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

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 , 20

POSTMARK DATE NOV 13 2013

Name of foundation LUPE MURCHISON FOUNDATION		A Employer identification number 75-2953224
Number and street (or P O box number if mail is not delivered to street address) Room/suite		B Telephone number (see instructions) (972) 248-2200
16250 KNOLL TRAIL DR., SUITE 110 City or town, state, and ZIP code DALLAS, TX 75248		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 46,752,459.	J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants etc., received (attach schedule)					
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		23,666.	23,666.		ATCH 1
4 Dividends and interest from securities		908,006.	908,006.		ATCH 2
5a Gross rents		-24,617.	-30,681.		
b Net rental income or (loss) -24,617.					
6a Net gain or (loss) from sale of assets not on line 10		534,335.			
b Gross sales price for all assets on line 6a 9,573,663.					
7 Capital gain net income (from Part IV, line 2)			495,401.		
8 Net short-term capital gain					
9 Income modifications					
10 a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)		662,872.	427,520.		
11 Other income (attach schedule)		2,104,262.	1,823,912.		
12 Total Add lines 1 through 11		133,840.	50,190.		66,920.
13 Compensation of officers, directors, trustees, etc.					
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees (attach schedule)		14,666.	7,333.		4,890.
b Accounting fees (attach schedule)		90,251.	45,125.		30,090.
c Other professional fees (attach schedule)		125,357.	101,873.		
17 Interest					
18 Taxes (attach schedule) (see instructions)		19,677.	17,970.		
19 Depreciation (attach schedule) and depletion		363,636.	47,621.		
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (attach schedule)		282,482.	280,510.		37.
Total operating and administrative expenses.					
Add lines 13 through 23		1,029,909.	550,622.		101,937.
24 Contributions, gifts, grants paid		2,230,053.			2,230,053.
25 Total expenses and disbursements Add lines 24 and 25		3,259,962.	550,622.	0	2,331,990.
26 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements		-1,155,700.			
b Net investment income (if negative, enter -0-)			1,273,290.		
c Adjusted net income (if negative, enter -0-)					

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	6,963,180.	3,439,293.	3,439,293.
	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 schedule) ▶ * Less allowance for doubtful accounts ▶	150,000.	* 75,000. 75,000.	ATCH 9 75,000.
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U S and state government obligations (attach schedule),			
	b Investments - corporate stock (attach schedule) ATCH 10	216,831.	420,407.	420,407.
	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) ATCH 11	39,194,043.	42,812,759.	42,812,759.
	14 Land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶			
15 Other assets (describe ▶ ATCH 12)	20,000.	5,000.	5,000.	
16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	46,544,054.	46,752,459.	46,752,459.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	0	0		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	43,096,024.	44,460,129.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	3,448,030.	2,292,330.	
29 Retained earnings, accumulated income, endowment, or other funds				
30 Total net assets or fund balances (see instructions),	46,544,054.	46,752,459.		
31 Total liabilities and net assets/fund balances (see instructions)	46,544,054.	46,752,459.		

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	46,544,054.
2 Enter amount from Part I, line 27a	2	-1,155,700.
3 Other increases not included in line 2 (itemize) ▶ ATCH 13	3	1,364,105.
4 Add lines 1, 2, and 3	4	46,752,459.
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	46,752,459.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV SCHEDULE				
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				(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
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	495,401.
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			{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	3

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
 If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see 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	2,060,169.	46,497,676.	0.044307
2010	2,243,365.	43,916,438.	0.051083
2009	2,264,052.	43,608,965.	0.051917
2008	2,607,033.	45,296,272.	0.057555
2007	2,321,403.	51,222,324.	0.045320
2 Total of line 1, column (d)			2 0.250182
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.050036
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 45,985,778.
5 Multiply line 4 by line 3			5 2,300,944.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 12,733.
7 Add lines 5 and 6			7 2,313,677.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions			8 2,331,990.

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

Table with 11 rows for excise tax calculations. Includes sub-rows 6a-6d for credits and payments. Total tax due is 15,271 and overpayment is 12,736.

Part VII-A Statements Regarding Activities

Table with 10 rows of activity statements and a Yes/No column. Questions cover political influence, expenditures, and reporting requirements.

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) 11 X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) 12 X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? 13 X
Website address N/A
14 The books are in care of J. V. SMITH PC C/O JERRY SMITH Telephone no 972/248-2200
Located at 16250 KNOLL TRAIL DR, SUITE 110 DALLAS, TX ZIP+4 75248
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here
and enter the amount of tax-exempt interest received or accrued during the year 15
16 At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? 16 Yes No 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.

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 X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? X Yes No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes X No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? X 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 X 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 X 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)? 1b X
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 X 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) 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? X 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) 3b X
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 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)? **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? 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? **6b** 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 No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b** X

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
ATCH 14		133,840.	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

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
ATCH 15		175,643.

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

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 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 NONE		
2		
All other program-related investments See instructions		
3 NONE		
Total. Add lines 1 through 3		▶

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	16,342,373.
b	Average of monthly cash balances	1b	5,077,536.
c	Fair market value of all other assets (see instructions)	1c	25,266,160.
d	Total (add lines 1a, b, and c)	1d	46,686,069.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	46,686,069.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	700,291.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	45,985,778.
6	Minimum investment return. Enter 5% of line 5	6	2,299,289.

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	2,299,289.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	12,733.
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	12,733.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,286,556.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	2,286,556.
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	2,286,556.

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	2,331,990.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	2,331,990.
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	12,733.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,319,257.

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				2,286,556.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			2,185,507.	
b Total for prior years 20 10, 20 09, 20 08				
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e				
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 2,331,990.				
a Applied to 2011, but not more than line 2a			2,185,507.	
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2012 distributable amount				146,483.
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 . (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				2,140,073.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a		0		
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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

NOT APPLICABLE

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)

Table with 5 columns: (a) 2012, (b) 2011, (c) 2010, (d) 2009, (e) Total. Rows include 2a (Adjusted net income), 2b (85% of line 2a), 2c (Qualifying distributions from Part XII), 2d (Amounts included in line 2c not used directly for active conduct of exempt activities), 2e (Qualifying distributions made directly for active conduct of exempt activities), 3 (Alternative tests: Assets, Endowment, Support).

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

ATCH 16

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

ATCH 17

c Any submission deadlines

NONE

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

ATCH 18

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
<p>a <i>Paid during the year</i></p> <p>ATCH 19</p>				
Total ▶ 3a				2,230,053.
<p>b <i>Approved for future payment</i></p>				
Total ▶ 3b				

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

- 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... a Transfers from the reporting foundation to a noncharitable exempt organization of (1) Cash (2) Other assets b Other transactions (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees d If the answer to any of the above is "Yes," complete the following schedule

Table with 2 columns: Yes, No. Rows for 1a(1), 1a(2), 1b(1), 1b(2), 1b(3), 1b(4), 1b(5), 1b(6), 1c.

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Row 1 contains 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

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship.

Sign Here Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge. Signature of officer or trustee, Date 11-13-13, Title Trustee.

May the IRS discuss this return with the preparer shown below (see instructions)? X Yes No

Paid Preparer Use Only Print/Type preparer's name Jerry Donuth Smith, Preparer's signature, Date 11/12/13, Check self-employed, PTIN P01605487, Firm's name J. V. SMITH PROFESSIONAL CORP., Firm's EIN 75-1785076, Firm's address 16250 KNOLL TRAIL DR., SUITE 110 DALLAS, TX 75248, Phone no 972/248-2200

**FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
7,513,618.		GLOVISTA 1099B PROPERTY TYPE: SECURITIES 7,502,175.				P	11,443.	
7,084.		GLOVISTA CG DISTRIBUTION/ADJUSTMENT PROPERTY TYPE: SECURITIES				P	7,084.	
1,037,349.		CHARLES SCHWAB 1099 PROPERTY TYPE: SECURITIES 954,296.				P	01/04/2007	11/21/2012
11,680.		CHARLES SCHWAB ST DISTRIBUTION PROPERTY TYPE: SECURITIES				P	11,680.	
14,591.		CHARLES SCHWAB LT DISTRIBUTION				P	14,591.	
462,697.		SHAHER CULLEN 1099B PROPERTY TYPE: SECURITIES 492,724.				P	-30,027.	
1,576.		SHAHER CULLEN CG DISTRIBUTION PROPERTY TYPE: SECURITIES				P	1,576.	
519,923.		INVESTMENT GAIN/LOSS FROM K-1S PROPERTY TYPE: SECURITIES				P	519,923.	
5,145.		ART SALE PROPERTY TYPE: OTHER 129,067.				D	06/07/2001	08/29/2012
TOTAL GAIN (LOSS)							<u>495,401.</u>	

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
GRAND BANK CHG	111.	111.
GRAND BANK MMA	16,198.	16,198.
ROYAL GORGE INTEREST	7,350.	7,350.
CREDIT SUISSE BROKERAGE	4.	4.
IRS	3.	3.
TOTAL	<u>23,666.</u>	<u>23,666.</u>

ATTACHMENT 2

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
ORD DIVIDENDS CHARLES SCHWAB ND22435592	107,790.	107,790.
QUAL DIVIDENDS CHARLES SCHWAB NC2243559	249,418.	249,418.
DIVIDENDS - GLOVISTA	9,906.	9,906.
DIVIDENDS - SCHAEFFER	46,375.	46,375.
ANALYTIC SYSTEMS	21,890.	21,890.
MURCHISON HOLDINGS	1.	1.
SILVERCREEK INTEREST	12,250.	12,250.
JDM MINERALS LTD INTEREST	16.	16.
LA PLATA LGM INTEREST	506.	506.
LGM RESOURCES INTEREST	62.	62.
LGM STARR COUNTY INTEREST	33.	33.
ENCAP INTEREST	26,817.	26,817.
ENCAP DIVIDENDS	192,767.	192,767.
ATLANTIC TRUST FUND MLP INTEREST	25,198.	25,198.
ATLANTIC TRUST FUND MLP DIVIDENDS	8,523.	8,523.
BRANDYWINE INTEREST	123,016.	123,016.
MONTAUK TRIGUARD INTEREST	7,280.	7,280.
MONTAUK TRIGUARD DIVIDENDS	18,605.	18,605.
LKCM DIVIDEND INCOME	57,496.	57,496.
ESPUELA II INTEREST	43.	43.
ESPUELA III INTEREST	14.	14.
TOTAL	<u>908,006.</u>	<u>908,006.</u>

FORM 990PF, PART I - OTHER INCOME

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INCOME FROM FINANCIAL STATEMENTS:		
OTHER INCOME	11,200.	
INCOME FROM PARTNERSHIPS:		
OTHER INCOME:		
ESPUELA GAS PARTNERS	13,809.	
JDM MINERALS	6,577.	
LA PLATA LGM CORP	58,985.	
LGM RESOURCES	9,864.	
LGM STARR COUNTY LP	17,897.	
GRAND ISLE	-283.	
ATLANTIC TRUST MLP	-13,246.	2,115.
BRANDYWINE GLOBAL FIXED INCOME FUND	8,308.	8,308.
MONTAUK TRIGUARD	-20,331.	-3,160.
LKCM	301.	1,642.
ESPUELA GAS PARTNERS II	156,192.	
ESPUELA GAS PARTNERS III	-11,052.	
ROYALTIES:		
ESPUELA GAS PARTNERS 2005	5,122.	
JDM MINERALS	206,799.	206,799.
LA PLATA COUNTY LGM CORP	17,387.	17,387.
LGM RESOURCES LLC	194,211.	194,211.
WARD TRUST	29.	29.
AT MLP FUND	914.	
MONTAUK TRIGUARD	118.	118.
LONE STAR JOCKEY CLUB	71.	71.
TOTALS	<u>662,872.</u>	<u>427,520.</u>

LUPE MURCHISON FOUNDATION

75-2953224

ATTACHMENT 4

FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
LEGAL FEES-OTHER	14,666.	7,333.		4,890.
TOTALS	<u>14,666.</u>	<u>7,333.</u>		<u>4,890.</u>

LUPE MURCHISON FOUNDATION

75-2953224

ATTACHMENT 5

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
ACCOUNTING	90,251.	45,125.		30,090.
TOTALS	<u>90,251.</u>	<u>45,125.</u>		<u>30,090.</u>

LUPE MURCHISON FOUNDATION

75-2953224

ATTACHMENT 6

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
ADVISORY/DUE DILLIGENCE- OTHER	31,423.	31,423.
INVESTMENT ADVISORY FEE-CAPROC	62,500.	46,875.
TAX PREPARATION	31,434.	23,575.
TOTALS	<u>125,357.</u>	<u>101,873.</u>

LUPE MURCHISON FOUNDATION

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ATTACHMENT 7

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
NET INVESTMENT TAXES	20,000.	
NET UBTI TAXES PAID	-18,293.	
PROPERTY TAXES PAID	28.	28.
FOREIGN TAXES PAID	17,942.	17,942.
TOTALS	<u>19,677.</u>	<u>17,970.</u>

LUPE MURCHISON FOUNDATION

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ATTACHMENT 8

FORM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
PROPERTY & LIABILITY INSURANCE	25,387.	25,387.	
BANK FEES	111.	55.	37.
ROYALTY EXPENSES	109,327.	109,292.	
OTHER PORTFOLIO EXPENSES	145,428.	145,428.	
NON-DEDUCTIBLE EXPENSES	1,534.		
SUBSCRIPTIONS	695.	348.	
TOTALS	<u>282,482.</u>	<u>280,510.</u>	<u>37.</u>

ATTACHMENT 9

FORM 990PF, PART II - OTHER NOTES AND LOANS RECEIVABLE

BORROWER: JERRY V. SMITH, TRUSTEE
 ORIGINAL AMOUNT: 900,000.
 INTEREST RATE: 4.900000
 DATE OF NOTE: 11/01/2001
 REPAYMENT TERMS: ANNUAL INSTALLMENT OF \$75,000 PLUS 4.9% INT ON BAL
 SECURITY PROVIDED: ROYAL GORGE STOCK
 PURPOSE OF LOAN: LGM ESTATE SOLD 100% OF STOCK IN BUSINESS

BEGINNING BALANCE DUE	150,000.
ENDING BALANCE DUE	<u>75,000.</u>
ENDING FAIR MARKET VALUE	<u>75,000.</u>
TOTAL BEGINNING OTHER NOTES AND LOANS RECEIVABLE	<u>150,000.</u>
TOTAL ENDING BOOK - OTHER NOTES AND LOANS RECEIVABLE	<u>75,000.</u>
TOTAL ENDING FMV - OTHER NOTES AND LOANS RECEIVABLE	<u>75,000.</u>

ATTACHMENT 10

FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
GULF COAST WATER CO. 351 SH	105,300.	395,407.	395,407.
FRANKLIN BANK STOCK	111,531.		
ANALYTIC SYSTEMS CORP.		25,000.	25,000.
TOTALS	<u>216,831.</u>	<u>420,407.</u>	<u>420,407.</u>

ATTACHMENT 11

FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
EQUITY FUNDS:			
MSCI ETF HIGH DIVIDEND EQUITY		530,472.	530,472.
ISHARES MSCI GROWTH INDEX FUND	1,238,306.	1,441,050.	1,441,050.
MORGAN STANLEY INTERNATIONAL	2,154,329.	2,576,681.	2,576,681.
VANGUARD DIVIDEND	3,915,935.	3,304,756.	3,304,756.
VANGUARD GROWTH INDEX	2,339,323.	2,737,302.	2,737,302.
VANGUARD 500 INDEX	710,970.	824,543.	824,543.
GLOVISTA EQUITIES	85,127.		
GLOVISTA ETFs	684,914.		
SCHAEFFER CULLEN EQUITIES	810,689.	1,617,727.	1,617,727.
BOND FUNDS:			
PIMCO REAL RETURN FUND	991,139.	1,082,825.	1,082,825.
DOUBLELINE TOTAL RETURN FUND	252,181.	809,585.	809,585.
PIMCO TOTAL RETURN FUND			
STONE HARBOR LOCAL	991,801.	1,130,476.	1,130,476.
DOMESTIC PARTNERSHIPS:			
WARD TRUST		500.	500.
LKCM PARTNERSHIP	3,316,479.	3,794,738.	3,794,738.
ESPUELA GAS PARTNERS 2005, LP	267,630.		
JDM MINERALS LTD	315,861.	447,274.	447,274.
LA PLATA COUNTY LGM CORP	1,401,965.	539,707.	539,707.
LGM RESOURCES LLC	430,720.	611,344.	611,344.
LGM RESOURCES STARR COUNTY LP	247,443.	123,096.	123,096.
GRAND ISLE-LGM RESOURCES STARR			
GLEN ABBEY LP	2,200,000.	1,070,000.	1,070,000.
ATLANTIC TRUST MLP FUND, LLC	1,035,042.	1,713,202.	1,713,202.
ENCAP ENERGY INFRASTRUCTURE FE	448,361.	423,182.	423,182.
225 CANYON ROAD LIMITED	1,275,214.	1,243,886.	1,243,886.
LONE STAR RACE PARK		2,000.	2,000.
SILVERCREEK LOW VOLUME STRATEG	2,222,894.	1,727,610.	1,727,610.
CS SENIOR LOAN FUND		1,013,906.	1,013,906.
BRANDYWINE GLOBAL FUND	2,999,104.	2,368,624.	2,368,624.
ESPUELA GAS PARTNERS II LP	755,915.	1,688,887.	1,688,887.

ATTACHMENT 11 (CONT'D)

FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
MONTAUK TRIGUARD FUND, LP	1,233,178.	1,204,139.	1,204,139.
ESPUELA GAS PARTNERS III LP	287,020.	274,661.	274,661.
OFFSHORE INVESTMENTS:			
PINEHURST INSTITUTIONAL FD	3,835,855.	2,820,275.	2,820,275.
BURGUNDY SMALL CAP FUND		1,000,000.	1,000,000.
COMMERCE STREET INCOME	363,752.	260,978.	260,978.
G.S. DISTRESSED FUND, LP	878,673.	642,056.	642,056.
SONSNOWSKI FUND	484,016.		
BLUE LION CAPITAL	1,020,207.	1,135,378.	1,135,378.
CANDLEWOOD FUND		1,057,605.	1,057,605.
SEER CAPITAL		1,082,425.	1,082,425.
BLUE LION BANK FUND		511,869.	511,869.
TOTALS	<u>39,194,043.</u>	<u>42,812,759.</u>	<u>42,812,759.</u>

ATTACHMENT 12

FORM 990PF, PART II - OTHER ASSETS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
ART	20,000.	5,000.	5,000.
TOTALS	<u>20,000.</u>	<u>5,000.</u>	<u>5,000.</u>

ATTACHMENT 13

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
BOOK/TAX DIFF GAIN RECOG/UNREALIZED APPR	1,364,105.
TOTAL	<u>1,364,105.</u>

LUPE MURCHISON FOUNDATION

75-2953224

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 14

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
JERRY V SMITH 16250 KNOLL TRAIL DRIVE, STE 110 DALLAS, TX 75007 COMPENSATION RELATED TO TRUSTEE WORK (PAID TO JVSPC) \$107,710	TRUSTEE, ACCOUNTANT, RECORDS 4 00	107,710	0	0
ROBERT MCCULLOCH 901 MAIN STREET, STE 3100 DALLAS, TX 75201 TRUSTEE FEES \$ 10,205	TRUSTEE 25	10,205.	0	0
D. MICHAEL REDDEN 5720 GLENEAGLES DRIVE PLANO, TX 75093 TRUSTEE FEES \$15,925	TRUSTEE 25	15,925	0	0
	GRAND TOTALS	<u>133,840.</u>	<u>0</u>	<u>0</u>

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

JERRY V. SMITH, TRUSTEE
16250 KNOLL TRAIL DRIVE, STE 110
DALLAS, TX 75248
972/248-2200

990PF, PART XV - FORM AND CONTENTS OF SUBMITTED APPLICATIONS

APPLICATION SHOULD BE SUBMITTED IN WRITING AND INCLUDE INTERNAL
REVENUE CODE ORGANIZATION STATUS.

990PF, PART XV - RESTRICTIONS OR LIMITATIONS ON AWARDS

MUST BE AN IRC QUALIFIED CHARITABLE ORGANIZATION-THE FOUNDATION CONTRIBUTES TO IRC CHARITABLE ORGANIZATIONS, FOCUSING PRIMARILY ON (I) QUALIFIED CHARITABLE ORGANIZATION THAT ADMINISTER THE FUNDING OF PROGRAMS THAT PROVIDE EDUCATIONAL AND MEDICAL BENEFITS TO CHILDREN, (II) QUALIFIED CHARITABLE ORGANIZATIONS THAT ADMINISTER THE FUNDING OF STUDENT SCHOLARSHIPS, AND (III) GRANTS TO THE SOUTHWESTERN MEDICAL FOUNDATION.

LUPE MURCHISON FOUNDATION

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FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 19

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
METHODIST HEALTH SYSTEM FOUNDATION P O BOX 655999 DALLAS, TX 75265-5999	PUBLIC	DONATION TO HELP ENHANCE THE PEDIATRIC EMERGENCY AND TRAUMA SERVICES	150,000
CHRISTIAN COMMUNITY ACTION 200 SOUTH MILL STREET LEWISVILLE, TX 75057	PUBLIC	DONATION TO CHARITY GENERAL FUND	330,000
FOSTERS HOME FOR CHILDREN 1779 N GRAHAM STEPHENVILLE, TX 76401	PUBLIC	DONATION TO CHARITY GENERAL FUND	25,000
THE UNIVERSITY OF NORTH TEXAS FOUNDATION P O BOX 64469 DENTON, TX 76201	PUBLIC	DONATION TO THE GRADUATE FELLOWSHIP ENDOWMENT TO HELP PROVIDE SCHOLARSHIPS FOR STUDENTS	500,000
MERCY STREET 3801 HOLYSTONE DALLAS, TX 75212	PUBLIC	MISSION GENERAL FUND	150,000
COUNCIL FOR LIFE 4516 LOVERS LANE, FNB NO 103 DALLAS, TX 75225-6993	PUBLIC	DONATION TO CHARITY GENERAL FUND	50,000

LUPE MURCHISON FOUNDATION

75-2953224

FORM 990FE, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 19 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
INVOLVED FOR LIFE, INC 525 N ERVAY STREET DALLAS, TX 75201	PUBLIC	DONATION TO HELP FUND THE DOWNTOWN PREGNANCY CENTER 'SAVE THE STORKS' INITIATIVE	25,000
SOUTHWESTERN MEDICAL FOUNDATION 5323 HARRY HINES BLVD DALLAS, TX 75390-9166	PUBLIC	DONATION TO HOSPITAL	400,000
DALLAS THEOLOGICAL SEMINARY 3909 SWISS AVENUE DALLAS, TX 75204	PUBLIC	DONATION TO CHARITY GENERAL FUND	75,000
CIRCLE TEN COUNCIL, BSA 8605 HARRY HINES BLVD DALLAS, TX 75235	PUBLIC	TO GENERAL FUND OF PHOENIX HOUSES OF TEXAS	25,000
CENTER FOR STUDY OF NEW TESTAMENT MANUSCRIPTS 2001 WEST PLANO PKWY STE 1043 PLANO, TX 75075	PUBLIC	DONATION TO GENERAL FUND	25,000
TEXAS HEALTH PRESBYTERIAN FOUNDATION 8440 WALNUT HILL LANE, STE 800 DALLAS, TX 75231-4496	PUBLIC	DONATION TO CHARITY GENERAL FUND FOR LITERATURE AND MEDICAL SEMINAR	50,000

LUPE MURCHISON FOUNDATION

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FORM 990E, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 19 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
RESTORATION OUTREACH OF DALLAS 1128 SABINE STREET DALLAS, TX 75203	PUBLIC	GENERAL FUND CONTRIBUTION TO SHEPHERD AND RESTORE EX-OFFENDERS IN THE DALLAS COMMUNITY	25,000
CAMP JOHN MARC 2824 SWISS AVENUE DALLAS, TX 75204	PUBLIC	GENERAL FUND CONTRIBUTION	25,000
OVERSEERS COUNCIL PO BOX 17368 INDIANAPOLIS, IN 46217	PUBLIC	GENERAL FUND CONTRIBUTION TOWARDS ADVANCING CHRISTIAN LEADERS	25,000
SERVE WEST DALLAS 2215 CANADA DRIVE DALLAS, TX 75212	PUBLIC	GENERAL FUND CONTRIBUTION	25,000
SCOVELL SCHOLARSHIP FOUNDATION ONE LEGENDS WAY ARLINGTON, TX 76011	PUBLIC	CONTRIBUTION FOR THE BENEFIT OF TEXAS TECH STUDENTS	50,000
CATHOLIC PRO-LIFE COMMITTEE P O BOX 59852 DALLAS, TX 75229	PUBLIC	GENERAL FUND CONTRIBUTION	25,000

LUPE MURCHISON FOUNDATION

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FORM 990E, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 19 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
SALESMANSHIP CLUB OF DALLAS 106 EAST TENTH STREET DALLAS, TX 75203	PUBLIC	GENERAL FUND CONTRIBUTION	50,000
LIBERTY INSTITUTE 2001 WEST PLANO PARKWAY, SUITE 1600 PLANO, TX 75075	PUBLIC	GENERAL FUND CONTRIBUTION TO HELP PROTECT FREEDOMS AND STRENGTHEN FAMILIES	25,000
CHILDREN'S MEDICAL CENTER 2777 STEMMONS FREEWAY, #700 DALLAS, TX 75207	PUBLIC	CONTRIBUTION FOR FOSTER CARE INTERVENTION INITIATIVE C/O KERN WILDENTHAL, M D PH D	125,000
CITY SQUARE 409 NORTH HASKELL AVE DALLAS, TX 75246	PUBLIC	CONTRIBUTION TO THE GENERAL FUND	50,000
DONATIONS VIA MONTAUK TRIGUARD FUND 700 NEWPORT CENTER DRIVE NEWPORT BEACH, CA 92660		ALLOCATED CHARITABLE DONATIONS FROM K-1	53
		TOTAL CONTRIBUTIONS PAID	<u>2,230,053</u>

LUPE MURCHISON FOUNDATION

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FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 20

<u>DESCRIPTION</u>	<u>BUSINESS CODE</u>	<u>AMOUNT</u>	<u>EXCLUSION CODE</u>	<u>AMOUNT</u>	<u>RELATED OR EXEMPT FUNCTION INCOME</u>
UBTI OIL & GAS	212000	257,111			
UBTI REAL ESTATE	531390	17,264.			
UBTI OTHER FINANCE	525990	-33,024			
TAX-EXEMPT INCOME EXCLUDED FROM EXCISE TAX					65,
TOTALS		<u>241,351</u>			<u>65</u>

Lupe Murchison Foundation
Gain/Loss Report from K-1s
12/31/2012

Short-Term		Long-Term	
From K-1, Line 8		From K-1, Line 9	
LONE STAR PARK	0	LONE STAR PARK	644
ATLANTIC TRUST FUND MLP	107000	ATLANTIC TRUST FUND MLP	35374
BRANDYWINE-GLOBAL FIXED INCOME	28051	BRANDYWINE-GLOBAL FIXED INCOME	47573
MONTAUK TRIGARD IV LP FUND	2152	MONTAUK TRIGARD IV LP FUND	104319
LCKM INVESTMENT PARTNERSHIP LP	<u>-23288</u>	LCKM INVESTMENT PARTNERSHIP LP	<u>248420</u>
Total	113915	Total	<u>436330</u>
40% of Line 11C		60% of Line 11C	
MONTAUK TRIGARD IV LP FUND	-647	MONTAUK TRIGARD IV LP FUND	-971
	-647		-971
Total Short-Term	113268	Total Long-Term	435359
Total Gain/Loss from K-1s	548627		
UBIT Gains/Losses from K-1s			
Short-Term		Long-Term	
From K-1, Line 8		From K-1, Line 9	
LCKM INVESTMENT PARTNERSHIP LP	<u>-2969</u>	LCKM INVESTMENT PARTNERSHIP LP	<u>31673</u>
	-2969		31673
Total UBIT Gain/Loss from K-1s	28704		
Total Investment Gain/Loss from K-1s	519923		