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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 The Bettye & Murphy George Foundation		A Employer identification number 75-2706694	
Number and street (or P O box number if mail is not delivered to street address) PO Box 1387		B Telephone number (see instructions) (936) 634-7738	
City or town, state, and ZIP code Lufkin, TX 75902		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		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) \$ 1,783,756	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.)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(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	30,287	30,287		
	4 Dividends and interest from securities.	19,736	19,736		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	28,632			
	b Gross sales price for all assets on line 6a <u>309,341</u>				
	7 Capital gain net income (from Part IV , line 2)		28,632		
	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)				
	12 Total. Add lines 1 through 11	78,655	78,655		
	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)	2,700	1,350		1,350
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	1,741	396		
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	10,506	9,635		871
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	14,947	11,381		2,221
	25 Contributions, gifts, grants paid	79,000			79,000
	26 Total expenses and disbursements. Add lines 24 and 25	93,947	11,381		81,221
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-15,292			
	b Net investment income (if negative, enter -0-)		67,274		
	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)

Assets	1	Cash—non-interest-bearing	3,232	4,230	4,231
	2	Savings and temporary cash investments	509,784	538,944	538,944
	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	213	218	218
	10a	Investments—U S and state government obligations (attach schedule)	316,880	 331,054	345,325
	b	Investments—corporate stock (attach schedule)	678,024	 616,280	893,272
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)		 1,766	 1,766	
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	1,508,133	1,492,492	1,783,756	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable	8,338	14,385	
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)	 349		
	23	Total liabilities (add lines 17 through 22)	8,687	14,385	
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	450,503	450,503	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	1,048,943	1,027,604	
	30	Total net assets or fund balances (see page 17 of the instructions)	1,499,446	1,478,107	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	1,508,133	1,492,492	

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	1,499,446
2	Enter amount from Part I, line 27a	2	-15,292
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	1,484,154
5	Decreases not included in line 2 (itemize) ▶ 	5	6,047
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,478,107

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	See Additional Data Table			
b				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a See Additional Data Table			
b			
c			
d			
e			

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

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a See Additional Data Table			
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	28,632
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	71,532	1,764,080	0 04055
2010	65,567	1,663,803	0 03941
2009	65,137	1,154,895	0 05640
2008	69,251	1,245,411	0 05561
2007	67,520	1,352,173	0 04993

2 Total of line 1, column (d).	2	0 24190
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 04838
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	1,772,255
5 Multiply line 4 by line 3.	5	85,740
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	673
7 Add lines 5 and 6.	7	86,413
8 Enter qualifying distributions from Part XII, line 4.	8	81,221

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	1,345
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	1,345
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	1,345
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	1,563	
b		Exempt foreign organizations—tax withheld at source	6b		
c		Tax paid with application for extension of time to file (Form 8868)	6c	1,200	
d		Backup withholding erroneously withheld	6d		
7		Total credits and payments Add lines 6a through 6d.		7	2,763
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	1,418
11		Enter the amount of line 10 to be Credited to 2013 estimated tax	1,418	Refunded	

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? If "Yes," attach a detailed description of the activities.	2		No
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		No
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either <ul style="list-style-type: none">By language in the governing instrument, orBy 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) TX			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .	8b	Yes	
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 ▶N/A				
14	The books are in care of ▶Robin Trout Telephone no ▶(936) 634-7738 Located at ▶105 LOFTIN ST LUFKIN TX ZIP +4 ▶75904			
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		No
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		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		No
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i>).	3b		No
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		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?			
	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?			
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?			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	7b		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 (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
Robin Trout	Secretary/TREAS	0		
1624 West 13th Street Houston,TX 77008	0 00			
FRED KNAPP JR	Vice President	0		
700 LOUISIANA STE 1700 HOUSTON,TX 77002	0 00			
RANDY GEORGE	President	0		
PO BOX 1387 LUFKIN,TX 75902	0 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

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

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

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

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	

Part IX-B

Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See page 24 of the instructions.	
3	
Total. Add lines 1 through 3.	

Part X

Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	1,194,776
b	Average of monthly cash balances.	1b	604,468
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	1,799,244
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	
3	Subtract line 2 from line 1d.	3	1,799,244
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	26,989
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,772,255
6	Minimum investment return. Enter 5% of line 5.	6	88,613

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	88,613
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	1,345
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	1,345
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	87,268
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	87,268
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	87,268

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	81,221
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	81,221
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	81,221
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				87,268
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			8,338	
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.				
e From 2011.				
f Total of lines 3a through e.				
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 81,221				
a Applied to 2011, but not more than line 2a			8,338	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2012 distributable amount.				72,883
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).)				
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				14,385
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 of the person to whom applications should be addressed

b

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

c

Any submission deadlines

d

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

Part XV

Supplementary Information (continued)

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

Recipient	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	79,000
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	30,146	141
4 Dividends and interest from securities.			14	19,736	
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			18	28,632	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. . .					
11 Other revenue a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e). . .				78,514	141
13 Total. Add line 12, columns (b), (d), and (e).			13		78,655

[illegible]

Part XVII

1

(a) Line No

2.

■

**Sign
Here**

**Paid
Preparer
Use
Only**

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
71 shs COns Discret Sel Sect SPDR	P	2009-01-15	2012-04-10
16 shs Utilities SEL Sect SPDR Fudn	P	2009-01-15	2012-04-04
15 shs Utilities SEL Sect SPDR Fudn	P	2008-11-04	2012-04-04
356 shs The Financial Sel Sect SPDR FD	P	2009-01-15	2012-04-04
25 shs Material Sel Sect SPDR FD	P	2009-01-15	2012-04-04
117 shs S&P Smallcap 600 Value	P	2008-11-04	2012-04-04
16 shs S&P Smallcap 600 Value	P	2009-01-15	2012-04-04
110 shs S&P Smallcap 600 Value	P	2008-11-04	2012-04-04
67 shs S&P 500 Value Index	P	2009-01-15	2012-04-04
110 shs S&P 500 Value Index	P	2004-06-30	2012-04-04
148 shs Ishares 500 Growth	P	2004-06-30	2012-04-04
259 shs ISHARES MSCI EAFE Fund	P	2009-01-15	2012-04-04
57 shs ISHARES MSCI EAFE Fund	P	2008-11-04	2012-04-04
20 shs DJ US Telecomm	P	2009-01-15	2012-04-04
30 shs DJ US Telecomm	P	2009-01-15	2012-04-04
96 shs DJ US Tech Index Fund	P	2009-01-15	2012-04-04
77 shs Industrial Sel Sec SPDR RD	P	2009-01-15	2012-04-04
83 shs Health Care Sel Sect SPDR Fd	P	2009-04-02	2012-04-04
49 shs Energy Sel Sect SPDR FD	P	2009-01-15	2012-04-04
125 shs Cons Staples Sel Sect SPDR FD	P	2008-11-04	2012-04-04
25,000 Wachovia Bank	P	2007-12-03	2012-12-07
40,000 Capital one Bank USA CD	P	2010-01-20	2012-11-30
40,000 First Bank PR CD	P	2009-10-09	2012-10-09
30,000 Citizens Union	P	2005-10-19	2012-07-31
35,000 Pacific Capital	P	2010-04-05	2012-04-12
30,000 FHLMC	P	2011-04-13	2012-04-12
30,000 Citizens Union	P	2010-11-23	2012-01-29

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
3,182		1,400	1,782
560		445	115
525		448	77
5,566		3,460	2,106
919		530	389
9,599		5,744	3,855
1,246		670	576
8,564		5,826	2,738
4,310		2,680	1,630
7,077		6,285	792
11,149		8,387	2,762
13,838		10,194	3,644
3,045		2,710	335
442		342	100
663		454	209
7,455		3,221	4,234
2,853		1,609	1,244
3,115		2,031	1,084
3,475		2,163	1,312
4,258		3,145	1,113
25,000		25,000	
40,000		40,000	
40,000		40,000	
30,000		31,455	-1,455
35,000		35,000	
30,000		30,006	-6
17,500		17,504	-4

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			1,782
			115
			77
			2,106
			389
			3,855
			576
			2,738
			1,630
			792
			2,762
			3,644
			335
			100
			209
			4,234
			1,244
			1,084
			1,312
			1,113
			-1,455
			-6
			-4

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 HELPING HAND PO BOX 631513 NACOGDOCHES,TX 75963	None	Public	GENERAL CHARITABLE	1,000
ANGELINA COUNTY CITIES HEALTH DISTR 503 HILL STREET LUFKIN,TX 75904	None	Public	GENERAL CHARITABLE	1,000
UNIVERSITY OF TEXAS HEALTH CENTERTY 11937 US HWY 271 TYLER,TX 75708	None	Public	GENERAL CHARITABLE	1,000
ST CYPRIAN'S EPISCOPAL SCHOOL 1115 S JOHN REDDITT DRIVE LUFKIN,TX 75901	None	Public	GENERAL CHARITABLE	1,000
RUBE SESSIONS MEMORIAL LIBRARY 298 RUSK AVENUE WELLS,TX 75976	None	Public	GENERAL CHARITABLE	1,000
LUFKIN DREAM CENTER PO BOX 150731 LUFKIN,TX 75915	None	Public	GENERAL CHARITABLE	2,500
ANGELINA COLLEGE HWY 59 S LUFKIN,TX 75901	None	Public	GENERAL CHARITABLE	1,000
Buckner Family Place M J Gorden Child Develop Lufkin,TX 75901	None	Public	General Charitable	2,000
MONASTERY FOR THE INFANT JESUS 1501 LOTUS LANE LUFKIN,TX 75904	None	Public	GENERAL CHARITABLE	1,000
PINEYWOODS FINE ARTS ASSN PO BOX 1213 CROCKETT,TX 75835	None	Public	GENERAL CHARITABLE	1,000
GOODWILL INDUSTRIES-CENTRAL EAST TX 301 HILL STREET LUFKIN,TX 75901	None	Public	GENERAL CHARITABLE	1,000
Volunteer Service Council - Lufkin PO Drawer 1648 Lufkin,TX 75902	None	Public	GENERAL OPERATIONS	3,000
The Houston Lynx Inc 11123 Wickdale Houston,TX 77024	None	Public	GENERAL OPERATIONS	4,000
Texas AM University Corpus Christi 6300 Ocean Drive Corpus Christi,TX 78412	None	Public	GENERAL OPERATIONS	1,000
Christian Information Service Cente 501 S Angelina Ave Lufkin,TX 75904	None	Public	EDUCATIONAL	1,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
THE HISTORY CENTER 102 N TEMPLE DIBOLL,TX 75941	None	Public	GENERAL CHARITABLE	1,000
TEXAS SCOTTISH RITE HOSPITAL 2222 WELBORN STREET DALLAS,TX 75219	None	Public	GENERAL CHARITABLE	5,000
CRIME STOPPERS OF LUFKIN 300 East Shepherd Avenue LUFKIN,TX 75901	None	Public	GENERAL CHARITABLE	1,000
ALCOHOL AND DRUG ABUSE COUNCIL 304 N RAGUET LUFKIN,TX 75901	None	Public	GENERAL CHARITABLE	1,000
TEXAS FOREST COUNTRY PARTNERSHIP 1609 S CHESTNUT STE 101B LUFKIN,TX 75901	None	Public	GENERAL CHARITABLE	1,000
BURKE CENTER 4101 SOUTH MEDFORD DRIVE LUFKIN,TX 75901	None	Public	GENERAL CHARITABLE	5,000
THE MOSAIC CENTER 1302 E LUFKIN AVE LUFKIN,TX 75901	None	Public	GENERAL CHARITABLE	1,000
BOYS GIRLS CLUB-LUFKIN 909 S ANGELINA AVE LUFKIN,TX 75904	None	Public	GENERAL CHARITABLE	10,000
JUNIOR LEAGUE OF LUFKIN PO Box 151812 LUFKIN,TX 75901	NONE	PUBLIC	GENERAL CHARITABLE	1,000
BOYS GIRLS CLUB OF CROCKETT PO Box 608 CROCKETT,TX 75835	NONE	PUBLIC	GENERAL CHARITABLE	2,000
ANGELINA ALLIANCE FOR CHILDREN 411 E SHEPHERD AVE LUFKIN,TX 75901	NONE	PUBLIC	GENERAL CHARITABLE	1,000
ANGELINA ARTS ALLIANCE 3500 SOUTH FIRST STREET LUFKIN,TX 75902	NONE	PUBLIC	GENERAL CHARITABLE	1,000
SPECIAL OLYMPICS PO BOX 152735 LUFKIN,TX 75915	NONE	PUBLIC	GENERAL CHARITABLE	1,000
MEMORIAL HEALTH SYSTEM OF EAST TEXAS 1201 W FRANK AVE LUFKIN,TX 75904	NONE	PUBLIC	HEALTH	6,000
AMERICAN CANCER SOCIETY 4000 S MEDFORD DRIVE LUFKIN,TX 75901	NONE	PUBLIC	HEALTH	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>				
TLL TEMPLE LIBRARY ARCHIVES 300 PARK STREET DIBOLL,TX 75941	NONE	PUBLIC	EDUCATIONAL	1,000
ST ANDREW CATHOLIC CHURCH PO BOX 490 LUFKIN,TX 75902	NONE	PUBLIC	GENERAL CHARITABLE	4,000
SALVATION ARMY PO BOX 1787 LUFKIN,TX 75902	NONE	PUBLIC	GENERAL CHARITABLE	1,000
HOSPICE IN THE PINES 116 SOUTH RAGUET LUFKIN,TX 75904	NONE	PUBLIC	HEALTH	1,000
EAST TEXAS AREA COUNCIL BOY SCOUTS 5322 E MAIN NACOGDOCHES,TX 75961	NONE	PUBLIC	GENERAL CHARITABLE	1,000
STUBBLEFIELD LEARNING CNT 206 N JOHN REDDITT DR LUFKIN,TX 75901	NONE	PUBLIC	EDUCATIONAL	5,000
MUSEUM OF EAST TEXAS 503 NORTH SECOND LUFKIN,TX 75901	NONE	PUBLIC	EDUCATIONAL	1,000
SFASU FOUNDATION INC P O BOX 6092 SFA STATION NACOGDOCHES,TX 75962	NONE	PUBLIC	EDUCATIONAL	3,000
Total			3a	79,000

TY 2012 Accounting Fees Schedule**Name:** The Bettye & Murphy George Foundation**EIN:** 75-2706694**Software ID:** 12000229**Software Version:** 2012v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
AXLEY & RODE	2,700	1,350	0	1,350

**TY 2012 Investments Corporate
Stock Schedule****Name:** The Bettye & Murphy George Foundation**EIN:** 75-2706694**Software ID:** 12000229**Software Version:** 2012v2.0

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CORPORATE STOCKS-SEE SCHEDULE 1	616,280	893,272

TY 2012 Investments Government Obligations Schedule

Name: The Bettye & Murphy George Foundation

EIN: 75-2706694

Software ID: 12000229

Software Version: 2012v2.0

US Government Securities - End of

Year Book Value: 331,054

US Government Securities - End of

Year Fair Market Value: 345,325

**State & Local Government
Securities - End of Year Book
Value:**

**State & Local Government
Securities - End of Year Fair
Market Value:**

TY 2012 Other Assets Schedule**Name:** The Bettye & Murphy George Foundation**EIN:** 75-2706694**Software ID:** 12000229**Software Version:** 2012v2.0

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
DIVIDENDS RECEIVABLE		1,766	1,766

TY 2012 Other Decreases Schedule

Name: The Bettye & Murphy George Foundation

EIN: 75-2706694

Software ID: 12000229

Software Version: 2012v2.0

Description	Amount
Increase in Grants Payable	6,047

TY 2012 Other Expenses Schedule**Name:** The Bettye & Murphy George Foundation**EIN:** 75-2706694**Software ID:** 12000229**Software Version:** 2012v2.0

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT FEES	8,763	8,763		
BOARD MEETING EXPENSE	1,731	866		865
Bank Fees	12	6		6

TY 2012 Taxes Schedule**Name:** The Bettye & Murphy George Foundation**EIN:** 75-2706694**Software ID:** 12000229**Software Version:** 2012v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAX	396	396		
EXCISE TAX	1,345			

THE BETTYE & MURPHY GEORGE FOUNDATION
FORM 990-PF, I D #75-2706694
PART II, LINES 2b, 2c & PART X, LINE 1b
SCHEDULE OF CASH & OTHER ASSETS
FOR THE YEAR ENDED DECEMBER 31, 2012

CASH BALANCES	BOOK VALUE 12/31/2012	MARKET VALUES December	MARKET VALUES November	MARKET VALUES October	MARKET VALUES September	MARKET VALUES August	MARKET VALUES July	MARKET VALUES June	MARKET VALUES May	MARKET VALUES April	MARKET VALUES March	MARKET VALUES February	MARKET VALUES January
Capital One Checking	4,231	4,231	9,249	749	608	3,308	14,808	2,808	1,415	2,871	4,232	4,232	3,232
Morgan Stanley Cash & MMF #10974	19,466	19,466	16,651	16,651	13,508	15,706	15,705	15,704	11,235	11,234	12,263	11,808	11,808
Morgan Stanley Cash & MMF #10969	69,278	69,278	93,481	83,983	41,048	40,131	38,538	19,276	39,783	36,324	35,477	34,658	34,658
35M Pacific Cap Bank 1 5% 4/16/12	*****	*****	*****	*****	*****	*****	*****	*****	*****	SOLD	35,013	35,044	35,073
40M firstbank Puerto Rico 2 5% 10/9/12	*****	*****	*****	SOLD	40,014	40,077	40,154	40,219	40,288	40,358	40,421	40,485	40,542
40M Cap One NA 4 65% 11/19/12	*****	*****	SOLD	40,065	40,219	40,345	40,503	40,636	40,771	40,914	41,043	41,173	41,295
25M Wachovia Bank 4 8% CD 12/7/12	*****	SOLD	25,005	25,077	25,157	25,222	25,304	25,371	25,439	25,516	25,581	25,646	25,707
50M Mercantile Bnk 2 0% 8/7/13	50,000	50,383	50,429	50,473	50,514	50,543	50,582	50,607	50,634	50,659	50,677	50,664	50,671
40M Citizen Union Bank 2 8% 10/9/13	40,000	40,699	40,761	40,822	40,887	40,938	41,001	41,048	41,100	41,153	41,192	41,199	41,213
40M Cap One NA 5% 11/19/13	40,000	41,541	41,672	41,810	41,950	42,067	42,208	42,324	42,443	42,554	42,644	42,733	42,794
30M Discover Bank 5 15% 5/16/14	30,000	31,785	31,877	31,968	32,051	32,116	32,198	32,259	32,324	32,402	32,483	32,573	32,577
30M Ally Bank CD 1 45% 6/2/14	30,000	30,295	30,296	30,286	30,270	30,254	30,236	30,211	30,188	30,186	30,182	30,177	30,093
50M Ironstone Bank 5 1% 12/7/15	50,000	55,147	55,185	55,204	55,307	55,305	55,409	55,488	55,575	55,681	55,771	55,767	55,469
40M BMW Bank of NA 1 25% 4/13/16	40,000	40,196	40,065	39,966	39,934	39,841	39,813	39,783	39,755	39,724	*****	*****	*****
50M Southwest Bk of St Louis 5% 12/12/17	50,000	58,726	58,550	58,502	58,597	58,534	58,402	58,485	58,571	58,667	58,745	58,678	58,310
40M MB Finl 2 75% 2/20/18	40,200	42,777	42,600	42,476	42,478	42,370	42,214	42,214	42,219	42,223	42,223	42,107	41,764
40M Goldman Sachs Bank 2 25% 4/18/19	40,000	40,530	40,432	40,177	40,157	40,017	39,872	39,750	39,717	39,559	*****	*****	*****
40M 1st FB CD Dakota Dunes 2 35% 5/21/21	40,000	40,329	40,382	40,155	40,093	39,997	39,804	39,606	39,556	40,000	*****	*****	*****
TOTALS	543,175	565,383	616,635	638,364	632,792	636,771	646,751	615,789	631,013	630,025	547,947	546,944	545,206
AVERAGE BALANCE	604,468												

THE BETTYE & MURPHY GEORGE FOUNDATION
FORM 990 PF, ID #75 276694
PART II, LINES 10b, 10c & PART X, LINE 1a
SCHEDULE OF AVERAGE MONTHLY FAIR MARKET VALUE OF SECURITIES
FOR THE YEAR ENDED DECEMBER 31, 2012

BOOK VALUE 12/31/2012	MARKET VALUES December	MARKET VALUES November	MARKET VALUES October	MARKET VALUES September	MARKET VALUES August	MARKET VALUES July	MARKET VALUES June	MARKET VALUES May	MARKET VALUES April	MARKET VALUES March	MARKET VALUES February	MARKET VALUES January
US GOVT OBLIGATIONS												
30M FHLMC 5.125% 7/15/12	--	--	--	--	--	--	SOLD	30 055	30 186	30 314	30 436	30 570
30M FHLMC 5.25% 6/18/14	31,515	32,207	32 309	32 429	32 578	32 665	32 800	32 867	33 008	33 172	33 302	33 459
40M FNMA 5% 4/15/15	40 896	44,246	44 383	44 507	44 672	44 816	44 976	44 966	45 078	45,258	45 203	45 382
40M FFCB 4.45% 10/19/16	44 087	45 817	45 965	45 906	46 115	46 187	46 046	46 046	46 204	46 164	45 657	45 846
30M FNMA 5% 2/13/17	30 000	35 302	35 521	35 455	35 628	35 741	35 508	35 598	35 548	35 307	35 674	35 836
30M FHLMC 3.75% 3/17/19	31,933	34 678	34 851	34 807	34 961	34 955	34 893	34 551	34 594	34,301	33 662	34 447
50M FFCB 4.60% 1/29/20	59 476	60 770	61 370	60 961	61 286	61 399	61 248	60 316	61 153	59,598	58 250	59 729
30M FHLMC 3.05% 11/2/20	--	--	--	--	--	--	--	--	--	--	--	17 505
30M FHLMC 4.0% 4/13/21	--	--	--	--	--	--	--	--	SOLD	30 029	30 107	30 172
50M FHLMC 2.375% 01/13/22	53 131	52 233	--	--	--	--	--	--	--	--	--	--
40M FFCB 2.45% 2/8/22	40 006	40 077	40 108	40 140	40 160	40 192	40 192	38 969	40 197	39 945	--	--
TOTAL GOVT OBLIGATIONS	331 054	345 325	294 607	294 225	295 400	295 975	295 904	324 378	326 018	324 645	311 916	333 821
CORPORATE STOCKS												
71 CONS DISCRET SEL SECT SPDR FD	--	--	--	--	--	--	--	--	SOLD	3 201	3 066	2 934
151 CONS DISCRET SEL SECT SPDR FD	2 979	7 163	7 177	6 957	7 065	6 878	6 575	6 611	6 508	6 887	6 809	6 239
361 CONS DISCRET SEL SECT SPDR FD	7 656	17 126	17 158	16 632	16 891	16 444	15 718	15 805	15 559	16 465	16 277	15 982
158 CONS DISCRET SEL SECT SPDR FD	5 343	7 495	7 510	7 279	7 383	7 187	6 879	6 917	6 810	7 206	7 124	6 824
125 CONS STAPLES SEL SECT SPDR FD	--	--	--	--	--	--	--	--	--	--	--	4 154
518 CONS STAPLES SEL SECT SPDR FD	11 645	18 078	18 669	18 332	18 557	18 368	18 456	18 011	17 498	17 705	17 653	17 213
163 CONS STAPLES SEL SECT SPDR FD	3 567	5 689	5 875	5 769	5 838	5 780	5 808	5 668	5 506	5 571	5 555	5 416
169 CONS STAPLES SEL SECT SPDR FD	4 774	5 698	6 091	5 981	6 054	5 983	6 021	5 876	5 709	5 776	5 760	5 616
332 CONS STAPLES SEL SECT SPDR FD	10 136	11 587	11 965	11 749	11 884	11 773	11 829	11 544	11 215	11 348	11 315	10 634
49 ENERGY SEL SECT SPDR FD	--	--	--	--	--	--	--	--	--	--	--	3 689
141 ENERGY SEL SECT SPDR FD	6 223	10 070	10 019	10 144	10 354	10 086	9 821	9 358	8 972	10 045	10 117	10 558
86 ENERGY SEL SECT SPDR FD	3 906	6 142	6 111	6 187	6 315	6 152	5 990	5 708	5 472	6 127	6 171	6 440
230 ENERGY SEL SECT SPDR FD	13 666	16 427	16 344	16 346	16 880	16 452	16 020	15 265	14 635	16 385	16 503	16 259
83 HEALTHCARE SEL SECT SPDR FD	--	--	--	--	--	--	--	--	--	--	--	2 971
473 HEALTHCARE SEL SECT SPDR FD	11 574	18 863	19 034	18 934	18 977	18 371	18 158	17 876	17 089	17 742	17 789	17 113
310 HEALTHCARE SEL SECT SPDR FD	9 628	12 363	12 474	12 408	12 427	12 040	11 901	11 782	11 207	11 628	11 658	11 098
77 INDUSTRIAL SEL SECT SPDR FD	--	--	--	--	--	--	--	--	--	--	--	2 789
129 INDUSTRIAL SEL SECT SPDR FD	2 696	4 858	4 790	4 707	4 712	4 690	4 618	4 601	4 472	4 774	4 836	4 672
215 INDUSTRIAL SEL SECT SPDR FD	4 302	6 149	7 963	7 845	7 854	7 817	7 699	7 669	7 454	7 957	8 044	7 787
368 INDUSTRIAL SEL SECT SPDR FD	12 307	14 705	14 406	14 158	14 174	14 108	13 894	13 840	13 452	14 360	14 517	14 053
96 ISHARES DJ US TECH INDEX FUND	--	--	--	--	--	--	--	--	--	SOLD	7 470	6 642
185 ISHARES DJ US TECH INDEX FUND	6 208	13 082	13 108	13 003	13 037	13 946	13 731	13 177	12 864	14 007	14 395	13 722
130 ISHARES DJ US TECH INDEX FUND	5 142	9 194	9 212	9 138	9 863	9 801	9 286	9 260	8 955	9 842	10 115	9 642
389 ISHARES DJ US TECH INDEX FUND	22 996	27 510	27 565	27 343	29 513	29 327	27 821	27 708	27 094	29 451	30 268	28 852
204 ISHARES DJ US TECH INDEX FUND	13 141	14 427	14 455	14 339	15 477	15 380	14 590	14 531	14 209	15 445	15 873	15 131
30 ISHARES DJ US TELECOM SCTR	--	--	--	--	--	--	--	--	--	SOLD	6 666	6 637
20 ISHARES DJ US TELECOM SCTR	--	--	--	--	--	--	--	--	--	SOLD	444	425
287 ISHARES DJ US TELECOM SCTR	4 913	6 963	6 954	7 009	7 327	6 917	6 836	6 449	6 087	6 288	6 371	6 096
56 ISHARES DJ US TELECOM SCTR	1 225	1 359	1 337	1 368	1 430	1 350	1 258	1 188	1 227	1 243	1 247	1 189
127 ISHARES DJ US TELECOM SCTR	2 658	3 081	3 033	3 101	3 242	3 061	3 025	2 654	2 694	2 783	2 819	2 687
316 ISHARES TRUST MSCI EAFE INDEX FUND	--	--	--	--	--	--	--	--	--	SOLD	17 345	17 273
955 ISHARES TRUST MSCI EAFE INDEX FUND	37 587	54 301	52 591	51 163	50 616	49 750	47 711	45 610	51,332	52 420	52 201	49 794
623 ISHARES TRUST MSCI EAFE INDEX FUND	25 280	35 424	34 309	33 377	33 019	32 147	31 150	31 125	29 754	33 488	34 196	34 053
908 ISHARES TRUST MSCI EAFE INDEX FUND	49 600	51 629	50 004	48 648	48 124	46 853	45 400	45 364	43 366	48 805	49 840	47 343
522 ISHARES TRUST MSCI EAFE INDEX FUND	26 479	29 681	28 747	27 966	27 666	26 935	26 100	26 079	24 931	28 058	28 653	28 533
126 ISHARES INC S&P SMALLCAP 600 VAL	--	--	--	--	--	--	--	--	--	SOLD	9 900	9 647
571 ISHARES INC S&P SMALLCAP 600 VAL	23 903	46 200	44 224	45 109	43 870	42 442	40 849	44 007	44 007	44 863	43 715	42 979
319 ISHARES INC S&P SMALLCAP 600 VAL	13 428	25 810	25 115	24 707	25 201	24 509	23 549	23 711	22 821	24 585	25 064	24 023
210 ISHARES INC S&P SMALLCAP 600 VAL	13 895	16 891	16 533	16 285	16 580	16 134	15 502	15 809	15 023	16 185	16 500	16 078
96 ISHARES INC S&P SMALLCAP 600 VAL	6 296	8 010	7 794	7 668	7 821	7 606	7 308	7 358	7 082	7 776	7 579	7 452
148 ISHARES S&P 500 GROWTH INDEX	--	--	--	--	--	--	--	--	--	SOLD	11 155	10 840
676 ISHARES S&P 500 GROWTH INDEX	26 284	51 200	51 578	51 125	52 678	51 768	50 572	49 693	48 172	50 950	50 950	49 510
318 ISHARES S&P 500 GROWTH INDEX	14 013	24 065	24 263	24 050	24 756	24 352	23 790	23 776	22 861	23 968	23 968	23 290
402 ISHARES S&P 500 GROWTH INDEX	24 339	30 447	30 673	30 403	31 296	30 785	30 299	29 551	28 847	30 299	29 442	28 220
6 ISHARES S&P 500 GROWTH INDEX	392	454	458	454	467	459	449	441	428	452	439	421
177 ISHARES S&P 500 VALUE INDEX FUND	--	--	--	--	--	--	--	--	--	SOLD	11 493	11 183
676 ISHARES S&P 500 VALUE INDEX FUND	27 040	44 660	44 217	44 156	44 474	43 392	42 453	42 101	40 445	43 311	43 892	42 710
435 ISHARES S&P 500 VALUE INDEX FUND	17 182	28 680	28 453	28 619	28 619	27 318	27 092	27 092	26 026	27 870	28 245	27 483
431 ISHARES S&P 500 VALUE INDEX FUND	24 601	28 614	28 192	28 153	28 355	27 666	27 067	26 843	25 787	27 614	27 985	27 231
138 ISHARES S&P 500 VALUE INDEX FUND	7 523	9 162	9 077	9 014	9 079	8 856	8 668	8 590	8 257	8 842	8 960	8 719
117 ISHARES SMALL CAP 600 GROWTH	--	--	--	--	--	--	--	--	--	SOLD	9 683	9 175
626 ISHARES SMALL CAP 600 GROWTH	24 995	52 609	51 420	51 178	52 340	51 683	49 811	50 537	48 521	51 263	51 701	50 349
305 ISHARES SMALL CAP 600 GROWTH	12 502	25 632	24 953	24 904	25 501	25 181	24 289	24 628	23 641	24 976	25 190	24 531
174 ISHARES SMALL CAP 600 GROWTH	10 879	14 623	14 292	14 225	14 548	14 365	13 645	14 047	13 487	14 249	14 371	13 985
25 MATERIALS SEL SECT SPDR FD	--	--	--	--	--	--	--	--	--	SOLD	824	929
15 MATERIALS SEL SECT SPDR FD	318	563	551	540	562	535	529	529	507	550	555	558
185 MATERIALS SEL SECT SPDR FD	6 447	6 845	6 896	6 808	6 965	6 445	6 529	6 529	6 257	6 784	6 839	6 878
31 MATERIALS SEL SECT SPDR FD	999	1 164	1 130	1 117	1 141	1 106	1 090	1 084	1 048	1 137	1 146	1 153
356 THE FINANCIAL SEL SECT SPDR FD	--	--	--	--	--	--	--	--	--	SOLD	5 623	5 254
1192 THE FINANCIAL SEL SECT SPDR FD	11 584	19 537	18 786	18 952	18 583	18 071	17 475	17 445	16 700	16 383	18 828	17 594
1884 THE FINANCIAL SEL SECT SPDR FD	29 944	31 043	29 849	30 113	29 527	28 713	27 766	27 719	26 535	29 224	29 918	27 955
303 THE FINANCIAL SEL SECT SPDR FD	3 753	4 566	4 775	4 817	4 724	4 593	4 442	4 434	4 245	4 675	4 786	4 258
31 UTILITIES SEL SECT SPDR FUND	--	--	--	--	--	--	--	--	--	SOLD	1 086	1 075
107 UTILITIES SEL SECT SPDR FUND	2 141	2 689	2 720	2 841	2 802	2 799	2 920	2 848	2 761	2 746	2 699	2 670
77 UTILITIES SEL SECT SPDR FUND	2 784	3 736	3 778	3 948	3 894	3 889	4 057	3 958	3 837	3 816	3 750	3 733
94 UTILITIES SEL SECT SPDR FUND	2 852	3 283	3 408	3 421	3 468	3 421	3 411	3 471	3 371	3 352	3 294	3 280
13 UTILITIES SEL SECT SPDR FUND	438	454	458	480	473	473	493	481	468	464	456	451
TOTAL CORPORATE STOCKS	616 260	883 272	881 011	871 992	884 429	865 685	841 512	836 681	806 014	868 042	871 548	849 057
TOTAL SECURITIES	947 334	1 238 597	1 175 618	1 169 217	1 179 829	1 161 660	1 137 416	1 161 059	1 132 032	1 192 687	1 283 464	1 261 976
AVERAGE MONTHLY MARKET VALUE	1,194,776											