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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 METCALF FOUNDATION		A Employer identification number 75-2727773	
Number and street (or P O box number if mail is not delivered to street address) 5212 BRIAR TREE		B Telephone number (see instructions) (972) 733-4640	
City or town, state, and ZIP code DALLAS, TX 75248		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 change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ☒ \$ 633,715	J Accounting method ☒ Cash ☐ Accrual ☐ 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 ☐	

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 ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	66	56		
	4 Dividends and interest from securities.	15,827	15,313		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	5,547			
	b Gross sales price for all assets on line 6a _____ 656,513				
	7 Capital gain net income (from Part IV , line 2)		5,547		
	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	21,440	20,916		
	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	☒ 1,900	0		0
	c Other professional fees (attach schedule)	☒ 1,893	1,893		0
	17 Interest				
	18 Taxes (attach schedule) (see instructions)				
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	☒ 269	269		0
	24 Total operating and administrative expenses. Add lines 13 through 23	4,062	2,162		0
	25 Contributions, gifts, grants paid	32,258			32,258
	26 Total expenses and disbursements. Add lines 24 and 25	36,320	2,162		32,258
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-14,880			
	b Net investment income (if negative, enter -0-)		18,754		
	c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	18,170	26,871	26,871
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	553,623 	600,328	602,995
	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)	72,795 	0	0
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	15	Other assets (describe ▶ _____)	 1,340	 3,849	 3,849
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	645,928	631,048	633,715

Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	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 ▶ ☐			
		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 ▶ ☒			
		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	645,928	631,048	
	30	Total net assets or fund balances (see page 17 of the instructions)	645,928	631,048	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	645,928	631,048	

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	645,928
2	Enter amount from Part I, line 27a	2	-14,880
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	631,048
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	631,048

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	5,547
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	31,080	653,928	0 047528
2010	29,323	631,876	0 046406
2009	33,692	591,147	0 056994
2008	37,869	685,466	0 055246
2007	36,899	799,874	0 046131

2 Total of line 1, column (d).	2	0 252305
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 050461
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	613,883
5 Multiply line 4 by line 3.	5	30,977
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	188
7 Add lines 5 and 6.	7	31,165
8 Enter qualifying distributions from Part XII, line 4. 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	8	32,258

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 ☐ 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 ☒ and enter 1% of Part I, line 27b		1	188
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	188
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	188
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	464	
b		Exempt foreign organizations—tax withheld at source	6b		
c		Tax paid with application for extension of time to file (Form 8868)	6c		
d		Backup withholding erroneously withheld	6d		
7		Total credits and payments Add lines 6a through 6d.		7	464
8		Enter any penalty for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	276
11		Enter the amount of line 10 to be Credited to 2013 estimated tax ☒ 276	Refunded ☐	11	0

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 ☒ \$ 0 (2) On foundation managers ☒ \$ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☒ \$ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.	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		
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 • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ☒ 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 ▶RICHARD I METCALF Telephone no ▶(972) 733-4640 Located at ▶5212 BRIAR TREE DALLAS TX ZIP +4 ▶75248			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year ▶	15		
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		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? ☐ Yes ☒ No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. ☐ Yes ☒ No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?. ☐ Yes ☒ No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?. . . Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐	1b		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?.	1c		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?. ☐ Yes ☒ No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?. ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i>).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a

During the year did the foundation pay or incur any amount to

(1)

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

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)? (see instructions).

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

5b

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)?

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?

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

6b

Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

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

No

7a

At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

Yes No

7b

If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

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
See Additional Data Table				

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.

0

Part VIII

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services.		0

Part IX-A

Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	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.	0

Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	499,115
b	Average of monthly cash balances.	1b	124,116
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	623,231
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	623,231
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	9,348
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	613,883
6	Minimum investment return. Enter 5% of line 5.	6	30,694

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	30,694
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	188
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	188
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	30,506
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	30,506
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	30,506

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	32,258
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	32,258
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	188
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	32,070
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				30,506
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			32,258	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007.				
b From 2008.				
c From 2009.				
d From 2010.				
e From 2011.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 32,258				
a Applied to 2011, but not more than line 2a			32,258	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2012 distributable amount.				0
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013.				30,506
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).	0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions). . . .	0			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a.	0			
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	32,258
b Approved for future payment				
Total			3b	0

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	66	
4	Dividends and interest from securities. . . .			14	15,827	
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	5,547	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory. .					
11	Other revenue a _____					
b	_____					
c	_____					
d	_____					
e	_____					
12	Subtotal Add columns (b), (d), and (e). .		0		21,440	0
13	Total. Add line 12, columns (b), (d), and (e).			13	21,440	

[illegible]

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

[illegible]

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

**Sign
Here**

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

*****	2013-11-15	*****	May the IRS discuss this return with the preparer shown below (see Instr.)? ☒ Yes ☐ No
Signature of officer or trustee	Date	Title	

May the IRS discuss this return with the preparer shown below (see instr. 7)? ☒ **Yes** ☐ **No**

**Paid
Preparer
Use
Only**

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☒	PTIN P00542807
	PAUL D KNUTSON	PAUL D KNUTSON			
	Firm's name ☐	HOWARD LLP		Firm's EIN ☐ 20-2257536	
		8350 MEADOW ROAD SUITE 286			
	Firm's address ☐	DALLAS, TX 75231		Phone no (214) 346-0750	

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)
2 728 DREYFUS APPRECIATION FUND		2012-04-05	2012-05-21
9 981 DREYFUS APPRECIATION FUND		2011-12-27	2012-05-21
702 282 DREYFUS APPRECIATION FUND		2011-02-25	2012-05-21
111 DREYFUS APPRECIATION FUND		2011-03-28	2012-05-21
1 4197 ISHARES RUSSELL 3000 INDEX		2011-03-28	2012-05-21
1 4752 ISHARES RUSSELL 3000 INDEX		2011-07-13	2012-05-21
158 1051 ISHARES RUSSELL 3000 INDEX		2011-02-25	2012-05-21
196 8949 ISHARES RUSSELL 3000 INDEX		2011-02-25	2012-05-21
2 0375 ISHARES RUSSELL 3000 INDEX		2012-01-03	2012-05-21
1 0676 ISHARES RUSSELL 3000 INDEX		2011-10-03	2012-05-21
441 ISHARES RUSSELL 3000 INDEX		2011-10-03	2012-05-21
33 146 WHG INCOME OPPORTUNITY INSTL		2012-04-02	2012-05-21
39 382 WHG INCOME OPPORTUNITY INSTL		2012-01-03	2012-05-21
34 264 WHG INCOME OPPORTUNITY INSTL		2011-07-01	2012-05-21
5448 155 WHG INCOME OPPORTUNITY INSTL		2011-02-25	2012-05-21
31 166 WHG INCOME OPPORTUNITY INSTL		2011-04-01	2012-05-21
35 271 WHG INCOME OPPORTUNITY INSTL		2011-10-03	2012-05-21
44 JPMORGAN		2011-02-25	2012-05-21
635 JPMORGAN		2011-02-25	2012-05-21
56 JPMORGAN		2011-02-25	2012-05-21
44 JPMORGAN		2011-02-25	2012-05-21
100 JPMORGAN		2011-02-25	2012-05-21
22 JPMORGAN		2011-02-25	2012-05-21
134 JPMORGAN		2011-02-25	2012-05-21
100 JPMORGAN		2011-02-25	2012-05-21
100 JPMORGAN		2011-02-25	2012-05-21
100 JPMORGAN		2011-02-25	2012-05-21
200 JPMORGAN		2011-02-25	2012-05-21
100 JPMORGAN		2011-02-25	2012-05-21
21 898 JPMORGAN		2011-12-07	2012-05-21

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)
21 8225 JPMORGAN		2011-06-07	2012-05-21
22 2795 JPMORGAN		2011-09-06	2012-05-21
0248 JPMORGAN		2011-09-06	2012-05-21
1003 861 DREYFUS EMERGING MARKETS I		2011-02-25	2012-05-21
1457 726 DREYFUS EMERGING MARKETS I		2011-11-21	2012-05-21
263 573 DREYFUS EMERGING MARKETS I		2011-12-30	2012-05-21
29 435 DREYFUS EMERGING MARKETS I		2011-12-30	2012-05-21
41 099 DREYFUS EMERGING MARKETS I		2011-12-30	2012-05-21
699 558 NUVEEN TRADEWINDS INTERNATIONAL VALUE I		2011-02-25	2012-05-21
683 995 NUVEEN TRADEWINDS INTERNATIONAL VALUE I		2011-11-21	2012-05-21
31 431 NUVEEN TRADEWINDS INTERNATIONAL VALUE I		2011-12-30	2012-05-21
57 809 PIMCO		2012-03-01	2012-05-21
102 492 PIMCO		2008-02-01	2012-05-21
114 179 PIMCO		2008-03-03	2012-05-21
98 731 PIMCO		2008-04-01	2012-05-21
108 297 PIMCO		2008-05-01	2012-05-21
6957 328 PIMCO		2011-11-21	2012-05-21
113 59 PIMCO		2008-06-02	2012-05-21
116 602 PIMCO		2007-12-03	2012-05-21
103 855 PIMCO		2008-01-02	2012-05-21
111 606 PIMCO		2008-07-01	2012-05-21
161 758 PIMCO		2007-12-13	2012-05-21
110 853 PIMCO		2008-08-01	2012-05-21
112 93 PIMCO		2007-11-01	2012-05-21
96 262 PIMCO		2007-10-01	2012-05-21
76 008 PIMCO		2007-03-01	2012-05-21
106 27 PIMCO		2007-04-02	2012-05-21
97 659 PIMCO		2007-05-01	2012-05-21
4833 172 PIMCO		2007-02-05	2012-05-21
121 85 PIMCO		2007-09-04	2012-05-21

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)
9062 965 PIMCO		2007-01-31	2012-05-21
102 179 PIMCO		2007-08-01	2012-05-21
111 351 PIMCO		2007-06-01	2012-05-21
107 31 PIMCO		2007-07-02	2012-05-21
55 773 PIMCO		2012-03-23	2012-05-21
5774 783 PIMCO		2011-11-21	2012-05-21
316 769 PIMCO		2011-12-29	2012-05-21
MORTGAGE POOLS - RETURN OF PRINCIPLE			
10 0 AT&T INC		2012-07-27	2012-11-21
5 ALTRIA GROUP INC		2012-07-27	2012-11-21
5000 AMERICAN TOWER		2012-07-13	2012-11-23
5 AMERN CAMPUS COMMUNITIES		2012-07-27	2012-11-21
5000 BE AEROSPACE		2012-07-19	2012-08-16
5 BRISTOL-MYERS SQUIBB		2012-07-27	2012-11-21
5000 CASE NEW HOLLAN		2012-07-19	2012-09-17
10 CENTURYLINK		2012-07-27	2012-11-21
5 CINCINNATI FINANCIAL		2012-07-03	2012-11-21
5000 CITIGROUP		2012-07-17	2012-12-07
20 CLECO CORPORATION			
5000 COMCAST CORP		2012-07-13	2012-11-26
5 CONSOLIDATED EDISON INC		2012-07-27	2012-11-21
5 DARDEN RESTAURANTS INC		2012-07-27	2012-11-21
5 DOMINION RES INC		2012-07-27	2012-11-21
5000 EL PASO ENERGY		2012-07-19	2012-11-21
5 GENUINE PARTS CO		2012-07-27	2012-11-21
5 GLAXOSMITHKLINE		2012-07-03	2012-11-21
5 HCP INC		2012-07-27	2012-11-21
5 HASBRO INC		2012-07-27	2012-11-21
10000 ILLINOIS ST		2012-07-06	2012-12-07
10 INTEL CORP		2012-07-03	2012-11-21

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)
5000 JABIL CIRCUIT		2012-07-05	2012-09-17
3333 KRAFT FOOD GROUP		2012-07-27	2012-10-02
5 LANDAUER INC		2012-07-03	2012-11-21
5 MERCK & CO INC		2012-07-27	2012-11-21
10 MERIDIAN BIOSCIENCE INC		2012-07-03	2012-11-21
5000 METRO PCS		2012-07-12	2012-12-05
15 MICROCHIP TECHNOLOGY		2012-10-02	2012-11-21
5 MID AMER APT		2012-07-27	2012-11-21
145 MONDELEZ INTL INC			2012-10-08
5 NATL HEALTH INVESTORS		2012-07-27	2012-11-21
5000 NEW JERSEY ST		2012-08-20	2012-12-18
5 PAYCHEX INC		2012-07-27	2012-11-21
15 PEOPLES UNITED FINL		2012-07-03	2012-11-21
10 PFIZER INCORPORATED		2012-07-27	2012-11-21
5 PHILIP MORRIS INTL INC		2012-07-27	2012-11-21
10 PITNEY BOWES INC		2012-07-03	2012-11-21
10 PLUM CREEK TIMBER CO		2012-07-27	2012-11-21
10000 PUERTO RICO COM		2012-07-06	2012-12-19
10 QUESTAR CORPORATION		2012-11-06	2012-11-21
10 REGAL ENTERTAINMENT GRP		2012-07-03	2012-11-21
15 RPM INTERNATIONAL INC		2012-07-03	2012-11-21
5 SEADRILL LTD		2012-07-27	2012-11-21
45 TIME WARNER CABLE			
10 TORTOISE ENERGY CAPITAL		2012-07-27	2012-11-21
5 WADDELL & REED FINL		2012-07-03	2012-11-21
20 WINDSTREAM CORPORATION		2012-07-03	2012-11-21
CAPITAL GAINS DIVIDENDS	P		

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)
113		122	-9
414		402	12
29,131		28,000	1,131
5		4	1
110		119	-9
114		118	-4
12,228		12,445	-217
15,228		15,499	-271
158		152	6
83		74	9
34		31	3
388		397	-9
461		457	4
401		392	9
63,783		62,015	1,768
365		355	10
413		384	29
1,637		1,670	-33
23,628		24,103	-475
2,084		2,125	-41
1,637		1,670	-33
3,721		3,795	-74
818		835	-17
4,986		5,085	-99
3,721		3,795	-74
3,721		3,795	-74
3,721		3,795	-74
7,442		7,590	-148
3,721		3,794	-73
815		822	-7

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)
812		795	17
829		802	27
1		1	0
9,080		13,015	-3,935
13,185		15,015	-1,830
2,384		2,370	14
266		265	1
372		369	3
13,725		19,015	-5,290
13,420		15,015	-1,595
617		672	-55
649		643	6
1,151		1,127	24
1,282		1,253	29
1,109		1,077	32
1,216		1,182	34
78,126		75,015	3,111
1,276		1,223	53
1,309		1,255	54
1,166		1,110	56
1,253		1,186	67
1,816		1,718	98
1,245		1,175	70
1,268		1,193	75
1,081		1,010	71
854		794	60
1,194		1,108	86
1,097		1,017	80
54,273		50,000	4,273
1,368		1,259	109

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)
101,771		93,541	8,230
1,147		1,046	101
1,250		1,138	112
1,205		1,090	115
579		591	-12
59,986		60,015	-29
3,290		3,161	129
		2,293	-2,293
336		371	-35
164		180	-16
5,467		5,332	135
222		237	-15
5,219		5,206	13
161		180	-19
5,938		5,828	110
378		413	-35
198		191	7
7,529		7,088	441
818		870	-52
6,621		6,625	-4
272		325	-53
262		261	1
251		275	-24
5,869		5,848	21
309		323	-14
213		230	-17
226		235	-9
186		182	4
11,252		10,979	273
192		267	-75

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)
6,031		5,885	146
15		14	1
290		297	-7
219		226	-7
198		206	-8
5,338		4,931	407
445		499	-54
307		347	-40
3,988		3,683	305
269		270	-1
7,280		7,407	-127
160		166	-6
175		178	-3
242		238	4
441		451	-10
109		148	-39
417		405	12
10,103		10,432	-329
192		201	-9
150		140	10
409		416	-7
194		199	-5
4,248		3,753	495
278		283	-5
161		154	7
164		197	-33
874			874

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) 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	
			-9
			12
			1,131
			1
			-9
			-4
			-217
			-271
			6
			9
			3
			-9
			4
			9
			1,768
			10
			29
			-33
			-475
			-41
			-33
			-74
			-17
			-99
			-74
			-74
			-74
			-148
			-73
			-7

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) 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	
			17
			27
			0
			-3,935
			-1,830
			14
			1
			3
			-5,290
			-1,595
			-55
			6
			24
			29
			32
			34
			3,111
			53
			54
			56
			67
			98
			70
			75
			71
			60
			86
			80
			4,273
			109

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) 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	
			8,230
			101
			112
			115
			-12
			-29
			129
			-2,293
			-35
			-16
			135
			-15
			13
			-19
			110
			-35
			7
			441
			-52
			-4
			-53
			1
			-24
			21
			-14
			-17
			-9
			4
			273
			-75

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	
			146
			1
			-7
			-7
			-8
			407
			-54
			-40
			305
			-1
			-127
			-6
			-3
			4
			-10
			-39
			12
			-329
			-9
			10
			-7
			-5
			495
			-5
			7
			-33
			874

Form 990PF Part VIII Line 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
NICOLE METCALF DE LOS SANTOS	TRUSTEE 0 00	0	0	0
4 210 MARKHAM HOUSTON,TX 77027				
KIMBERLY METCALF KRIBS	TRUSTEE 0 00	0	0	0
8 141 HANING DRIVE PLANO,TX 75205				
KRISTIN METCALF CRANE	TRUSTEE 0 00	0	0	0
9 215 CLUB GLEN DRIVE DALLAS,TX 75243				
NORMA JEAN METCALF	PRESIDENT 0 00	0	0	0
5 212 BRIAR TREE DALLAS,TX 75248				
RICHARD I METCALF	SECRETARY 0 00	0	0	0
5 212 BRIAR TREE DALLAS,TX 75248				

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>				
LUPUS FOUNDATION OF AMERICA 15441 KNOLL TRAIL SUITE 190 DALLAS,TX 75248	NONE	PUBLIC CHARITY	BENEVOLENT	1,258
ST THOMAS EPISCOPAL SCHOOL 4900 JACKWOOD HOUSTON,TX 77096	NONE	PUBLIC CHARITY	BENEVOLENT	3,000
ST TIMOTHY ACADEMY 4550 LEGACY DRIVE PLANO,TX 75024	NONE	PUBLIC CHARITY	BENEVOLENT	20,000
THE COVENANT KNIGHTS SCHOOL 7300 VALLEY VIEW LANE DALLAS,TX 75240	NONE	PUBLIC CHARITY	BENEVOLENT	3,000
PRINCE OF PEACE CHRISTIAN SCHOOL 4000 MIDWAY RD CARROLLTON,TX 75007	NONE	PUBLIC CHARITY	BELEVOLENT	5,000
Total  3a				32,258

TY 2012 Accounting Fees Schedule

Name: THE METCALF FOUNDATION

EIN: 75-2727773

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING	1,900	0		0

**TY 2012 Investments Corporate
Stock Schedule****Name:** THE METCALF FOUNDATION**EIN:** 75-2727773

Name of Stock	End of Year Book Value	End of Year Fair Market Value
PERSHING #021128	0	0
SCHWAB 7436	600,328	602,995

TY 2012 Investments - Other Schedule

Name: THE METCALF FOUNDATION

EIN: 75-2727773

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
TWM HIGH YIELD 2008 PARTNERSHIP	AT COST	0	0

TY 2012 Other Assets Schedule

Name: THE METCALF FOUNDATION

EIN: 75-2727773

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
DIVIDEND RECEIVABLE	1,340	54	54
DISTRIBUTIONS RECEIVABLE		3,795	3,795

TY 2012 Other Expenses Schedule

Name: THE METCALF FOUNDATION

EIN: 75-2727773

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TWM HIGH YIELD 2008 PARTNERSHIP	121	121		0
OTHER EXPENSE	148	148		0

TY 2012 Other Professional Fees Schedule

Name: THE METCALF FOUNDATION

EIN: 75-2727773

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MANAGEMENT FEES	1,893	1,893		0