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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

, and ending

Name of foundation

A Employer identification number

**THE HERSH FOUNDATION****75-2720646**

Number and street (or P.O. box number if mail is not delivered to street address)

Room/suite

**5221 N. O'CONNOR BLVD.****1200**

B Telephone number

**(972) 432-3842**

City or town, state, and ZIP code

**IRVING, TX 75039**C If exemption application is pending, check here ☐

G Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☒ Address change☐ Name changeD 1 Foreign organizations, check here ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationE If private foundation status was terminated under section 507(b)(1)(A), check here ☐

I Fair market value of all assets at end of year

J Accounting method: ☒ Cash ☐ Accrual

(from Part II, col. (c), line 16)

☐ Other (specify) \_\_\_\_\_F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐▶ \$ **23,298,448.** (Part I, column (d) must be on cash basis)**Part I Analysis of Revenue and Expenses**  
(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

1 Contributions, gifts, grants, etc., received

**14,500,000.****N/A**2 Check ☐ if the foundation is not required to attach Sch. B

3 Interest on savings and temporary cash investments

**186,056.****186,056.****STATEMENT 2**

4 Dividends and interest from securities

5a Gross rents

b Net rental income or (loss)

6a Net gain or (loss) from sale of assets not on line 10

**115,470.****STATEMENT 1**b Gross sales price for all assets on line 6a **7,176,827.**

7 Capital gain net income (from Part IV, line 2)

**1,409,771.**

8 Net short-term capital gain

9 Income modifications

10a Gross sales less returns and allowances

b Less Cost of goods sold

c Gross profit or (loss)

11 Other income

12 Total Add lines 1 through 11

**14,801,526.****1,595,827.**

13 Compensation of officers, directors, trustees, etc

**0.****0.****0.**

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees

**8,240.****0.****8,240.**

b Accounting fees

**5,676.****2,838.****2,838.**

c Other professional fees

**41,068.****41,068.****0.**

17 Interest

**1,449.****1,149.****0.**

18 Taxes

19 Depreciation and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses

**16,090.****0.****530.**

24 Total operating and administrative

expenses Add lines 13 through 23

**72,523.****45,055.****11,608.**

25 Contributions, gifts, grants paid

**1,721,617.****1,721,617.**

26 Total expenses and disbursements.

Add lines 24 and 25

**1,794,140.****45,055.****1,733,225.**

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

**13,007,386.**

b Net investment income (if negative, enter -0-)

**1,550,772.**

c Adjusted net income (if negative, enter -0-)

**N/A**223501  
12-05-12

LHA For Paperwork Reduction Act Notice, see instructions.

1

928-25

Form **990-PF** (2012)

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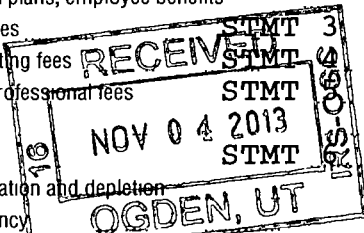
2012.04030 THE HERSH FOUNDATION

09589611

SCANNED NOV 07 2013

Revenue

Operating and Administrative Expenses



Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing		1,013.	4,518.	4,518.
	2	Savings and temporary cash investments		2,943,160.	15,350,179.	15,350,179.
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations				
	b	Investments - corporate stock STMT 8	2,279,397.	7,457,690.	7,457,690.	
	c	Investments - corporate bonds				
Liabilities	11	Investments - land, buildings, and equipment basis ▶				
		Less: accumulated depreciation ▶				
	12	Investments - mortgage loans				
	13	Investments - other STMT 9	4,863,680.	486,061.	486,061.	
	14	Land, buildings, and equipment: basis ▶				
		Less: accumulated depreciation ▶				
	15	Other assets (describe ▶)				
	16	Total assets (to be completed by all filers)	10,087,250.	23,298,448.	23,298,448.	
	17	Accounts payable and accrued expenses				
	18	Grants payable				
Net Assets or Fund Balances	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)	0.	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	0.	0.		
28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.			
29	Retained earnings, accumulated income, endowment, or other funds	10,087,250.	23,298,448.			
30	Total net assets or fund balances	10,087,250.	23,298,448.			
31	Total liabilities and net assets/fund balances	10,087,250.	23,298,448.			

## Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	10,087,250.
2	Enter amount from Part I, line 27a	2	13,007,386.
3	Other increases not included in line 2 (itemize) ▶ UNREALIZED CAPITAL APPRECIATION	3	203,812.
4	Add lines 1, 2, and 3	4	23,298,448.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	23,298,448.

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**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a			
b SEE ATTACHED STATEMENT			
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			
b			
c			
d			
e 7,176,827.		5,767,056.	1,409,771.

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			
b			
c			
d			
e			1,409,771.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	1,409,771.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8 }	3	N/A

**Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income**

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	3,206,262.	4,442,569.	.721713
2010	2,273,801.	5,511,753.	.412537
2009	2,278,740.	7,102,262.	.320847
2008	2,381,414.	11,007,759.	.216340
2007	1,492,099.	16,631,582.	.089715

2 Total of line 1, column (d)	2	1.761152
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	.352230
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	10,093,993.
5 Multiply line 4 by line 3	5	3,555,407.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	15,508.
7 Add lines 5 and 6	7	3,570,915.
8 Enter qualifying distributions from Part XII, line 4	8	1,733,225.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate.  
See the Part VI instructions.

**Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)**

1a Exempt operating foundations described in section 4940(d)(2), check here <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	31,015.
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	0.
3 Add lines 1 and 2		3	31,015.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	31,015.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	86.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	39,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7		39,086.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		3.
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		8,068.
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <input type="checkbox"/> 8,068. Refunded <input type="checkbox"/>	11		0.

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> TX		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

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**Part VII-A Statements Regarding Activities** (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ► N/A				
14	The books are in care of ► MS. LAUREN MINCH Telephone no. ► 972.432.3842			
Located at ► 5221 N. O'CONNOR BLVD., NO. 1200, IRVING, TX		ZIP+4 ► 75039		
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	N/A	
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►				X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<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 instructions)?	N/A	1b
Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?		1c X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
If "Yes," list the years ► , , ,		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► , , ,		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?		4b X

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**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required** (continued)**5a** During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

Organizations relying on a current notice regarding disaster assistance check here

▶ ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

**6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If "Yes" to 6b, file Form 8870.

6b

X

**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
KENNETH A. HERSH	PRESIDENT/TREASURER			
125 E. JOHN CARPENTER FREEWAY 600				
IRVING, TX 75062	1.00	0.	0.	0.
RICHARD L. COVINGTON	TRUSTEE			
125 E. JOHN CARPENTER FREEWAY 600				
IRVING, TX 75062	1.00	0.	0.	0.
JULIE K. HERSH	VICE PRESIDENT/SECRETARY			
125 E. JOHN CARPENTER FREEWAY 600				
IRVING, TX 75062	1.00	0.	0.	0.

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

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

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

0

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**Part VIII****Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** (continued)**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

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

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

0

**Part IX-A Summary of Direct Charitable Activities**

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

	Expenses
1 N/A	
2	
3	
4	

**Part IX-B Summary of Program-Related Investments**

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

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
<b>Total.</b> Add lines 1 through 3	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	7,556,792.
b	Average of monthly cash balances	1b	2,690,917.
c	Fair market value of all other assets	1c	
d	<b>Total</b> (add lines 1a, b, and c)	1d	10,247,709.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	10,247,709.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	153,716.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	10,093,993.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	504,700.

**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	504,700.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	31,015.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	31,015.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	473,685.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	473,685.
6	Deduction from distributable amount (see instructions)	6	0.
7	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	473,685.

**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	1,733,225.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,733,225.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	1,733,225.

**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.

Form 990-PF (2012)

**Part XIII** Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
<b>1</b> Distributable amount for 2012 from Part XI, line 7				473,685.
<b>2</b> Undistributed income, if any, as of the end of 2012				
<b>a</b> Enter amount for 2011 only			0.	
<b>b</b> Total for prior years:		0.		
<b>3</b> Excess distributions carryover, if any, to 2012:				
<b>a</b> From 2007	679,907.			
<b>b</b> From 2008	1,833,622.			
<b>c</b> From 2009	1,924,471.			
<b>d</b> From 2010	1,999,045.			
<b>e</b> From 2011	2,984,730.			
<b>f</b> Total of lines 3a through e	9,421,775.			
<b>4</b> Qualifying distributions for 2012 from Part XII, line 4: ► \$	1,733,225.			
<b>a</b> Applied to 2011, but not more than line 2a			0.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions)		0.		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions)	0.			
<b>d</b> Applied to 2012 distributable amount				473,685.
<b>e</b> Remaining amount distributed out of corpus	1,259,540.			
<b>5</b> Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	10,681,315.			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b		0.		
<b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
<b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
<b>e</b> Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
<b>f</b> Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
<b>8</b> Excess distributions carryover from 2007 not applied on line 5 or line 7	679,907.			
<b>9</b> Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	10,001,408.			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2008	1,833,622.			
<b>b</b> Excess from 2009	1,924,471.			
<b>c</b> Excess from 2010	1,999,045.			
<b>d</b> Excess from 2011	2,984,730.			
<b>e</b> Excess from 2012	1,259,540.			

N/A

- ☐ 4942(1)(3) or ☐ 4942(1)(5)

<b>Part XV</b>		<b>Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see instructions.)</b>
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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.

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.

- 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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>a Paid during the year</b>				
AFRICAN LEADERSHIP FOUNDATION PO BOX 7408 NEW YORK, NY 10005	NONE	509 (A) (1)	GENERAL OPERATING EXPENSES	10,000.
AGAPE CLINIC 4105 JUNIUS STREET DALLAS, TX 75246	NONE	509 (A) (1)	RENOVATION OF GRACE UNITED METHODIST CHURCH	15,000.
BNAI ZION FOUNDATION 7920 BELT LINE, SUITE 695 DALLAS, TX 75254	NONE	509 (A) (1)	ANNUAL GALA	5,000.
CONNEMARA CONSERVANCY 1314 W. MCDERMOTT STE 106-812 ALLEN, TX 75013	NONE	509 (A) (1)	INTO THE MEADOW - PECAN SPONSORSHIP	3,500.
CONTACT CRISIS LINE P.O. BOX 800742 DALLAS, TX 75380	NONE	509 (A) (1)	45TH ANNIVERSARY CAMPAIGN	1,000.
<b>Total</b>	<b>SEE CONTINUATION SHEET(S)</b>			<b>1,721,617.</b>
<b>b Approved for future payment</b>				
AFRICAN LEADERSHIP FOUNDATION PO BOX 7408 NEW YORK, NY 10150	NONE	509 (A) (1)	PLEDGE	20,000.
BAYLOR HEALTHCARE SYSTEM FOUNDATION 3600 GASTON AVENUE, SUITE 100 DALLAS, TX 75246	NONE	509 (A) (1)	ANNUAL FUND	101,500.
CONTACT CRISIS LINE P.O. BOX 800742 DALLAS, TX 75380	NONE	509 (A) (1)	50% ANNUAL SALARY FOR STAFFING ADDITIONAL COORDINATOR (CONTACTPLUS PROGRAM)	36,000.
<b>Total</b>	<b>SEE CONTINUATION SHEET(S)</b>			<b>3,938,335.</b>



## Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

- |          |  | Yes   | No |
|----------|--|-------|----|
| <b>1</b> | 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?  |       |    |
| <b>a</b> | Transfers from the reporting foundation to a noncharitable exempt organization of:   |       |    |
|          | (1) Cash   | 1a(1) | X  |
|          | (2) Other assets   | 1a(2) | X  |
| <b>b</b> | Other transactions:  |       |    |
|          | (1) Sales of assets to a noncharitable exempt organization   | 1b(1) | X  |
|          | (2) Purchases of assets from a noncharitable exempt organization   | 1b(2) | X  |
|          | (3) Rental of facilities, equipment, or other assets   | 1b(3) | X  |
|          | (4) Reimbursement arrangements   | 1b(4) | X  |
|          | (5) Loans or loan guarantees   | 1b(5) | X  |
|          | (6) Performance of services or membership or fundraising solicitations   | 1b(6) | X  |
| <b>c</b> | Sharing of facilities, equipment, mailing lists, other assets, or paid employees   | 1c    | X  |
| <b>d</b> | 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

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

**Sign  
Here**

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

Signature of officer or trustee

10-24-13  
Date

**PRESIDENT**  
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

IRA L. NEVELOW

Preparer's signature

Ira Newbrow

Date

10/21/13

Check ☐ self-employed

PTIN
------

P00083210

Firm's name ► **WEAVER AND TIDWELL, LLP**

Firm's EIN ► 75-0786316

Firm's address ► 12221 MERIT DRIVE, SUITE 1400  
DALLAS, TX 75251

Phone no. 972-490-1970

THE HERSH FOUNDATION

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 VANGUARD - SEE ATTACHED S/T SCHEDULE		P		07/25/12
b VANGUARD - SEE ATTACHED L/T SCHEDULE		P		07/25/12
c 29,000 SHS SPDR GOLD TRUST		D	11/19/09	01/03/12
d 14,000 SHS ALTRIA GROUP, INC		D	10/30/08	01/05/12
e GOLDMAN SACHS - SEE ATTACHED S/T SCHEDULE		P		12/31/12
f CAPITAL GAINS DIVIDENDS				
g				
h				
i				
j				
k				
l				
m				
n				
o				

(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 15,347.		17,395.	<2,048.>
b 802,759.		882,387.	<79,628.>
c 4,520,308.		3,230,145.	1,290,163.
d 400,079.		252,764.	147,315.
e 1,437,902.		1,384,365.	53,537.
f 432.			432.
g			
h			
i			
j			
k			
l			
m			
n			
o			

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<2,048.>
b			<79,628.>
c			1,290,163.
d			147,315.
e			53,537.
f			432.
g			
h			
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	1,409,771.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

**Part XV** Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CONTACT CRISIS LINE P.O. BOX 800742 DALLAS, TX 75380	NONE	509 (A) (1)	STAFFING OF AN ADDITIONAL COORDINATOR	18,000.
DALLAS CASA 2815 GASTON AVENUE DALLAS, TX 75226	NONE	509 (A) (1)	CHAMPION OF CHILDREN AWARD DINNER	500.
DALLAS CHILDREN'S THEATER 5938 SKILLMAN DALLAS, TX 75231	NONE	509 (A) (2)	TEEN BRAIN PRODUCTION	20,000.
DALLAS FURNITURE BANK PO BOX 815788 DALLAS, TX 75381	NONE	509 (A) (1)	FURNITURE TO PROVIDE BASIC LIVING FOR FAMILIES/INDIVIDUALS	5,000.
DALLAS MUSEUM OF ART 1717 NORTH HARWOOD DALLAS, TX 75201	NONE	509 (A) (1)	2013 ART BALL	10,000.
DALLAS THEATER CENTER 2400 FLORA ST 8TH FLOOR DALLAS, TX 75201	NONE	509 (A) (1)	GIFT PAYMENTS	100,000.
DALLAS URBAN DEBATE ALLIANCE P.O. BOX 670564 DALLAS, TX 75367	NONE	509 (A) (1)	GENERAL DONATION	10,000.
DOMINGO SAVIO INSTITUTE 2910 KERRY FOREST PKWY, D4-195 TALLAHASSEE, FL 32309	NONE	509 (A) (1)	SUPPORT FOR MI CLUB PROGRAM	16,667.
DOMINGO SAVIO INSTITUTE 2910 KERRY FOREST PKWY, D4-195 TALLAHASSEE, FL 32309	NONE	509 (A) (1)	TO PROVIDE SALARY SUPPORT FOR MI CLUB PROGRAM TO SUPPORT CHILD & FAMILY COUNSELING PROGRAM	16,666.
EDUCATIONAL FIRST STEPS 2800 SWISS AVENUE DALLAS, TX 75204	NONE	509 (A) (1)	ASSISTANCE FOR CHILDCARE CENTERS	10,000.
<b>Total from continuation sheets</b>				<b>1,687,117.</b>

**Part XV** Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
EPISCOPAL SCHOOL OF DALLAS 4100 MERRELL ROAD DALLAS, TX 75229	NONE	509 (A) (1)	2011-2012 ANNUAL FUND	10,000.
ESPERANZA INTERNATIONAL 13219 NE 20TH STREET BELLEVUE, WA 98005	NONE	509 (A) (1)	FAMILY ECONOMIC & HOLISTIC DEVELOPMENT	30,000.
FOUNDATION FOR STUDENT COMMUNICATION, INC; PRINCETON UNIVERSITY 48 UNIVERSITY PLACE PRINCETON, NJ 08544	NONE	509 (A) (2)	PRINCETON - BUSINESS TODAY	4,000.
GALAXY COUNSELING CENTER 1025 SOUTH JUPITER ROAD GARLAND, TX 75042	NONE	509 (A) (1)	TO SUPPORT CHILD & FAMILY COUNSELING PROGRAM	10,000.
GEORGE BUSH FOUNDATION 6116 NORTH CENTRAL EXPRESSWAY, STE 400 DALLAS, TX 75206	NONE	509 (A) (1)	SPONSORSHIP FOR ECONOMIC DEBATE	100,000.
HARVARD UNIVERSITY 79 JOHN F. KENNEDY STREET CAMBRIDGE, MA 02138	NONE	509 (A) (1)	HKS FUND GRANT	25,000.
HOLOCAUST MEMORIAL MUSEUM 5925 FOREST LANE, SUITE 517 DALLAS, TX 75230	NONE	509 (A) (1)	SUPPORT THE MUSEUM	1,000.
JEWISH FEDERATION OF GREATER DALLAS 7800 NORTHAVEN ROAD DALLAS, TX 75230	NONE	509 (A) (1)	2011-2012 ANNUAL CAMPAIGN	1,500.
JEWISH FEDERATION OF GREATER DALLAS 7800 NORTHAVEN ROAD DALLAS, TX 75230	NONE	509 (A) (1)	ANNUAL CAMPAIGN	518.
KERA 3000 HARRY HINES BLVD DALLAS, TX 75201	NONE	509 (A) (1)	COVERAGE OF LOCAL EDUCATION AND HEALTH CARE ISSUES	10,000.
Total from continuation sheets				

**Part XV** Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
LETOT CENTER CAPITAL FOUNDATION 8214 WESTCHESTER DRIVE, SUITE 850 DALLAS, TX 75225	NONE	509 (A) (1)	LETOT GIRLS' RESIDENTIAL TREATMENT CTR CONSTRUCTION CAMPAIGN	33,333.
NAT'L ASSOC OF URBAN DEBATE 332 S. MICHIGAN AVENUE, SUITE 500 CHICAGO, IL 60604	NONE	509 (A) (1)	2012 SPONSORSHIP	40,000.
NAT'L ASSOC OF URBAN DEBATE 332 S. MICHIGAN AVENUE, SUITE 500 CHICAGO, IL 60604		509 (A) (1)	NATIONAL CHAMPIONSHIP UNDERWRITER FOR ANNUAL DINNER	10,000.
NATURAL GAS PARTNERS FOUNDATION 125 E JOHN CARPENTER FREEWAY NO 600 IRVING, TX 75062	NONE	509 (A) (1)	CHARITY GOLF TOURNAMENT	15,000.
OVARIAN CYCLE, INC. 3257 WESTWOOD DRIVE ATLANTA, GA 30340	NONE	509 (A) (1)	CHARITABLE CORPORATION	50.
PECOS CANYON VOLUNTEER FIRE AND POLICE P.O. BOX C-2 TERRERO, NM 87573	NONE	509 (A) (1)	REPLACEMENT OF EQUIPMENT	1,000.
PHOENIX CHILDRENS HOSPITAL 1919 EAST THOMAS ROAD PHOENIX, AZ 85015	NONE	509 (A) (1)	MIRACLE IN MOTION WALK	50.
PLAN 13151 EMILY ROAD, SUITE 240 DALLAS, TX 75240	NONE	509 (A) (1)	2ND INSTALLMENT OF PLEDGE FOR PLAN OPERATIONS (2011-2013)	32,500.
PLANNED PARENTHOOD OF NORTH TEXAS, INC 7424 GREENVILLE AVENUE SUITE 206 DALLAS, TX 75231	NONE	509 (A) (2)	TEENAGE COMMUNICATION THEATRE EDUCATION PROGRAM	20,000.
PRINCETON UNIVERSITY 48 UNIVERSITY PLACE PRINCETON, NJ 08540	NONE	509 (A) (1)	ANNUAL GIVING CAMPAIGN FOR BENDHEIM CENTER FOR FINANCE	5,000.
Total from continuation sheets				

**Part XV Supplementary Information****3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
PRINCETON UNIVERSITY 48 UNIVERSITY PLACE PRINCETON, NJ 08544	NONE	509 (A) (1)	ANNUAL GIVING CAMPAIGN	5,000.
ST MARK'S SCHOOL OF TEXAS 10600 PRESTON ROAD DALLAS, TX 75230	NONE	509 (A) (1)	ST. MARK'S FUND	50,000.
ST PHILLIP'S SCHOOL AND COMMUNITY CENTER 1600 PENNSYLVANIA AVENUE DALLAS, TX 75215	NONE	509 (A) (1)	SCHOOLING THE MAYOR	5,000.
ST PHILLIP'S SCHOOL AND COMMUNITY CENTER 1600 PENNSYLVANIA AVENUE DALLAS, TX 75215	NONE	509 (A) (1)	SPONSOR A CHILD	10,000.
ST. ALCUIN MONTESSORI SCHOOL 6144 CHURCHILL WAY DALLAS, TX 75230	NONE	509 (A) (1)	NEXT DOOR CAPITAL CAMPAIGN	600,000.
STANFORD UNIVERSITY 655 KNIGHT WAY STANFORD, CA 94305	NONE	509 (A) (1)	GSB NEW CAMPUS FUND	333,333.
STANFORD UNIVERSITY 655 KNIGHT WAY STANFORD, CA 94305	NONE	509 (A) (1)	DEAN'S FUND DONATION	10,000.
SUICIDE AND CRISIS CENTER 2808 SWISS AVENUE DALLAS, TX 75204	NONE	509 (A) (1)	IN SUPPORT OF SOS PROGRAM	25,000.
TEACH FOR AMERICA, DALLAS FORT WORTH 350 N. ST. PAUL STREET, STE 2800 DALLAS, TX 75201	NONE	509 (A) (1)	STAFFING OF TEACHERS AT W.W. SAMUEL HIGH SCHOOL	15,000.
TEMPLE EMANU-EL 8500 HILLCREST ROAD DALLAS, TX 75225	NONE	509 (A) (1)	ANNUAL CAMPAIGN	10,000.
Total from continuation sheets				

**Part XV** Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
UNIVERSITY OF NOTRE DAME 1251 N. EDDY STREET, SUITE 300 SOUTH BEND, IN 46617	NONE	509 (A) (1)	SUPPORT FOR MENTAL HEALTH SEMINAR	10,000.
UNIVERSITY OF NOTRE DAME 1251 N. EDDY STREET, SUITE 300 SOUTH BEND, IN 46617	NONE	509 (A) (1)	ALLOCATED TO ONE OF THREE BEHAVIORAL SPECIALISTS FOR STUDENTS AT NOTRE DAME	50,000.
UPPER PECOS WATERSHED PO BOX 489 PECOS, NM 87552	NONE	509 (A) (1)	WATER, WILDFLOWERS & TROUT	2,500.
UT SOUTHWESTERN 5323 HARRY HINES BOULEVARD DALLAS, TX 75390	NONE	509 (A) (1)	SUPPORT FOR FUTURE OF MEDICINE	2,500.
WOMEN THAT SOAR 5307 E. MOCKINGBIRD LANE, SUITE 5 DALLAS, TX 75206	NONE	509 (A) (1)	WOMEN THAT SOAR 5TH ANNUAL AWARDS SHOW	3,000.
Total from continuation sheets				

**Part XV** Supplementary Information**3 Grants and Contributions Approved for Future Payment (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
DALLAS CHILDREN'S THEATER 5938 SKILLMAN DALLAS, TX 75231	NONE	509 (A) (2)	TEEN BRAIN PRODUCTION	20,000.
DALLAS MUSEUM OF ART 1717 NORTH HARWOOD DALLAS, TX 75201	NONE	509 (A) (1)	GENERAL GRANTS	333,333.
DALLAS THEATER CENTER 2400 FLORA ST 8TH FLOOR DALLAS, TX 75201	NONE	509 (A) (1)	3 YR PLEDGE	100,000.
DOMINGO SAVIO INSTITUTE 2910 KERRY FOREST PKWY, D4-195 TALLAHASSEE, FL 32309	NONE	509 (A) (1)	GENERAL GRANTS	16,667.
EDUCATIONAL FIRST STEPS 2804 SWISS AVENUE DALLAS, TX 75204	NONE	509 (A) (1)	PLEDGE	30,000.
EPISCOPAL SCHOOL OF DALLAS 4100 MERRELL ROAD DALLAS, TX 75229	NONE	509 (A) (1)	BOYS AND GIRLS LOCKER ROOMS / ADJUSTED TO 180K OVER 5 YRS (ADJUSTED 12/12)	900,000.
GEORGE W. BUSH PRESIDENTIAL CENTER P.O. BOX 600610 DALLAS, TX 75360	NONE	509 (A) (1)	3 YR PLEDGE	900,000.
KERA 3000 HARRY HINES BLVD DALLAS, TX 75201	NONE	509 (A) (1)	PLEDGE	10,000.
LETOT CENTER CAPITAL FOUNDATION 10505 DENTON DR DALLAS, TX 75220	NONE	509 (A) (1)	3 YR PLEDGE	66,667.
MUSEUM OF NATURE & SCIENCE PO BOX 151469 DALLAS, TX 75315	NONE	509 (A) (1)	ENERGY HALL FUND	333,334.
<b>Total from continuation sheets</b>				<b>3,780,835.</b>

**Part XV** Supplementary Information**3 Grants and Contributions Approved for Future Payment (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
PLAN 13151 EMILY ROAD, SUITE 240 DALLAS, TX 75240	NONE	509 (A) (1)	PLEDGE	32,500.
PLANNED PARENTHOOD OF NORTH TEXAS, INC 7424 GREENVILLE AVENUE SUITE 206 DALLAS, TX 75231	NONE	509 (A) (1)	TACT PROGRAM	20,000.
PRINCETON UNIVERSITY 330 ALEXANDER STREET PRINCETON, NJ 08540	NONE	509 (A) (1)	PLEDGE	70,000.
ST PHILLIP'S SCHOOL AND COMMUNITY CENTER 1600 PENNSYLVANIA AVENUE DALLAS, TX 75215	NONE	509 (A) (1)	PLEDGE	40,000.
STANFORD UNIVERSITY 655 KNIGHT WAY STANFORD, CA 94305	NONE	509 (A) (1)	FOR WILLIAM J. PATTERSON FUND - TO BE PAID OVER 5 YEARS (THROUGH 2019)	833,334.
TEACH FOR AMERICA, DALLAS FORT WORTH 350 N. ST. PAUL STREET, STE 2800 DALLAS, TX 75201	NONE	509 (A) (1)	TEACHER STAFFING AT W.W. SAMUELL HIGH SCHOOL IN PLEASANT GROVE	15,000.
UNIVERSITY OF NOTRE DAME 1251 N. EDDY STREET, SUITE 300 SOUTH BEND, IN 46617	NONE	509 (A) (1)	PLEDGE	60,000.
<b>Total from continuation sheets</b>				

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

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

OMB No 1545-0047

**2012**

Name of the organization

Employer identification number

THE HERSH FOUNDATION

75-2720646

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

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

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

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

**Special Rules**

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ \_\_\_\_\_

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

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

Name of organization

Employer identification number

**THE HERSH FOUNDATION****75-2720646****Part I Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<b>1</b>	<b>KENNETH A. HERSH</b> <b>125 E. JOHN CARPENTER FREEWAY #600</b> <b>IRVING, TX 75062</b>	<b>\$ 14,500,000.</b>	Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )

Employer identification number

75-2720646

[illegible]

Name of organization	Employer identification number
THE HERSH FOUNDATION	75-2720646

**Part III** Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once) ▶ \$

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

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FORM 990-PF	GAIN OR (LOSS) FROM SALE OF ASSETS	STATEMENT	1
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(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
VANGUARD - SEE ATTACHED S/T SCHEDULE	PURCHASED		07/25/12	
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
15,347.	17,395.	0.	0.	<2,048.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
VANGUARD - SEE ATTACHED L/T SCHEDULE	PURCHASED		07/25/12	
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
802,759.	882,387.	0.	0.	<79,628.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
29,000 SHS SPDR GOLD TRUST	DONATED	11/19/09	01/03/12	
(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
4,520,308.	4,360,150.	0.	0.	160,158.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
14,000 SHS ALTRIA GROUP, INC	DONATED	10/30/08	01/05/12	
(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
400,079.	417,060.	0.	0.	<16,981.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
GOLDMAN SACHS - SEE ATTACHED S/T SCHEDULE	PURCHASED		12/31/12	
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,437,902.	1,384,365.	0.	0.	53,537.

CAPITAL GAINS DIVIDENDS FROM PART IV 432.

TOTAL TO FORM 990-PF, PART I, LINE 6A 115,470.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
GOLDMAN SACHS	181,277.	0.	181,277.
GOLDMAN SACHS	432.	432.	0.
GOLDMAN SACHS	9.	0.	9.
VANGUARD GROUP	4,770.	0.	4,770.
TOTAL TO FM 990-PF, PART I, LN 4	186,488.	432.	186,056.

FORM 990-PF	LEGAL FEES			STATEMENT 3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	8,240.	0.		8,240.
TO FM 990-PF, PG 1, LN 16A	8,240.	0.		8,240.

FORM 990-PF	ACCOUNTING FEES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	5,676.	2,838.		2,838.
TO FORM 990-PF, PG 1, LN 16B	5,676.	2,838.		2,838.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	41,068.	41,068.		0.
TO FORM 990-PF, PG 1, LN 16C	41,068.	41,068.		0.

FORM 990-PF	TAXES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX	1,149.	1,149.		0.
EXCISE TAX	300.	0.		0.
TO FORM 990-PF, PG 1, LN 18	1,449.	1,149.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
TERM LIFE INSURANCE PREMIUMS	15,560.	0.		0.	
POSTAGE & SHIPPING	29.	0.		29.	
LOGO DESIGN	465.	0.		465.	
BANK FEES	36.	0.		36.	
TO FORM 990-PF, PG 1, LN 23	16,090.	0.		530.	

FORM 990-PF	CORPORATE STOCK		STATEMENT	8
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE		
GOLDMAN - EQUITIES	7,457,690.	7,457,690.		
VANGUARD - EQUITIES	0.	0.		
TOTAL TO FORM 990-PF, PART II, LINE 10B	7,457,690.	7,457,690.		

FORM 990-PF	OTHER INVESTMENTS		STATEMENT	9
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE	
GOLDMAN - ALTERNATIVE INVESTMENTS (GOLD)	FMV	486,061.	486,061.	
TOTAL TO FORM 990-PF, PART II, LINE 13		486,061.	486,061.	

FORM 990-PF	PART XV - LINE 1A LIST OF FOUNDATION MANAGERS	STATEMENT	10
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## NAME OF MANAGER

KENNETH A. HERSH  
JULIE K. HERSH