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

2012

Department of the Treasury
Internal Revenue Service

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

For calendar year 2012, or tax year beginning , 2012, and ending

THE FASKEN FOUNDATION
P.O. BOX 2024
MIDLAND, TX 79702-2024

A	Employer identification number 75-6023680
B	Telephone number (see the instructions) 432-683-5401
C	If exemption application is pending, check here <input type="checkbox"/>
D	1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
E	If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
F	If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

G Check all that apply:

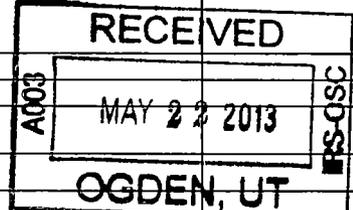
<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change

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

I Fair market value of all assets at end of year (from Part II, column (c), line 16)
\$ 17,332,770.

J Accounting method. Cash Accrual
 Other (specify) _____
(Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc. received (att sch)				
2	Chk <input checked="" type="checkbox"/> if foundn is not req to att Sch B				
3	Interest on savings and temporary cash investments	2,698.	2,698.		
4	Dividends and interest from securities	262,679.	262,679.		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain/(loss) from sale of assets not on line 10	135,079.			
b	Gross sales price for all assets on line 6a	7,163,257.			
7	Capital gain net income (from Part IV, line 2)		135,079.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit/(loss) (att sch)				
11	Other income (attach schedule) See Statement 1	1,934,906.	1,913,699.		
12	Total. Add lines 1 through 11	2,335,362.	2,314,155.	0.	
13	Compensation of officers, directors, trustees, etc	133,000.	79,800.		53,200.
14	Other employee salaries and wages	27,120.	13,560.		13,560.
15	Pension plans, employee benefits	11,807.	5,313.		6,494.
16a	Legal fees (attach schedule) See St 2	2,220.	2,220.		
b	Accounting fees (attach sch) See St 3	3,450.	3,450.		
c	Other prof fees (attach sch) See St 4	30,000.	30,000.		
17	Interest				
18	Taxes (attach schedule)(see instrs) See Stm 5	221,384.	169,308.		
19	Depreciation (attach sch) and depletion				
20	Occupancy	15,250.	7,625.		7,625.
21	Travel, conferences, and meetings	8,155.	4,078.		4,077.
22	Printing and publications				
23	Other expenses (attach schedule) See Statement 6	227,868.	219,378.		5,190.
24	Total operating and administrative expenses. Add lines 13 through 23	680,254.	534,732.		90,146.
25	Contributions, gifts, grants paid Part XV	870,060.			870,060.
26	Total expenses and disbursements. Add lines 24 and 25	1,550,314.	534,732.	0.	960,206.
27	Subtract line 26 from line 12: a Excess of revenue over expenses and disbursements	785,048.			
	b Net investment income (if negative, enter -0-)		1,779,423.		
	c Adjusted net income (if negative, enter -0-)			0.	



SCANNED MAY 22 2013

ADMINISTRATIVE EXPENSES

914-15

[Handwritten mark]

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	16,563.	19,213.	19,213.
	2	Savings and temporary cash investments	1,355,237.	1,261,576.	1,261,576.
	3	Accounts receivable			
		Less: allowance for doubtful accounts			
	4	Pledges receivable			
		Less: allowance for doubtful accounts			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach sch)			
		Less: allowance for doubtful accounts			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments – U.S. and state government obligations (attach schedule)			
		b Investments – corporate stock (attach schedule)	13,133,780.	13,423,236.	13,423,236.
		c Investments – corporate bonds (attach schedule)			
	11	Investments – land, buildings, and equipment basis			
	Less: accumulated depreciation (attach schedule)				
	See Stmt 7	2,628,745.			
		1,471,045.	610,631.	1,157,700.	
12	Investments – mortgage loans				
13	Investments – other (attach schedule)				
14	Land, buildings, and equipment basis				
	Less: accumulated depreciation (attach schedule)				
15	Other assets (describe)			1.	
	See Statement 8				
16	Total assets (to be completed by all filers – see the instructions. Also, see page 1, item I)	15,116,211.	15,861,726.	17,332,770.	
LIABILITIES	17	Accounts payable and accrued expenses	191,147.	151,614.	
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe)			
	23	Total liabilities (add lines 17 through 22)	191,147.	151,614.	
NET ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <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			
	28	Paid-in or capital surplus, or land, building, and equipment fund	3,894,410.	3,894,410.	
	29	Retained earnings, accumulated income, endowment, or other funds	11,030,654.	11,815,702.	
30	Total net assets or fund balances (see instructions)	14,925,064.	15,710,112.		
31	Total liabilities and net assets/fund balances (see instructions)	15,116,211.	15,861,726.		

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	14,925,064.
2	Enter amount from Part I, line 27a	2	785,048.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	15,710,112.
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	15,710,112.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a See Statement 9			
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 (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
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	135,079.
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	0.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2011	886,157.	19,894,610.	0.044543
2010	843,898.	18,410,355.	0.045838
2009	890,516.	16,799,897.	0.053007
2008	1,413,564.	29,954,282.	0.047191
2007	1,443,303.	26,815,918.	0.053823

2 Total of line 1, column (d)	2	0.244402
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	0.048880
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	20,440,793.
5 Multiply line 4 by line 3	5	999,146.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	17,794.
7 Add lines 5 and 6	7	1,016,940.
8 Enter qualifying distributions from Part XII, line 4	8	960,206.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1. • Date of ruling or determination letter: _____ (attach copy of letter if necessary – see instrs)		1	35,588.
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			
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	35,588.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	35,588.
6 Credits/Payments			
a 2012 estimated tax pmts and 2011 overpayment credited to 2012	6 a 45,808.		
b Exempt foreign organizations – tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c		
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments Add lines 6a through 6d		7	45,808.
8 Enter any penalty for underpayment of estimated tax Check here <input checked="" 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	0.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	10,220.
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax 0. Refunded		11	10,220.

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ \$ 0. (2) On foundation managers ▶ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If 'Yes,' has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) TX		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G</i> ? <i>If 'No,' attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

BAA

Form 990-PF (2012)

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)		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)		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>WWW.FASKENFOUNDATION.ORG</u>	X	
14	The books are in care of <u>GERALD C. NOBLES, JR</u> Telephone no. <u>432-683-5401</u> Located at <u>P.O. BOX 2024 MIDLAND TX</u> ZIP + 4 <u>79702-2024</u>		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	N/A	
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country		X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies.		Yes	No
1 a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
1 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)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	N/A	
1 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?		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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>		
2 b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see instructions)	N/A	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>		
3 a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
3 b	If 'Yes,' did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)	N/A	
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
4 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?		X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5 a 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)? **5 b** Yes No **N/A**

Organizations relying on a current notice regarding disaster assistance check here

c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? **N/A** Yes No

If 'Yes,' attach the statement required by Regulations section 53.4945-5(d)

6 a 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? **6 b** Yes No **X**

If 'Yes' to 6b, file Form 8870

7 a 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? **7 b** Yes No **N/A**

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 Statement 10		133,000.	0.	8,418.

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
GERALD C. NOBLES, JR. P.O. BOX 2024 MIDLAND, TX 79701-2024	EXEC. DIRECTO 40	85,000.	0.	0.
N/A	0	0.	0.	0.
N/A	0	0.	0.	0.
N/A	0	0.	0.	0.
N/A	0	0.	0.	0.
N/A	0	0.	0.	0.

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

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

3. Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
N/A ----- -----		
N/A ----- -----		
N/A ----- -----		0.
Total number of others receiving over \$50,000 for professional services		0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A ----- -----	
2 ----- -----	
3 ----- -----	
4 ----- -----	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

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

BAA

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes		
a Average monthly fair market value of securities	1 a	13,751,391.
b Average of monthly cash balances	1 b	1,463,182.
c Fair market value of all other assets (see instructions)	1 c	5,537,500.
d Total (add lines 1a, b, and c)	1 d	20,752,073.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	20,752,073.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	311,280.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	20,440,793.
6 Minimum investment return. Enter 5% of line 5	6	1,022,040.

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	1,022,040.
2 a Tax on investment income for 2012 from Part VI, line 5	2 a	35,588.	
b Income tax for 2012 (This does not include the tax from Part VI)	2 b		
c Add lines 2a and 2b		2 c	35,588.
3 Distributable amount before adjustments. Subtract line 2c from line 1		3	986,452.
4 Recoveries of amounts treated as qualifying distributions		4	
5 Add lines 3 and 4		5	986,452.
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	986,452.

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes		
a Expenses, contributions, gifts, etc – total from Part I, column (d), line 26	1 a	960,206.
b Program-related investments – total from Part IX-B	1 b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3 a	
b Cash distribution test (attach the required schedule)	3 b	
4 Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	960,206.
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	960,206.

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				986,452.
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			0.	
b Total for prior years: 20____, 20____, 20____		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	136,091.			
b From 2008	20,056.			
c From 2009	75,314.			
d From 2010				
e From 2011				
f Total of lines 3a through e	231,461.			
4 Qualifying distributions for 2012 from Part XII, line 4. ▶ \$ 960,206.				
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required – see instructions)		0.		
c Treated as distributions out of corpus (Election required – see instructions)	0.			
d Applied to 2012 distributable amount				960,206.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (if an amount appears in column (a), the same amount must be shown in column (a).)	26,246.			26,246.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	205,215.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount – see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a Taxable amount – see instructions			0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	109,845.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	95,370.			
10 Analysis of line 9				
a Excess from 2008	20,056.			
b Excess from 2009	75,314.			
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) N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling. ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c.					
3 Complete 3a, b, or c for the alternative test relied upon					
a 'Assets' alternative test – enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b 'Endowment' alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c 'Support' alternative test – enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:
a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))
 None

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.
 None

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

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed
 See Statement 11

b The form in which applications should be submitted and information and materials they should include
 See Statement for Line 2a

c Any submission deadlines
 See Statement for Line 2a

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors
 See Statement for Line 2a

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
<i>a Paid during the year</i>				
STATEMENT 12		NONE	GRANTS	774,546.
STATEMENT 13			SCHOLARSHIPS	95,514.
Total				▶ 3 a 870,060.
<i>b Approved for future payment</i>				
Total				▶ 3 b

THE FASKEN FOUNDATION

75-6023680

Statement 1
Form 990-PF, Part I, Line 11
Other Income

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
CHEVRON INTEREST	\$ 167.	\$ 167.	
DELAY OIL & GAS RENTALS	1,657.	1,656.	
LEASE BONUS	52,565.	52,565.	
MISCELLANEOUS INCOME	62.	62.	
Non-Operating Income	14,340.	14,340.	
OIL & GAS REVENUE	1,866,115.	1,844,909.	
Total	<u>\$ 1,934,906.</u>	<u>\$ 1,913,699.</u>	<u>0.</u>

Statement 2
Form 990-PF, Part I, Line 16a
Legal Fees

	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Cotton, Bledsoe, Tighe & Dawson	\$ 2,220.	\$ 2,220.		
Total	<u>\$ 2,220.</u>	<u>\$ 2,220.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

Statement 3
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Sproles Woodard LLP	\$ 3,450.	\$ 3,450.		
Total	<u>\$ 3,450.</u>	<u>\$ 3,450.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

Statement 4
Form 990-PF, Part I, Line 16c
Other Professional Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
B.L. JONES CONSULTING	\$ 30,000.	\$ 30,000.		
Total	<u>\$ 30,000.</u>	<u>\$ 30,000.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

THE FASKEN FOUNDATION

75-6023680

Statement 5
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
AD VALOREM TAXES	\$ 75,398.	\$ 75,398.		
EXCISE TAXES	49,914.			
PRODUCTION TAXES-CONDENSATE	155.	155.		
PRODUCTION TAXES-GAS	13,934.	13,934.		
PRODUCTION TAXES-GAS-WI	141.			
PRODUCTION TAXES-OIL	77,711.	77,711.		
PRODUCTION TAXES-OIL WI	1,893.			
PRODUCTION TAXES-PRODUCTS-WI	128.			
PRODUCTION TAXES-GAS PRODUCTS	1,014.	1,014.		
UNRELATED BUSINESS INCOME TAX	1,096.	1,096.		
Total	<u>\$ 221,384.</u>	<u>\$ 169,308.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

Statement 6
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
AMORTIZATION COMPASS ROYALTY	\$ 9,441.	\$ 9,441.		
COMPUTER EXPENSE OIL & GAS	10,869.	10,869.		
COMPUTER EXPENSE OTHER	1,620.	1,620.		
CONTRACT LABOR OIL&GAS	37,415.	37,415.		
FILE ROOM RENT	1,125.	1,125.		
INSURANCE	2,404.	2,404.		
INVESTMENT FEES CHURCHHILL	70,120.	70,120.		
INVESTMENT FEES GOLDMAN SACHS	21,429.	21,429.		
IVESTMENT FEES FISHER	16,753.	16,753.		
LEASE OPERATING EXPENSES	3,199.			
LEGAL FEES	1,235.	1,235.		
MISCELLANEOUS eXPENSE	5.	5.		
OFFICE SUPPLIES	6,002.	3,001.		\$ 3,001.
OTHER OPERATING EXPENSES	12,073.	12,073.		
POST PRODUCTION EXPENSE-GAS	3,483.	3,483.		
POST PRODUCTION EXPENSE-GAS PROD	3,601.	3,601.		
POST PRODUCTION EXPENSE-GAS WI	53.			
POST PRODUCTION EXPENSE-OIL	2,446.	2,446.		
POST PRODUCTION EXPENSE-OIL WI	27.			
POST PRODUCTION EXPENSE-PROD-WI	21.			
POSTAGE	1,046.	523.		523.
Printing & Publications	170.	170.		
PROVIDENCE LEASING	20,000.	20,000.		
TELEPHONE	3,331.	1,665.		1,666.
Total	<u>\$ 227,868.</u>	<u>\$ 219,378.</u>	<u>\$ 0.</u>	<u>\$ 5,190.</u>

THE FASKEN FOUNDATION

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Statement 7
Form 990-PF, Part II, Line 11
Investments - Land, Buildings, and Equipment

Category	Basis	Accum. Deprec.	Book Value	Fair Market Value
Furniture and Fixtures	\$ 0.	\$ 0.	\$ 0.	\$ 24,177.
Land	0.		0.	2,535,018.
Miscellaneous	2,628,745.	1,471,045.	1,157,700.	69,550.
Total	\$ 2,628,745.	\$ 1,471,045.	\$ 1,157,700.	\$ 2,628,745.

Statement 8
Form 990-PF, Part II, Line 15
Other Assets

	Book Value	Fair Market Value
Rounding	\$ 1.	\$ 0.
Total	\$ 1.	\$ 0.

Statement 9
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold
1	Various Pub Traded Churchill S-T G/L	Purchased	1/01/2012	12/31/2012
2	Various Pub Traded Fisher S-T G/L	Purchased	1/01/2012	12/31/2012
3	Various Pub Traded Fisher Long-Term Gains/Loss			
		Purchased	1/01/2012	12/31/2012
4	Various Pub Traded Goldman-Sachs Short-Term Gain			
		Purchased	1/01/2012	12/31/2012
5	Various Pub Traded Goldmand-Sachs L-T G/L	Purchased	1/01/2012	12/31/2012
6	Various Var L-T Bond Sales by Goldman	Purchased	1/01/2012	12/31/2012
7	Various US Treasury Bonds by Goldman	Purchased	1/01/2012	12/31/2012
8	Various Goldman-Sachs Funds	Purchased	1/01/2012	12/31/2012

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i) - (j)	(l) Gain (Loss)
1	3485743.		3532397.	-46,654.				\$ -46,654.
2	974,651.		1109577.	-134,926.				-134,926.
3	1491151.		1228299.	262,852.				262,852.
4	34,851.		29,413.	5,438.				5,438.
5	73,004.		54,855.	18,149.				18,149.
6	326,357.		307,587.	18,770.				18,770.
7	250,000.		266,050.	-16,050.				-16,050.
8	527,500.		500,000.	27,500.				27,500.
								Total \$ 135,079.

THE FASKEN FOUNDATION

75-6023680

Statement 10
Form 990-PF, Part VIII, Line 1
List of Officers, Directors, Trustees, and Key Employees

<u>Name and Address</u>	<u>Title and Average Hours Per Week Devoted</u>	<u>Compen- sation</u>	<u>Contri- bution to EBP & DC</u>	<u>Expense Account/ Other</u>
GERALD C. NOBLES, JR P. O. BOX 2024 MIDLAND, TX 79702-2024	Executive Direc 40.00	\$ 85,000.	\$ 0.	\$ 914.
Paula Fasken P.O. Box 32687 Santa Fe, NM 87594-2687	Director 0	3,500.	0.	0.
Bobby L Jones #1 Auburn Court Midland, TX 79705-4901	Director 0	4,000.	0.	1,600.
Susan F. Hartin 14909 Oaks North Dr. Dallas, TX 75254	Director 0	4,000.	0.	0.
Tevis Herd P.O. Box 130 Midland, TX 79702	Director 0	7,000.	0.	0.
Thomas E. Kelly P.O. Box 11026 Midland, TX 79702	Director 0	5,500.	0.	709.
Tracy K. Elms 1404 Country Club Drive Midland, TX 79701	Director 0	4,000.	0.	0.
John W. Wilkins, Jr. 79 Shiloh Road Odessa, TX 79762	Director 0	4,000.	0.	0.
Stephen P. Fasken P. O. Box 32687 Santa Fe, NM 87594-2687	Director 0	9,000.	0.	4,281.
Gerald C. Nobles, Jr. P.O. Box 2040 MIDLAND, TX 79702-2040	Trustee 0	7,000.	0.	914.
		Total \$ 133,000.	\$ 0.	\$ 8,418.

Statement 11
Form 990-PF, Part XV, Line 2a-d
Application Submission Information

Name of Grant Program: THE FASKEN FOUNDATION
Name: GERALD C. NOBLES, JR.
Care Of:
Street Address: P.O BOX 2024

THE FASKEN FOUNDATION

75-6023680

Statement 11 (continued)
Form 990-PF, Part XV, Line 2a-d
Application Submission Information

City, State, Zip Code: MIDLAND, TX 79702-2024
 Telephone: 432-683-5401
 E-Mail Address:
 Form and Content:

INITIAL CONTACT MAY BE BY LETTER STATING PURPOSE OF GRANT. IF GRANT IS TO BE CONSIDERED A GRANT PACKAGE FROM NON-PROFIT MANAGEMENT CENTER OF THE PERMIAN BASIN IS REQUESTED TO BE SENT TO APPLICANT. THE FORMS ARE SELF-EXPLANATORY AND ARE TO BE USED IN THE APPLICATION WHICH STATES PURPOSE OF REQUEST AMOUNT AND INFORMATION ABOUT THE ENTITY. ALSO REQUIRE LIST OF GOVERNING BOARD, AND A COPY OF 501(C)(3) EXEMPTION.

Submission Deadlines: GRANTS ARE CONSIDERED AT ALL FOUR BOARD MEETINGS
 Restrictions on Awards: GRANTS ARE CONSIDERED WITHIN THE STATES OF TEXAS AND NEW MEXICO. ALL CHARITABLE FIELDS ARE CONSIDERED. GRANTS ARE FOR GENERAL OPERATION PURPOSES. NO GRANTS TO INDIVIDUALS.

Statement 12
Form 990-PF, Part XVI-A, Line 11
Other Revenue

Other Revenue	(A) Busi- ness Code	(B) Unrelated Business Amount	(C) Exclu- sion Code	(D) Excluded Amount	(E) Related or Exempt Function
CHEVRON INTEREST			1	\$ 167.	
DELAY OIL & GAS RENTALS	111000		16	1,657.	
LEASE BONUS			16	52,565.	
MISCELLANEOUS INCOME			1	62.	
Non-Operating Income			3	14,340.	
OIL & GAS REVENUE	211110	\$ 21,206.	15	1,844,909.	
Total		<u>\$ 21,206.</u>		<u>\$ 1,913,700.</u>	<u>\$ 0.</u>

Grants
Statement 12 Form 990-PF, Part XV, Line 3(a), Scholarships and Grants
Year 2012

Recipient	Address	Relationship	Foundation		Amount
			Status	Purpose	
ARTSmart Santa FE	102 E Water Street, Santa Fe, N M 87501	None	Public	Unrestricted	5,000 00
Aphasia Center of West Texas Inc	5214 Thomason Dr Midland TX 79703	None	Public	Unrestricted	12,500 00
Big Brothers/Big Sisters Midland	1007 West Texas Avenue Midland TX 79701-6169	None	Public	Unrestricted	12,000 00
Boys & Girls Club Club of Midland Inc	P O Box 284, Midland TX 79702	None	Public	Unrestricted	12,000 00
Buffalo Trail Council	1101 West Wall Street, Midland, TX 79701	None	Public	Unrestricted	15,000 00
Bynum School	P O Box 80175, Midland, Texas 79708	None	Public	Unrestricted	12,500 00
Casa de Amigos	1101 East Garden Lane Midland TX 79701	None	Public	Unrestricted	25,000 00
CASA of West Texas	201 W Wall, Suite 700, Midland TX 79701	None	Public	Unrestricted	17,500 00
Catholic Charities	2500 Andrews Highway, Odessa, Texas 79761	None	Public	Unrestricted	5,000 00
Centers for Children and Families	1004 N Big Spring, Midland TX 79701	None	Public	Unrestricted	10,000 00
Christmas In Action, Inc	P O Box 3744 Midland TX 79702-3744	None	Public	Unrestricted	7,500 00
Church On Wheels	P O Box 9402, Midland, Texas 79708	None	Public	Unrestricted	2,500 00
Communities In Schools of the Permian Basin	P O Box 60594, Midland TX 79711-0594	None	Public	Unrestricted	10,000 00
Community & Senior Services	3301 Sinclair Ave Midland, Texas 79707-8620	None	Public	Unrestricted	10,000 00
Community Children's Clinic	P O Box 3328, Midland, TX 79702	None	Public	Unrestricted	10,000 00
Cook Children's Medical Center	81 Seventh Avenue, Fort Worth Texas 76104-2796	None	Public	Unrestricted	15,000 00
Conference of Southwest Foundations	624 N Good Latimer Expressway Ste 100 Dallas, TX 75204	None	Public	Unrestricted	1,000 00
Crusader Track Team	P O Box 11026, Midland TX 79702	None	Public	Unrestricted	3,000 00
Family Promise of Midlands, Inc	P O Box 7901, Midland, Texas 79708	None	Public	Unrestricted	5,000 00
Fine Arts for Children and Teens	P O Box 22363, Santa Fe New Mexico 87502	None	Public	Unrestricted	20,000 00
Food Pantry of Jeff Davis County	P O Box 244 Ft Davis, Texas	None	Public	Unrestricted	0 00
Fort Davis Chamber of Commerce	P O Box 378, Fort Davis, Texas 79734	None	Public	Unrestricted	5,000 00
Girl Scouts of Desert SW-Permian Basin	5217 N Dixie, Odessa, Texas 79762	None	Public	Unrestricted	7,500 00
Greater Ideal Family Life Center	301 South Tyler, Midland Texas 79701	None	Public	Unrestricted	15,000 00
High Sky Children's Ranch	8701 West County Road, Midland, Texas 79707	None	Public	Unrestricted	22,500 00
Hillcrest School	3510 North A, Building C, Midland Texas 79705	None	Public	Unrestricted	5,000 00
Hanwood Museum of Arts of the University of New Mexico	238 Ledoux St Santa Fe, N M 87571	None	Public	Unrestricted	10,000 00
Junior Achievement of Midland	303 West Wall Suite 807, Midland Texas 79701-5114	None	Public	Unrestricted	10,000 00
McCulloch Junior Livestock Assn	114 North Main Street Brady, Texas 76825	None	Public	Unrestricted	5,000 00
MARC, Inc	2701 North A Street Midland, Texas 79705	None	Public	Unrestricted	20,000 00
Many Mothers	P O Box 23222 Santa Fe, N M 87502	None	Public	Unrestricted	5,000 00
Meals on Wheels Of Odessa	P O Box 15, Odessa Texas 79760	None	Public	Unrestricted	5,000 00
Midland Children's Rehabilitation Center	802 Ventura Midland, TX 79705	None	Public	Unrestricted	50,000 00
Midland College Foundation	3600 N Garfield, Midland TX 79705	None	Public	Unrestricted	20,000 00
Midland County Livestock Assn	P O Box 3166, Midland TX 79702	None	Public	Unrestricted	7,200 00
Midland Memorial Foundation	220 West Illinois, Midland, TX 79701	None	Public	Unrestricted	110,000 00
Midland-Odessa Symphony & Chorale	P O Box 60656, Midland, Texas 79711	None	Public	Unrestricted	5,000 00
Midland Rape Crisis Center	P O Box 10081, Midland, TX 79702	None	Public	Unrestricted	9,000 00
Midland Teen Court	615 West Missouri Suite #226, Midland, TX 79701	None	Public	Unrestricted	10,000 00
Mission Center Adult Day Care Center	4500 W Illinois, Ste 112, Midland, TX 79703	None	Public	Unrestricted	10,000 00
National Dance Institute of New Mexico	1140 Alto Street Santa Fe, N M 87501	None	Public	Unrestricted	12,000 00
Non-Profit Management Center (Fund Raising Professionals)	550 West Texas, Ste 1200, Midland Texas 79701	None	Public	Unrestricted	13,000 00
Odessa Family YMCA	3001 East University Odessa, Texas	None	Public	Unrestricted	10,000 00
Odessa Rape Crisis Center	P O Box 7741, Odessa TX 79760-7741	None	Public	Unrestricted	5,000 00
Palmer Drug Abuse Program	1208 West Wall Midland TX	None	Public	Unrestricted	10,000 00
Planned Living Assistance Network	13151 Emily Road Suite 240, Dallas, Texas 75240	None	Public	Unrestricted	1,000 00
Prevent Blindness Texas-Permian Basin	P O Box 5325 Midland, Texas 79704-5325	None	Public	Unrestricted	5,000 00
Recording Library for the Blind	2012 West Cuthbert, Midland, Texas 79701	None	Public	Unrestricted	4,000 00
Safe Place	1301 Andrews Hwy Suite 310 Midland, TX 79701	None	Public	Unrestricted	15,000 00
Salvation Army-Dallas Corps	P O Box 970219, Dallas Texas 75397-0219	None	Public	Unrestricted	1,000 00
Samartan Counseling Center	P O Box 60312, Midland TX 79711-0312	None	Public	Unrestricted	5,000 00
Sand Hills Stock Show	218 West 46th Street, Odessa, Texas 79764	None	Public	Unrestricted	5,000 00
Santa Fe Pro Musica	P O Box 2091, Santa Fe NM 87504-2091	None	Public	Unrestricted	12,500 00
Santa Fe Skaters Association	C/O AsaLaws 1 Calle Medico, Santa Fe N M 87505	None	Public	Unrestricted	1,846 25
Santa Fe Youth Symphony Assn	551 W Cordova #190, Santa Fe, N M 87505	None	Public	Unrestricted	7,500 00
SHARE Shannn Hands a Respite Experience	P O Box 10991, Midland, Texas 79702	None	Public	Unrestricted	7,500 00
Springboard Center	200 Corporate Drive, Midland, TX 79705	None	Public	Unrestricted	20,000 00
Teen Challenge of the Permian Basin	P O Box 251, Midland Texas 79702	None	Public	Unrestricted	5,000 00
Teen F L O W Youth Ministry	P O Box 733, Midland, TX 79701	None	Public	Unrestricted	7,500 00
Texas Voice Project for Parkinson Disease	500 North Cot Road, Richardson Texas 75080	None	Public	Unrestricted	3,000 00
Texas Tech University Health Sciences Center-PB	P O Box 41162, Lubbock, Texas 79709-1162	None	Public	Unrestricted	20,000 00
United Way of Midland	1209 West Texas, Midland, TX 79701	None	Public	Unrestricted	30,000 00
University of Texas-Permian Basin	4901 E University, Odessa, TX 79760-0001	None	Public	Unrestricted	10,000 00
West Texas Boys Ranch	c/o Tracy Elms, Midland, Texas	None	Public	Unrestricted	2,000 00
West Texas Food Bank	P O Box 4242, Odessa, TX 79760	None	Public	Unrestricted	10,000 00
YMCA of Midland	P O Box 954, Midland, TX 79702	None	Public	Unrestricted	10,000 00

774,546 25

Scholarships

Statement 13 Form 990-PF, Part XV, Line 3(a). Scholarships and Grants

Recipients Name	Address	Relationship	Status	Purpose	Amount
Foundation					
Hardin Simmons University	HSU Box 16050, Abilene, TX 79698				
Dory, Brianna R.		None	N/A	Higher Education	3,300
Zaya, Addison F.		None	N/A	Higher Education	1,650
Howard Payne University	1000 Fisk, Brownwood, Texas 76801				
Jolly, Cassandra J.		None	N/A	Higher Education	3,300
Midland College	3600 North Garfield, Midland, TX 79705				
Top 5% Program Fall	Administrative	None	N/A	Higher Education	0
Gamboa, Paulina		None	N/A	Higher Education	288.80
Martinez, Naomi		None	N/A	Higher Education	2,000
Sul Ross State University	Student Financial Aid, Alpine, TX 79832				
Barrera, Jesse A.		None	N/A	Higher Education	1,650
Downing, Megan L.		None	N/A	Higher Education	3,300
Gaylor, Bethany Ann		None	N/A	Higher Education	1,650
Texas A & M University	Student Financial Aid, College Station TX 45843-1252				
Chalker, Chad		None	N/A	Higher Education	825
Dinsmore, Mitchell		None	N/A	Higher Education	2,475
Duncan, Ancil Tanner		None	N/A	Higher Education	3,300
Gonzales, Alana N.		None	N/A	Higher Education	3,300
Lewis, Benjamin M.		None	N/A	Higher Education	3,300
Texas Tech University	P. O. Box 45011-TTU, Lubbock, TX 79409-5011				
Arenas, Hugo A.		None	N/A	Higher Education	1,650
Gaylor, Bethany A.		None	N/A	Higher Education	1,650
Garcia, Claudia Y.		None	N/A	Higher Education	3,300
Lamb, Taylor R.		None	N/A	Higher Education	1,650
Lynch, Jayce L.		None	N/A	Higher Education	1,650
Morton, Rebeca L.		None	N/A	Higher Education	1,650
Nelson, Mathew T.		None	N/A	Higher Education	3,300
Ruiz, Nickolaus A.		None	N/A	Higher Education	3,300
Villianueva, Marissa C.		None	N/A	Higher Education	3,300
University of Texas at Arlington	P.O. Box 19199, Arlington, Texas 76019-0199				
Karth, Sussanna R.		None	N/A	Higher Education	3,300
University of Houston	31 East Cullen Bldg, Houston, TX 77204-2010				
Hernandez, Amanda E.		None	N/A	Higher Education	3,300

University of Texas-Austin	P.O. Box 7958 UT Station, Austin, TX78713-7258			
Black,Alexandria S.	None	N/A	Higher Education	3,300
Campbell, Aaron M.	None	N/A	Higher Education	3,300
Guitierrez, Jennifer E.	None	N/A	Higher Education	3,300
Hernandez, Jessica J.	None	N/A	Higher Education	1,650
Olivas, Alex	None	N/A	Higher Education	1,650
Phe, Henry	None	N/A	Higher Education	3,300
Shaeffer, Kelsy L.	None	N/A	Higher Education	825
University of Texas-Permian Basin	4901 East University,Odessa, TX, 79762-0001			
Campa, Alma E.	None	N/A	Higher Education	3,300
Chavez, Ashley L.	None	N/A	Higher Education	1,650
Estrada, Sarah N.	None	N/A	Higher Education	1,650
Lara, Ana I.	None	N/A	Higher Education	1,650
University of Texas at San Antonio	One USTA Circle, San Antonio Texas 78249			
Nieto, Cheyanne E.	None	N/A	Higher Education	1,650
Rubio, Aaron S.	None	N/A	Higher Education	1,650
West Texas A&M University	WTAMU 60939, Canyon TX 79016-0001			
Beaver, Aaron S.	None	N/A	Higher Education	3,300
Campbell, Michell E.	None	N/A	Higher Education	1,650
Rhynes, Aaron W.	None	N/A	Higher Education	3,300
Total Scholarships				<u>95,514</u>