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

OMB No 1545-0052

2012

Department of the Treasury
Internal Revenue Service

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

For calendar year 2012, or tax year beginning

, 2012, and ending

William B & Sadie L Adamson Charities,
Inc
1850 Elmwood Dr
Abilene, TX 79605

A Employer identification number
75-2778328

B Telephone number (see the instructions)
(325) 698-1578

C If exemption application is pending, check here ☐

D 1 Foreign organizations, check here ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity
☐ Final return ☐ Amended return
☐ Address change ☐ Name change

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, column (c), line 16) **J** Accounting method: ☒ Cash ☐ Accrual
\$ 1,206,365. ☐ Other (specify) _____
(Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc. received (att sch)				
2 Ck <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	40,478.	40,478.	40,478.	
5a Gross rents				
b Net rental income or (loss)				
6a Net gain/(loss) from sale of assets not on line 10	8,770.			
b Gross sales price for all assets on line 6a	607,165.			
7 Capital gain net income (from Part IV, line 2)		8,770.		
8 Net short-term capital gain			7,633.	
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit/(loss) (att sch)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	49,248.	49,248.	48,111.	
13 Compensation of officers, directors, trustees, etc	4,800.	4,800.	4,800.	4,800.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule) See St 1	1,384.	1,384.	1,384.	1,384.
b Accounting fees (attach sch) See St 2	1,600.	1,600.	1,600.	1,600.
c Other prof fees (attach sch)				
17 Interest				
18 Taxes (attach schedule)(see instrs) See Stm 3	71.	71.	71.	71.
19 Depreciation (attach sch) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) See Statement 4	4,599.	4,599.	4,599.	4,599.
24 Total operating and administrative expenses. Add lines 13 through 23	12,454.	12,454.	12,454.	12,454.
25 Contributions, gifts, grants paid Part XV	63,042.			63,042.
26 Total expenses and disbursements. Add lines 24 and 25	75,496.	12,454.	12,454.	75,496.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements.	-26,248.			
b Net investment income (if negative, enter -0-)		36,794.		
c Adjusted net income (if negative, enter -0-)			35,657.	

GA 16

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	11,076.	9,648.	9,648.
	2 Savings and temporary cash investments			
	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 instructions)			
	7 Other notes and loans receivable (attach sch)			
	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)	955,151.	810,228.	1,017,260.
	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)	34,833.	154,456.	154,457.	
14 Land, buildings, and equipment: basis				
Less: accumulated depreciation (attach schedule)				
15 Other assets (describe ▶ See Statement 5)	25,000.	25,002.	25,000.	
16 Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I)	1,026,060.	999,334.	1,206,365.	
LIABILITIES	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & 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.	
FUND ASSETS	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input checked="" type="checkbox"/>			
	24 Unrestricted	1,026,060.	999,334.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	1,026,060.	999,334.	
	31 Total liabilities and net assets/fund balances (see instructions)	1,026,060.	999,334.	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year — Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,026,060.
2 Enter amount from Part I, line 27a	2	-26,248.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	999,812.
5 Decreases not included in line 2 (itemize) ▶ See Statement 6	5	478.
6 Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	999,334.

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 shares MLC Company)

(b) How acquired
P — Purchase
D — Donation(c) Date acquired
(month, day, year)(d) Date sold
(month, day, year)

1a See Statement 7

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

b

c

d

e

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

(i) Fair Market Value
as of 12/31/69(j) Adjusted basis
as of 12/31/69(k) Excess of column (i)
over column (j), if any(l) Gains (Column (h)
gain minus column (k), but not less
than -0-) or Losses (from column (h))

a

b

c

d

e

2 Capital gain net income or (net capital loss).

If gain, also enter in Part I, line 7
If (loss), enter -0- in Part I, line 7

2

8,770.

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

7,633.

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.)

N/A

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 (column (b) divided by column (c))
2011			
2010			
2009			
2008			
2007			

2 Total of line 1, column (d)

2

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

4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5

4

5 Multiply line 4 by line 3

5

6 Enter 1% of net investment income (1% of Part I, line 27b).

6

7 Add lines 5 and 6

7

8 Enter qualifying distributions from Part XII, line 4

8

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)

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary — see instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b.		1	736.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (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	736.
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	736.
6 Credits/Payments:			
a 2012 estimated tax pmts and 2011 overpayment credited to 2012	6 a	747.	
b Exempt foreign organizations — tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c		
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments. Add lines 6a through 6d	7	747.	
8 Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	11.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0.	
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	11		
	Refunded		

Part VIIA Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>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</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation \$ 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? <i>If 'Yes,' attach a detailed description of the activities</i>		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? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a 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? <i>If 'No,' attach explanation</i>	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)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes', attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address <u>N/A</u>				
14	The books are in care of <u>Richard L Spalding</u> Telephone no. <u>(325) 698-1578</u>			
Located at <u>1850 Elmwood Dr Abilene TX</u> ZIP + 4 <u>79605</u>				
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	N/A
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country				

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
1 a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4947(d)-3 or in a current notice regarding disaster assistance (see instructions)?		
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?		
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
If 'Yes,' list the years <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>		
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)		
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.		
<u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>		
3 a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If 'Yes,' did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)		
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		
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?		

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Part VII B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (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**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)?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**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Richard L Spalding Sr 1850 Elmwood Dr Abilene, TX 79605	President 0	1,600.	0.	0.
Kaye Spalding 1850 Elmwood Dr Abilene, TX 79605	Vice Preside 0	1,600.	0.	0.
Richard L Spalding Jr 1850 Elmwood Dr Abilene, TX 79605	Sec/Treas 0	1,600.	0.	0.

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

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a Average monthly fair market value of securities	1 a	1,188,360.
b Average of monthly cash balances	1 b	62,568.
c Fair market value of all other assets (see instructions)	1 c	
d Total (add lines 1a, b, and c)	1 d	1,250,928.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	1,250,928.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	18,764.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,232,164.
6 Minimum investment return. Enter 5% of line 5	6	61,608.

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	61,608.
2 a Tax on investment income for 2012 from Part VI, line 5	2 a	736.
b Income tax for 2012. (This does not include the tax from Part VI.)	2 b	
c Add lines 2a and 2b	2 c	736.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	60,872.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	60,872.
6 Deduction from distributable amount (see instructions)	6	
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	60,872.

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	1 a	75,496.
b Program-related investments — total from Part IX-B	1 b	
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).	3 a	
b Cash distribution test (attach the required schedule)	3 b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	75,496.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	75,496.

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				60,872.
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			11,007.	
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 ▶ \$ 75,496.				
a Applied to 2011, but not more than line 2a			11,007.	
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				60,872.
e Remaining amount distributed out of corpus	3,617.			
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	3,617.			
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				0.
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	3,617.			
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	3,617.			

BAA

Form 990-PF (2012)

N/A

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

(4) Gross investment income

[illegible]

1 Information Regarding Foundation Managers:

None

None

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

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

See Statement 8

See Statement for Line 2a

c Any submission deadlines

See Statement for Line 2a

See Statement for Line 2a

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 Statement 9				
Total			3 a	63,042.
b Approved for future payment				
Total			3 b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

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) Exclu- sion 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					
4	Dividends and interest from securities			14	40,478.	
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	8,770.	
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)				49,248.	
13	Total. Add line 12, columns (b), (d), and (e)					49,248.

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

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

[illegible]

Statement 1
Form 990-PF, Part I, Line 16a
Legal Fees

	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Wagstaff	\$ 1,384.	\$ 1,384.	\$ 1,384.	\$ 1,384.
Total	<u>\$ 1,384.</u>	<u>\$ 1,384.</u>	<u>\$ 1,384.</u>	<u>\$ 1,384.</u>

Statement 2
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Rick Spalding	\$ 1,200.	\$ 1,200.	\$ 1,200.	\$ 1,200.
Tax Return	400.	400.	400.	400.
Total	<u>\$ 1,600.</u>	<u>\$ 1,600.</u>	<u>\$ 1,600.</u>	<u>\$ 1,600.</u>

Statement 3
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Foreign Taxes	\$ 71.	\$ 71.	\$ 71.	\$ 71.
Total	<u>\$ 71.</u>	<u>\$ 71.</u>	<u>\$ 71.</u>	<u>\$ 71.</u>

Statement 4
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Fees, Dues & Bank	\$ 4,464.	\$ 4,464.	\$ 4,464.	\$ 4,464.
Office Supplies	135.	135.	135.	135.
Total	<u>\$ 4,599.</u>	<u>\$ 4,599.</u>	<u>\$ 4,599.</u>	<u>\$ 4,599.</u>

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Statement 5
Form 990-PF, Part II, Line 15
Other Assets

	<u>Book Value</u>	<u>Fair Market Value</u>
Individual Customer Eye Wear Rounding	\$ 25,000.	\$ 25,000.
	2.	
Total	<u>\$ 25,002.</u>	<u>\$ 25,000.</u>

Statement 6
Form 990-PF, Part III, Line 5
Other Decreases

2011 Fed Tax Pd 2012	Total	\$ 478.
		<u>\$ 478.</u>

Statement 7
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

<u>Item</u>	<u>(a) Description</u>	<u>(b) How Acquired</u>	<u>(c) Date Acquired</u>	<u>(d) Date Sold</u>
1	3D Systems Corp	Purchased	Various	Various
2	ABIOMed	Purchased	6/11/2012	9/24/2012
3	Abbott Labs	Purchased	Various	Various
4	58 American Campus Communities	Purchased	Various	1/27/2012
5	500 AGNC	Purchased	Various	10/15/2012
6	Akorn	Purchased	Various	9/24/2012
7	Align Tech	Purchased	6/11/2012	Various
8	87 Altria	Purchased	Various	2/15/2012
9	Ancestry	Purchased	1/12/2012	Various
10	Athenahealth	Purchased	Various	3/12/2012
11	Athenahealth	Purchased	3/05/2012	9/24/2012
12	22 AT&T	Purchased	Various	5/24/2012
13	Auxilium	Purchased	Various	Various
14	BE Aerospace	Purchased	3/26/2012	5/14/2012
15	11 Bank Hawaii	Purchased	Various	5/30/2012
16	Bio-Reference	Purchased	Various	5/21/2012
17	Cavium	Purchased	2/06/2012	3/05/2012
18	Cavium	Purchased	Various	1/03/2012
19	Cheese Cake Factory	Purchased	Various	11/16/2012
20	CenturyLink	Purchased	Various	Various
21	Colfax Corp	Purchased	Various	Various
22	Colfax Corp	Purchased	Various	2/06/2012
23	Cullne/Frost Bank	Purchased	Various	5/30/2012
24	Equinix	Purchased	Various	Various
25	33 Exxon Mobil	Purchased	Various	4/23/2012
26	Extra Space	Purchased	Various	9/24/2012
27	Extra Space	Purchased	Various	Various
28	600 First Financial Bank	Purchased	Various	10/18/2012
29	147 SourceFire	Purchased	Various	8/13/2012
30	269 FootLocker	Purchased	Various	11/16/2012
31	304 Fortinet	Purchased	Various	Various

Statement 7 (continued)
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold
32	92 Fortinet	Purchased	Various	3/05/2012
33	312 Francescas	Purchased	9/24/2012	11/16/2012
34	260 Green Mountain Coffee	Purchased	Various	1/03/2012
35	152 Hain Celestial	Purchased	6/11/2012	Various
36	40 Harris	Purchased	Various	Various
37	76 Helix Energy Solutions	Purchased	Various	9/24/2012
38	1677 Helix Energy Solutions	Purchased	Various	Various
39	65 Home Depot	Purchased	Various	1/17/2012
40	260 HUB	Purchased	1/20/2012	Various
41	PFE	Purchased	Various	2/15/2012
42	408 Interactive Corp	Purchased	Various	Various
43	366 Impax Labs	Purchased	Various	11/16/2012
44	685 Jazz Pharmaceuticals	Purchased	Various	Various
45	12 Kimberly Clark	Purchased	Various	5/24/2012
46	87 LinkedIn	Purchased	3/05/2012	Various
47	128 Liquidity Services	Purchased	6/11/2012	9/24/2012
48	103 Mercadolibre	Purchased	Various	Various
49	550 Mentor Graphics	Purchased	9/24/2012	11/16/2012
50	109 Hansen Natural	Purchased	Various	9/24/2012
51	21 Hansen Natural	Purchased	Various	2/06/2012
52	53 Hansen Natural	Purchased	Various	Various
53	266 MSCI	Purchased	2/06/2012	Various
54	18 MicroSoft	Purchased	Various	5/30/2012
55	132 NU Skin	Purchased	Various	5/14/2012
56	61 Nucor	Purchased	Various	Various
57	262 Open Table	Purchased	Various	Various
58	8 Pepsico	Purchased	Various	5/30/2012
59	44 PG&E	Purchased	Various	5/30/2012
60	151 Polaris	Purchased	Various	Various
61	18 PPL	Purchased	Various	5/30/2012
62	310 Qlik Tech	Purchased	Various	1/03/2012
63	314 Qlik Tech	Purchased	2/06/2012	3/05/2012
64	205 Quest Star	Purchased	Various	1/18/2012
65	186 Quest Star	Purchased	6/11/2012	8/14/2012
66	144 Rack Space Hosting	Purchased	Various	Various
67	Halcon Resources	Purchased	Various	Various
68	150 Salix Pharm	Purchased	Various	9/24/2012
69	56 Salix Pharm	Purchased	Various	Various
70	57 Service Source	Purchased	Various	2/06/2012
71	245 Soda Stream	Purchased	Various	11/19/2012
72	117 SourceFire	Purchased	Various	3/05/2012
73	109 Solarwinds	Purchased	Various	Various
74	Solarwinds	Purchased	Various	Various
75	518 Service Source	Purchased	Various	3/05/2012
76	173 Taiwan Semiconductor	Purchased	Various	5/01/2012
77	213 Taleo	Purchased	Various	2/10/2012
78	381 Tumi Holdings	Purchased	9/24/2012	11/19/2012
79	343 TW Telecom	Purchased	Various	11/16/2012
80	195 Ulta Solon	Purchased	Various	Various
81	158 Under Armour	Purchased	Various	9/24/2012
82	188 Verisk Analytics	Purchased	Various	Various
83	19 Vodafone Airtouch	Purchased	Various	5/30/2012
84	161 Vitamin Shoppe	Purchased	9/24/2012	12/17/2012
85	72 Waste Management	Purchased	Various	7/16/2012
86	500 Xinhua	Purchased	Various	4/12/2012
87	218 Zumiez	Purchased	6/11/2012	9/24/2012

William B & Sadie L Adamson Charities,
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Statement 7 (continued)
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i) - (j)	(l) Gain (Loss)
1	16,117.		9,203.	6,914.				\$ 6,914.
2	8,103.		8,585.	-482.				-482.
3	2,971.		2,199.	772.				772.
4	2,402.		1,601.	801.				801.
5	15,940.		14,419.	1,521.				1,521.
6	7,301.		8,470.	-1,169.				-1,169.
7	6,888.		8,289.	-1,401.				-1,401.
8	2,527.		1,780.	747.				747.
9	7,598.		8,856.	-1,258.				-1,258.
10	996.		924.	72.				72.
11	8,480.		6,678.	1,802.				1,802.
12	738.		558.	180.				180.
13	8,174.		9,142.	-968.				-968.
14	7,602.		8,230.	-628.				-628.
15	523.		498.	25.				25.
16	7,016.		8,188.	-1,172.				-1,172.
17	8,998.		9,091.	-93.				-93.
18	7,838.		9,203.	-1,365.				-1,365.
19	8,782.		8,543.	239.				239.
20	1,118.		1,175.	-57.				-57.
21	8,473.		6,998.	1,475.				1,475.
22	2,606.		1,960.	646.				646.
23	913.		778.	135.				135.
24	9,849.		7,607.	2,242.				2,242.
25	2,830.		1,958.	872.				872.
26	331.		226.	105.				105.
27	2,713.		2,301.	412.				412.
28	20,654.		20,546.	108.				108.
29	7,058.		4,956.	2,102.				2,102.
30	9,009.		8,517.	492.				492.
31	7,264.		6,966.	298.				298.
32	2,447.		2,113.	334.				334.
33	7,699.		9,654.	-1,955.				-1,955.
34	11,977.		11,119.	858.				858.
35	8,610.		8,380.	230.				230.
36	1,780.		1,806.	-26.				-26.
37	1,476.		1,430.	46.				46.
38	27,560.		32,223.	-4,663.				-4,663.
39	2,817.		1,817.	1,000.				1,000.
40	8,859.		8,874.	-15.				-15.
41	2,108.		1,789.	319.				319.
42	17,812.		18,829.	-1,017.				-1,017.
43	7,195.		9,712.	-2,517.				-2,517.
44	27,582.		17,110.	10,472.				10,472.
45	940.		758.	182.				182.
46	10,548.		7,570.	2,978.				2,978.
47	6,821.		8,350.	-1,529.				-1,529.
48	8,325.		9,034.	-709.				-709.
49	7,403.		9,116.	-1,713.				-1,713.
50	5,865.		4,736.	1,129.				1,129.
51	2,215.		1,825.	390.				390.
52	3,333.		2,303.	1,030.				1,030.
53	8,926.		9,273.	-347.				-347.

William B & Sadie L Adamson Charities,
Inc

75-2778328

Statement 7 (continued)
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i) - (j)	(l) Gain (Loss)
54	517.		475.	42.				\$ 42.
55	5,449.		7,589.	-2,140.				-2,140.
56	2,469.		2,398.	71.				71.
57	11,244.		12,634.	-1,390.				-1,390.
58	548.		514.	34.				34.
59	1,934.		1,691.	243.				243.
60	10,314.		9,305.	1,009.				1,009.
61	491.		499.	-8.				-8.
62	7,608.		8,839.	-1,231.				-1,231.
63	9,326.		9,228.	98.				98.
64	7,749.		8,804.	-1,055.				-1,055.
65	7,254.		8,498.	-1,244.				-1,244.
66	6,970.		7,723.	-753.				-753.
67	10,690.		12,655.	-1,965.				-1,965.
68	6,498.		6,548.	-50.				-50.
69	2,634.		2,282.	352.				352.
70	989.		845.	144.				144.
71	8,349.		9,678.	-1,329.				-1,329.
72	5,547.		3,943.	1,604.				1,604.
73	3,365.		3,154.	211.				211.
74	13,062.		8,351.	4,711.				4,711.
75	7,728.		7,677.	51.				51.
76	2,690.		1,776.	914.				914.
77	9,658.		8,829.	829.				829.
78	8,187.		9,812.	-1,625.				-1,625.
79	8,510.		8,504.	6.				6.
80	10,279.		9,141.	1,138.				1,138.
81	8,863.		8,244.	619.				619.
82	8,368.		7,743.	625.				625.
83	513.		422.	91.				91.
84	9,018.		9,615.	-597.				-597.
85	2,251.		2,416.	-165.				-165.
86	18,160.		23,954.	-5,794.				-5,794.
87	5,823.		8,343.	-2,520.				-2,520.
Total								\$ 8,770.

Statement 8
Form 990-PF, Part XV, Line 2a-d
Application Submission Information

Name of Grant Program:

Name: Richard L Spalding

Care Of:

Street Address: 1850 Elmwood Dr

City, State, Zip Code: Abilene, TX 79605

Telephone: (325) 698-1578

E-Mail Address:

Form and Content:

Submit in letter form, the person or organization requesting funds, include a data sheet showing exempt organization history, charitable purpose, and specific need and purpose of funds requested.

Submission Deadlines:

None

Statement 8 (continued)
Form 990-PF, Part XV, Line 2a-d
Application Submission Information

Restrictions on Awards: None

Statement 9
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Abilene Arts Alliance 1101 N 1st St Abilene, TX 79601	None	501(c) (3)	Operations Support	\$ 29,592.
First Central Presbyterian Church 400 Orange Street Abilene, TX 79601	None	501(c) (3)	Operations Support	1,000.
The Grace Museum 102 Cypress Street Abilene, TX 79601	None	501(c) (3)	Operations Support	500.
Abilene Philharmonic Orchestra Assn 310 N Willis Abilene, TX 79603	None	501(c) (3)	Operations Support	150.
Serenity Foundation of Texas 150 Orange Street Abilene, TX 79601	None	501(c) (3)	Operations Support	10,000.
Abilene Preservation League 1174 N 1st St Abilene, TX 79601	None	501(c) (3)	Operations Support	250.
Alzheimer Association- 301 S Pioneer Abilene, TX 79605	None	501(c) (3)	Operations Support	600.
Cedar Creek Waterway Development 1850 Elmwood Abilene, TX 79605	None	501(c) (3)	Operations Support	15,000.
Global Vaccination for Cancer Prevention 1665 Antilley Suite 270 Abilene, TX 79606	None	501(c) (3)	Operations Support	2,000.

Statement 9 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Abilene Christian U KACU Public Radio ACU Box 27820 Abilene, TX 79699	None	501(c) (3)	Operations Support	\$ 600.
Abilene Open Door 3157 Russell Ave Abilene, TX 79605	None	501(c) (3)	Operations Support	2,500.
Recovery Resource Council 2700 Airport Freeway Fort Worth, TX 76111	None	501(c) (3)	Operations Support	250.
Taylor Jones Haskell County Medical 402 Cypress Abilene, TX 79601	None	501(c) (3)	Operations Support	600.
Total				\$ <u>63,042.</u>

**Application for Extension of Time To File an
Exempt Organization Return**

OMB No 1545-1709

Department of the Treasury
Internal Revenue Service► **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box. ☒
- 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.***Enter filer's identifying number, see instructions**

Type or print	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	William B & Sadie L Adamson Charities, Inc	75-2778328
	Number, street, and room or suite number. If a P.O. box, see instructions	Social security number (SSN)
	1850 Elmwood Dr	
File by the due date for filing your return. See instructions	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	Abilene, TX 79605	

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

04

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 (section 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ► Richard L Spalding

Telephone No. ► (325) 698-1578 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 8/15, 20 13, to file the exempt organization return for the organization named above. The extension is for the organization's return for

► ☒ calendar year 20 12 or► ☐ tax year beginning _____, 20 _____, and ending _____, 20 _____

- 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 \$	736.
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 \$	747.
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 \$	0.

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.