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

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

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation THE KARAKIN FOUNDATION C/O ATKINSON & CO		A Employer identification number 75-2692023
Number and street (or P O box number if mail is not delivered to street address) P.O. BOX 26867	Room/suite	B Telephone number 505-843-6492
City or town, state, and ZIP code ALBUQUERQUE, NM 87125		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) \$ 71,047,174.	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)
Revenue	1 Contributions, gifts, grants, etc., received	8,278,668.		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	1,069,433.	1,069,433.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,786,736.			
	b Gross sales price for all assets on line 6a	14,876,570.			
	7 Capital gain net income (from Part IV, line 2)		1,786,736.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances	72,472.			STATEMENT 1
b Less Cost of goods sold	41,589.			STATEMENT 2	
c Gross profit or (loss)	30,889.				
11 Other income	4,057,779.	4,057,779.		STATEMENT 3	
12 Total. Add lines 1 through 11	15,300,974.	6,913,948.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	0.	0.	0.	
	14 Other employee salaries and wages	45,861.	0.	0.	
	15 Pension plans, employee benefits				
	16a Legal fees	12,459.	5,758.	0.	
	b Accounting fees	84,370.	16,322.	0.	
	c Other professional fees				
	17 Interest	3.	3.	0.	
	18 Taxes	216,975.	131,158.	0.	
	19 Depreciation and depletion	519,041.	486,582.		
	20 Occupancy	5,954.	0.	0.	
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses	197,085.	196,034.	0.	
	24 Total operating and administrative expenses. Add lines 13 through 23	1,081,748.	835,857.	0.	
	25 Contributions, gifts, grants paid	3,165,880.		3,165,880.	
26 Total expenses and disbursements. Add lines 24 and 25	4,247,628.	835,857.	3,165,880.		
27 Subtract line 26 from line 12:	11,053,346.				
a Excess of revenue over expenses and disbursements		6,078,091.			
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)			N/A		

THE KARAKIN FOUNDATION

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C/O ATKINSON & CO

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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	1,133,678.	1,783,776.	1,783,776.
	2 Savings and temporary cash investments	1,165,198.	2,499,795.	2,499,795.
	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			
	10a Investments - U.S. and state government obligations STMT 10	0.	2,358,939.	2,327,241.
	b Investments - corporate stock STMT 11	26,918,600.	32,816,645.	47,034,657.
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 12	2,726,780.	3,987,232.	12,011,814.
	14 Land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation ▶			
	15 Other assets (describe ▶ STATEMENT 13)	253,322.	289,792.	5,389,891.
	16 Total assets (to be completed by all filers)	32,197,578.	43,736,179.	71,047,174.
	17 Accounts payable and accrued expenses	3,791.	3,791.	
	18 Grants payable			
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons		53,199.	
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	3,791.	56,990.	
Foundations that follow SFAS 117, check here ▶ ☐	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒			
	27 Capital stock, trust principal, or current funds	32,193,787.	43,679,189.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30 Total net assets or fund balances	32,193,787.	43,679,189.	
31 Total liabilities and net assets/fund balances	32,197,578.	43,736,179.		

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	32,193,787.
2 Enter amount from Part I, line 27a	2	11,053,346.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3	459,556.
4 Add lines 1, 2, and 3	4	43,706,689.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 9	5	27,500.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	43,679,189.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES			
b CORDILLERA ENERGY PARTNERS III, LLC	P	VARIOUS	04/30/12
c EAGLE OIL & GAS PARTNERS, LLC	P	VARIOUS	12/31/12
d FREESTONE BEVERAGE PARTNERS, LP	P	VARIOUS	12/31/12
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 13,550,323.		12,761,219.	789,104.
b 1,090,201.		202,815.	887,386.
c 230,244.		116,836.	113,408.
d 5,802.		8,964.	<3,162.>
e			

(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			789,104.
b			887,386.
c			113,408.
d			<3,162.>
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	1,786,736.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):		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	2,787,378.	55,612,753.	.050121
2010	1,739,613.	45,518,101.	.038218
2009	240,000.	36,800,479.	.006522
2008	69,500.	18,588,634.	.003739
2007	87,027.	1,674,847.	.051961

2 Total of line 1, column (d)	2	.150561
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	.030112
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	60,981,855.
5 Multiply line 4 by line 3	5	1,836,286.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	60,781.
7 Add lines 5 and 6	7	1,897,067.
8 Enter qualifying distributions from Part XII, line 4	8	3,165,880.

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	60,781.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ 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	60,781.
3 Add lines 1 and 2		4	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		5	60,781.
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 62,640.		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c 55,000.		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	117,640.
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	56,859.
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax ☒ 56,859. Refunded ☐		11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		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?	X	
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

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 N/A	13	X	
14	The books are in care of JOSEPH B. MATTHEWS Telephone no. 505-843-6492 Located at PO BOX 25246, ALBUQUERQUE, NM ZIP+4 87125			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
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 N/A	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) N/A c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here: _____	2b	
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.)	3b	X
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

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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** ☐ Yes ☒ No

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? ☐ Yes ☒ 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? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **N/A** ☐ Yes ☒ No

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
JOSEPH B. MATTHEWS	PRESIDENT			
P.O. BOX 2079				
ABILENE, TX 79604	0.50	0.	0.	0.
LEROY BOLT	VP/TREASURER			
993 NORTH 3RD STREET				
ABILENE, TX 79601	0.50	0.	0.	0.
DAVID L. BUHRMANN	SECRETARY			
400 PINE STREET, SUITE 800				
ABILENE, TX 79601	0.50	0.	0.	0.
SHERRY A. MASSENGILL	ASST SECRETARY/ASST TREAS			
993 NORTH 3RD STREET				
ABILENE, TX 79601	0.50	0.	0.	0.

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

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

Total number of other employees paid over \$50,000 0

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services 0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

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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	41,461,603.
b	Average of monthly cash balances	1b	3,793,428.
c	Fair market value of all other assets	1c	16,655,482.
d	Total (add lines 1a, b, and c)	1d	61,910,513.
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	61,910,513.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	928,658.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	60,981,855.
6	Minimum investment return. Enter 5% of line 5	6	3,049,093.

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	3,049,093.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	60,781.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	60,781.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,988,312.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	2,988,312.
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	2,988,312.

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	3,165,880.
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	3,165,880.
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	60,781.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	3,105,099.

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.

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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				2,988,312.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			56,097.	
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: ► \$ 3,165,880.				
a Applied to 2011, but not more than line 2a			56,097.	
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				2,988,312.
e Remaining amount distributed out of corpus	121,471.			
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	121,471.			
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	121,471.			
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	121,471.			

THE KARAKIN FOUNDATION

Form 990-PF (2012)

C/O ATKINSON & CO

75-2692023 Page 11

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				
ADMIRAL NIMITZ FOUNDATION 328 E MAIN ST FREDERICKSBURG, TX 78624		501(C)(3)	NAT'L MUSEUM OF THE PACIFIC WAR RENOVATION	100,000.
ALL HANDS VOLUNTEERS PO BOX 546 CARLISLE, MA 01741		501(C)(3)	RELIEF PROJECT IN NEW JERSEY & NEW YORK WAKE OF HURRICANE SANDY	30,000.
ARCA 11300 LOMAS BLVD NE ALBUQUERQUE, NM 87112		501(C)(3)	HELPING INDIVIDUALS WITH DEVELOPMENTAL DISABILITIES	175,000.
BIG BROTHERS BIG SISTERS OF COLORADO 72 SUTTLE ST, STE 1 DURANGO, CO 81302		501(C)(3)	CAPACITY BUILDING GRANT	40,000.
COMMUNITY FOUNDATION SERVING SW COLORADO PO BOX 1673 DURANGO, CO 81301		501(C)(3)	LA PLATA COMMUNITY CLINIC	121,451.
Total			SEE CONTINUATION SHEET(S) ▶ 3a	3,165,880.
b Approved for future payment				
THE LAWRENCEVILLE SCHOOL PO BOX 6125 LAWRENCEVILLE, NJ 08648		501(C)(3)	BICENTENNIAL CAMPAIGN	400,000.
THE LAWRENCEVILLE SCHOOL PO BOX 6125 LAWRENCEVILLE, NJ 08648		501(C)(3)	ANNUAL FUND OF HONOR	300,000.
ARCA 11300 LOMAS BLVD NE ALBUQUERQUE, NM 87112		501(C)(3)	HELPING INDIVIDUALS WITH DEVELOPMENTAL DISABILITIES	100,000.
Total			SEE CONTINUATION SHEET(S) ▶ 3b	1,160,000.

Form 990-PF (2012)

223611
12-05-12

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
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount		
1 Program service revenue:						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments						
4 Dividends and interest from securities			14	1,069,433.		
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	211110	77,469.	15	4,057,779.		
8 Gain or (loss) from sales of assets other than inventory			18	1,786,736.		
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory	211110	30,889.				
11 Other revenue:						
a _____						
b _____						
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)		108,358.		6,913,948.		0.
13 Total. Add line 12, columns (b), (d), and (e)					13	7,022,306.

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

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

[illegible]

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

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

OMB No 1545-0047

2012

Name of the organization

THE KARAKIN FOUNDATION
C/O ATKINSON & CO

Employer identification number

75-2692023

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).**LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2012)**

Name of organization THE KARAKIN FOUNDATION C/O ATKINSON & CO	Employer identification number 75-2692023
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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	JULIA JONES MATTHEWS P.O. BOX 176 ABILENE, TX 79604	\$ 8,260,625.	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
2	DODGE JONES FOUNDATION P.O. BOX 176 ABILENE, TX 79604	\$ 18,043.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Employer identification number

75-2692023

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	SEE ATTACHMENT 4 	\$ 8 , 2 6 0 , 6 2 5 .	12 / 11 / 12
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	 	\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	 	\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	 	\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	 	\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	 	\$	

Name of organization

THE KARAKIN FOUNDATION
C/O ATKINSON & CO

Employer identification number

75-2692023

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 *exclusively* religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once) ▶ \$

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
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

THE KARAKIN FOUNDATION
C/O ATKINSON & CO

75-2692023

Part.XV Supplementary Information				
3 Grants and Contributions Paid During the Year (Continuation)				
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)				
DURANGO ADULT EDUCATION CENTER 701 CAMINO DEL RIO DURANGO, CO 81301		501(C)(3)	SCHOLARSHIP FUNDS FOR POST-SECONDARY EDUCATION	99,750.
EXPLORE AUSTIN 2121 E CESAR CHAVEZ ST AUSTIN, TX 78702		501(C)(3)	LEADERSHIP, MENTORING PROGRAMS	100,000.
GOOD NEWS JAIL & PRISON MINISTRY PO BOX 9760 HENRICO, VA 23228-0760		501(C)(3)	OPERATIONAL SUPPORT	6,000.
HENDRIX COLLEGE 1600 WASHINGTON AVE CONWAY, AR 72032		501(C)(3)	OPERATIONAL SUPPORT	100,000.
LIBERTY SCHOOL 215 12TH ST DURANGO, CO 81301		501(C)(3)	SCHOLARSHIP AID	100,000.
MANNA SOUP KITCHEN PO BOX 1196 DURANGO, CO 81302		501(C)(3)	ADDITIONAL CAPITAL IMPROVEMENTS & PURCHASE.	22,012.
MANNA SOUP KITCHEN PO BOX 1196 DURANGO, CO 81302		501(C)(3)	OPERATIONAL SUPPORT	500,000.
MANNA SOUP KITCHEN PO BOX 1196 DURANGO, CO 81302		501(C)(3)	FEASIBILITY STUDIES AND OTHER CONSULTING RELATED TO THE EXPANSION OF MANNA SERVICES	25,000.
MAUI FOOD BANK 760 KOLU ST WAILUKU, HI 96793-1438		501(C)(3)	OPERATIONAL SUPPORT	30,000.
MAUI MEMORIAL FOUNDATION 285 MAHALANI ST, #4 WAILUKU, HI 96793		501(C)(3)	OPERATIONAL SUPPORT	100,000.
Total from continuation sheets				2,699,429.

THE KARAKIN FOUNDATION
C/O ATKINSON & CO

75-2692023

Part.XV		Supplementary Information			
3 Grants and Contributions Paid During the Year (Continuation)					
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)					
MAUI UNITED WAY 270 HO'OKAHI ST, STE 301 WAILUKU, HI 96793			501(C)(3)	OPERATIONAL SUPPORT	100,000.
MONTCLAIR STATE UNIVERSITY FOUNDATION 1 NORMAL AVE MONTCLAIR, NJ 07043			501(C)(3)	FOSTER CARE PROGRAM	40,000.
MONTCLAIR STATE UNIVERSITY FOUNDATION 1 NORMAL AVE MONTCLAIR, NJ 07043			501(C)(3)	PRISM PROGRAM	150,000.
OPERATION SECOND CHANCE 18310 MONTGOMERY VILLAGE AVE, STE 740 GAITHERSBURG, MD 20879			501(C)(3)	SUPPORTING VETERANS & THEIR FAMILIES	15,000.
PARTNERS ASIA 220 SECOND AVE S SEATTLE, WA 98104			501(C)(3)	EDUCATION INITIATIVE PROJECT	50,000.
SMILE TRAIN 41 MADISON AVE, 28TH FLOOR NEW YORK, NY 10010			501(C)(3)	CLEFT CARE FOR THE WORLD'S POOREST & VULNERABLE CHILDREN	100,000.
SOUTHWEST TRANSITION MOTEL 777 W MAIN AVE, STE 211 DURANGO, CO 81301			501(C)(3)	TO PURCHASE A MOTEL FOR TRANSITIONAL HOUSING FOR CONVICTS ROTATING BACK INTO SOCIETY	625,000.
ST STEPHENS EPISCOPAL SCHOOL 6500 ST STEPHEN'S DR AUSTIN, TX 78746			501(C)(3)	INTERNATIONAL OFFICE IN THE NEW BOOTH STUDENT CENTER	66,667.
ST TERESA CHURCH 25 W. LIPOA ST KIHEI, HI 96753			501(C)(3)	GRANT FOR HALE KAU KAU	15,000.
THE LAWRENCEVILLE SCHOOL PO BOX 6125 LAWRENCEVILLE, NJ 08648			501(C)(3)	BICENTENNIAL CAMPAIGN	200,000.
Total from continuation sheets					

THE KARAKIN FOUNDATION
C/O ATKINSON & CO

75-2692023

Part XV **Supplementary Information**

3 Grants and Contributions Paid During the Year (Continuation)				
Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
THE LAWRENCEVILLE SCHOOL PO BOX 6125 LAWRENCEVILLE, NJ 08648		501(C)(3)	ANNUAL FUND OF HONOR	100,000.
VOLUNTEERS OF AMERICA PO BOX 2107 DURANGO, CO 81302		501(C)(3)	SAFEHOUSE & COMMUNITY SHELTER	60,000.
WOMEN HELPING WOMEN 1935 MAIN ST, SUITE 202 WAILUKU, HI 96793		501(C)(3)	OPERATIONAL SUPPORT	25,000.
WOMEN'S RESOURCE CENTER 679 EAST 2ND AVE, #6 DURANGO, CO 81301		501(C)(3)	WOMANADE PROGRAM 3 YEAR GRANT	45,000.
WOUNDED WARRIORS PO BOX 23003 GLADE PARK, CO 81523		501(C)(3)	SONS & DAUGHTERS OF AMERICA GRANT COMMITMENT	25,000.
Total from continuation sheets				

75-2692023

3 Grants and Contributions Approved for Future Payment (Continuation)

FORM 990-PF

INCOME AND COST OF GOODS SOLD
INCLUDED ON PART I, LINE 10

STATEMENT 1

INCOME

1. GROSS RECEIPTS	72,472	
2. RETURNS AND ALLOWANCES		
3. LINE 1 LESS LINE 2		72,472
4. COST OF GOODS SOLD (LINE 15)	41,583	
5. GROSS PROFIT (LINE 3 LESS LINE 4).		30,889
6. OTHER INCOME		
7. GROSS INCOME (ADD LINES 5 AND 6)		30,889

COST OF GOODS SOLD

8. INVENTORY AT BEGINNING OF YEAR		
9. MERCHANDISE PURCHASED.		
10. COST OF LABOR.		
11. MATERIALS AND SUPPLIES		
12. OTHER COSTS.	41,583	
13. ADD LINES 8 THROUGH 12		41,583
14. INVENTORY AT END OF YEAR		
15. COST OF GOODS SOLD (LINE 13 LESS LINE 14). .		41,583

FORM 990-PF	COST OF GOODS SOLD - OTHER COSTS	STATEMENT	2
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DESCRIPTION	AMOUNT
PRODUCTION TAXES	4,412.
WORKING INTEREST EXPENSE	37,171.
TOTAL OTHER COSTS	41,583.

FORM 990-PF

OTHER INCOME

STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OIL & GAS ROYALTIES	1,266,060.	1,266,060.	
PARTNERSHIP INCOME	2,791,711.	2,791,711.	
PARTNERSHIP INCOME- UBI PORTION	77,469.	0.	
OTHER INCOME	8.	8.	
TOTAL TO FORM 990-PF, PART I, LINE 11	4,135,248.	4,057,779.	

FORM 990-PF

LEGAL FEES

STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL	12,459.	5,758.		0.
TO FM 990-PF, PG 1, LN 16A	12,459.	5,758.		0.

FORM 990-PF

ACCOUNTING FEES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	84,370.	16,322.		0.
TO FORM 990-PF, PG 1, LN 16B	84,370.	16,322.		0.

FORM 990-PF

TAXES

STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PRODUCTION TAX ROYALTY	37,443.	37,443.		0.
STATE WITHHOLDING TAX ON ROYALTIES	9,999.	9,999.		0.
ADVALOREM TAX	69,512.	69,512.		0.
FIT TAX EXPENSE	85,817.	0.		0.
FOREIGN TAX WITHHELD	14,108.	14,108.		0.
PROPERTY TAX	96.	96.		0.
TO FORM 990-PF, PG 1, LN 18	216,975.	131,158.		0.

FORM 990-PF

OTHER EXPENSES

STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INSURANCE	7,764.	7,764.		0.
INVESTMENT MGMT FEES	186,064.	186,064.		0.
MISCELLANEOUS	2,206.	2,206.		0.
OFFICE EXPENSE	1,051.	0.		0.
TO FORM 990-PF, PG 1, LN 23	197,085.	196,034.		0.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	8
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DESCRIPTION	AMOUNT
PERCENTAGE DEPLETION IN EXCESS OF BASIS	189,909.
PERCENTAGE DEPLETION/PARTNERSHIPS	269,114.
FOREIGN TAXES PAID ADJUSTMENT	533.
TOTAL TO FORM 990-PF, PART III, LINE 3	459,556.

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	9
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DESCRIPTION	AMOUNT
NONDEDUCTIBLE EXPENSES	922.
DISALLOWED AT-RISK LOSS-FREESTONE SAWMILL PARTNERS	3.
DISALLOWED AT-RISK LOSS-ONEOK PARTNERS	4,875.
DIVIDEND INCOME ADJUSTMENT	21,700.
TOTAL TO FORM 990-PF, PART III, LINE 5	27,500.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 10

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHMENT 1/MUNCIPAL BONDS		X	2,358,939.	2,327,241.
TOTAL U.S. GOVERNMENT OBLIGATIONS				
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			2,358,939.	2,327,241.
TOTAL TO FORM 990-PF, PART II, LINE 10A			2,358,939.	2,327,241.

FORM 990-PF

CORPORATE STOCK

STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHMENT 2/STOCKS & MUTUAL FUNDS	32,816,645.	47,034,657.
TOTAL TO FORM 990-PF, PART II, LINE 10B	32,816,645.	47,034,657.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 12
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHMENT 3/PARTNERSHIP INTERESTS	COST	3,987,232.	12,011,814.
TOTAL TO FORM 990-PF, PART II, LINE 13		3,987,232.	12,011,814.

FORM 990-PF	OTHER ASSETS	STATEMENT 13
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
FIT ESTIMATES	62,360.	85,840.	85,840.
DODGCO INC	3.	3.	3.
MINERAL INTERESTS LESS ACCUM DEPL	0.	0.	5,100,099.
CASH VALUE OF LIFE INSURANCE	190,959.	203,949.	203,949.
TO FORM 990-PF, PART II, LINE 15	253,322.	289,792.	5,389,891.

Karakin Foundation
Attachment 1 - Municipal Bonds, Part II, Line 10A

Form 990PF
EIN 75-2692023
FYE 12/31/12

Shares or Face Value	Description	Cost	Market Value 12/31/12
83,333	Beaver Local School District	92,400	91,783
115,000	Brazoria County Texas	128,270	122,184
83,333	Brazos River Authority Texas	98,698	96,461
87,500	Cedar Hill Texas	92,739	92,781
83,333	Comal County Texas	91,132	91,178
83,333	Conroe Texas	99,946	97,560
83,333	Copperas Cove Texas	98,215	98,258
83,333	Corpus Christi Texas Business & Job Development	91,687	90,213
83,333	Denton Texas	85,636	85,571
83,333	El Paso Texas	98,875	96,642
78,333	Hurst Texas	97,418	94,746
81,667	Iowa Park Texas Independent School District	93,619	91,347
83,333	Jacksonville Texas Independent School District	98,663	97,237
83,333	Jacksonville Texas Independent School District	101,108	99,974
69,167	Johnson County Kansas Public Building Commission Lease Pruchase	72,314	72,210
83,333	Lone Star College System Texas	101,128	99,221
83,333	Manor Texas Independent School District	93,096	93,016
43,333	Mesquite Texas	44,880	44,951
83,333	Mississippi State University Educational Building Corp	88,876	88,867
83,333	Palm Beach County Florida Public Improvement Revenue	100,864	99,024
83,333	Pearland Texas Independent School District	101,577	100,226
83,333	Southwest Higher Education Authority Texas	98,623	99,683
83,333	Temple Texas	85,280	85,147
83,333	University North Texas University	99,950	98,902
83,333	Washington State	103,947	100,063
Total Municipal Bonds		2,358,939	2,327,241

Karakin Foundation
Attachment 2 - Corporate Stocks, Part II, Line 10B

Form 990PF
EIN 75-2692023
FYE 12/31/12

Shares or Face Value	Description	Cost	Market Value 12/31/12
507	Amen Properties Common	158,402	304,200
67,344	Concho Resources, Inc	1,357,620	5,425,233
141,999	First Fin. Bankshares	606,173	5,539,381
7,147	Forest Oil Corp	245,757	47,813
4,377	Lone Pine Resources Inc	94,154	5,384
130,218	Main Street Capital	2,234,519	3,972,957
2,000	Oasis Petroleum Inc	61,410	63,600
6,378	New Workd Fund Inc New	345,426	347,556
45,833	Transatlantic Petroleum LTD	37,354	38,041
20,000	Air Lease Corporation CL A	419,710	430,000
8,000	Anheuser-Busch Inbev SA	449,614	699,280
4,500	Brown Forman Corp-CL B	193,318	284,625
15,000	Cenovus Energy Inc	485,440	503,100
7,100	CH Robinson Worldwide	506,929	448,862
8,600	CME Group Inc	461,509	435,762
11,000	Dentsply Intl Inc	351,079	435,710
24,300	First Amer Fin. Corp	390,512	585,387
23,000	Gentex Corp	466,287	433,550
12,000	Graco in Solicited	476,641	617,880
26,400	Intel Corp Solicited	680,892	544,368
9,000	Rockwell Collins Inc	509,637	523,530
17,600	Rollings Inc	325,947	387,904
2,300	Teradata Corp	154,225	142,347
12,000	Verisk Analytic Inc	416,936	611,640
2,450	ADT Corp Com	-	113,901
1,900	Apache Corp	130,335	149,150
11,000	Cisco Systems Inc	222,285	216,139
3,200	Cooper Companies Inc	101,996	295,936
12,500	Corning Inc Unsolicited	230,889	157,750
4,325	Covidien, PLC	158,648	249,726
6,000	CVS Caremark Corp	185,792	290,100
3,600	Dover Corp	165,494	236,556
425	Engility Hldgs Inc	7,479	8,186
2,800	Exxon/Mobil Corp	67,176	242,340
10,000	Foster Wheeler AG CHF	233,623	243,200
3,900	Freeport-McMoran Copper	59,969	133,380
4,900	Glaxo Smithline PLC	185,912	213,003
10,000	Hartford Fincl Svcs Grp	231,011	224,400
3,650	Hess Corp Exchange	236,463	193,304
5,800	Ingersoll-Rand PLC	167,809	278,168
1,966	Kraft Foods Inc CI A	62,549	89,394
2,550	L3 Communications Hlds	180,168	195,381
2,500	McKesson Corp	115,511	242,400
7,000	Microsoft Corp Unsolicit	179,105	186,963
5,900	Mondelez Intl Inc	116,811	150,173

Karakin Foundation
Attachment 2 - Corporate Stocks, Part II, Line 10B

Form 990PF
EIN 75-2692023
FYE 12/31/12

3,600	Newfield Exploration Cos	191,901	96,408
2,300	Noble Energy Inc	139,067	234,002
3,650	Novartis Ag Spon Adr	201,825	231,045
6,500	Omnicare, Inc	172,076	234,650
6,500	Oracle Corp	165,251	216,580
3,000	Partnerre Ltd	195,235	241,470
1,175	Pentair LTD	-	57,751
3,200	Pepsico Inc	188,500	218,976
9,700	Pfizer Inc	161,921	243,266
1,920	Praxair Inc	31,687	210,144
13,750	Quicksilver Resources	210,870	39,325
7,400	Republic Services Inc	142,495	217,042
6,500	TE Connectivity Ltd	184,211	241,280
3,700	Thermo Fisher Scientific	142,358	235,986
4,900	TYCO Intl Ltd.	102,481	143,325
3,900	Wesco Intl Inc	113,968	262,977
3,571	Anadarko Petro Corp	223,073.14	265,348
981	Apple Computer Inc	448,243.97	522,237
1,091	Blackrock Inc	223,332.22	225,485
2,328	Caterpillar Inc	204,264.08	208,609
1,355	CF Inds Hldgs Inc	190,440.45	275,247
2,493	Chevron Corp	270,241.41	269,557
4,701	Coach Inc	264,384.92	260,953
6,152	Coca-Cola Co.	224,733.22	222,998
1,670	Cummins Inc	178,662.78	180,945
5,420	Disney Walt Co	269,757.19	269,862
5,292	Ebay Inc	162,897.85	269,863
8,902	EMC Corp	238,778.53	225,208
22,821	Ford Motor Co	288,676.52	295,532
8,060	Freeport-McMoran Copper	300,856.55	275,658
527	Google	323,542.33	372,910
14,730	Grainger WW Inc	238,933.70	250,904
14,730	Intel Corp	296,369.59	303,722
1,644	IBM	315,079.51	314,908
4,515	Johnson & Johnson	317,671.64	316,490
5,160	JP Morgan Chase	221,383.65	226,881
7,659	Kinder Morgan Inc	267,144.39	270,592
2,262	Lauder Estee Cos Inc	131,616.96	135,403
9,386	Microsoft Corp	275,116.03	250,702
8,786	Mondelez Intl Inc	224,734.82	223,619
3,961	Nat'l Oilwell Varco Inc	265,505.04	270,734
2,605	Pepsico Inc	179,781.09	178,260
2,638	Proctoer & Gamble	180,002.16	179,082
3,058	SPDR S&P Biotech	208,590.87	268,858
6,449	SPDR S&P Regional Bkg	166,371.94	180,383
5,116	Sandisk Corp	182,549.37	222,524
5,049	Starbucks Corp	268,841.07	270,778

Karakin Foundation
Attachment 2 - Corporate Stocks, Part II, Line 10B

Form 990PF
EIN 75-2692023
FYE 12/31/12

8,316	Teva Pharmaceutical	325,612.58	310,532
2,154	Union Pac Corp	269,199.81	270,801
4,414	Wellpoint Inc	270,359.27	268,901
21,718	Applied Materials Inc	253,866	248,454
5,625	AT&T Incorporated	161,574	189,619
4,949	Bank of Hawaii Corp	224,388	218,003
1,543	Blackrock Inc	259,378	318,954
6,018	CenturyLink Inc	232,970	235,424
2,293	Chevron Corporation	216,356	247,965
5,870	Coca-cola Co	191,621	212,788
4,446	Cullen/Frost Bankers Inc	214,944	241,284
4,283	Darden Restaurants Inc	192,375	193,035
4,378	DuPont E1 De Nemours & C	215,318	196,916
4,128	Eaton Corp	214,266	223,655
5,412	General Mills	212,322	218,753
3,438	Harris Corp	140,116	168,324
12,575	Intel Corp	272,557	259,297
3,609	Johnson & Johnson	229,385	252,991
3,919	JP Morgan Chase & Co	158,989	172,315
1,852	Kimberly-Clark	118,153	156,364
3,770	KLA-Tencor Corp	174,945	180,055
1,804	Kraft Foods Inc Cl A	63,639	82,028
2,299	Lockheed Martin Corp	170,918	212,175
6,332	Mattel Inc	162,116	231,878
2,486	McDonalds Corp	205,978	219,290
9,128	Microsoft Corp	241,072	243,806
4,975	Mondelez Intl Inc	105,842	126,630
4,660	Novartis Ag Spon Adr	270,704	294,978
2,839	Occidental Petroleum Corp	249,213	217,496
5,538	Paychex Inc	161,744	172,232
2,787	Pepsico Inc	178,996	190,714
4,004	PNC Financial Services Group Inc	225,033	233,473
3,006	Proctor & Gamble Co	192,878	204,077
5,441	PPL Corp	150,843	155,776
3,509	Royal Dutch Shell PLC	224,390	241,946
3,808	TEVA Pharmaceutical	150,369	142,191
4,841	Total Sasponsored Adr	256,499	251,780
3,343	United Parcel Service Inc	223,965	246,479
9,781	Vodafone Grp-SP ADR New	266,913	246,383
5,660	Walgreen Co	192,273	209,477
1,989	3 M Co	171,216	184,679
<u>5,683.00</u>	<u>Receptor Login, Inc</u>	<u>39,410</u>	<u>76,601</u>
	Total Corporate Stocks	32,816,645	47,034,657

Karakin Foundation
Attachment 3 - Partnership Interests, Part II, Line 13

Form 990PF
EIN 75-2692023
FYE 12/31/12

Description	Tax Basis 12/31/12	Market Value 12/31/12
Auxano Biomedical LLC	1,334	1,334
BI Rail LLC	37,043	0
Buchanan Investments Alterenergy LLC	173,002	511,518
Carson Private Capital Europe Fund	3,446	3,228
CPC Lion Fund I (formerly CPC Euro Fund II)	2,723	7,275
Central Park 91	17,638	76,332
CPC/HMTF Equity Fund V LP	11,244	7,702
Dorchester Minerals	369,961	2,032,800
Encap Energy Capital Fund VI-B, LP	421,135	229,354
Encap Energy Capital Fund VII-B, LP	676,614	334,382
Freestone Metals Partners LP	38,932	48,397
Freestone Partners II, LP	3,293	0
Freestone Sawmill Partners, LP	(68,155)	0
HOG Partnership	38,750	420,465
Humana West Ltd	67,444	112,594
JOG Limited Partnership No III	73,058	99,952
Magellan Midstream Ptrs/Williams energy Ptrs	10,924	118,580
MDJ Minerals	497,075	5,737,637
N3 Opportunity Fund I LP	60,823	48,511
Oneok Partners	149,846	178,895
SFF Production, LLC	34,580	88,032
SFF Royalty, LLC	38,838	671,757
Talon Oil & Gas LLC (DJPEI has 1.13%/Kark has 17%)	(16,791)	0
Tejon Halcon Partners	1,158,747	1,158,747
Toledo Energy Partners	180,878	119,466
Westech Ventures I, LP	4,852	4,855
	3,987,232	12,011,814

Karakin Foundation
Attachment 4 - Schedule B, Part II, Line 1
Judy Matthews Gift Detail

Form 990PF
EIN 75-2692023
FYE 12/31/12

Description	Shares	FMV
<u>Publically Traded Securities</u>		
3M Co	189	17,614.80
Abbott Laboratories	229.17	15,086.26
Anadarko Petro Corp	734.83	55,703.78
Apple Computer	130.33	70,829.79
Applied Materials Inc	2054.83	22,865.12
AT & T	534.33	18,177.91
Bank Hawaii Corp	483.17	21,307.80
Blackrock Inc	140.83	27,843.50
CenturyLink	573	22,034.72
CF INDS Hldgs	330.83	71,517.18
Chevron Corp	218.67	23,548.57
Coca-Cola Co	543.67	20,542.57
Concho Resources	10933	905,530.47
Core Laboratories	900.33	97,024.06
Cullen/Frost Bankers Inc	390.83	21,253.34
Darden Restaurants Inc	387.67	18,055.73
Du Pont	416.67	18,168.90
Eaton Corp	396.67	20,809.31
Ebay Inc	1738.67	89,967.39
EMC Corp	1335.5	33,741.41
Freeport-McMoran Copper	1086.17	34,844.28
General Mills	437	18,019.70
Google Inc	67.17	46,671.06
Harris Corp	320.83	15,810.90
Intel Corp	3329.5	68,071.63
Ishares MSCI	3427.67	147,989.65
Johnson & Johnson	340.83	24,261.98
JP Morgan Chase	366	15,648.33
Kimberly-Clark	174.83	15,005.66
KLA-Tencor Corp	309.67	14,740.29
Kraft Foods Group	159.83	7,137.21
Linear Technology Corp	1367.83	46,849.20
Lockheed Martin Corp	205.5	18,999.50
Main Street Capital	45852	1,303,572.36
Mattel Inc	635.83	23,706.92
McDonalds Corp	237.67	21,248.89
Metlife Inc	1365.67	45,224.16
Microsoft Corp	2156.16	58,798.48
Mondelez Intl Inc	479.5	12,517.35
Mosaic Co New	862	47,608.26

Karakin Foundation
Attachment 4 - Schedule B, Part II, Line 1
Judy Matthews Gift Detail

Form 990PF
EIN 75-2692023
FYE 12/31/12

New World Fund	6295	340,937.20
Novartis AG	462.83	29,253.17
Oasis Petroleum Inc	2000	61,410.00
Occidental Petroleum	1022.83	77,798.49
Oppenheimer Dev	1622.31	55,985.92
Paychex Inc	465.17	15,645.99
Pepsico Inc	297	20,935.53
PNC Financial Svcs	379.67	21,345.05
PPL Corp	507.83	14,757.54
Procter & Gamble	270.83	19,108.41
Royal Dutch Shell	319.5	21,711.62
Sandisk Corp	1423.5	61,658.90
SPDR S&P Biotech	719.33	64,700.14
SPDR S&P Regional Bkg	1277.17	35,422.31
T Rowe Price	1669.94	69,519.60
Total Sasponsored ADR	486.67	24,708.24
Transatlantic Petroleum	45833	37,353.90
United Parcel Svc	329.83	24,341.44
Vanguard Emergin Mkts	1858	80,748.68
Vodafone Group	956.67	24,839.94
Walgreen Co	528.5	19,335.17
		4,699,865.66

Municipal Bonds

Beaver Local Sch Dis	83333.33	92,400.00
Brazoria Cnty TX	115000	128,269.85
Brazos Riv Auth TX	83333.33	98,698.33
Cedar Hill TX	87500	92,738.63
Comal Cnty TX	83333.33	91,131.66
Conroe TX	83333.33	99,945.83
Copperas Cove TX	83333.33	98,215.00
Corpus Christi TX	83333.33	91,686.66
Denton TX	83333.33	85,635.83
El Paso TX	83333.33	98,875.00
Hurst TX	78333.33	97,418.46
Iowa Park TX	81666.67	93,619.40
Jacksonville TX	83333.33	98,662.50
Jacksonville TX	83333.33	101,107.50
Johnson Cnty KS	69166.67	72,314.45
Lone Star College SY	83333.33	101,128.33
Manor TX	83333.33	93,095.83
Mesquite TX	43333.33	44,879.90
Mississippi St Univ	83333.33	88,875.83
Palm Beach Cnty FL	83333.33	100,864.16

Karakin Foundation
Attachment 4 - Schedule B, Part II, Line 1
Judy Matthews Gift Detail

Form 990PF
EIN 75-2692023
FYE 12/31/12

Pearland TX	83333 33	101,576 66
Southwest Higher Ed	83333 33	98,622 50
Temple TX	83333 33	85,280.00
University North TX	83333 33	99,950 00
Washington St	83333 33	103,946 66
		<u>2,358,938.97</u>

Partnership Interest

Tejon Halcon Partners (7 866%)		1,153,335 00
Oneok Partners Inc	1116.67	48,485 81
		<u>1,201,820.81</u>

Total FMV of Gift

8,260,625.44

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

► **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on **e-file for Charities & Nonprofits**.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Type or print	Name of exempt organization or other filer, see instructions. THE KARAKIN FOUNDATION	Employer identification number (EIN) or 75-2692023
File by the due date for filing your return. See instructions	Number, street, and room or suite no. If a P.O. box, see instructions P.O. BOX 26867	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions ALBUQUERQUE, NM 87125	

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

0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

ATKINSON & CO. LTD.

- The books are in the care of ► **PO BOX 25246 - ALBUQUERQUE, NM 87125**
- Telephone No. ► **505-843-6492** FAX No. ►

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐ If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2013**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
- ☒ calendar year **2012** or
- ☐ tax year beginning , and ending

- 2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
- ☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a	\$	117,640.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b	\$	62,640.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions.	3c	\$	55,000.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

LHA For Privacy Act and Paperwork Reduction Act Notice, see instructions.

Form **8868** (Rev. 1-2013)

CERTIFIED MAIL

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

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

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

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

Type or print File by the due date for filing your return. See instructions.	Enter filer's identifying number, see instructions	
	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	THE KARAKIN FOUNDATION	75-2692023
	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)
	P.O. BOX 26867	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	ALBUQUERQUE, NM 87125	

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

0 4

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

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

ATKINSON & CO. LTD.

- The books are in the care of **PO BOX 25246 - ALBUQUERQUE, NM 87125**

Telephone No. **505-843-6492**

FAX No.

- If the organization does not have an office or place of business in the United States, check this box ☐

If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

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

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

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

7 State in detail why you need the extension

TAXPAYER IS COMPILING INFORMATION NECESSARY FOR A COMPLETE AND ACCURATE TAX RETURN. ADDITIONAL TIME IS NEEDED TO COMPLETE THIS INFORMATION.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	117,640.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	117,640.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

Signature and Verification must be completed for Part II only.

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

Signature **Stephen C. Carter** Title **C.P.A.**

Date **8/6/13**

Form 8868 (Rev. 1-2013)

CERTIFIED MAIL

8/6/13