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Form 990-PF

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012, or tax year beginning 01-01-2012 , and ending 12-31-2012

Name of foundation R W FAIR FOUNDATION		A Employer identification number 75-6015270	
Number and street (or P O box number if mail is not delivered to street address) P O BOX 689		B Telephone number (see instructions) (903) 592-3811	
City or town, state, and ZIP code TYLER, TX 75710		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address 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 checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <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) \$ 10,802,471		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> 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)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities.	154,351	154,351		
	5a Gross rents	40,329	40,329		
	b Net rental income or (loss) 27,319				
	6a Net gain or (loss) from sale of assets not on line 10	319,922			
	b Gross sales price for all assets on line 6a 1,222,349				
	7 Capital gain net income (from Part IV , line 2)		319,922		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	86,882	86,882		
	12 Total. Add lines 1 through 11	601,484	601,484		
	13 Compensation of officers, directors, trustees, etc	2,846	2,846		
	14 Other employee salaries and wages	19,149	18,649		500
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	7,750	7,750		
	c Other professional fees (attach schedule)	53,076	53,076		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	19,305	11,228		38
	19 Depreciation (attach schedule) and depletion	3,855	3,855		
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	12,659	12,659		
	24 Total operating and administrative expenses. Add lines 13 through 23	118,640	110,063		538
	25 Contributions, gifts, grants paid	337,400			337,400
	26 Total expenses and disbursements. Add lines 24 and 25	456,040	110,063		337,938
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	145,444			
	b Net investment income (if negative, enter -0-)		491,421		
	c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	36,900	62,363	62,363
	2	Savings and temporary cash investments	173,372	288,093	288,093
	3	Accounts receivable ▶ <u>27,451</u>			
		Less allowance for doubtful accounts ▶ _____	24,166	27,451	27,451
	4	Pledges receivable ▶ _____			
		Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____			
		Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	8,660,788	10,010,962	10,010,962
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶ <u>285,907</u>			
	Less accumulated depreciation (attach schedule) ▶ <u>52,202</u>	237,560	233,705	223,705	
12	Investments—mortgage loans				
13	Investments—other (attach schedule)	14,504	14,504	189,897	
14	Land, buildings, and equipment basis ▶ _____				
	Less accumulated depreciation (attach schedule) ▶ _____				
15	Other assets (describe ▶ _____)		1		
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	9,147,290	10,637,079	10,802,471	
Liabilities	17	Accounts payable and accrued expenses	5,132	542	
	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)	5,132	542	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted	9,142,158	10,636,537	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see page 17 of the instructions)	9,142,158	10,636,537	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	9,147,290	10,637,079	

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 9,142,158
2	Enter amount from Part I, line 27a	2 145,444
3	Other increases not included in line 2 (itemize) ▶ _____	3 1,348,935
4	Add lines 1, 2, and 3	4 10,636,537
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 10,636,537

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	See Additional Data Table			
b				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a See Additional Data Table			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a See Additional Data Table			
b			
c			
d			
e			

2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	319,922
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

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

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	270,990	9,426,712	0 02875
2010	3,043,006	9,483,136	0 32089
2009	423,840	8,333,885	0 05086
2008	286,140	9,842,324	0 02907
2007	518,119	11,261,813	0 04601

2	Total of line 1, column (d).	2	0 47557
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 09511
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	10,316,755
5	Multiply line 4 by line 3.	5	981,268
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	4,914
7	Add lines 5 and 6.	7	986,182
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	337,938

Part VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a		Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1			
		Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	9,828
c		All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2		Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	
3		Add lines 1 and 2.		3	9,828
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5		Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	9,828
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	6,720	
b		Exempt foreign organizations—tax withheld at source	6b		
c		Tax paid with application for extension of time to file (Form 8868)	6c		
d		Backup withholding erroneously withheld	6d		
7		Total credits and payments Add lines 6a through 6d.		7	6,720
8		Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached		8	
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	3,108
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 <input type="checkbox"/>	Refunded <input type="checkbox"/>	11	

Part VII-AStatements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?			No
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file Form 1120-POL for this year?.	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		No
	If "Yes," attach a detailed description of the activities.			
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?.	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?.	4b		No
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		No
	If "Yes," attach the statement required by General Instruction T.			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either			
	• By language in the governing instrument, or			
	• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> TX _____			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ▶N/A				
14	The books are in care of ▶RACHEL LARSON Telephone no ▶(903) 592-3811 Located at ▶PO BOX 689 TYLER TX ZIP +4 ▶75710			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶	15		
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country ▶				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?. . . Organizations relying on a current notice regarding disaster assistance check here. ▶ <input type="checkbox"/>	1b		No
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?.	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		No
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?. <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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i>).	3b		No
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		No

Part VII-B

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

5a

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

(1)

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

YesNo

(2)

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

YesNo

(3)

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

YesNo

(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).

YesNo

(5)

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

YesNo

5b

If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

No

6a

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?

YesNo

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

6b

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

YesNo

7a

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

YesNo

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

7b

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

YesNo

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

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
See Additional Data Table				

2

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

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

Total

number of other employees paid over \$50,000.

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.		

Part IX-A

Summary of Direct Charitable Activities

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

	Expenses
1	
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See page 24 of the instructions.	
3	
Total. Add lines 1 through 3.	

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	9,704,585
b	Average of monthly cash balances.	1b	300,101
c	Fair market value of all other assets (see instructions).	1c	469,177
d	Total (add lines 1a, b, and c).	1d	10,473,863
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	
3	Subtract line 2 from line 1d.	3	10,473,863
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	157,108
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	10,316,755
6	Minimum investment return. Enter 5% of line 5.	6	515,838

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	515,838
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	9,828
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	9,828
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	506,010
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	506,010
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	506,010

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	337,938
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	337,938
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	337,938
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				506,010
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012				
a From 2007.				
b From 2008.				
c From 2009.				
d From 2010.				1,970,749
e From 2011.				
f Total of lines 3a through e.	1,970,749			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 337,938				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2012 distributable amount.				337,938
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).)	168,072			168,072
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,802,677			
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.				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).				
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.	1,802,677			
10 Analysis of line 9				
a Excess from 2008. . . .				
b Excess from 2009. . . .				
c Excess from 2010. . . .				1,802,677
d Excess from 2011. . . .				
e Excess from 2012. . . .				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling.	<input type="text"/>
b Check box to indicate whether the organization is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	
b 85% of line 2a	
c Qualifying distributions from Part XII, line 4 for each year listed	
d Amounts included in line 2c not used directly for active conduct of exempt activities	
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c	
3 Complete 3a, b, or c for the alternative test relied upon	
a "Assets" alternative test—enter (1) Value of all assets (2) Value of assets qualifying under section 4942(j)(3)(B)(i)	
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . .	
c "Support" alternative test—enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) (2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). (3) Largest amount of support from an exempt organization (4) Gross investment income	

Part XV **Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see instructions.)**

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

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

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

a	The name, address, and telephone number or e-mail of the person to whom applications should be addressed BARBARA FAIR PO BOX 689 TYLER, TX 75710 (903) 510-6535
b	The form in which applications should be submitted and information and materials they should include LETTER
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 NONE

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Form **990-PF** (2012)

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities. . . .			14	154,351	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.			16	27,319	
6 Net rental income or (loss) from personal property					
7 Other investment income.			15	86,882	
8 Gain or (loss) from sales of assets other than inventory			18	319,922	
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). .				588,474	
13 Total. Add line 12, columns (b), (d), and (e).				588,474	

[illegible]

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

[illegible]

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

b If "Yes," complete the following schedule

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

**Sign
Here**

**Paid
Preparer
Use
Only**

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge				
	***** Signature of officer or trustee		2013-05-15 Date		***** Title
<div style="border: 1px solid black; padding: 5px; float: right; width: 200px;"> May the IRS discuss this return with the preparer shown below (see instr.)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No </div>					
Paid Preparer Use Only	Print/Type preparer's name Deborah R Jordan		Preparer's Signature Deborah R Jordan		Date
					Check if self-employed <input checked="" type="checkbox"/>
					PTIN P00187426
Firm's name <input checked="" type="checkbox"/>		SQUYRES JOHNSON SQUYRES & CO LLP			Firm's EIN <input checked="" type="checkbox"/>
		821 ESE LOOP 323 STE 100			
Firm's address <input checked="" type="checkbox"/>		TYLER, TX 75701			Phone no (903) 597-2021

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
300 EXXON MOBIL CORP	P	1994-01-18	2012-12-03
300 TIME WARNER INC	P	2011-08-31	2012-12-03
800 ORACLE CORP	P	2008-09-15	2012-12-03
300 COCA COLA CO	P	2010-11-18	2012-12-03
300 DANAHER CORPORATION	P	2008-08-18	2012-12-03
200 CELGENE CORP	P	2010-09-16	2012-12-03
1 BANK OF AMERICA CLASS ACTION	P	1955-01-01	2012-11-30
500 O'REILLY AUTOMOTIVE INC	P	2008-10-02	2012-11-28
300 CELGENE CORP	P	2010-09-16	2012-11-28
200 TRACTOR SUPPLY COMPANY	P	2011-06-28	2012-11-02
3700 PRUDENTIAL FINANCIAL INC	P	2011-08-15	2012-11-02
4000 TEVA PHARMACEUTICAL INDS LTD	P	2004-08-13	2012-10-16
300 PRUDENTIAL FINANCIAL INC	P	2011-05-26	2012-10-16
800 GOLDMAN SACHS GROUP INC COM	P	2010-07-28	2012-10-16
4200 ADOBE SYSTEMS INC	P	2010-09-27	2012-10-16
2000 CIRRUS LOGIC INC	P	2011-05-26	2012-09-07
50 APPLE INC	P	2009-03-10	2012-09-07
1 ENRON CLASS ACTION SETTLEMENT	P	1955-01-01	2012-07-11
1000 NUANCE COMMUNICATIONS INC	P	2008-02-26	2012-03-19
2000 CIRRUS LOGIC INC	P	2011-05-31	2012-03-19
400 CELGENE CORP	P	2010-09-16	2012-03-19
17000 BROCADE COMMUNICATIONS	P	2010-11-18	2012-03-19
100 APPLE INC	P	2009-03-10	2012-03-19

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
26,528		4,913	21,615
14,202		9,483	4,719
25,822		15,340	10,482
11,370		9,451	1,919
16,302		12,464	3,838
15,741		10,928	4,813
46			46
46,425		13,317	33,108
23,635		16,392	7,243
19,169		13,472	5,697
213,572		207,427	6,145
160,972		110,027	50,945
17,394		19,099	-1,705
98,774		117,914	-19,140
139,559		127,433	12,126
88,601		32,506	56,095
34,014		4,309	29,705
8,170			8,170
26,161		18,335	7,826
47,572		32,667	14,905
30,132		21,856	8,276
98,929		96,475	2,454
59,259		8,619	50,640

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			21,615
			4,719
			10,482
			1,919
			3,838
			4,813
			46
			33,108
			7,243
			5,697
			6,145
			50,945
			-1,705
			-19,140
			12,126
			56,095
			29,705
			8,170
			7,826
			14,905
			8,276
			2,454
			50,640

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
BARBARA KING FAIR	President 10 00	0		
PO BOX 689 TYLER,TX 75710				
JOHN R BOB GARRETT	Vice President 5 00	0		
PO BOX 689 TYLER,TX 75710				
WILL A KNIGHT	DIRECTOR 0 00	0		
P O BOX 71 LONDON,TX 76854				
ALLEN FAIR	Director 0 00	0		
PO BOX 689 TYLER,TX 75710				
HAROLD BEAIRD	Director 0 00	0		
PO BOX 1830 TYLER,TX 75710				
SHERRI HARRIS	Sec/Treasurer 5 00	0		
1703 PEACH ST KILGORE,TX 75662				
FARIBA POURAYAN	ASST SEC/TREAS 1 00	2,846		
PO BOX 689 TYLER,TX 75710				
MEL LOVELADY	Director 0 00	0		
3304 S BROADWAY STE 202 TYLER,TX 75701				

TY 2012 Accounting Fees Schedule**Name:** R W FAIR FOUNDATION**EIN:** 75-6015270**Software ID:** 12000229**Software Version:** 2012v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING	7,750	7,750	0	0

TY 2012 Investments - Land Schedule**Name:** R W FAIR FOUNDATION**EIN:** 75-6015270**Software ID:** 12000229**Software Version:** 2012v2.0

Category/ Item	Cost/Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
Land	216,690		216,690	223,705
Improvements	69,217	52,202	17,015	

TY 2012 Other Assets Schedule

Name: R W FAIR FOUNDATION

EIN: 75-6015270

Software ID: 12000229

Software Version: 2012v2.0

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
Rounding		1	

TY 2012 Other Expenses Schedule**Name:** R W FAIR FOUNDATION**EIN:** 75-6015270**Software ID:** 12000229**Software Version:** 2012v2.0

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ROYALTY OTHER DEDUCTIONS	1,192	1,192		
Rental Expenses	9,155	9,155		
MISC	94	94		
INSURANCE	1,718	1,718		
DUES & SUBSCRIPTIONS	500	500		

TY 2012 Other Income Schedule**Name:** R W FAIR FOUNDATION**EIN:** 75-6015270**Software ID:** 12000229**Software Version:** 2012v2.0

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
Other Investment Income	86,882	86,882	

TY 2012 Other Increases Schedule**Name:** R W FAIR FOUNDATION**EIN:** 75-6015270**Software ID:** 12000229**Software Version:** 2012v2.0

Description	Amount
UNREALIZED GAIN ON INVESTMENT	1,348,935

TY 2012 Other Professional Fees Schedule**Name:** R W FAIR FOUNDATION**EIN:** 75-6015270**Software ID:** 12000229**Software Version:** 2012v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BROKERAGE FEES	53,076	53,076	0	0

TY 2012 Taxes Schedule**Name:** R W FAIR FOUNDATION**EIN:** 75-6015270**Software ID:** 12000229**Software Version:** 2012v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
payroll taxes	2,124	2,086		38
GROSS PRODUCTION TAX	1,341	1,341		
FOREIGN TAXES	683	683		
EXCISE TAXES	8,039			
AD VALOREM TAX-ROYALTIES	7,118	7,118		

R.W. FAIR FOUNDATION
SCHEDULE #2 - 2012 FORM 990PF
PART II, LINE 10B - CORPORATE STOCK
75-6015270

Period Ending: 12/31/2012

Portfolio Appraisal

	Quantity	Average Cost	Current Price	Total Cost	Market Value	% of Total Portfolio	Est. Annual Income	Current Yield %
Cash Equivalents								
SCHWAB US TREASURY				234,354.54	234,354.54	2.3	23	0.0
Total Cash Equivalents				234,354.54	234,354.54	2.3	23	0.0
Equities								
<u>CONSUMER DISCRETIONARY</u>								
HOMER DEPOT INC	5,500	22.42	61.85	123,292.68	340,175.00	3.3	6,380	1.9
O'REILLY AUTOMOTIVE INC	2,200	26.63	89.42	58,594.34	196,724.00	1.9	0	0.0
TIME WARNER INC	3,500	31.61	47.83	110,639.74	167,405.00	1.6	3,640	2.2
TRACTOR SUPPLY COMPANY	2,500	66.07	88.36	165,170.59	220,900.00	2.2	2,000	0.9
WALT DISNEY COMPANY	4,700	42.01	49.79	197,431.92	234,013.00	2.3	3,525	1.5
TOTAL CONSUMER DISCRETIONARY				655,129.27	1,159,217.00	11.3	15,545	1.3
<u>CONSUMER STAPLES</u>								
COCA-COLA COMPANY	8,500	9.61	36.25	81,650.37	308,125.00	3.0	8,670	2.8
COLGATE-PALMOLIVE CO	2,500	7.58	104.54	18,945.31	261,350.00	2.5	6,200	2.4
KIMBERLY-CLARK CORPORATION	2,700	20.21	84.43	54,572.07	227,961.00	2.2	7,992	3.5
PROCTER & GAMBLE COMPANY	3,000	9.70	67.89	29,114.05	203,670.00	2.0	6,744	3.3
WAL-MART STORES INC	3,300	45.85	68.23	151,298.35	225,159.00	2.2	5,247	2.3
TOTAL CONSUMER STAPLES				335,580.15	1,226,265.00	12.0	34,853	2.8
<u>ENERGY</u>								
C & E ENERGY SERVICES INC	3,400	25.85	21.44	87,880.93	72,896.00	0.7	0	0.0
CABOT OIL & GAS CORP	4,000	35.79	49.74	143,160.45	198,960.00	1.9	320	0.2
LOG RESOURCES INC	2,300	75.29	120.79	173,159.34	277,817.00	2.7	1,564	0.6
EXXON MOBIL CORPORATION	3,360	15.44	86.55	51,895.00	290,808.00	2.8	7,661	2.6
HALLIBURTON COMPANY	3,500	39.37	34.69	137,778.67	121,415.00	1.2	1,260	1.0
RANGEL RESOURCES CORP	1,200	67.16	62.83	80,590.15	75,396.00	0.7	192	0.3
SCHLUMBERGER LIMITED	2,500	18.15	69.30	45,386.73	173,246.50	1.7	2,750	1.6
TOTAL ENERGY				719,851.27	1,210,538.50	11.8	13,747	1.1
<u>FINANCIALS</u>								
AMERICAN EXPRESS COMPANY	2,000	51.99	57.48	103,979.22	114,960.00	1.1	1,600	1.4
BANK OF AMERICA CORP	12,500	21.63	11.61	270,412.45	145,125.00	1.4	500	0.3
CULLEN FROSCH BANKERS INC	3,000	35.73	54.27	107,179.95	162,810.00	1.6	5,760	3.5

R.W. FAIR FOUNDATION
SCHEDULE #2 - 2012 FORM 990PF
PART II, LINE 10B - CORPORATE STOCK
75-6015270

Period Ending: 12/31/2012

Portfolio Appraisal

	Quantity	Average Cost	Current Price	Total Cost	Market Value	% of Total Portfolio	Est. Annual Income	Current Yield %
Equities								
<u>FINANCIALS</u>								
JPMORGAN & COMPANY INC	5,780	32.75	43.97	189,291.95	254,141.40	2.5	6,936	2.7
SUNTRUST BANKS INC	6,000	28.41	28.35	170,440.85	170,100.00	1.7	1,200	0.7
WELLS FARGO & COMPANY	6,600	33.86	34.18	223,475.90	225,588.00	2.2	5,808	2.6
TOTAL FINANCIALS				1,064,780.32	1,072,724.40	10.5	21,804	2.0
<u>HEALTH CARE</u>								
ABBOTT LABORATORIES	3,300	46.81	65.50	154,472.95	216,150.00	2.1	1,848	0.9
CILEGNI CORP	2,800	54.15	78.47	151,620.79	219,716.00	2.1	0	0.0
COVIDIEN PLC	4,000	42.82	57.74	171,290.48	230,960.00	2.3	4,160	1.8
EXPRESS SCRIPTS HOLDING CO	4,000	34.82	54.00	139,266.41	216,000.00	2.1	0	0.0
PFIZER INC	7,000	24.73	25.08	173,117.35	175,555.10	1.7	6,720	3.8
TERMO FISHER SCIENTIFIC	4,000	34.09	63.78	136,358.61	255,120.00	2.5	2,400	0.9
TOTAL HEALTH CARE				926,126.59	1,313,501.10	12.8	15,128	1.2
<u>INDUSTRIALS</u>								
DANAHER CORPORATION	5,700	37.18	55.90	211,903.23	318,630.00	3.1	570	0.2
EMERSON ELECTRIC COMPANY	5,000	50.09	52.96	250,445.00	264,800.00	2.6	8,200	3.1
GENERAL ELECTRIC COMPANY	11,000	10.70	20.99	117,681.81	230,890.00	2.3	8,360	3.6
ROPER INDUSTRIES INC	1,800	77.16	111.48	138,891.19	200,664.00	2.0	1,188	0.6
TOTAL INDUSTRIALS				718,921.23	1,014,984.00	9.9	18,318	1.8
<u>INFORMATION TECHNOLOGY</u>								
APPLE INC	750	86.19	532.17	64,640.96	399,129.75	3.9	7,950	2.0
CIRRUS LOGIC INC	8,000	15.25	28.97	121,995.31	231,760.00	2.3	0	0.0
EMC CORPORATION	8,000	9.10	25.30	72,830.00	202,400.00	2.0	0	0.0
GOOGLE INC	300	348.16	707.38	104,446.80	212,214.00	2.1	0	0.0
INTEL BUSINESS MACHINES	1,000	153.90	191.55	153,900.35	191,550.00	1.9	3,400	1.8
NATIONAL INSTRUMENTS CORP	7,450	16.67	25.81	124,193.52	192,284.50	1.9	4,172	2.2
NETAPP INC	2,300	44.00	33.55	101,199.75	77,165.00	0.8	0	0.0
NUANCE COMMUNICATIONS INC	9,000	12.67	22.32	114,028.45	200,580.00	2.0	0	0.0
ORACLE CORPORATION	6,700	5.73	33.32	38,422.41	223,244.00	2.2	1,608	0.7
TOTAL INFORMATION TECHNOLOGY				895,657.55	1,930,627.25	18.8	17,130	0.9

R.W. FAIR FOUNDATION
SCHEDULE #2 - 2012 FORM 990PF
PART II, LINE 10B - CORPORATE STOCK
75-6015270

Period Ending: 12/31/2012

Portfolio Appraisal

	Quantity	Average Cost	Current Price	Total Cost	Market Value	% of Total Portfolio	Est. Annual Income	Current Yield %
Equities								
<u>MATERIALS</u>								
AIR PRODS & CHEMS INC	2.500	75.52	84.02	188,792.90	210,050.00	2.0	6,400	3.0
FMC CORPORATION	6.000	24.12	58.52	144,744.29	351,120.00	3.4	3,240	0.9
MONSANTO COMPANY	3.000	67.50	94.65	202,489.40	283,950.00	2.8	4,500	1.6
TOTAL MATERIALS				536,026.59	845,120.00	8.2	14,140	1.7
<u>TELECOM SERVICES</u>								
VERIZON COMMUNICATIONS	5.500	34.30	43.27	188,660.69	237,985.00	2.3	11,330	4.8
TOTAL TELECOM SERVICES				188,660.69	237,985.00	2.3	11,330	4.8
Total Equities				6,040,733.66	10,010,962.25	97.6	161,995	1.6
TOTAL INVESTMENTS				\$6,275,088.20	\$10,245,316.79	99.9%		
Accrued Interest					0.00	0.0		
Accrued Dividends					7,785.50	0.1		
TOTAL PORTFOLIO					\$10,253,102.29	100.0%		

SCHEDULE #1
R.W. FAIR FOUNDATION
75-6015270
CONTRIBUTIONS FOR THE YEAR 2012

	<u>2012</u>
<u>CASH CONTRIBUTIONS</u>	
<u>COMMUNITY SERVICES AND OTHER ACTIVITIES</u>	
American Cancer Society, Inc 1301 S Broadway Ave Tyler, TX 75701	\$ 2,500
Boy Scouts of America 1331 East Fifth Street Tyler, Tx 75701	5,400
Boys & Girls Club of Smith County, Inc 325 S Broadway Ave Tyler, TX 75702	2,000
Cancer Foundation for Life, Inc P O Box 130849 Tyler, TX 75713	5,000
City of Tyler 212 North Bonner Avenue Tyler, Tx 75702	50,500
Cystic Fibrosis Foundation 122 S College Ave Tyler, TX 75702	1,000
Discovery Science Place 308 North Broadway Avenue Tyler, TX 75702-5711	2,500
East Texas Communities Foundation 315 North Broadway, Suite 210 Tyler, TX 75702	5,000
East Texas Crisis Center P O Box 7060 Tyler, TX 75711	2,500
East Texas Food Bank P O Box 6974 Tyler, TX 75711	1,000
Gateway to Hope 845 Nort New Ballas Court, Suite 380 St Louis, Missouri 63141	5,000

SCHEDULE #1
R.W. FAIR FOUNDATION
75-6015270
CONTRIBUTIONS FOR THE YEAR 2012

	<u>2012</u>
<u>CASH CONTRIBUTIONS</u>	
<u>COMMUNITY SERVICES AND OTHER ACTIVITIES - CONT'D</u>	
Hospice of East Texas 4111 University Blvd Tyler, Tx 75701	\$ 5,500
Humane Society of East Texas 4111 University Blvd Tyler, TX 75701	250
Meals on Wheels Ministry, Inc 3001 Robertson Road Tyler, TX 75701	2,500
PATH - People Attempting to Help 402 W Front Street Tyler, TX 75702	10,000
The Salvation Army 633 N Broadway Tyler, TX 75702	3,000
Texas Chest Foundation P O Box 6554 Tyler, TX 75711	1,000
Therapet Foundation P O Box 130118 Tyler, TX 75713	1,500
Tyler Aids Services, Inc 410 S Chilton Ave Tyler, TX 75702-8016	1,000
Tyler Police Foundation 711 West Ferguson Tyler, Tx 75702	500
Tyler Rose Museum 420 Rose Park Drive Tyler, Tx 75702	1,000
Total Community Services	<u>\$ 108,650</u>

SCHEDULE #1
R.W. FAIR FOUNDATION
75-6015270
CONTRIBUTIONS FOR THE YEAR 2012

	<u>2012</u>
<u>CASH CONTRIBUTIONS</u>	
<u>CHURCH & RELIGIOUS ACTIVITIES</u>	
Christian Men's Job Corps of Tyler GABC Outreach Center 200 N Beckham Ave Tyler, TX 75702	\$ 500
Hide-A-Way Lake Com Church 1500 Lake Park Circle Hideaway, Tx 75771	10,000
Marvin United Methodist Church 300 W Erwin St Tyler, TX 75702	21,000
Saint Paul Children's Foundation, Inc P O Box 1238 Tyler, TX 75710	20,250
Total Church and Religious Activities	<u>\$ 51,750</u>
<u>EDUCATIONAL ACTIVITIES</u>	
Camp Tyler Foundation P O Box 1916 Whitehouse, TX 75791-1916	\$ 1,000
Friends of the Tyler Public Library 201 South College Tyler, TX 75702	1,000
Lindale ISD Education Foundation P O Box 370 Lindale, TX 75771	1,000
Stephen F Austin St Univ Fdn P O Box 6092 SFA Nacogdoches, Tx 75962	25,000
Texas College 2404 North Grand Avenue Tyler, Tx 75702	2,500

SCHEDULE #1
R.W. FAIR FOUNDATION
75-6015270
CONTRIBUTIONS FOR THE YEAR 2012

	<u>2012</u>
<u>CASH CONTRIBUTIONS</u>	
<u>EDUCATIONAL ACTIVITIES - CONT'D</u>	
Tyler Area P-16 Council 6101 Raleigh Dr Tyler, TX 75703	\$ 5,000
Tyler ISD Foundation 315 N Broadway, Suite 402 Tyler, TX 75702	1,500
Tyler Junior College P O Box 9020 Tyler, Tx 75711-9020	25,000
Tyler Junior College Foundation P O Box 9020 Tyler, Tx 75711-9020	1,000
Tyler Red Raider Youth Foundation 2001 S Donnybrook Ave Tyler, TX 75701	1,000
The University of Texas at Tyler 3900 University Blvd Tyler, TX 75799	12,000
University of Texas at Tyler Foundation P O Box 250 Austin, TX 78767-0250	2,000
University of Texas Health Science Center @ Tyler 11937 US Highway 271 Tyler, TX 75708	50,000
Total Educational Activities	<u>\$ 128,000</u>
<u>MISCELLANEOUS CONTRIBUTIONS</u>	
CASA for Kids of East Texas, Inc 318 E Fifth St Tyler, TX 75701	\$ 1,000
Country for Our Country P O Box 4340 Tyler, TX 75712	5,000

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R.W. FAIR FOUNDATION
75-6015270
CONTRIBUTIONS FOR THE YEAR 2012

	<u>2012</u>
<u>CASH CONTRIBUTIONS</u>	
<u>MISCELLANEOUS CONTRIBUTIONS - CONT'D</u>	
The First Tee of Greater Tyler 2000 W Front Street Tyler, TX 75702	\$ 5,000
Heart of Tyler, Inc 110 N College Tyler, TX 75702	6,000
Junior League of Tyler 1919 South Donnybrook Tyler, Tx 75701	5,000
Lindale Volunteer Fire Department 208 East Hubbard Street Lindale, TX 75771-3397	500
Parent Services Center P O Box 6807 Tyler, TX 75711-6807	1,500
Smith County Historical Society 125 South College Avenue Tyler, TX 75702	1,000
Tyler Day Nursery 2901 West Gentry Parkway Tyler, TX 75702	9,000
Tyler Economic Dev Council P O Box 2004 Tyler, Tx 75710	15,000
Total Miscellaneous Contributions	<u>\$ 49,000</u>
TOTAL CASH CONTRIBUTIONS	<u><u>\$ 337,400</u></u>

None of the donees above are related by blood, marriage or employment to any disqualified person of this Foundation