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: HAMON CHARITABLE FOUNDATION

A Employer identification number: 75-2734057

Number and street (or P O box number if mail is not delivered to street address): 1925 LINCOLN PLAZA - 500 N. AKARD

Room/suite:

B Telephone number: 214-922-9850

City or town, state, and ZIP code: DALLAS, TX 75201-3329

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: [X] 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) ▶$ 142,447,905.

J Accounting method: ☐ Cash ☐ Accrual [X] Other (specify) MODIFIED CASH (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))

		(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	775,000.		N/A	
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	2,616,832.	1,477,263.		STATEMENT 1
	4 Dividends and interest from securities	2,007,643.	2,007,643.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	4,371,907.			
	b Gross sales price for all assets on line 6a 110,625,870.				
	7 Capital gain net income (from Part IV, line 2)		4,371,907.		
	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	-25,599.	-25,599.		STATEMENT 3
	12 **Total.** Add lines 1 through 11	9,745,783.	7,831,214.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	400,000.	400,000.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 4	295.	295.		0.
	b Accounting fees STMT 5	47,250.	47,250.		0.
	c Other professional fees STMT 6	695,571.	621,933.		0.
	17 Interest				
	18 Taxes STMT 7	22,847.	16,369.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses				
	24 Total operating and administrative expenses. Add lines 13 through 23	1,165,963.	1,085,847.		0.
	25 Contributions, gifts, grants paid	8,685,000.			8,685,000.
	26 Total expenses and disbursements. Add lines 24 and 25	9,850,963.	1,085,847.		8,685,000.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-105,180.			
	b **Net investment income** (if negative, enter -0-)		5,745,367.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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223501 12-05-12 LHA **For Paperwork Reduction Act Notice, see instructions.**

11451108 132995 HAMON-0001 2012.04040 HAMON CHARITABLE FOUNDATION HAMON-01

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Part II Balance Sheets (Attached schedules and amounts in the description column should be for end-of-year amounts only)		Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	17,064.	130,977.	130,977.
	2 Savings and temporary cash investments	27,981,430.	5,767,096.	5,767,096.
	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	6,261.	23,060.	23,060.
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 8	109,145,774.	130,263,542.	136,526,772.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	137,150,529.	136,184,675.	142,447,905.
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			
	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	137,150,529.	136,184,675.	
	30 **Total net assets or fund balances**	137,150,529.	136,184,675.	
	31 **Total liabilities and net assets/fund balances**	137,150,529.	136,184,675.	

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	137,150,529.
2 Enter amount from Part I, line 27a	2	-105,180.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	137,045,349.
5 Decreases not included in line 2 (itemize) ▶ AMORTIZATION OF BOND PREMIUM/DISCOUNT	5	860,674.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	136,184,675.

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 STATEMENTS			
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	110,625,870.		106,251,357.	4,371,907.

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				4,371,907.

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 — 4,371,907.

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	16,761,309.	23,878,972.	.701928
2010	0.	7,059,214.	.000000
2009	1,997,060.	6,827,217.	.292515
2008	197,088.	6,224,506.	.031663
2007	0.	5,911,483.	.000000

2	**Total** of line 1, column (d)	2	1.026106
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	.205221
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	142,644,270.
5	Multiply line 4 by line 3	5	29,273,600.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	67,454.
7	Add lines 5 and 6	7	29,341,054.
8	Enter qualifying distributions from Part XII, line 4	8	8,685,000.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ (attach copy of letter if necessary-see instructions)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	134,907.
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	134,907.
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	134,907.
6 Credits/Payments:				
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	7,346.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c	125,000.		
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	132,346.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	38.
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	2,599.
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11 Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶	**Refunded** ▶		11	

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?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
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		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		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*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	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		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?	6		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.*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ TX			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	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*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

			Yes	No
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 ▶ JOHN L ROACH Telephone no. ▶ (214) 922-9850

Located at ▶ 1925 LINCOLN PLAZA, 500 N AKARD, DALLAS, TX ZIP+4 ▶ 752013329

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
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		X
	See the 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 instructions)? N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	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? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)* 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

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 [X] 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 [X] No
(3) Provide a grant to an individual for travel, study, or other similar purposes? [ ] Yes [X] 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 [X] 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 [X] 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 — 5b
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 [X] No
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? — 6b — No: X
If "Yes" to 6b, file Form 8870.
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? [ ] Yes [X] 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
SEE STATEMENT 9		400,000.	0.	0.

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 NONE	0.
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 NONE	0.
2	
All other program-related investments. See instructions. 3 NONE	0.
Total. Add lines 1 through 3 ▶	0.

Form **990-PF** (2012)

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	128,045,026.
b	Average of monthly cash balances	1b	16,765,151.
c	Fair market value of all other assets	1c	6,341.
d	**Total** (add lines 1a, b, and c)	1d	144,816,518.
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	144,816,518.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	2,172,248.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	142,644,270.
6	**Minimum investment return.** Enter 5% of line 5	6	7,132,214.

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	7,132,214.
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a: 134,907.		
b	Income tax for 2012. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	134,907.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	6,997,307.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	6,997,307.
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	6,997,307.

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	8,685,000.
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	8,685,000.
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	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	8,685,000.

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				6,997,307.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years: ____ , ____ , ____		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009 1,036,132.				
d From 2010				
e From 2011 15,587,680.				
f **Total** of lines 3a through e	16,623,812.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 8,685,000.				
a Applied to 2011, but not more than line 2a			0.	
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				6,997,307.
e Remaining amount distributed out of corpus	1,687,693.			
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	18,311,505.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	18,311,505.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009 1,036,132.				
c Excess from 2010				
d Excess from 2011 15,587,680.				
e Excess from 2012 1,687,693.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) N/A

1 a 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 foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
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 XV Supplementary Information (Complete this part only if the foundation 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).)

NONE

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.

NONE

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ▶ ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed:

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 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
a Paid during the year				
VOLUNTEER CENTER OF NORTH TEXAS 2800 LIVE OAK DALLAS, TX 75204	NONE	CHARITY 501(C)(3)	TO SUPPORT THE CENTER'S MISSION TO TRANSFORM COMMUNITIES AND STRENGTHEN NONPROFITS THROUGH	10,000.
NORTH DALLAS SHARED MINISTRIES 2875 MERRELL RD DALLAS, TX 75229	NONE	CHARITY 501(C)(3)	TO SUPPORT THE MINISTRIES MISSION TO PROVIDE CHARITABLE ASSISTANCE TO PERSONS IN NEED TO THE DENTAL	100,000.
CROSSROADS COMMUNITY SERVICES-FIRST UNITED METHODIST CHURCH OF DALLAS 1822 YOUNG ST. DALLAS, TX 75201	NONE	CHARITY 501(C)(3)	TO SUPPORT THE CCS MISSION TO PROVIDE NUTRITIOUS FOODS AND CLOTHING TO FAMILIES IN NEED IN THE CITY OF	60,000.
CHILDRENS MEDICAL FOUNDATION OF TEXAS 1935 MEDICAL DISTRICT DR. DALLAS, TX 75235	NONE	CHARITY 501(C)(3)	TO PROVIDE FINANCIAL SUPPORT FOR THE CHILDRENS MEDICAL FOUNDATION TO ENABLE THE HOSPITAL TO MAKE	5,000,000.
AFRICAN AMERICAN MUSEUM PO BOX 150157 DALLAS, TX 75315	NONE	CHARITY 501(C)(3)	TO SUPPORT THE MUSEUM'S RESEARCH, IDENTIFICAITON, SELECTION, ACQUISITION,	25,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	8,685,000.
b Approved for future payment				
TRINITY TRUST FOUNDATION 1444 OAK LAWN AVENUE DALLAS, TX 75235	NONE	CHARITY 501(C)(3)	TO ASSIST IN THE FUNDING OF THE TRINITY RIVER PROJECT	6,000,000.
CHILDRENS MEDICAL FOUNDATION OF TEXAS 1935 MEDICAL DISTRICT DR. DALLAS, TX 75235	NONE	CHARITY 501(C)(3)	TO PROVIDE FINANCIAL SUPPORT FOR THE CHILDRENS MEDICAL FOUNDATION TO ENABLE THE HOSPITAL TO MAKE	5,000,000.
PROJECT TRANSFORMATION 547 E. JEFFERSON BLVD DALLAS, TX 75203	NONE	CHARITY 501(C)(3)	TO SUPPORT PROGRAMS TO ENGAGE YOUNG ADULTS IN PURPOSEFUL LEADERSHIP AND MINISTRY, SUPPORT UNDERSERVED CHILDREN	200,000.
Total SEE CONTINUATION SHEET(S)			▶ 3b	20,200,000.

** SEE PURPOSE OF GRANT CONTINUATIONS

Part XVI-A **Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
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	2,616,832.	
4 Dividends and interest from securities			14	2,007,643.	
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			14	-25,599.	
8 Gain or (loss) from sales of assets other than inventory			14	4,371,907.	
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.		8,970,783.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 8,970,783.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

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

			Yes	No
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?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
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
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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
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

Kelly E. Roeck — 11/11/13 — PRESIDENT

Signature of officer or trustee — Date — Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
DOROTHY HILBURN	Dorothy Hilburn	11/08/13		P00532126
Firm's name ▶ PEDERSEN JONES HUGHSTON & POAGE PLLC			Firm's EIN ▶ 45-2798366	
Firm's address ▶ 604 E. 4TH STREET, SUITE 101 FORT WORTH, TX 76102			Phone no. 817-878-2727	

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
HAMON CHARITABLE FOUNDATION	75-2734057

Organization type (check one)·

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions

General Rule

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

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not total to more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc , contributions of $5,000 or more during the year ▶ $ ____________

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

Name of organization	Employer identification number
HAMON CHARITABLE FOUNDATION	75-2734057

Part I **Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	ESTATE OF NANCY BLACKBURN HAMON 1925 LINCOLN PLAZA, 500 N. AKARD DALLAS, TX 75201	$ 775,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

Name of organization: HAMON CHARITABLE FOUNDATION

Employer identification number: 75-2734057

Part II **Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization: HAMON CHARITABLE FOUNDATION

Employer identification number: 75-2734057

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

(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

(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

(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

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	PUBLICLY TRADE SECURITIES (LEGG MASON)			
b	PUBLICLY TRADE SECURITIES (JP MORGAN)			
c	PUBLICLY TRADE SECURITIES (JP MORGAN)			
d	PUBLICLY TRADE SECURITIES (US TRUST)			
e	PUBLICLY TRADE SECURITIES (US TRUST)			
f	18 ENTERPRISE PRODUCTS PATRS LP		05/03/12	06/19/12
g	36130 POWERSHARESDB COMMODITY INDEX		04/17/12	07/30/12
h	238 KKR & CO LP		04/02/12	10/11/12
i	136 SUNOCO LOGISTICS PTRS LP		04/02/12	10/11/12
j	PUBLICLY TRADE SECURITIES (US TRUST WASH SALES)			
k	KKR & CO LP			
l	KKR & CO LP			
m	POWERSHARES DB COMMMODITY INDEX			
n	POWERSHARES DB COMMMODITY INDEX			
o	CAPITAL GAINS DIVIDENDS			

	(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	39,796,636.		38,118,043.	1,678,593.
b	6,530,916.		6,501,137.	29,779.
c	5,022,815.		4,644,286.	378,529.
d	26,100,491.		26,028,742.	71,749.
e	30,494,946.		28,808,186.	1,686,760.
f	877.		938.	-61.
g	995,348.		997,411.	-2,063.
h	3,540.		3,340.	200.
i	6,489.		5,081.	1,408.
j	1,144,193.		1,144,193.	0.
k				3.
l				791.
m				-1,066.
n				-2,334.
o	529,619.			529,619.

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				1,678,593.
b				29,779.
c				378,529.
d				71,749.
e				1,686,760.
f				-61.
g				-2,063.
h				200.
i				1,408.
j				0.
k				3.
l				791.
m				-1,066.
n				-2,334.
o				529,619.

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	4,371,907.
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

223591
05-01-12

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
EDUCATIONAL FIRST STEPS 2800 SWISS AVE DALLAS, TX 75204	NONE	CHARITY 501(C)(3)	TO PROVIDE SUPPORT TO IMPROVE THE QUALITY AND AVAILABILITY OF EARLY CHILDHOOD EDUCATION FOR	50,000.
FAMILY GATEWAY 3000 SAN JACINTO ST DALLAS, TX 75204	NONE	CHARITY 501(C)(3)	TO SUPPORT PROGRAMS TO EMPOWER HOMELESS FAMILIES WITH CHILDREN FOR SUCCESS AND SELF-SUFFICIENCY.	300,000.
UNIVERSITY OF TEXAS AT DALLAS 800 W. CAMPBELL ROAD, MP 13 RICHARDSON, TX 75080	NONE	CHARITY 501(C)(3)	TO PROVIDE FUNDS FOR THE UTEACH DALLAS ENDOWMENT TO FURTHER THE UNIVERSITY'S MISSION OF EDUCATION.	350,000.
WESLEY-RANKIN COMMUNITY CENTER 3100 CROSSMAN AVE DALLAS, TX 75212	NONE	CHARITY 501(C)(3)	TO PROVIDE SUPPORT FOR PROGRAMS HELPING CHILDREN WITH MATH SKILLS, READING AND HOMEWORK, AND	50,000.
PROJECT TRANSFORMATION 547 E. JEFFERSON BLVD DALLAS, TX 75203	NONE	CHARITY 501(C)(3)	TO SUPPORT PROGRAMS TO ENGAGE YOUNG ADULTS IN PURPOSEFUL LEADERSHIP AND MINISTRY, SUPPORT UNDERSERVED CHILDREN	50,000.
PEROT MUSEUM OF NATURE & SCIENCE PO BOX 151469 DALLAS, TX 75315	NONE	CHARITY 501(C)(3)	PROVIDE SUPPORT FOR THE MUSEUM'S MISSION OF INSPIRING MINDS THROUGH NATURE AND SCIENCE, INCLUDING	500,000.
DALLAS BLACK DANCE THEATRE PO BOX 131290 DALLAS, TX 75313	NONE	CHARITY 501(C)(3)	PROVIDE SUPPORT TO THE THEATRE TO SUSTAIN ARTISITC PROGRAMS AND TO CREATE AND PRODUCE CONTEMPORARY MODERN	50,000.
TEXAS A&M FOUNDATION 401 GEORGE BUSH DRIVE COLLEGE STATION, TX 77840	NONE	CHARITY 501(C)(3)	PROVIDE SUPPORT TO THE UNIVERSITY TO PROVIDE EDUCATION.	2,000,000.
COMMUNITIES FOUNDATION OF TEXAS 5500 CARUTH HAVEN LANE DALLAS, TX 75225	NONE	CHARITY 501(C)(3)	SUPPORT THE FOUNDATION TO IMPROVE THE LIVES OF PEOPLE ACROSS NORTH TEXAS, THROUGHOUT THE STATE, AND BEYOND BY	100,000.
THE BRIDGE 1818 CORSICANA DALLAS, TX 75201	NONE	CHARITY 501(C)(3)	PROVIDE SUPPORT TO END ADULT LONG-TERM HOMELESSNESS IN DALLAS THE AND SURROUDING AREA BY DEVELOPING,	10,000.
Total from continuation sheets				3,490,000.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
THE SALVATION ARMY-DFW 8787 N. STEMMONS FRWY, STE 800 DALLAS, TX 75247	NONE	CHARITY 501(C)(3)	TO FURTHER THE SALVATION ARMY'S MISSION TO PREACH THE GOSPEL OF JESUS CHRIST AND TO MEET HUMAN	10,000.
NORTH TEXAS FOOD BANK 4500 S. COCKRELL HILL RD DALLAS, TX 75236	NONE	CHARITY 501(C)(3)	TO PROVIDE FUNDS TO THE FOOD BANK TO PROVIDE ACCESS TO HUNGRY FAMILIES, CHILDREN AND SENIORS.	10,000.
AUSTIN STREET CENTER 2929 HICKORY STREET DALLAS, TX 75226	NONE	CHARITY 501(C)(3)	TO SUPPORT TO THE CENTER TO PROVIDE EMERGENCY SHELTER AND SERVICES TO HOMELESS MEN AND WOMEN IN	10,000.
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
PEROT MUSEUM OF NATURE & SCIENCE PO BOX 151469 DALLAS, TX 75315	NONE	CHARITY 501(C)(3)	PROVIDE SUPPORT FOR THE MUSEUM'S MISSION OF INSPIRING MINDS THROUGH NATURE AND SCIENCE, INCLUDING	1,500,000.
PARKLAND FOUNDATION 2777 N. STEMMONS FWY STE 1700 DALLAS, TX 75207	NONE	CHARITY 501(C)(3)	PROVIDE SUPPORT TO ADVANCE THE CLINICAL, EDUCATIONAL AND RESEARCH QUESTS OF PARKLAND HEALTH &	5,000,000.
TEACH FOR AMERICA 350 N. ST. PAUL ST., STE 2800 DALLAS, TX 75201	NONE	CHARITY 501(C)(3)	SUPPORT TEACH FOR AMERICA IN GROWING LEADERS WHO WORK TO ENSURE THAT KIDS GROWING UP IN POVERTY	1,000,000.
PRESBYTERIAN COMMUNITIES & SERVICES FOUNDATION 6100 COLWELL BLVD, STE. 225 DALLAS, TX 75039	NONE	CHARITY 501(C)(3)	SUPPORT TO PROVIDE THE VERY BEST CARE POSSIBLE FOR PEOPLE IN THE COMMUNITY WHO LIVE WITH LIFE LIMITING	1,500,000.
Total from continuation sheets				9,000,000.

Part XV | Supplementary Information

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

NAME OF RECIPIENT - VOLUNTEER CENTER OF NORTH TEXAS

TO SUPPORT THE CENTER'S MISSION TO TRANSFORM COMMUNITIES AND STRENGTHEN NONPROFITS THROUGH VOLUNTEERISM.

NAME OF RECIPIENT - NORTH DALLAS SHARED MINISTRIES

TO SUPPORT THE MINISTRIES MISSION TO PROVIDE CHARITABLE ASSISTANCE TO PERSONS IN NEED TO THE DENTAL CLINIC EXPNASION.

NAME OF RECIPIENT - CROSSROADS COMMUNITY SERVICES-FIRST UNITED METHODIST CHURCH OF DALLAS

TO SUPPORT THE CCS MISSION TO PROVIDE NUTRITIOUS FOODS AND CLOTHING TO FAMILIES IN NEED IN THE CITY OF DALLAS.

NAME OF RECIPIENT - CHILDRENS MEDICAL FOUNDATION OF TEXAS

TO PROVIDE FINANCIAL SUPPORT FOR THE CHILDRENS MEDICAL FOUNDATION TO ENABLE THE HOSPITAL TO MAKE LIFE BETTER FOR CHILDREN.

NAME OF RECIPIENT - AFRICAN AMERICAN MUSEUM

TO SUPPORT THE MUSEUM'S RESEARCH, IDENTIFICAITON, SELECTION, ACQUISITION, PRESENTATION & PRESERVATION OF VISUAL ART FORMS & HISTORICAL DOCUMENTS THAT RELATE TO THE AFRICAN AMERICAN COMMUNITY.

NAME OF RECIPIENT - EDUCATIONAL FIRST STEPS

TO PROVIDE SUPPORT TO IMPROVE THE QUALITY AND AVAILABILITY OF EARLY CHILDHOOD EDUCATION FOR ECONOMICALLY DISADVANTAGED CHILDREN

NAME OF RECIPIENT - WESLEY-RANKIN COMMUNITY CENTER

TO PROVIDE SUPPORT FOR PROGRAMS HELPING CHILDREN WITH MATH SKILLS,

Part XV Supplementary Information

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

READING AND HOMEWORK, AND NUTRITION FOR SENIOR CITIZENS, AND OTHER SUPPORT SERVICES.

NAME OF RECIPIENT - PROJECT TRANSFORMATION

TO SUPPORT PROGRAMS TO ENGAGE YOUNG ADULTS IN PURPOSEFUL LEADERSHIP AND MINISTRY, SUPPORT UNDERSERVED CHILDREN AND FAMILIES, AND CONNECT CHURCHES TO COMMUNITIES IN NEED.

NAME OF RECIPIENT - PEROT MUSEUM OF NATURE & SCIENCE

PROVIDE SUPPORT FOR THE MUSEUM'S MISSION OF INSPIRING MINDS THROUGH NATURE AND SCIENCE, INCLUDING EXHIBITS, SCHOLARSHIP PROGRAMS, AND OTHER PROGRAMS.

NAME OF RECIPIENT - DALLAS BLACK DANCE THEATRE

PROVIDE SUPPORT TO THE THEATRE TO SUSTAIN ARTISITC PROGRAMS AND TO CREATE AND PRODUCE CONTEMPORARY MODERN DANCE AT ITS HIGHEST LEVEL OF ARTISTIC EXCELLENCE.

NAME OF RECIPIENT - COMMUNITIES FOUNDATION OF TEXAS

SUPPORT THE FOUNDATION TO IMPROVE THE LIVES OF PEOPLE ACROSS NORTH TEXAS, THROUGHOUT THE STATE, AND BEYOND BY BUILDING BRIDGES BEWTEEN DONORS AND ORGANIZATIONS ACROSS EVERY NONPROFIT SECTOR.

NAME OF RECIPIENT - THE BRIDGE

PROVIDE SUPPORT TO END ADULT LONG-TERM HOMELESSNESS IN DALLAS THE AND SURROUDING AREA BY DEVELOPING, COORDINATING, AND/OR DELIVERING, OUTREACH, EMERGENCY SHELTER, & EDUCATIONAL SERVICES.

Part XV Supplementary Information

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

NAME OF RECIPIENT - THE SALVATION ARMY-DFW

TO FURTHER THE SALVATION ARMY'S MISSION TO PREACH THE GOSPEL OF JESUS CHRIST AND TO MEET HUMAN NEEDS WITHOUT DISCRIMIATION.

NAME OF RECIPIENT - AUSTIN STREET CENTER

TO SUPPORT TO THE CENTER TO PROVIDE EMERGENCY SHELTER AND SERVICES TO HOMELESS MEN AND WOMEN IN DALLAS.

Part XV Supplementary Information

3b Grants and Contributions Approved for Future Payment Continuation of Purpose of Grant or Contribution

NAME OF RECIPIENT - CHILDRENS MEDICAL FOUNDATION OF TEXAS

TO PROVIDE FINANCIAL SUPPORT FOR THE CHILDRENS MEDICAL FOUNDATION TO ENABLE THE HOSPITAL TO MAKE LIFE BETTER FOR CHILDREN.

NAME OF RECIPIENT - PROJECT TRANSFORMATION

TO SUPPORT PROGRAMS TO ENGAGE YOUNG ADULTS IN PURPOSEFUL LEADERSHIP AND MINISTRY, SUPPORT UNDERSERVED CHILDREN AND FAMILIES, AND CONNECT CHURCHES TO COMMUNITIES IN NEED.

NAME OF RECIPIENT - PEROT MUSEUM OF NATURE & SCIENCE

PROVIDE SUPPORT FOR THE MUSEUM'S MISSION OF INSPIRING MINDS THROUGH NATURE AND SCIENCE, INCLUDING EXHIBITS, SCHOLARSHIP PROGRAMS, AND OTHER PROGRAMS.

NAME OF RECIPIENT - PARKLAND FOUNDATION

PROVIDE SUPPORT TO ADVANCE THE CLINICAL, EDUCATIONAL AND RESEARCH QUESTS OF PARKLAND HEALTH & HOSPITAL SYSTEM

NAME OF RECIPIENT - TEACH FOR AMERICA

SUPPORT TEACH FOR AMERICA IN GROWING LEADERS WHO WORK TO ENSURE THAT KIDS GROWING UP IN POVERTY GET AN EXCELLENT EDUCATION.

NAME OF RECIPIENT - PRESBYTERIAN COMMUNITIES & SERVICES FOUNDATION

SUPPORT TO PROVIDE THE VERY BEST CARE POSSIBLE FOR PEOPLE IN THE COMMUNITY WHO LIVE WITH LIFE LIMITING ILLNESSES.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
DEUTSCHE BANK/LEGG MASON	1,116,738.
DEUTSCHE BANK/LEGG MASON - MUNI	424,483.
DEUTSCHE BANK/LEGG MASON - OID	2,545.
DEUTSCHE BANK/LEGG MASON - USGO	69,483.
ENTERPRISE PRODUCTS PARTNERS, LP	1.
JP MORGAN - 0008	42.
JP MORGAN - 0008	57,438.
JP MORGAN - 1007	7.
JP MORGAN - 5002	10.
JP MORGAN - 6001	201,587.
JP MORGAN - 8006	31.
JP MORGAN - 9007	13,823.
KKR & CO LP	123.
POWERSHARES DB COMMODITY INDEX	140.
US TRUST	72,733.
US TRUST	657,648.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	2,616,832.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DEUTSCHE BANK/LEGG MASON	776,170.	142,342.	633,828.
JP MORGAN 68006	605,664.	15,382.	590,282.
JP MORGAN 75002	49,826.	0.	49,826.
JP MORGAN 91007	26,410.	0.	26,410.
KKR & CO, LP	149.	0.	149.
SUNOCO LOGISTICS PARTNERS LP	31.	0.	31.
U.S. TRUST	1,079,012.	371,895.	707,117.
TOTAL TO FM 990-PF, PART I, LN 4	2,537,262.	529,619.	2,007,643.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
POWERSHARES DB COMMODITY INDEX	-25,656.	-25,656.	
SUNOCO LOGISTICS PARTNERS LP	57.	57.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-25,599.	-25,599.	

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OTHER FEES	295.	295.		0.
TO FM 990-PF, PG 1, LN 16A	295.	295.		0.

FORM 990-PF ACCOUNTING FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION FEES	12,750.	12,750.		0.
ACCOUNTING FEES	34,500.	34,500.		0.
TO FORM 990-PF, PG 1, LN 16B	47,250.	47,250.		0.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
HLB INTERNATIONAL-INSURANCE	17,142.	17,142.		0.
DEUTSCHE BANK-AGENCY FEES	47,516.	42,558.		0.
DEUTSCHE BANK-INV MGMT FEES	307,851.	275,728.		0.

DEUTSCHE BANK-INV EXPENSES	4,054.	4,054.		0.
U.S. TRUST-ACCT MGMT FEES	198,333.	161,776.		0.
U.S. TRUST-INVESTMENT EXPENSES	3,544.	3,544.		0.
JP MORGAN-ACCT MGMT FEES	117,131.	117,131.		0.
TO FORM 990-PF, PG 1, LN 16C	695,571.	621,933.		0.

FORM 990-PF | TAXES | STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAXES	6,478.	0.		0.
FOREIGN TAXES-DEUSTCHE BANK	9,145.	9,145.		0.
FOREIGN TAXES-U.S. TRUST	7,224.	7,224.		0.
TO FORM 990-PF, PG 1, LN 18	22,847.	16,369.		0.

FORM 990-PF | OTHER INVESTMENTS | STATEMENT 8

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
PURCHASED INTEREST	COST	0.	0.
DEUSTSHE BANK	COST	62,453,912.	66,420,280.
JP MORGAN 8006	COST	19,049,144.	20,441,524.
JP MORGAN 0008	COST	0.	0.
JP MORGAN 9007	COST	1,013,970.	1,039,939.
JP MORGAN 6001	COST	6,330,788.	6,358,273.
JP MORGAN 5002	COST	1,227,864.	1,397,237.
US TRUST	COST	38,678,479.	39,277,977.
JP MORGAN 91007	COST	1,509,385.	1,591,542.
TOTAL TO FORM 990-PF, PART II, LINE 13		130,263,542.	136,526,772.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 9

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
KELLY ROACH 1925 LINCOLN PLAZA, 500 N AKARD DALLAS, TX 75201	PRESIDENT/DIRECTOR 15.00	0.	0.	0.
JOHN L. ROACH 1925 LINCOLN PLAZA, 500 N AKARD DALLAS, TX 75201	VP/DIRECTOR 15.00	0.	0.	0.
LINDA J. DUNAVANT 1925 LINCOLN PLAZA, 500 N AKARD DALLAS, TX 75201	SECRETARY 15.00	0.	0.	0.
NANCY HALBREICH 9700 INWOOD ROAD DALLAS, TX 75220	DIRECTOR 1.00	100,000.	0.	0.
KERN WILDENTHAL M.D., PH.D. 4001 HANOVER STREET DALLAS, TX 75225	DIRECTOR 1.00	100,000.	0.	0.
RAY M.POAGE 604 EAST 4TH STREET, STE 101 FORT WORTH, TX 76102	DIRECTOR 1.00	100,000.	0.	0.
TOM M. SOUERS 1601 ELM STREET, SUITE 4500 DALLAS, TX 75201	DIRECTOR 1.00	100,000.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		400,000.	0.	0.

Form **8868** (Rev. January 2013)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

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

OMB No. 1545-1709

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

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

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

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

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

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

Type or print		
File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions. HAMON CHARITABLE FOUNDATION	Employer identification number (EIN) or 75-2734057
	Number, street, and room or suite no. If a P.O. box, see instructions. 1925 LINCOLN PLAZA - 500 N. AKARD	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. DALLAS, TX 75201-3329	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

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

COPY

- The books are in the care of ▶ JOHN L ROACH
1925 LINCOLN PLAZA, 500 N AKARD - DALLAS, TX 752013329
Telephone No. ▶ (214) 922-9850 FAX No. ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ____ . If this is for the whole group, check this box ▶ [ ] . If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

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

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

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	$ 132,346.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	$ 7,346.
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	$ 125,000.

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

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

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

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

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

Enter filer's identifying number, see instructions

Type or print. File by the due date for filing your return. See instructions		
	Name of exempt organization or other filer, see instructions HAMON CHARITABLE FOUNDATION	Employer identification number (EIN) or 75-2734057
	Number, street, and room or suite no. If a P.O. box, see instructions. 1925 LINCOLN PLAZA - 500 N. AKARD	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. DALLAS, TX 75201-3329	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

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

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

● The books are in the care of ▶ JOHN L ROACH 1925 LINCOLN PLAZA, 500 N AKARD - DALLAS, TX 752013329

Telephone No. ▶ (214) 922-9850 FAX No. ▶

● If the organization does not have an office or place of business in the United States, check this box ▶ [ ]

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

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

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

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

7 State in detail why you need the extension
ADDITIONAL TIME IS REQUIRED TO ACCUMULATE THE INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN.

COPY

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	$ 132,346.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	$ 132,346.
c	**Balance due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	$ 0.

Signature and Verification must be completed for Part II only.

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

Signature ▶ [signature] Title ▶ CPA Date ▶ 8-8-2013

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