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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012
Open to Public Inspection

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

Name of foundation FRED & LOUISE JOACHIM FOUNDATION C/O DON WILLIAMS		A Employer identification number 75-2695806	
Number and street (or P O box number if mail is not delivered to street address) 1412 W 5TH STREET		B Telephone number (see instructions) (806) 293-4113	
City or town, state, and ZIP code PLAINVIEW, TX 79072		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <div><input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change</div> <div><input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change</div>		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <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 type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) <input checked="" type="checkbox"/> \$ 2,768,386		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)			

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</small>		(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 (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	3,186	3,186		
	4 Dividends and interest from securities.	73,815	73,815		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	<input checked="" type="checkbox"/> 115,917			
	b Gross sales price for all assets on line 6a _____ 1,036,726				
	7 Capital gain net income (from Part IV , line 2)		2		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	<input checked="" type="checkbox"/> -200			
	12 Total. Add lines 1 through 11	192,718	77,003		
	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	<input checked="" type="checkbox"/> 3,869	3,869		
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)				
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	<input checked="" type="checkbox"/> 29,481	29,481		
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	33,350	33,350		0
	25 Contributions, gifts, grants paid	94,304			94,304
	26 Total expenses and disbursements. Add lines 24 and 25	127,654	33,350		94,304
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	65,064			
	b Net investment income (if negative, enter -0-)		43,653		
	c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	434,712	189,795	189,795
	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 (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)	1,860,046	2,169,327	2,578,591
	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) ▶ _____			
Liabilities	15	Other assets (describe ▶ _____)	930	1,069	
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	2,295,688	2,360,191	2,768,386
	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
Net Assets or Fund Balances	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)		0	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ <input checked="" 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	2,295,688	2,360,191	
	30	Total net assets or fund balances (see page 17 of the instructions)	2,295,688	2,360,191	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	2,295,688	2,360,191	

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	2,295,688
2	Enter amount from Part I, line 27a	2	65,064
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	2,360,752
5	Decreases not included in line 2 (itemize) ▶ _____	5	561
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	2,360,191

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				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a				
b				
c				
d				
e				
2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	2
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 }		3	

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	146,889	2,757,870	0 053262
2010	149,632	2,582,711	0 057936
2009	130,343	2,222,091	0 058658
2008	92,750	2,438,745	0 038032
2007	156,867	2,929,773	0 053542
2 Total of line 1, column (d). 2 0 261430			
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years 3 0 052286			
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5. 4 2,722,610			
5 Multiply line 4 by line 3. 5 142,354			
6 Enter 1% of net investment income (1% of Part I, line 27b). 6 437			
7 Add lines 5 and 6. 7 142,791			
8 Enter qualifying distributions from Part XII, line 4. 8 94,304			

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 VIExcise 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			
		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		1	873
c		All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2		Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	
3		Add lines 1 and 2.		3	873
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5		Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	873
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	1,030	
b		Exempt foreign organizations—tax withheld at source	6b		
c		Tax paid with application for extension of time to file (Form 8868)	6c		
d		Backup withholding erroneously withheld	6d		
7		Total credits and payments Add lines 6a through 6d.		7	1,030
8		Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> 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	157
11		Enter the amount of line 10 to be Credited to 2013 estimated tax 157	Refunded	11	

Part VII-AStatements Regarding Activities

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?		Yes	No
		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)?			No
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file Form 1120-POL for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ (2) On foundation managers \$			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		No
	If "Yes," attach a detailed description of the activities.			
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		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?	5		No
	If "Yes," attach the statement required by General Instruction T.			
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? If "Yes," complete Part II, col (c), and Part XV	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions)			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .	8b		
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)?			
	If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ▶NONE				
14	The books are in care of ▶DON WILLIAMS	Telephone no ▶(806) 293-4113		
	Located at ▶1412 W 5TH STREET PLAINVIEW TX	ZIP +4 ▶79072		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ <input type="checkbox"/>			
	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		No
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			
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 page 20 of the instructions)?. . . Organizations relying on a current notice regarding disaster assistance check here. ▶ <input type="checkbox"/>	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		
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).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i>).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		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?	4b		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		
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
DON A WILLIAMS	TRUSTEE	0	0	0
1412 W 5TH STREET PLAINVIEW,TX 79072	5 00			
MARTIN LEWIS	TRUSTEE	0	0	0
2308 W 5TH STREET PLAINVIEW,TX 79072	2 00			
JIM DOUCETTE	TRUSTEE	0	0	0
1130 FM 786 FLOYDADA,TX 79235	2 00			
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000.				

Part VIII

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

Part IX-A Summary of Direct Charitable Activities

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

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 page 24 of the instructions	
3	

Form **990-PF** (2012)

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	2,496,393
b	Average of monthly cash balances.	1b	267,678
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	2,764,071
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	
3	Subtract line 2 from line 1d.	3	2,764,071
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	41,461
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,722,610
6	Minimum investment return. Enter 5% of line 5.	6	136,131

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	136,131
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	873
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	873
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	135,258
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	135,258
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	135,258

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	94,304
b	Program-related investments—total from Part IX-B.	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	94,304
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	94,304
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				135,258
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012				
a From 2007.				
b From 2008.				
c From 2009.				
d From 2010.				21,167
e From 2011.				10,117
f Total of lines 3a through e.	31,284			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 94,304				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2012 distributable amount.				94,304
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	31,284			31,284
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b.				
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.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013.				9,670
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions). . . .				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a.				
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.				

Part XIVPrivate 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.

b

Check box to indicate whether the organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years			(e) Total
		(a) 2012	(b) 2011	(c) 2010	(d) 2009	
b	85% of line 2a					
c	Qualifying distributions from Part XII, line 4 for each year listed					
d	Amounts included in line 2c not used directly for active conduct of exempt activities					
e	Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3	Complete 3a, b, or c for the alternative test relied upon					
a	"Assets" alternative test—enter					
	(1) Value of all assets					
	(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b	"Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
c	"Support" alternative test—enter					
	(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).					
	(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
	(3) Largest amount of support from an exempt organization					
	(4) Gross investment income					

Part XVSupplementary 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))

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

THE FRED LOUISE JOACHIM FOUNDATIO
1412 W 5TH STREET
PLAINVIEW, TX 79072
(806) 293-4113

b

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

N/A

c

Any submission deadlines

NONE

d

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

CONTRIBUTIONS WILL ONLY BE MADE TO NON-PROFIT ORGANIZATIONS EXEMPT FROM TAXATION UNDER THE INTERNAL REVENUE CODE OPERATED EXCLUSIVELY FOR RELIGIOUS, CHARITABLE, EDUCATIONAL, LITERARY OR SCIENTIFIC PURPOSES WITHIN THE UNITED STATES

Form 990-PF (2012)

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	94,300
b Approved for future payment				
Total			3b	

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			14	3,186	
4 Dividends and interest from securities.			14	73,815	
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			14	2	115,915
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory.					
11 Other revenue a ALLIANZ 1099-R			14	3,000	
b ALLIANZ 1099-R			14	3,300	
c ENERGY TRANSFER PARTNERS LP			14	-6,140	
d SUSSE PETROLEUM PARTNERS L			14	-114	
e BUCKEYE PARTNERS LP			14	-246	
12 Subtotal Add columns (b), (d), and (e).				76,803	115,915
13 Total. Add line 12, columns (b), (d), and (e).				13	192,718

[illegible]

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		Yes	No
a	Transfers from the reporting foundation to a noncharitable exempt organization of		
(1)	Cash.	1a(1)	No
(2)	Other assets.	1a(2)	No
b	Other transactions		
(1)	Sales of assets to a noncharitable exempt organization.	1b(1)	No
(2)	Purchases of assets from a noncharitable exempt organization.	1b(2)	No
(3)	Rental of facilities, equipment, or other assets.	1b(3)	No
(4)	Reimbursement arrangements.	1b(4)	No
(5)	Loans or loan guarantees.	1b(5)	No
(6)	Performance of services or membership or fundraising solicitations.	1b(6)	No
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c	No
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.			

[illegible]

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

b If "Yes," complete the following schedule		
(a) Name of organization	(b) Type of organization	(c) Description of relationship

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

*****	2013-06-06	*****
Signature of officer or trustee	Date	Title

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

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed <input checked="checked" type="checkbox"/>	PTIN
	MARTIN C LEWIS	MARTIN C LEWIS	2013-06-10		
	Firm's name <input type="checkbox"/>	LEWIS KAUFMAN REID STUKEY GATTIS & CO PC 2308 W 5TH		Firm's EIN <input type="checkbox"/>	
	Firm's address <input type="checkbox"/>	PLAINVIEW, TX 79072		Phone no (806) 293-4287	

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 <i>Paid during the year</i>				
COVENANT HOSPITAL FOUNDATION 2601 DIMMITT ROAD PLAINVIEW,TX 79072		CHARITABLE	DONATION	4,500
INTL INSTITUTE OF EVANGELISM 1412 W 5TH ST PLAINVIEW,TX 79072		CHARITABLE	DONATION	27,500
MOSAIC ACADEMY 3730 BOWIE BLVD FORT WORTH,TX 76107		CHARITABLE	DONATION	700
PLAINVIEW CHRISTIAN ACADEMY 310 SOUTH ENNIS PLAINVIEW,TX 79072		CHARITABLE	SCHOLARSHIPS	5,000
PLAINVIEW CHRISTIAN ACADEMY 310 SOUTH ENNIS PLAINVIEW,TX 79072		CHARITABLE	DONATION	4,000
PROJECT TRANSFORMATION 547 E JEFFERSON BLVD DALLAS,TX 75203			DONATION	1,000
SALVATION ARMY 201 ASH STREET PLAINVIEW,TX 79072			BUILDING FUND	10,000
SOUTH PLAINS COLLEGE 1401 S COLLEGE AVE LEVELLAND,TX 79336			SCHOLARSHIPS	500
SURE FOUNDATION 2308 WEST FIFTH PLAINVIEW,TX 79072		CHARITABLE	DONATION	1,000
TEXAS TECH UNIVERSITY 2500 BROADWAY LUBBOCK,TX 79409		CHARITABLE	DONATION	1,500
TRINITY CHURCH I 27 SW 3RD ST PLAINVIEW,TX 79072		CHARITABLE	DONATION	300
USA BOXING ASSOCIATION 1618 JOLIET AVENUE PLAINVIEW,TX 79072		CHARITABLE	DONATION	5,000
WAYLAND BAPTIST UNIVERSITY 1900 W 7TH STREET PLAINVIEW,TX 79072		CHARITABLE	SCHOLARSHIPS	2,500
WEST TX A & M UNIVERSITY 2501 4TH AVE CANYON,TX 79016		CHARITABLE	SCHOLARSHIPS	22,300
WESTERN STATE COLLEGE 600 NORTH ADAMS ST GUNNISON,CO 81231			SCHOLARSHIP	2,500

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 <i>Paid during the year</i>				
THE LOCKNEY SALVATION ARMY 1130 FM 786 LOCKNEY,TX 79241			DONATION	1,000
JOACHIM SCHOLARSHIP FUND 1412 WEST FIFTH ST PLAINVIEW,TX 79072			SCHOLARSHIPS	5,000
Total ▶ 3a				94,300

TY 2012 Accounting Fees Schedule**Name:** FRED & LOUISE JOACHIM FOUNDATION

C/O DON WILLIAMS

EIN: 75-2695806

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INDIRECT ACCOUNTING FEES	3,869	3,869		

TY 2012 Compensation Explanation**Name:** FRED & LOUISE JOACHIM FOUNDATION

C/O DON WILLIAMS

EIN: 75-2695806

Person Name	Explanation
DON A WILLIAMS	
MARTIN LEWIS	
JIM DOUCETTE	

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2012 Gain/Loss from Sale of Other Assets Schedule

Name: FRED & LOUISE JOACHIM FOUNDATION
C/O DON WILLIAMS
EIN: 75-2695806

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
AMERICAN BALANCED FUND	2006-12	PURCHASE	2012-05		5,711	4,742			969	
AMERICAN MUTUAL FUND INC	2006-12	PURCHASE	2012-05		106,243	96,240			10,003	
DUKE ENERGY	2012-07	PURCHASE	2012-07		23				23	
GENERAL MOTORS ACCEPTANCE CORP	2006-10	PURCHASE	2012-09		25,000	24,572			428	
GENERAL MOTORS ACCEPTANCE CORP	2006-10	PURCHASE	2012-07		24,000	23,289			711	
APPLE INC	2012-10	PURCHASE	2012-11		58,294	63,259			-4,965	
CHEVRON CORPORATION	2012-01	PURCHASE	2012-11		23,567	24,824			-1,257	
CHEVRON CORPORATION	2012-09	PURCHASE	2012-11		28,805	31,570			-2,765	
DEERE & CO	2011-10	PURCHASE	2012-06		17,346	18,487			-1,141	
E I DU PONT DE NEMOURS & CO	2012-01	PURCHASE	2012-11		21,306	23,549			-2,243	
EMPRESAS ICA SA DE CV	2012-01	PURCHASE	2012-04		14,882	10,045			4,837	
ISHARES INC	2012-01	PURCHASE	2012-04		13,123	12,116			1,007	
PROSHARES TR	2012-09	PURCHASE	2012-11		2,983	3,218			-235	
SCHLUMBERGER LTD	2012-01	PURCHASE	2012-05		33,727	38,209			-4,482	
UNION PACIFIC CORP	2011-10	PURCHASE	2012-07		29,474	24,129			5,345	
WINDSTREAM CORP	2011-10	PURCHASE	2012-05		9,923	12,063			-2,140	
WINDSTREAM CORP	2012-07	PURCHASE	2012-11		20,692	24,821			-4,129	
ALTRIA GROUP INC	2009-08	PURCHASE	2012-01		28,341	18,528			9,813	
ALTRIA GROUP INC	2010-02	PURCHASE	2012-01		28,341	19,870			8,471	
CSX CORP	2010-03	PURCHASE	2012-07		33,340	24,483			8,857	
CSX CORP	2010-01	PURCHASE	2012-07		33,340	25,253			8,087	
DR REDDYS LABS LTD	2001-10	PURCHASE	2012-06		27,970	8,412			19,558	
DEERE & CO	2010-03	PURCHASE	2012-06		34,692	29,897			4,795	
EMPRESAS ICA SA DE CV	2010-10	PURCHASE	2012-04		14,882	21,411			-6,529	
ISHARES INC	2009-05	PURCHASE	2012-04		13,123	10,819			2,304	
INTERNATIONAL BUSINESS	2010-04	PURCHASE	2012-04		49,207	32,702			16,505	
PROSHARES TR	2009-02	PURCHASE	2012-11		1,492	5,028			-3,536	
PROSHARES TR	2009-03	PURCHASE	2012-11		2,983	9,581			-6,598	
PEPSICO INC	2009-03	PURCHASE	2012-07		34,777	23,457			11,320	
WINDSTREAM CORP	2006-12	PURCHASE	2012-05		9,923	14,216			-4,293	
WINDSTREAM CORP	2009-03	PURCHASE	2012-05		9,923	6,937			2,986	
WINDSTREAM CORP	2008-12	PURCHASE	2012-05		17,554	15,893			1,661	
YUM BRANDS INC	2009-09	PURCHASE	2012-07		25,683	13,584			12,099	
BUCKEYE PARTNERS LP	2012-05	PURCHASE	2012-08		23,993	24,133			-140	
ALCOA INC	2012-01	PURCHASE	2012-05		4,494	4,731			-237	
ALCOA INC	2012-06	PURCHASE	2012-08		8,816	8,554			262	
BANK OF AMERICA CORP	2012-01	PURCHASE	2012-04		7,954	6,543			1,411	
BHP BILLITON LTD	2012-05	PURCHASE	2012-08		16,245	16,313			-68	
FLEXIBLE SOLUTIONS INTL INC	2012-01	PURCHASE	2012-02		2,124	2,415			-291	
FACEBOOK INC	2012-05	PURCHASE	2012-08		15,730	21,846			-6,116	
GLOBAL X FDS	2012-05	PURCHASE	2012-10		6,994	8,168			-1,174	
MAJESCO ENTERTAINMENT COMPANY	2012-01	PURCHASE	2012-03		2,504	3,004			-500	
SARATOGA RESOURCES INC	2012-01	PURCHASE	2012-02		3,269	3,614			-345	
UNITED STATES STL CORP NEW	2012-06	PURCHASE	2012-08		14,300	11,893			2,407	
VICAL INC	2012-01	PURCHASE	2012-03		1,534	1,870			-336	
WISDOMTREE TRUST	2012-01	PURCHASE	2012-05		8,855	8,631			224	
WEATHERFORD INTERNATIONAL	2012-05	PURCHASE	2012-08		11,994	12,783			-789	
BHP BILLITION LTD	2010-11	PURCHASE	2012-03		7,233	9,054			-1,821	
BERKSHIRE HATHAWAY INC DEL	2005-12	PURCHASE	2012-05		3,642	2,461			1,181	
BERKSHIRE HATHAWAY INC DEL	2005-10	PURCHASE	2012-05		6,232	4,203			2,029	
BERKSHIRE HATHAWAY INC DEL	2005-10	PURCHASE	2012-05		50,259	28,394			21,865	
BERKSHIRE HATHAWAY INC DEL	2005-12	PURCHASE	2012-06		20,294	11,796			8,498	
CSX CORP	2010-01	PURCHASE	2012-04		19,588	15,199			4,389	

TY 2012 Investments Corporate
Stock Schedule

Name: FRED & LOUISE JOACHIM FOUNDATION
C/O DON WILLIAMS
EIN: 75-2695806

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ABBOTT LABORATORIES	53,517	68,775
ALLIANZ	55,000	58,573
ALTRIA GROUP INC	29,704	31,440
AQUA AMERICA INC	11,290	12,710
AMERICAN FUNDS	783,368	943,278
ARCTIC GLACIER INCOME FD	29,220	4,300
ATMOS ENERGY	27,058	35,120
BHP BILLITON		
BANK OF AMERICA CORP	25,724	57,083
BAYER AKTIENGESELLSCHAFT	38,153	47,390
BERKSHIRE HATHAWAY		
CSX CORP		
CATERPILLAR INC	42,933	44,804
CISCO SYSTEMS INC	25,262	29,474
DEERE & CO	40,155	43,210
DR REDDY'S LAB LTD	8,412	33,290
DUKE ENERGY	145,156	159,500
EXXON MOBILE CORP	85,811	86,550
EMPRESAS ICA SO DE CV		
ENERGY TRANSFER PARTNERS LP	82,924	85,860
FREEPORT MCMORAN COPPER & GOLD	34,155	34,200
GENERAL ELECTRIC	28,683	31,485
GENERAL MOTORS ACCEPTANCE CORP		
CALL GS 01/19/13	13,784	2,775
GOLDCORP INC	17,352	18,350
HONEYWELL INTL INC	14,392	15,868
INTERNATIONAL BUSINESS		
ISHARES INC MSCI TAIWAN		
ISHARES SILVER	24,271	29,370
JOY GLOBAL	27,082	31,890

Name of Stock	End of Year Book Value	End of Year Fair Market Value
KRAFT FOODS GROUP INC	34,377	45,470
MONDELEZ INTERNATIONAL INC	35,936	25,453
OPPENHEIMER FUNDS	11,722	13,515
PEPSICO INC.		
PHILIP MORRIS INTERNATIONAL	80,511	83,640
PROSHARES ULTRASHORT BARCLAYS		
QUALCOMM INC	59,263	61,860
RAYTHEON CO	12,846	14,390
REGIONS FINANCIAL CORP	17,429	3,565
SEADRILL LIMITED SHS	54,866	73,600
SPECTRA ENERGY CORP	9,784	95,830
SUSSER PETROLEUM PTRS LP	50,037	50,320
TELEFONICA SA	24,601	26,980
TORTOISE ENERGY INFRASTRUCTURE	28,171	37,900
TOTAL S.A.	49,616	52,010
UNION PACIFIC CORP		
VERIZON COMMUNICATIONS	30,975	43,270
WELLS FARGO & CO	25,787	45,493
WINDSTREAM CORP		
YUM BRANDS		

TY 2012 Other Assets Schedule**Name:** FRED & LOUISE JOACHIM FOUNDATION

C/O DON WILLIAMS

EIN: 75-2695806

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
ESTIMATED TAX PAYMENTS	930	1,069	

TY 2012 Other Decreases Schedule

Name: FRED & LOUISE JOACHIM FOUNDATION

C/O DON WILLIAMS

EIN: 75-2695806

Description	Amount
PRIOR YEARS FEDERAL INCOME TAX	561

TY 2012 Other Expenses Schedule**Name:** FRED & LOUISE JOACHIM FOUNDATION

C/O DON WILLIAMS

EIN: 75-2695806

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
ADMINISTRATIVE EXPENSE	457	457		
ADR FEE	36	36		
ADVISORY FEE	4,951	4,951		
FOREIGN TAXES PAID	27	27		
PROFESSIONAL FEES	24,000	24,000		
BANK CHARGES	10	10		

TY 2012 Other Income Schedule**Name:** FRED & LOUISE JOACHIM FOUNDATION

C/O DON WILLIAMS

EIN: 75-2695806

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
ALLIANZ 1099-R	3,000		
ALLIANZ 1099-R	3,300		
ENERGY TRANSFER PARTNERS LP	-6,140		
SUSSER PETROLEUM PARTNERS LP	-114		
BUCKEYE PARTNERS LP	-246		