014		Exempt	Community Service	2,000.
Small Steps Nurturing Center 1709 Depelchin Street Houston, TX 77007		Exempt	Helps at risk children - education and feed	5,000.
Smile Train 41 Madison Ave 28th Floor New York, NY 10010		Exempt	Helps children with dental costs	2,500.
SNAP 401 Studenwood St. Suite 350 Houston, TX 77270		Exempt	Community Service	1,500.
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
SPCA of Central Florida 2727 Conroy Rd. Orlando, FL 32839		Exempt	Community Service	1,500.
Students Run LA 5252 Crebs Ave. Tarzana, CA 91356			Community Service	2,500.
Support The Enlisted Project-STEP P.O.Box 26747 San Diego, CA 92196			Community Service	1,500.
Tarrant County Food Bank 2600 Cullen Street Fort Worth, TX 76107		Exempt	Community Service	7,500.
TEAK 16 West 22nd Street 3rd Floor New York, NY 10010		Exempt	Community Service	2,500.
Texas Knights Baseball Club 101 Main St. Fort Worth, TX 76102			Little League Baseball	1,500.
The Cara Program 237 South Desplaines St Chicago, IL 60661			Community Service	5,000.
The Family Place P. O. Box 7999 Dallas, TX 75209		Exempt	Community Service	2,500.
The Foodbank of Southern California 1444 San Francisco Ave. Long Beach, CA 90813		Exempt	Community Service	2,500.
The Navy Seal Foundation P. O. Box 5965 Virginia Beach, VA 23471		Exempt	Community Service	1,500.
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
Tostan 2121 Decatur Place, NW Washington, DC 20008		Exempt	Community Service	2,500.
Trenton Area Soup Kitchen 72 1/2 Escher St. Trenton, NJ 08609			Community Service	2,500.
Trinity Habitat for Humanity 3345 S. Jones St. Ft Worth, TX 76110			Community Service	6,500.
United Way of Palo Pinto P.O. Box 1223 Mineral Wells, TX 76508		Exempt	Community Service	1,500.
University of Texas at Austin P. O. Box 7458 Austin, TX 78713		Exempt	Academic Programs	1,000.
Warm Blankets Orphan Care International 5105 Tollview Dr., Suite 155 Rolling Meadows, IL 60008		Exempt	Community Service	2,500.
Water for People 6666 West Quincy Avenue Denver, CO 80235		Exempt	Community Service	2,500.
Water.org 920 Main St., Suite 1800 Kansas City, MO 64105		Exempt	Community Service	5,000.
WestAid 4701 Bryant Irving Rd N, Ste 100 Fort Worth, TX 76107		Exempt	Community Service	2,500.
Wildlife Conservation Network 25745 Bassett Lane Los Altos, CA 63005		Exempt	Community Service	2,500.
Total from continuation sheets				

3 Grants and Contributions Paid During the Year (Continuation)

223631
05-01-12

2012 DEPRECIATION AND AMORTIZATION REPORT

Form 990-PF Page 1

990-PF

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
101	LAND	01/01/06	L			957,550.			957,550.			0.
	* Total 990-PF Pg 1 Depr					957,550.		0.	957,550.	0.	0.	0.

Form 990-PF	Dividends and Interest from Securities	Statement	1
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Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
Dividends	4,776.	0.	4,776.
Total to Form 990-PF, Part I, ln 4	4,776.	0.	4,776.

Form 990-PF	Rental Income	Statement	2
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Kind and Location of Property	Activity Number	Gross Rental Income
Non-Residential Rental	1	13,700.
Total to Form 990-PF, Part I, line 5a		13,700.

Form 990-PF	Rental Expenses	Statement	3
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Description	Activity Number	Amount	Total
Depreciation		13,003.	
Repairs and Maintenance		35,645.	
- SubTotal -	1		48,648.
Total rental expenses			48,648.
Net rental Income to Form 990-PF, Part I, line 5b			<34,948.>

Form 990-PF	Accounting Fees	Statement	4
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Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Accounting	4,335.	1,700.		950.
To Form 990-PF, Pg 1, ln 16b	4,335.	1,700.		950.

Form 990-PF	Taxes			Statement	5
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Property Taxes	13,836.	13,836.			0.
To Form 990-PF, Pg 1, ln 18	13,836.	13,836.			0.

Form 990-PF	Other Expenses			Statement	6
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Automobile Expense	4,656.	0.			0.
Contract Labor	10,329.	10,329.			0.
Insurance - Auto	799.	0.			0.
Telephone	5,252.	0.			0.
Advertising	229.	0.			0.
Postage and Delivery	569.	0.			0.
Investment Services & Publications	2,891.	2,891.			0.
Dues & Subscriptions	500.	0.			0.
Utilities	3,617.	0.			0.
Supplies	216.	216.			0.
Bank Service Charges	59.	0.			0.
Safe Deposit Box Rental	362.	0.			0.
Office Expense	712.	0.			0.
Licenses & Permits	51.	0.			0.
Miscellaneous	1,640.	0.			0.
Repairs and Maintenance	35,645.	35,645.			0.
To Form 990-PF, Pg 1, ln 23	67,527.	49,081.			0.

Form 990-PF	Other Decreases in Net Assets or Fund Balances	Statement	7
Description		Amount	
2011 Federal Excise Tax, per Form 990PF		10,105.	
Total to Form 990-PF, Part III, line 5		10,105.	

Form 990-PF	Corporate Stock	Statement	8
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Description	Book Value	Fair Market Value
Brokerage Account	0.	0.
Total to Form 990-PF, Part II, line 10b	0.	0.

Form 990-PF	Depreciation of Assets Held for Investment	Statement	9
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Description	Cost or Other Basis	Accumulated Depreciation	Book Value
559 Grant Rd - Land	8,240.	0.	8,240.
559 Grant Rd - Building	12,310.	2,212.	10,098.
560 Grant Rd - Land	37,620.	0.	37,620.
560 Grant Rd - Building	15,240.	2,737.	12,503.
Overhead door repair	6,000.	1,001.	4,999.
Leasehold Improvements	18,170.	2,912.	15,258.
Leasehold Improvements	12,340.	1,949.	10,391.
558 Grant Rd. - Land	20,900.	0.	20,900.
558 Grant Rd. - Building	64,600.	11,592.	53,008.
553 Grant Rd. - Land	4,040.	0.	4,040.
553 Grant Rd. - Building	26,140.	4,690.	21,450.
300 Industrial, Bldg # 336 - Land	6,659.	0.	6,659.
300 Industrial, Bldg # 336 - Building	11,291.	2,030.	9,261.
2003 Chevy 1500	16,114.	16,114.	0.
Fork Lift	4,000.	4,000.	0.
18 ft Trailer - C&S Trailers	2,075.	2,075.	0.
CORDLESS PHONE	161.	161.	0.
Mobile Home & Improvements	47,907.	1,535.	46,372.
Land-Mobile Home Lot Improvements	26,550.	0.	26,550.
560 Bld Imprvmnts-Bathroom addn/rehab	3,394.	109.	3,285.
Tractor Implements-Equipment	13,000.	7,429.	5,571.
Total to Fm 990-PF, Part II, ln 11	356,751.	60,546.	296,205.

Form 990-PF	Depreciation of Assets Not Held for Investment	Statement	10
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Description	Cost or Other Basis	Accumulated Depreciation	Book Value
LAND	957,550.	0.	957,550.
Total To Fm 990-PF, Part II, ln 14	957,550.	0.	957,550.

Form 990-PF	Other Liabilities	Statement	11
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Description	BOY Amount	EOY Amount
Credit Cards Payable	27,548.	12,664.
Total to Form 990-PF, Part II, line 22	27,548.	12,664.

Department of the Treasury
Internal Revenue Service (99)
Name(s) shown on return

Depreciation and Amortization RENT 1

(Including Information on Listed Property)

▶ See separate instructions.

▶ Attach to your tax return.

OMB No 1545-0172

2012

Attachment
Sequence No 179

Carl E. Kessler Family Foundation

Non-Residential Rental

75-2567397

Part I Election To Expense Certain Property Under Section 179 *Note: If you have any listed property, complete Part V before you complete Part I*

1	Maximum amount (see instructions)	1	500,000.
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation	3	2,000,000.
4	Reduction in limitation Subtract line 3 from line 2. If zero or less, enter -0-	4	
5	Dollar limitation for tax year Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see instructions	5	
6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost
7	Listed property Enter the amount from line 29	7	
8	Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction Enter the smaller of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2011 Form 4562	10	
11	Business income limitation Enter the smaller of business income (not less than zero) or line 5	11	
12	Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2013 Add lines 9 and 10, less line 12	13	

Note: Do not use Part II or Part III below for listed property. Instead, use Part V.**Part II** Special Depreciation Allowance and Other Depreciation (Do not include listed property)

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year	14	6,500.
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	5,574.

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

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

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

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only - see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property		6,500.	7 Yrs.	HY	200DB	929.
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs		S/L	
h Residential rental property	/		27 5 yrs	MM	S/L	
	/		27 5 yrs	MM	S/L	
i Nonresidential real property	/		39 yrs	MM	S/L	
	/			MM	S/L	

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

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

Part IV Summary (See instructions)

21	Listed property Enter amount from line 28	21	
22	Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations - see instr	22	13,003.
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

Part V Listed Property (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement.)**Note:** For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete only 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.**Section A - Depreciation and Other Information (Caution: See the instructions for limits for passenger automobiles.)****24a** Do you have evidence to support the business/investment use claimed? ☐ Yes ☐ No **24b** If "Yes," is the evidence written? ☐ Yes ☐ No

(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/ investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/ Convention	(h) Depreciation deduction	(i) Elected section 179 cost
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25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use**25****26** Property used more than 50% in a qualified business use

		%						
		%						
		%						

27 Property used 50% or less in a qualified business use

		%			S/L -		
		%			S/L -		
		%			S/L -		

28 Add amounts in column (h), lines 25 through 27 Enter here and on line 21, page 1**28****29** Add amounts in column (i), line 26 Enter here and on line 7, page 1**29****Section B - Information on Use of Vehicles**

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person

If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles

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

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

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

37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?	Yes	No
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners		
39 Do you treat all use of vehicles by employees as personal use?		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?		
41 Do you meet the requirements concerning qualified automobile demonstration use?		

Note: If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles.**Part VI Amortization**

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
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42 Amortization of costs that begins during your 2012 tax year

43 Amortization of costs that began before your 2012 tax year**43****44** Total. Add amounts in column (f). See the instructions for where to report**44**