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Form 990-PF

Return of Private Foundation

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

2012

Open to Public
Inspection

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

For calendar year 2012, or tax year beginning 01-01-2012 , and ending 12-31-2012

Name of foundation Bickel & Brewer Foundation		A Employer identification number 75-2625364	
Number and street (or P O box number if mail is not delivered to street address) 1717 Main Street No 4800		B Telephone number (see instructions) (214) 653-4801	
City or town, state, and ZIP code Dallas, TX 75201		C If exemption application is pending, check here <input checked="" type="checkbox"/> <input type="checkbox"/>	
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input checked="" type="checkbox"/> <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input checked="" type="checkbox"/> <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input checked="" type="checkbox"/> <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input checked="" type="checkbox"/> <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 43,928	J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	(a) Revenue and expenses per books	
Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(b) Net investment income	
1 Contributions, gifts, grants, etc , received (attach schedule)		3,016,008	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B			
3 Interest on savings and temporary cash investments		3,498	3,498
4 Dividends and interest from securities.			
5a Gross rents			
b Net rental income or (loss) _____			
6a Net gain or (loss) from sale of assets not on line 10			
b Gross sales price for all assets on line 6a _____			
7 Capital gain net income (from Part IV, line 2)		0	
8 Net short-term capital gain			0
9 Income modifications			
10a Gross sales less returns and allowances			
b Less Cost of goods sold			
c Gross profit or (loss) (attach schedule)			
11 Other income (attach schedule)			
12 Total. Add lines 1 through 11		3,019,506	3,498
13 Compensation of officers, directors, trustees, etc		0	0
14 Other employee salaries and wages		309,674	0
15 Pension plans, employee benefits		23,553	0
16a Legal fees (attach schedule)			
b Accounting fees (attach schedule)		39,736	0
c Other professional fees (attach schedule)			
17 Interest			
18 Taxes (attach schedule) (see instructions)		13,781	0
19 Depreciation (attach schedule) and depletion			
20 Occupancy			
21 Travel, conferences, and meetings		11,368	0
22 Printing and publications		1,083	0
23 Other expenses (attach schedule)		1,810,041	0
24 Total operating and administrative expenses.		2,209,236	0
Add lines 13 through 23			2,234,236
25 Contributions, gifts, grants paid.		758,098	
26 Total expenses and disbursements. Add lines 24 and 25		2,967,334	0
27 Subtract line 26 from line 12			
a Excess of revenue over expenses and disbursements		52,172	
b Net investment income (if negative, enter -0-)			3,498
c Adjusted net income (if negative, enter -0-)			3,498

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value	
Assets				
1	Cash—non-interest-bearing	3,878	43,928	43,928
2	Savings and temporary cash investments			
3	Accounts receivable ►			
	Less allowance for doubtful accounts ►			
4	Pledges receivable ►			
	Less allowance for doubtful accounts ►			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
7	Other notes and loans receivable (attach schedule) ►			
	Less allowance for doubtful accounts ►			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10a	Investments—U S and state government obligations (attach schedule)			
b	Investments—corporate stock (attach schedule)			
c	Investments—corporate bonds (attach schedule)			
11	Investments—land, buildings, and equipment basis ►			
	Less accumulated depreciation (attach schedule) ►			
12	Investments—mortgage loans			
13	Investments—other (attach schedule)			
14	Land, buildings, and equipment basis ►			
	Less accumulated depreciation (attach schedule) ►			
15	Other assets (describe ►)	294	294	0
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	4,172	44,222	43,928
Liabilities				
17	Accounts payable and accrued expenses	14,220	1,978	
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ►)			
23	Total liabilities (add lines 17 through 22)	14,220	1,978	
Net Assets or Fund Balances				
	Foundations that follow SFAS 117, check here ► <input checked="" type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.			
24	Unrestricted	-10,048	42,244	
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ► <input type="checkbox"/>			
	and complete lines 27 through 31.			
27	Capital stock, trust principal, or current funds			
28	Paid-in or capital surplus, or land, bldg , and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds			
30	Total net assets or fund balances (see page 17 of the instructions)	-10,048	42,244	
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	4,172	44,222	

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	-10,048
2	Enter amount from Part I, line 27a	2	52,172
3	Other increases not included in line 2 (itemize) ►	3	120
4	Add lines 1, 2, and 3	4	42,244
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	42,244

Part IV Capital Gains and Losses for Tax on Investment Income

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 page 18 of 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	2,329,304	127,129	18 322 365
2010	2,309,758	4,172	553 633 269
2009	2,488,110	333,013	7 471 510
2008	2,874,512	433,161	6 636 128
2007	2,129,670	166,424	12 796 652
2	Total of line 1, column (d).	2	598 859 992
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	119 771 98
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	44,92
5	Multiply line 4 by line 3.	5	5,381,11
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	3
7	Add lines 5 and 6.	7	5,381,15
8	Enter qualifying distributions from Part XII, line 4.	8	2,992,33

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 page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1	1	70
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 <input type="checkbox"/> and enter 1% of Part I, line 27b		
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)	2	0
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		
3	Add lines 1 and 2.		
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	3	70
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	6b
b	Exempt foreign organizations—tax withheld at source		
c	Tax paid with application for extension of time to file (Form 8868)		
d	Backup withholding erroneously withheld		
7	Total credits and payments Add lines 6a through 6d.	7	0
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached		
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	9	70
11	Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>		
		10	11

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	No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b	No
<i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>			
c	Did the foundation file Form 1120-POL for this year?	1c	No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ 0 (2) On foundation managers <input type="checkbox"/> \$ _____ 0		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____ 0	2	No
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3	No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	5	No
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	Yes
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	7	Yes
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> TX	8b	Yes
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? <i>If "No," attach explanation.</i>		
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9	Yes
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	No

Part VII-A Statements Regarding Activities (continued)

11		No
12		No
13	Yes	

Website address ► www.bickelbrewer.com/#/thefoundation

14 The books are in care of ► Michael J McCormack Telephone no ► (214) 653-4801
Located at ► 1717 Main Street Suite 4800 Dallas TX ZIP+4 ► 75201

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

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

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

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))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions).	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?		5b	
c	Organizations relying on a current notice regarding disaster assistance check here.	<input checked="" type="checkbox"/>		
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?	<input type="checkbox"/> Yes <input type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	No
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		7b	

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JOHN W BICKEL II 1717 MAIN 4800 Dallas, TX 75201	PRESIDENT 3 00	0	0	0
WILLIAM A BREWER III 1717 MAIN 4800 Dallas, TX 75201	VICE PRESIDENT 1 00	0	0	0
JAMES S RENARD 1717 MAIN 4800 Dallas, TX 75201	Secretary 1 00	0	0	0
Mike McCormack 1717 MAIN 4800 Dallas, TX 75201	Treasurer 1 00	0	0	0

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Karen Bradberry 1717 Main Street 4800 Dallas, TX 75201	Director, Future Lea 40 00	152,200	1,600	7,827
Rosalinda Dawkins 1717 Main Street 4800 Dallas, TX 75201	Administrative assis 40 00	50,158	472	7,202
Total number of other employees paid over \$50,000.			<input checked="" type="checkbox"/>	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 (see instructions). If none, enter "NONE".

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services.		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

1 Future Leaders Program ("FLP") provides enhanced academic resources to 5th to 12th grade students from economically disadvantaged communities, particularly greater south and west Dallas. The program provides year round academic tutoring and leadership mentoring to the FLP students, to complement the education the FLP students receive in the public schools, to provide FLP students with the skills to succeed in college and beyond. The FLP classes are offered to the FLP students on the private school campuses, and are taught by both public and private school faculty	828,904
2 National Public Policy Forum offers a national debate competition incorporating written and oral arguments about policy issues. This competition is open to all high schools, public or private, nationwide, at no cost to the students. Although the program is co-sponsored by NYU, the Foundation pays all costs for the program and manages the scheduling	230,396
3 Bickel & Brewer Latino Institute for Human Rights (the "Institute") is a program created in connection with New York University School of Law. The Institute provides scholarships and internships for law students interested in public interest law. The Institute's goal is to advance the interests of the Latino community and to promote human rights concerns. The Foundation funds the scholarships, assists in student selection, plans and hosts retreats for the students and employs a faculty director to direct student programming	672,126
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

1	
2	
All other program-related investments. See page 24 of the 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	0
b Average of monthly cash balances.	1b	45,612
c Fair market value of all other assets (see instructions).	1c	0
d Total (add lines 1a, b, and c).	1d	45,612
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	45,612
4 Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	684
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	44,928
6 Minimum investment return. Enter 5% of line 5.	6	2,246

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	
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	
3 Distributable amount before adjustments Subtract line 2c from line 1.	3	
4 Recoveries of amounts treated as qualifying distributions.	4	
5 Add lines 3 and 4.	5	
6 Deduction from distributable amount (see instructions).	6	
7 Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	

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	2,992,334
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	2,992,334
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	0
6 Adjusted qualifying distributions. Subtract line 5 from line 4.	6	2,992,334

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				0
2 Undistributed income, if any, as of the end of 2012			0	
a Enter amount for 2011 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007.	2,121,407			
b From 2008.	2,853,203			
c From 2009.	2,471,669			
d From 2010.				
e From 2011.				
f Total of lines 3a through e.	7,446,279			
4 Qualifying distributions for 2012 from Part XII, line 4 ► \$ _____			0	
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.			0	
e Remaining amount distributed out of corpus	0			
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:	7,446,279			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	2,121,407			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	5,324,872			
10 Analysis of line 9				
a Excess from 2008.	2,853,203			
b Excess from 2009.	2,471,669			
c Excess from 2010.				
d Excess from 2011.				
e Excess from 2012.				

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

1a	If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling. <input checked="" type="checkbox"/> 2010-01-01																																																																								
b	Check box to indicate whether the organization is a private operating foundation described in section <input checked="" type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)																																																																								
2a	<table border="1"> <thead> <tr> <th rowspan="2">Tax year</th> <th colspan="3">Prior 3 years</th> <th rowspan="2">(e) Total</th> </tr> <tr> <th>(a) 2012</th> <th>(b) 2011</th> <th>(c) 2010</th> <th>(d) 2009</th> </tr> </thead> <tbody> <tr> <td>2,246</td> <td>1,234</td> <td>1,930</td> <td>0</td> <td>5,410</td> </tr> <tr> <td>1,909</td> <td>1,049</td> <td>1,641</td> <td>0</td> <td>4,599</td> </tr> <tr> <td>2,992,334</td> <td>2,329,304</td> <td>2,481,882</td> <td>2,488,111</td> <td>10,291,631</td> </tr> <tr> <td>806,408</td> <td>957,525</td> <td>883,732</td> <td>755,096</td> <td>3,402,761</td> </tr> <tr> <td>2,185,926</td> <td>1,371,779</td> <td>1,598,150</td> <td>1,733,015</td> <td>6,888,870</td> </tr> <tr> <td></td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td></td> <td></td> <td></td> <td></td> <td>0</td> </tr> <tr> <td></td> <td></td> <td></td> <td></td> <td>0</td> </tr> <tr> <td>1,497</td> <td>4,237</td> <td>5,263</td> <td>11,101</td> <td>22,098</td> </tr> <tr> <td></td> <td>4,237</td> <td>5,263</td> <td>11,101</td> <td>20,601</td> </tr> <tr> <td></td> <td></td> <td>0</td> <td>0</td> <td>0</td> </tr> <tr> <td>3,498</td> <td>1,234</td> <td>1,930</td> <td>10,495</td> <td>17,157</td> </tr> </tbody> </table>				Tax year	Prior 3 years			(e) Total	(a) 2012	(b) 2011	(c) 2010	(d) 2009	2,246	1,234	1,930	0	5,410	1,909	1,049	1,641	0	4,599	2,992,334	2,329,304	2,481,882	2,488,111	10,291,631	806,408	957,525	883,732	755,096	3,402,761	2,185,926	1,371,779	1,598,150	1,733,015	6,888,870										0					0	1,497	4,237	5,263	11,101	22,098		4,237	5,263	11,101	20,601			0	0	0	3,498	1,234	1,930	10,495	17,157
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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 organization 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 Additional Data Table

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

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

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

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

Karen Bradberry
1717 Main Street Suite 4800
Dallas, TX 75201
(214) 653-4898

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

No specified form or application

c Any submission deadlines

Rolling submissions

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

No limitations

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

Recipient	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
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			► 3a	758,098
b Approved for future payment				
Total			► 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue						
a						
b						
c						
d						
e						
f						
g Fees and contracts from government agencies						
2 Membership dues and assessments.						
3 Interest on savings and temporary cash investments						
4 Dividends and interest from securities.						
5 Net rental income or (loss) from real estate						
a Debt-financed property.						
b Not debt-financed property.						
6 Net rental income or (loss) from personal property						
7 Other investment income.						
8 Gain or (loss) from sales of assets other than inventory						
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		3,498	
13 Total. Add line 12, columns (b), (d), and (e).						3,498
(See worksheet in line 13 instructions to verify calculations.)						

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

Form 990PF Part XV Line 1a - 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).

JOHN W BICKEL II

WILLIAM A BREWER III

JAMES S RENARD

Mike McCormack

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a Paid during the year				
Albany Law School 80 New Scotland Avenue Albany, NY 12208			Annual Fund	25,000
Colby Fund For Parents 4000 Mayflower Hill Waterville, ME 04901			Annual Fund	10,000
Dallas Can Do Better 6801 Gaylord Parkway Suite 100 Frisco, TX 75034			Annual Fund	600
Dallas Film Society 3625 N Hall St 740 Dallas, TX 75219			Art of Film Donation	500
Dallas Symphony Orchestra 2301 Flora Street Dallas, TX 75201			Annual Fund	50,000
Dallas Symphony Orchestra 2301 Flora Street Dallas, TX 75201			2012 DSO AT&T Gala	25,000
Dallas Symphony Orchestra 2301 Flora Street Dallas, TX 75201			Gala	10,000
Dallas Symphony Orchestra 2301 Flora Street Dallas, TX 75201			Annual Fund	7,500
Dallas Symphony Orchestra 2301 Flora Street Dallas, TX 75201			Annual Fund	30,000
Glenn Pelham Foundation PO Box 15087 Atlanta, GA 30333			Gala Donation	1,000
Graham Windham School 1 S Broadway Hastings On Hudson, NY 10706			Annual Fund	10,000
Greenhill School 4141 Spring Valley Road Addison, TX 75001			Annual Fund	10,000
Greenhill School 4141 Spring Valley Road Addison, TX 75001			Annual Fund	5,200
Greenhill School 4141 Spring Valley Road Addison, TX 75001			Annual Fund	2,500
National Assoc for Urban Debate Leagues 200 S Michigan Ave Suite 1040 Chicago, IL 60604			Donation in Lieu of Payment for Nicole Serrano working FLPs	3,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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				
New York County Lawyers Assoc 14 vesey street new york, NY 10007			Annual Fund	5,000
New York University PO Box 837 New York, NY 10009			Global Debate	50,000
New York University PO Box 837 New York, NY 10009			NYU/FLP Scholarship	75,000
St Alcuin Montessori School 6144 Churchill Way Dallas, TX 75230			Annual Fund	25,000
St Marks School of Texas 10600 Preston Road Dallas, TX 75230			Annual Fund	132,348
St Marks School of Texas 10600 Preston Road Dallas, TX 75230			Ben Stiller Event	25,000
St Marks School of Texas 10600 Preston Road Dallas, TX 75230			Annual Fund	25,000
State Bar of Texas - Minority Affairs 1414 colorado street austin, TX 78701			Sponsorship	1,500
TACA 3878 Oak Lawn Avenue Suite 624 Dallas, TX 75219			Lexus Party on the Green	700
The Cattle Baron's Ball 30 highland park village suite 216 Dallas, TX 75205			Annual Fund	37,500
The Cattle Baron's Ball 30 highland park village suite 216 Dallas, TX 75205			Annual Fund	37,500
The da Vinci School 10909 midway road dallas, TX 75229			Benefiting TX Foundation for Educational Advancement	5,000
The da Vinci School 10909 midway road dallas, TX 75229			Annual Fund	5,000
The Hockaday School 11600 Welch Road Dallas, TX 75229			Annual Fund	98,640
The Hockaday School 11600 Welch Road Dallas, TX 75229			Scholarship Increase Shortage	7,110

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a Paid during the year				
The Hockaday School 11600 Welch Road Dallas, TX 75229			Silver Spur Sponsor	10,000
The Hockaday School 11600 Welch Road Dallas, TX 75229			Annual Fund	25,000
Vogel Al Cove 7557 rambler rd 262 dallas, TX 75231			Annual Fund	2,500
Total.			► 3a	758,098

2012

Schedule B
(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

► Attach to Form 990, 990-EZ, or 990-PF.

Name of the organization

Bickel & Brewer Foundation

Employer identification number

75-2625364

Organization type (check one)**Filers of:****Section:**

Form 990 or 990-EZ

501(c)() (enter number) organization
 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
 527 political organization

Form 990-PF

501(c)(3) exempt private foundation
 4947(a)(1) nonexempt charitable trust treated as a private foundation
 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions**General Rule**

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

Special Rules

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

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

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

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

Name of organization
 Bickel & Brewer Foundation

Employer identification number

75-2625364

Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed			
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Bickel Brewer 1717 Main Street 4800 Dallas, TX 75201	\$ 2,576,895	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>
			(Complete Part II if there is a noncash contribution)
2	Bickel Brewer 1717 Main Street 4800 Dallas, TX 75201	\$ 362,059	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/>
			(Complete Part II if there is a noncash contribution)
3	Jill E Tanabaum PO Box 840237 Dallas, TX 75205	\$ 25,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>
			(Complete Part II if there is a noncash contribution)
4	Ralph Lauren Corporation PO Box 35868 Greensboro, NC 27425	\$ 19,920	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>
			(Complete Part II if there is a noncash contribution)
5	William Ferdinand Callejo 4314 N Central Expwy Dallas, TX 75206	\$ 25,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>
			(Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>
			(Complete Part II if there is a noncash contribution)

Name of organization Bickel & Brewer Foundation		Employer identification number 75-2625364	
Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry For organizations completing Part III, enter the total of <i>exclusive/y religious, charitable, etc., contributions of \$1,000 or less</i> for the year (Enter this information once. See instructions) ► \$ Use duplicate copies of Part III if additional space is needed			
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	—	—	—
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
—	—	—	—
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	—	—	—
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
—	—	—	—
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	—	—	—
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
—	—	—	—
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	—	—	—
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
—	—	—	—

TY 2012 Accounting Fees Schedule

Name: Bickel & Brewer Foundation

EIN: 75-2625364

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Professional Fees	39,736	0	0	39,736

TY 2012 Other Assets Schedule

Name: Bickel & Brewer Foundation**EIN:** 75-2625364

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
Organizational Costs	294	294	0

TY 2012 Other Expenses Schedule

Name: Bickel & Brewer Foundation

EIN: 75-2625364

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Program Expenses	1,739,067	0	0	1,739,067
Office Expenses	6,964	0	0	6,964
Bank and Credit Card Fees	25	0	0	25
Dues and Subscriptions	835	0	0	835
Insurance Expense	4,055	0	0	4,055
Public Relations and Advertising	56,496	0	0	56,496
Seminars and Conferences	2,500	0	0	2,500
Miscellaneous Expenses	99	0	0	25,099

TY 2012 Other Increases Schedule

Name: Bickel & Brewer Foundation

EIN: 75-2625364

Description	Amount
FEDERAL INCOME TAX REFUND	120

TY 2012 Taxes Schedule

Name: Bickel & Brewer Foundation**EIN:** 75-2625364

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Payroll Taxes	13,781	0	0	13,781