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Form 990-PF

## Return of Private Foundation

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

2012

Open to Public  
Inspection

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 01-01-2012 , and ending 12-31-2012

Name of foundation M K BROWN FOUNDATION INC		A Employer identification number 75-6034058			
Number and street (or P O box number if mail is not delivered to street address) PO BOX 581		B Telephone number (see instructions) (806) 669-6890			
City or town, state, and ZIP code PAMPA, TX 790660581		C If exemption application is pending, check here <input checked="" type="checkbox"/>			
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input checked="" type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input checked="" 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 checked="" type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input checked="" type="checkbox"/>			
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) <b>\$ 6,465,827</b>		J Accounting method <input checked="" 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	1,282	1,282	1,282	
	4 Dividends and interest from securities. . . . .	171,890	171,890	171,890	
	5a Gross rents . . . . .				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	201,470			
	b Gross sales price for all assets on line 6a <b>2,242,732</b>				
	7 Capital gain net income (from Part IV, line 2) . . . . .		201,470		
	8 Net short-term capital gain . . . . .			3,020	
	9 Income modifications . . . . .				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold . . . . .					
c Gross profit or (loss) (attach schedule) . . . . .					
11 Other income (attach schedule) . . . . .	<input checked="" type="checkbox"/> 302,495	302,495	302,495		
12 Total. Add lines 1 through 11 . . . . .	677,137	677,137	478,687		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	10,000	7,600	7,600	2,400
	14 Other employee salaries and wages . . . . .	19,000	14,440	14,440	4,560
	15 Pension plans, employee benefits . . . . .				
	16a Legal fees (attach schedule) . . . . .				
	b Accounting fees (attach schedule) . . . . .	<input checked="" type="checkbox"/> 11,165	8,485	8,485	2,680
	c Other professional fees (attach schedule) . . . . .				
	17 Interest . . . . .				
	18 Taxes (attach schedule) (see instructions)	<input checked="" type="checkbox"/> 50,035	29,410	29,410	9,288
	19 Depreciation (attach schedule) and depletion . . . . .	<input checked="" type="checkbox"/> 422	211	211	
	20 Occupancy . . . . .	6,044	4,593	4,593	1,451
	21 Travel, conferences, and meetings . . . . .				
	22 Printing and publications . . . . .				
	23 Other expenses (attach schedule) . . . . .	<input checked="" type="checkbox"/> 59,933	45,549	45,549	14,384
	24 Total operating and administrative expenses.				
Add lines 13 through 23 . . . . .	156,599	110,288	110,288	34,763	
25 Contributions, gifts, grants paid. . . . .	205,143			175,143	
26 Total expenses and disbursements. Add lines 24 and 25	361,742	110,288	110,288	209,906	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	315,395				
b Net investment income (if negative, enter -0-)		566,849			
c Adjusted net income (if negative, enter -0-)			368,399		

<b>Part II</b> <b>Balance Sheets</b>		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
<b>Assets</b>					
1	Cash—non-interest-bearing . . . . .	277,222	598,671	598,671	
2	Savings and temporary cash investments . . . . .				
3	Accounts receivable ►				
	Less allowance for doubtful accounts ►				
4	Pledges receivable ►				
	Less allowance for doubtful accounts ►				
5	Grants receivable . . . . .				
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions) . . . . .				
7	Other notes and loans receivable (attach schedule) ►				
	Less allowance for doubtful accounts ►				
8	Inventories for sale or use . . . . .	4,784	2,923	2,923	
9	Prepaid expenses and deferred charges . . . . .				
10a	Investments—U S and state government obligations (attach schedule)				
b	Investments—corporate stock (attach schedule) . . . . .	2,139,368	2,553,280	2,553,280	
c	Investments—corporate bonds (attach schedule) . . . . .	2,362,929	2,176,987	2,176,987	
11	Investments—land, buildings, and equipment basis ►				
	Less accumulated depreciation (attach schedule) ►				
12	Investments—mortgage loans . . . . .				
13	Investments—other (attach schedule) . . . . .	34,686	27,602	27,602	
14	Land, buildings, and equipment basis ► 1,160,814				
	Less accumulated depreciation (attach schedule) ► 58,227	1,035,629	1,102,587	1,102,587	
15	Other assets (describe ► )	8,481	3,777	3,777	
16	<b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	5,863,099	6,465,827	6,465,827	
<b>Liabilities</b>					
17	Accounts payable and accrued expenses . . . . .	4,507	3,024		
18	Grants payable . . . . .	35,000	50,000		
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	<b>Total liabilities</b> (add lines 17 through 22) . . . . .	39,507	53,024		
<b>Net Assets or Fund Balances</b>					
	<b>Foundations that follow SFAS 117, check here ► <input checked="" type="checkbox"/></b> <b>and complete lines 24 through 26 and lines 30 and 31.</b>				
24	Unrestricted . . . . .	5,823,592	6,412,803		
25	Temporarily restricted . . . . .				
26	Permanently restricted . . . . .				
	<b>Foundations that do not follow SFAS 117, check here ► <input type="checkbox"/></b> <b>and complete lines 27 through 31.</b>				
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	<b>Total net assets or fund balances</b> (see page 17 of the instructions) . . . . .	5,823,592	6,412,803		
31	<b>Total liabilities and net assets/fund balances</b> (see page 17 of the instructions) . . . . .	5,863,099	6,465,827		

**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	5,823,592
2	Enter amount from Part I, line 27a . . . . .	2	315,395
3	Other increases not included in line 2 (itemize) ►	3	273,816
4	Add lines 1, 2, and 3 . . . . .	4	6,412,803
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	6,412,803

**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)
<b>1a</b> See Additional Data Table				
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
(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)	
<b>a</b> See Additional Data Table				
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
<b>a</b> See Additional Data Table				
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
<b>2</b> 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 }		<b>2</b>	201,470
<b>3</b> 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		<b>3</b>	3,020

**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	297,824	5,799,250	0 051356
2010	177,023	5,639,569	0 031389
2009	121,526	4,961,593	0 024493
2008	455,727	5,378,365	0 084733
2007	334,338	5,104,398	0 065500
<b>2</b> Total of line 1, column (d).			<b>2</b> 0 257471
<b>3</b> 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			<b>3</b> 0 051494
<b>4</b> Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.			<b>4</b> 6,170,395
<b>5</b> Multiply line 4 by line 3.			<b>5</b> 317,738
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b).			<b>6</b> 5,668
<b>7</b> Add lines 5 and 6.			<b>7</b> 323,406
<b>8</b> Enter qualifying distributions from Part XII, line 4.			<b>8</b> 209,906

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 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	1	11,337
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, 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	11,337
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3 If zero or less, enter -0- . . . . .	5	11,337
6	<b>Credits/Payments</b>		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	10,760
b	Exempt foreign organizations—tax withheld at source . . . . .	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	3,500
d	Backup withholding erroneously withheld . . . . .	6d	
7	Total credits and payments Add lines 6a through 6d. . . . .	7	14,260
8	Enter any <b>penalty</b> for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . . . .	9	
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . . . .	10	2,923
11	Enter the amount of line 10 to be <b>Credited to 2013 estimated tax</b> <input type="checkbox"/> <b>Refunded</b> <input type="checkbox"/>	11	

**Part VII-A Statements 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
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? . . . . .	Yes	No
	<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>		
1c	Did the foundation file <b>Form 1120-POL</b> for this year? . . . . .	Yes	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? . . . . .	Yes	No
	<i>If "Yes," attach a detailed description of the activities.</i>		
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>	Yes	No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .	Yes	No
b	If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year? . . . . .	Yes	No
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . .	Yes	No
	<i>If "Yes," attach the statement required by General Instruction T.</i>		
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? . . . . .	Yes	No
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	Yes	No
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? <i>If "No," attach explanation.</i>	Yes	No
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>	Yes	No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	Yes	No

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

11		No
12		No
13	Yes	

Website address ► NONE

14 The books are in care of ► LELAND WATERS Telephone no ► (806) 669-6890  
 Located at ► 2376 BEECH PAMPA TX ZIP +4 ► 79065

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** —Check here ►  and enter the amount of tax-exempt interest received or accrued during the year. ► **15**

16 At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? ► **16**  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		
1b If any answer is "Yes" to 1a(1)–(6), did <b>any</b> 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)? ► <input type="checkbox"/>	1b	
1c Organizations relying on a current notice regarding disaster assistance check here. ► <input type="checkbox"/>	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))		
2a 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>	2a	
2b Are there any years listed in 2a for which the foundation is <b>not</b> 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 <b>all</b> years listed, answer "No" and attach statement—see instructions) ► <input type="checkbox"/>	2b	
2c If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here ► <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>	2c	
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	3a	
3b 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.) ► <input type="checkbox"/>	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? ► <input type="checkbox"/>	4a	No
4b 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? ► <input type="checkbox"/>	4b	No

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

<p><b>5a</b> During the year did the foundation pay or incur any amount to</p> <p>(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(3) Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(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). . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p><b>5b</b></p>
<p><b>b</b> If any answer is "Yes" to 5a(1)–(5), did <b>any</b> 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)? . . . . .</p> <p>Organizations relying on a current notice regarding disaster assistance check here. . . . . <input type="checkbox"/></p>	
<p><b>c</b> 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? . . . . . <input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p><i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i></p>	
<p><b>6a</b> Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p><b>6b</b></p>
<p><b>b</b> Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . . .</p> <p><i>If "Yes" to 6b, file Form 8870.</i></p>	<p><b>No</b></p>
<p><b>7a</b> At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	
<p><b>b</b> If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? . . . . .</p>	<p><b>7b</b></p>

**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)**

<b>1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).</b>				
<b>(a) Name and address</b>	<b>(b) Title, and average hours per week devoted to position</b>	<b>(c) Compensation (If not paid, enter -0-)</b>	<b>(d) Contributions to employee benefit plans and deferred compensation</b>	<b>(e) Expense account other allowances</b>
LELAND WATERS 	CHAIRMAN 0 00	10,000	0	
2376 BEECH PAMPA, TX 79065				
WM JARREL SMITH JR 	VICE CHAIRMAN 0 00	0	0	
6535 FAIRLAWN DRIVE MCLEAN, VA 22101				
DOUG CARMICHAEL 	SECRETARY/TR 0 00	0	0	
2354 CHESTNUT DR PAMPA, TX 79065				

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

2. Compensation of five highest paid employees (other than those included on line 1 - see instructions). If "None," enter "NONE."				
<b>(a)</b> Name and address of each employee paid more than \$50,000	<b>(b)</b> Title, and average hours per week devoted to position	<b>(c)</b> Compensation	<b>(d)</b> Contributions to employee benefit plans and deferred compensation	<b>(e)</b> Expense account other allowances
NONE				
<b>Total</b> 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 N/A	
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 4,999,156
b	Average of monthly cash balances. . . . .	1b 155,433
c	Fair market value of all other assets (see instructions). . . . .	1c 1,109,771
d	<b>Total</b> (add lines 1a, b, and c). . . . .	1d 6,264,360
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). . . . .	1e
2	Acquisition indebtedness applicable to line 1 assets. . . . .	2
3	Subtract line 2 from line 1d. . . . .	3 6,264,360
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	4 93,965
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	5 6,170,395
6	<b>Minimum investment return.</b> Enter 5% of line 5. . . . .	6 308,520

**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. . . . .	1 308,520
2a	Tax on investment income for 2012 from Part VI, line 5. . . . .	2a 11,337
b	Income tax for 2012 (This does not include the tax from Part VI ). . . . .	2b
c	Add lines 2a and 2b. . . . .	2c 11,337
3	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	3 297,183
4	Recoveries of amounts treated as qualifying distributions. . . . .	4
5	Add lines 3 and 4. . . . .	5 297,183
6	Deduction from distributable amount (see instructions). . . . .	6
7	<b>Distributable amount</b> as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. . . . .	7 297,183

**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 209,906
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	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4 209,906
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	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4. . . . .	6 209,906

**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
<b>1</b> Distributable amount for 2012 from Part XI, line 7				297,183
<b>2</b> Undistributed income, if any, as of the end of 2012				
<b>a</b> Enter amount for 2011 only. . . . .				
<b>b</b> Total for prior years 20____, 20____, 20____				
<b>3</b> Excess distributions carryover, if any, to 2012				
<b>a</b> From 2007. . . . .	88,534			
<b>b</b> From 2008. . . . .	199,727			
<b>c</b> From 2009. . . . .				
<b>d</b> From 2010. . . . .				
<b>e</b> From 2011. . . . .	18,617			
<b>f Total of lines 3a through e. . . . .</b>	306,878			
<b>4</b> Qualifying distributions for 2012 from Part XII, line 4 ► \$ _____ 209,906				
<b>a</b> Applied to 2011, but not more than line 2a				
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions). . . . .				
<b>c</b> Treated as distributions out of corpus (Election required—see instructions). . . . .				
<b>d</b> Applied to 2012 distributable amount. . . . .				209,906
<b>e</b> Remaining amount distributed out of corpus				
<b>5</b> Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	87,277			87,277
<b>6</b> Enter the net total of each column as indicated below:	219,601			
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5				
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b. . . . .				
<b>c</b> 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. . . . .				
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions . . . . .				
<b>e</b> Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions . . . . .				
<b>f</b> Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013. . . . .				0
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions). . . . .				
<b>8</b> Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . . . .	1,257			
<b>9</b> Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a . . . . .	218,344			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2008. . . . .	199,727			
<b>b</b> Excess from 2009. . . . .				
<b>c</b> Excess from 2010. . . . .				
<b>d</b> Excess from 2011. . . . .	18,617			
<b>e</b> 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 2a, b, c, and d

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

LELAND WATERS  
PO BOX 581  
PAMPA, TX 790660581  
(806) 669-6890

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

SEE SCHEDULE B

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

**Part XV Supplementary Information (continued)****3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a Paid during the year</b> See Additional Data Table				
<b>Total</b>			► 3a	175,143
<b>b Approved for future payment</b>				
AMARILLO COLLEGE PO BOX 447 AMARILLO, TX 79178	NONE	PUBLIC	SCHOLARSHIPS AND ENDOWMENT FUND	10,000
CLARENDON COLLEGE PAMPA CENTER 1601 KENTUCKY PAMPA, TX 79065	NONE	PUBLIC	SCHOLARSHIPS AND ENDOWMENT FUND	10,000
WEST TEXAS A&M UNIVERSITY PO BOX 60766 CANYON, TX 79016	NONE	PUBLIC	SCHOLARSHIPS AND ENDOWMENT FUND	10,000
<b>Total</b>			► 3b	30,000

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

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



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

<b>(a)</b> 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>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo, day, yr)	<b>(d)</b> Date sold (mo, day, yr)
PENTAIR LTD SHS	P	2012-03-21	2012-11-05
DOW CHEM CO	P	2011-10-18	2012-12-17
MUELLER INDs INC CUB DEB	P	2006-01-06	2012-06-26
ASCENDAS REAL ESTATE INVESTMENT TRUS	P	2011-09-26	2012-07-31
PATRIOT COAL CORP SR NT CONV	P	2011-09-22	2012-07-23
TYCO INTERNATIONAL LTD	P	2012-03-21	2012-10-03
EBAY INC	P	2011-10-27	2012-04-13
NEXTERA ENERGY INC	P	2009-04-09	2012-02-03
SUNTEC REIT NPV	P	2011-09-26	2012-08-01
PHILIP MORRIS INTERNATIONAL INC	P	2011-09-23	2012-10-18
NIELSEN HOLDINGS N V US LISTED	P	2011-08-10	2012-10-17
EL PASO CORPORATION	P	2011-05-16	2012-05-31
NIELSEN FIN LLC / CO SR NT	P	2011-11-01	2012-10-18
TREASURY WINE ESTATES	P	2011-09-26	2012-08-30
SANOFI SPONSORED ADR	P	2012-02-13	2012-08-17
NIELSEN HOLDINGS N V US LISTED	P	2011-08-10	2012-12-07
FACEBOOK INC CL A	P	2012-05-17	2012-05-18
PALL CORP	P	2010-05-05	2012-05-23
APOLLO INVESTMENT CORPORATION COMMON	P	2011-10-28	2012-02-08
SPECTRA ENERGY CORP	P	2011-10-24	2012-06-11
AMERICAN TOWER CORPORATION NEW REIT	P	2006-01-09	2012-01-17
FREEPORT-MCMORAN COPPER INC	P	2011-05-25	2012-03-14
POTASH CORP OF SASKATCHEWAN INC	P	2011-10-06	2012-08-31
BLACKROCK INC	P	2011-10-24	2012-04-10
SPECTRA ENERGY CORP	P	2011-09-23	2012-10-23
BLACKROCK INC	P	2010-11-06	2012-03-21
GENERAL ELECTRIC CAP CORP SR UNSECUR	P	2012-04-25	2012-08-29
ROVI CORP	P	2011-12-08	2012-03-19
DIGITAL REALTY TRUST INC	P	2011-10-24	2012-02-09
TECO ENERGY INC	P	2011-09-23	2012-03-20

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

<b>(a)</b> 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>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo, day, yr)	<b>(d)</b> Date sold (mo, day, yr)
C H ROBINSON WORLDWIDE INC NEW	P	2011-10-26	2012-03-14
INTERNATIONAL BUSINESS MACHINES CORP	P	2009-10-22	2012-04-16
SCHLUMBERGER LTD	P	2012-01-17	2012-03-26
DIGITAL REALTY TRUST INC	P	2011-10-24	2012-04-10
TOTALS A 1 ADR REPRESENTING 1 ORD	P	2011-09-23	2012-05-04
CELANESE CORPORATION SERIES A	P	2012-03-30	2012-07-18
IRON MOUNTAIN INC	P	2011-08-10	2012-11-08
SOLERA HOLDINGS INC	P	2011-11-21	2012-02-16
ECOPETROL S A SPONSORED ADT	P	2011-09-23	2012-06-22
UNITED PARCEL SVC INC CL B	P	2011-09-23	2012-05-22
CROWN CASTLE INTL CORP SR NT	P	2009-10-21	2012-12-26
IRON MOUNTAIN INC	P	2012-11-21	2012-11-29
TEREX CORP NEW SR NTS	P	2009-12-22	2012-09-28
EXELON CORPORATION	P	2011-09-23	2012-04-24
WEYERHAEUSER CO	P	2011-09-23	2012-09-04
CUMMINS INC	P	2011-12-23	2012-12-17
ISHARES SILVER TR ISHARES	P	2012-09-14	2012-12-21
TIME WARNER CABLE INC NT	P	2009-04-14	2012-04-25
EXELON CORPORATION	P	2012-08-27	2012-11-02
WORLD WRESTLING ENTERTAINMENT INC CL	P	2011-09-23	2012-03-13
DISCOVERY COMMUNICATIONS INC COM SER	P	2010-12-16	2012-04-27
KKR FINANCIAL HOLDINGS LLC CONV ST N	P	2010-01-21	2012-02-02
TRANSCANADA PIPELINES LDT SR NT	P	2010-05-26	2012-08-29
FRANCO-NEVADA CORPORATION	P	2011-09-23	2012-07-30
KINDER MORGAN INC-CASH IN LIEU	P	2011-01-01	2012-05-31
DISCOVERY COMMUNICATIONS INC COM SER	P	2010-12-16	2012-09-24
WTS KINDER MORGAN INC DEL	P	2011-05-18	2012-08-21
VERISK ANALYTICS INC CL A	P	2010-04-05	2012-03-30
FRANCO-NEVADA CORPORATION	P	2011-09-23	2012-10-22
PENTAIR LTD SHS-CASH IN LIEU	P	2011-01-01	2012-11-06

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

<b>(a)</b> 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>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo, day, yr)	<b>(d)</b> Date sold (mo, day, yr)
DISCOVERY COMMUNICATIONS INC COM SER	P	2010-12-16	2012-10-04
LOWES COMPANIES INC	P	2012-02-28	2012-08-16
VISA INC CL A COMMON STOCK	P	2011-07-08	2012-02-15
FREEPORT-MCMORAN COPPER & GOLD INC	P	2012-10-18	2012-12-06
DOMINION RES INC VA NEW SR NT	P	2011-03-02	2012-08-29
MSCI INC CL A	P	2011-02-24	2012-01-30
VISA INC CL A COMMON STOCK	P	2011-07-06	2012-03-30
ICONIX BRAND GROUP INC SR SUB NT CON	P	2011-09-22	2012-07-02
DOW CHEM CO NT	P	2011-10-18	2012-12-17
MONSANTO CO NEW	P	2010-11-02	2012-05-31
VISA INC CL A COMMON STOCK	P	2011-07-08	2012-12-03
PG&E CORP	P	2011-10-24	2012-10-09

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

<b>(e) Gross sales price</b>	<b>(f) Depreciation allowed (or allowable)</b>	<b>(g) Cost or other basis plus expense of sale</b>	<b>(h) Gain or (loss) (e) plus (f) minus (g)</b>
13,565		12,089	1,476
10,963		11,374	-411
100,000		94,125	5,875
3,578		3,180	398
3,750		23,594	-19,844
35,949		33,798	2,151
18,134		16,182	1,952
51,098		44,340	6,758
8,138		6,159	1,979
4,421		3,192	1,229
15,926		13,415	2,511
36,625		10,751	25,874
83,632		84,607	-975
9,490		6,913	2,577
10,248		9,381	867
43,578		40,245	3,333
74,184		68,400	5,784
58,242		38,255	19,987
17,004		19,191	-2,187
13,957		14,039	-82
62,290		29,019	33,271
78,415		82,215	-3,800
28,494		33,079	-4,585
9,981		7,854	2,127
14,493		12,217	2,276
30,345		25,493	4,852
77,168		74,975	2,193
34,164		26,382	7,782
6,927		6,299	628
17,544		17,625	-81

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

<b>(e) Gross sales price</b>	<b>(f) Depreciation allowed (or allowable)</b>	<b>(g) Cost or other basis plus expense of sale</b>	<b>(h) Gain or (loss) (e) plus (f) minus (g)</b>
23,104		23,625	-521
51,042		30,586	20,456
61,296		60,828	468
3,608		3,146	462
23,275		24,481	-1,206
26,284		34,606	-8,322
42,883		36,555	6,328
45,057		43,789	1,268
25,804		18,765	7,039
11,243		9,238	2,005
79,672		77,422	2,250
3,507		3,649	-142
84,199		80,717	3,482
11,372		12,776	-1,404
6,256		3,961	2,295
63,670		54,654	9,016
29,126		33,440	-4,314
50,407		49,541	866
11,366		13,014	-1,648
13,310		13,525	-215
20,015		14,620	5,395
102,000		99,500	2,500
80,041		74,911	5,130
12,416		9,490	2,926
25			25
22,150		14,587	7,563
4,800		3,053	1,747
28,173		16,748	11,425
5,785		3,796	1,989
39			39

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

<b>(e) Gross sales price</b>	<b>(f) Depreciation allowed (or allowable)</b>	<b>(g) Cost or other basis plus expense of sale</b>	<b>(h) Gain or (loss) (e) plus (f) minus (g)</b>
28,452		18,233	10,219
40,948		40,976	-28
17,341		13,426	3,915
15,391		21,221	-5,830
50,823		49,972	851
52,131		55,548	-3,417
8,866		6,713	2,153
20,000		20,000	
35,083		36,396	-1,313
26,935		19,409	7,526
11,254		6,713	4,541
19,404		19,244	160

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

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

**(I) Gains (Col (h) gain minus  
col (k), but not less than -0-) or  
Losses (from col (h))**

<b>(i) F M V as of 12/31/69</b>	<b>(j) Adjusted basis as of 12/31/69</b>	<b>(k) Excess of col (i) over col (j), if any</b>	<b>(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))</b>
			1,476
			-411
			5,875
			398
			-19,844
			2,151
			1,952
			6,758
			1,979
			1,229
			2,511
			25,874
			-975
			2,577
			867
			3,333
			5,784
			19,987
			-2,187
			-82
			33,271
			-3,800
			-4,585
			2,127
			2,276
			4,852
			2,193
			7,782
			628
			-81

**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))**

<b>(i) F M V as of 12/31/69</b>	<b>(j) Adjusted basis as of 12/31/69</b>	<b>(k) Excess of col (i) over col (j), if any</b>	<b>(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))</b>
			-521
			20,456
			468
			462
			-1,206
			-8,322
			6,328
			1,268
			7,039
			2,005
			2,250
			-142
			3,482
			-1,404
			2,295
			9,016
			-4,314
			866
			-1,648
			-215
			5,395
			2,500
			5,130
			2,926
			25
			7,563
			1,747
			11,425
			1,989
			39

**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))

<b>(i)</b> F M V as of 12/31/69	<b>(j)</b> Adjusted basis as of 12/31/69	<b>(k)</b> Excess of col (i) over col (j), if any	
			10,219
			-28
			3,915
			-5,830
			851
			-3,417
			2,153
			-1,313
			7,526
			4,541
			160

## Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
NAME AND ADDRESS (HOME OR BUSINESS)				
<b>a Paid during the year</b>				
ANGELO STATE UNIVERSITY 1620 UNIVERSITY AVE SAN ANGELO, TX 76904	NONE	PUBLIC	SCHOLARSHIPS	1,250
ARMSTRONG COUNTY MESEUM PO BOX 450 CLAUDE, TX 79019	NONE	PUBLIC	GENERAL OPERATIONS	5,000
CASA OF THE HIGH PLAINS PO BOX 604 PAMPA, TX 79066	NONE	PUBLIC	GENERAL OPERATIONS	5,000
CLARENDRON COLLEGE PAMPA CENTER 1601 KENTUCKY PAMPA, TX 79065	NONE	PUBLIC	SCHOLARSHIPS	1,250
CREATE A BEAT PAMPA PO BOX 1565 PAMPA, TX 79066	NONE	PUBLIC	GENERAL OPERATIONS	5,000
DONLEY COUNTY SENIOR CITIZENS PO DRAWER B CLARENDRON, TX 79226	NONE	PUBLIC	GENERAL OPERATIONS	2,500
FELLOWSHIP OF CHRISTIAN COWBOYS PO BOX 91 PAMPA, TX 79066	NONE	PUBLIC	GENERAL OPERATIONS	1,500
GOLDEN SPREAD COUNCIL BOY SCOUTS 401 TAScosa ROAD AMARILLO, TX 79124	NONE	PUBLIC	GENERAL OPERATIONS	25,000
GRAY CARES LIVING AT HOME 511 N HOBART PAMPA, TX 79065	NONE	PUBLIC	GENERAL OPERATIONS	5,000
HIGH PLAINS FOOD BANK PO BOX 31803 AMARILLO, TX 79120	NONE	PUBLIC	GENERAL OPERATIONS	10,500
LIBERTY UNIVERSITY 1971 UNIVERSITY BLVD LYNCHBURG, VA 24502	NONE	PUBLIC	SCHOLARSHIPS	1,250
MCLEAN UNITED METHODIST CHURCH PO BOX 125 MCLEAN, TX 79057	NONE	PUBLIC	GENERAL OPERATIONS	20,000
MAKE-A-WISH FOUNDATION OF NORTH TEX 411 S FILLMORE AMARILLO, TX 79101	NONE	PUBLIC	GENERAL OPERATIONS	5,000
MIDWESTERN STATE UNIVERSITY 3410 TAFT BLVD WICHITA FALLS, TX 76308	NONE	PUBLIC	SCHOLARSHIPS	1,250
OKLAHOMA BAPTIST UNIVERSITY 500 W UNIVERSITY ST SHAWNEE, OK 74804	NONE	PUBLIC	SCHOLARSHIPS	1,250

## Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a Paid during the year</b>				
PAMPA CIVIC BALLET PO BOX 1757 PAMPA, TX 79066	NONE	PUBLIC	GENERAL OPERATIONS	2,500
PAMPA COMMUNITY CONCERT ASSOCIATION PO BOX 1935 PAMPA, TX 79066	NONE	PUBLIC	GENERAL OPERATIONS	5,000
PAMPAGRAY COUNTY HABITAT FOR HUMAN PO BOX 74 PAMPA, TX 79066	NONE	PUBLIC	GENERAL OPERATIONS	10,000
PEOPLE TO PEOPLE STUDENT AMBASSADOR 1956 AMBASSADOR WAY SPOKANE, WA 99224	NONE	PUBLIC	GENERAL OPERATIONS	993
SALVATION ARMY OF PAMPA 4414 82ND ST SUITE 212 LUBBOCK, TX 79424	NONE	PUBLIC	GENERAL OPERATIONS	15,000
SAMARITAN PASTORAL COUNSELING CENTE 112 SW 8TH SUITE 800 AMARILLO, TX 79101	NONE	PUBLIC	GENERAL OPERATIONS	2,500
THE O'LAUGHLIN CENTER PO BOX 733 SPEARMAN, TX 79081	NONE	PUBLIC	GENERAL OPERATIONS	5,000
ST MATTHEWS EPISCOPAL 727 W BROWNING PAMPA, TX 79065	NONE	PUBLIC	GENERAL OPERATIONS	6,000
SOUTHWESTERN DIABETIC FOUNDATION PO BOX 918 GAINESVILLE, TX 76241	NONE	PUBLIC	GENERAL OPERATIONS	1,500
THE BRIDGE CHILDRENS ADVOCACY CENT 804 QUAIL CREEK DR AMARILLO, TX 79124	NONE	PUBLIC	GENERAL OPERATIONS	5,000
TRALEE CRISIS CENTER PO BOX 2880 PAMPA, TX 79066	NONE	PUBLIC	GENERAL OPERATIONS	5,000
WEST TEXAS A&M UNIVERSITY PO BOX 60766 CANYON, TX 79016	NONE	PUBLIC	SCHOLARSHIPS	2,500
WHEEL TIMES PO BOX 1951 PAMPA, TX 79066	NONE	PUBLIC	GENERAL OPERATIONS	8,400
HARRINGTON CANCER CENTER 1500 WALLACE BLVD AMARILLO, TX 79106	NONE	PUBLIC	GENERAL OPERATIONS	15,000
<b>Total . . . . .</b>			<b>► 3a</b>	<b>175,143</b>

Form 4562

Department of the Treasury  
Internal Revenue Service (99)Depreciation and Amortization  
(Including Information on Listed Property)

OMB No 1545-0172

2012

Attachment  
Sequence No 179

► See separate instructions. ► Attach to your tax return.

Name(s) shown on return  
M K BROWN FOUNDATION INCBusiness or activity to which this form relates  
INDIRECT DEPRECIATION

Identifying number

75-6034058

**Part I Election To Expense Certain Property Under Section 179***Note: If you have any listed property, complete Part V before you complete Part I.*

1 Maximum amount (see instructions) . . . . .	1	500,000
2 Total cost of section 179 property placed in service (see instructions) . . . . .	2	
3 Threshold cost of section 179 property before reduction in limitation (see instructions) . . . . .	3	2,000,000
4 Reduction in limitation Subtract line 3 from line 2 If zero or less, enter -0- . . . . .	4	
5 Dollar limitation for tax year Subtract line 4 from line 1 If zero or less, enter -0- If married filing separately, see instructions . . . . .	5	

6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost
6			
7 Listed property Enter the amount from line 29 . . . . .	7		
8 Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7 . . . . .	8		
9 Tentative deduction Enter the smaller of line 5 or line 8 . . . . .	9		
10 Carryover of disallowed deduction from line 13 of your 2011 Form 4562 . . . . .	10		
11 Business income limitation Enter the smaller of business income (not less than zero) or line 5 (see instructions) . . . . .	11		
12 Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11 . . . . .	12		
13 Carryover of disallowed deduction to 2013 Add lines 9 and 10, less line 12 ► 13 . . . . .	13		

*Note: Do not use Part II or Part III below for listed property. Instead, use Part V.*

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property) (See instructions)		
14 Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions) . . . . .	14	
15 Property subject to section 168(f)(1) election . . . . .	15	
16 Other depreciation (including ACRS) . . . . .	16	

**Part III MACRS Depreciation (Do not include listed property.) (See instructions.)****Section A**

17 MACRS deductions for assets placed in service in tax years beginning before 2012 . . . . .	17	422
18 If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here ►		

**Section B—Assets Placed in Service During 2012 Tax Year Using the General Depreciation System**

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only—see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property		25 yrs		S/L		
h Residential rental property		27 5 yrs	MM	S/L		
		27 5 yrs	MM	S/L		
i Nonresidential real property		39 yrs	MM	S/L		
			MM	S/L		

**Section C—Assets Placed in Service During 2012 Tax Year Using the Alternative Depreciation System**

20a Class life				S/L	
b 12-year		12 yrs		S/L	
c 40-year		40 yrs	MM	S/L	

**Part IV Summary (see instructions)**

21 Listed property Enter amount from line 28 . . . . .	21	
22 Total Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21 Enter here and on the appropriate lines of your return Partnerships and S corporations—see instructions . . . . .	22	422
23 For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs . . . . .	23	

**Part V**

**Listed Property** (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement.)

**Note:** For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete **only** 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.

**Section A—Depreciation and Other Information (Caution:** See the instructions for limits for passenger automobiles.)

**24a** Do you have evidence to support the business/investment use claimed?  Yes  No **24b** If "Yes," is the evidence written?  Yes  No

(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/Convention	(h) Depreciation/deduction	(i) Elected section 179 cost

**25** Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use (see instructions) **25**

	%							
	%							
	%							

	%			S/L -				
	%			S/L -				
	%			S/L -				

**28** Add amounts in column (h), lines 25 through 27 Enter here and on line 21, page 1 **28**

**29** Add amounts in column (i), line 26 Enter here and on line 7, page 1 **29**

**Section B—Information on Use of Vehicles**

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person

If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles

<b>30</b> Total business/investment miles driven during the year (do not include commuting miles)	(a) Vehicle 1		(b) Vehicle 2		(c) Vehicle 3		(d) Vehicle 4		(e) Vehicle 5		(f) Vehicle 6	
	Yes	No										
<b>31</b> Total commuting miles driven during the year												
<b>32</b> Total other personal (noncommuting) miles driven												
<b>33</b> Total miles driven during the year Add lines 30 through 32												
<b>34</b> Was the vehicle available for personal use during off-duty hours?												
<b>35</b> Was the vehicle used primarily by a more than 5% owner or related person?												
<b>36</b> Is another vehicle available for personal use?												

**Section C—Questions for Employers Who Provide Vehicles for Use by Their Employees**

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who are not more than 5% owners or related persons (see instructions)

<b>37</b> Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?													<b>Yes</b>	<b>No</b>
<b>38</b> Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners														
<b>39</b> Do you treat all use of vehicles by employees as personal use?														
<b>40</b> Do you provide more than five vehicles to your employees, obtain information from your employees about the use of vehicles, and retain the information received?														
<b>41</b> Do you meet the requirements concerning qualified automobile demonstration use? (See instructions)														

**Note:** If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year

**42** Amortization of costs that begins during your 2012 tax year (see instructions)


**43** Amortization of costs that began before your 2012 tax year **43**

**44 Total.** Add amounts in column (f) See the instructions for where to report **44**

## TY 2012 Accounting Fees Schedule

**Name:** M K BROWN FOUNDATION INC

**EIN:** 75-6034058

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING	11,165	8,485	8,485	2,680

## TY 2012 Compensation Explanation

**Name:** M K BROWN FOUNDATION INC

**EIN:** 75-6034058

Person Name	Explanation
LELAND WATERS	
WM JARREL SMITH JR	
DOUG CARMICHAEL	

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

## TY 2012 Depreciation Schedule

**Name:** M K BROWN FOUNDATION INC

**EIN:** 75-6034058

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
CARPET-LSED OFFICE	2001-12-17	2,375	2,375	200DB	7 0000				
LEASEHOLD COSTS	1964-01-01	49,296	49,296	S/L	15 0000				
2DRAWER CHEST	2002-01-12	594	594	200DB	7 0000				
FILING CABINETS	2002-02-06	214	214	200DB	7 0000				
COMPUTER	2002-02-20	1,162	1,162	200DB	5 0000				
MONITOR	2002-02-20	425	425	200DB	5 0000				
PRINTER/COPIER	2002-01-12	433	433	200DB	5 0000				
ELECTRICAL-LSED OFFICE	2002-03-07	1,076	1,076	200DB	7 0000				
HP LASER JET 3015	2006-03-16	459	459	200DB	5 0000				
COMPUTER	2008-10-07	1,425	1,133	200DB	5 0000	156	78	78	
HP LASER JET	2009-05-21	410	292	200DB	5 0000	47	24	24	
OFFICE CARPET	2010-12-04	1,111	346	200DB	7 0000	219	109	109	

## TY 2012 General Explanation Attachment

**Name:** M K BROWN FOUNDATION INC**EIN:** 75-6034058

Identifier	Return Reference	Explanation
GENERAL ELECTIONS		

**TY 2012 Investments Corporate  
Bonds Schedule****Name:** M K BROWN FOUNDATION INC**EIN:** 75-6034058

<b>Name of Bond</b>	<b>End of Year Book Value</b>	<b>End of Year Fair Market Value</b>
CORPORATE BONDS	2,176,987	2,176,987

## TY 2012 Investments Corporate Stock Schedule

**Name:** M K BROWN FOUNDATION INC

**EIN:** 75-6034058

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CORPORATE STOCK	2,553,280	2,553,280

## TY 2012 Investments - Other Schedule

**Name:** M K BROWN FOUNDATION INC**EIN:** 75-6034058

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
OTHER INVESTMENTS		27,602	27,602

**TY 2012 Land, Etc. Schedule****Name:** M K BROWN FOUNDATION INC**EIN:** 75-6034058

<b>Category / Item</b>	<b>Cost / Other Basis</b>	<b>Accumulated Depreciation</b>	<b>Book Value</b>	<b>End of Year Fair Market Value</b>
FURNITURE & FIXTURES	2,828	2,828		
MACHINERY & EQUIPMENT	2,294	2,087	207	207
IMPROVEMENTS	4,562	4,016	546	546
MISCELLANEOUS	1,151,130	49,296	1,101,834	1,101,834

## TY 2012 Other Assets Schedule

**Name:** M K BROWN FOUNDATION INC**EIN:** 75-6034058

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
RECEIVABLES	8,481	3,777	3,777

## TY 2012 Other Expenses Schedule

**Name:** M K BROWN FOUNDATION INC**EIN:** 75-6034058

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
FEES	17	13	13	4
DUES & SUBS	695	528	528	167
INVESTMENT FEES	46,382	35,250	35,250	11,132
INSURANCE	750	570	570	180
GAS MEASUREMENT EXPENSE	4,295	3,264	3,264	1,031
MISCELLANEOUS	885	673	673	212
OFFICE SUPPLIES & POSTAGE	514	391	391	123
OIL & GAS EXPENSE	1,742	1,324	1,324	418
FOREIGN TAX	1,899	1,443	1,443	456
TRAVEL	2,754	2,093	2,093	661

## TY 2012 Other Income Schedule

**Name:** M K BROWN FOUNDATION INC**EIN:** 75-6034058

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
CABOT OIL & GAS	23	23	23
CAMEO OIL CO	686	686	686
CHESAPEAKE ENGINEERING	9,471	9,471	9,471
CONOCO PHILLIPS	169	169	169
EAGLE ROCK	30,312	30,312	30,312
EQUIVA-SHELL	25,772	25,772	25,772
EVANS PRODUCTION	2,191	2,191	2,191
DCP MIDSTREAM	28,325	28,325	28,325
JERRY SIMPSON OIL	4,538	4,538	4,538
KIMBREL OIL	8,913	8,913	8,913
KC ENTERPRISE	1,155	1,155	1,155
LINN OPERATING	9,357	9,357	9,357
LEGACY RESERVES OPERATING	61	61	61
MANHATTAN ENERGY	1,076	1,076	1,076
MINCO OIL & GAS	76	76	76
OILWELL OPERATORS	10	10	10
PANTERA ENERGY	8,066	8,066	8,066
PLAINS MARKETING	12,120	12,120	12,120
S & W PETROLEUM	1,004	1,004	1,004
STINN-TEX	70,705	70,705	70,705
TOMBSTONE PRODUCTION	956	956	956
VALERO ENERGY	79,585	79,585	79,585
WILSON OPERATING	3,636	3,636	3,636
WO OPERATING	4,137	4,137	4,137
WTG EXPLORATION	151	151	151

## TY 2012 Other Increases Schedule

**Name:** M K BROWN FOUNDATION INC**EIN:** 75-6034058

Description	Amount
RETURN OF CAPITAL COSTS	11,279
UNREALIZED GAINS	180,157
INCREASE IN APPRAISAL VALUES	67,380
2011 GRANT COMMITMENTS PAID IN 2012	15,000

## TY 2012 Taxes Schedule

**Name:** M K BROWN FOUNDATION INC**EIN:** 75-6034058

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PROPERTY	19,692	14,966	14,966	4,726
PRODUCTION	16,678	12,675	12,675	4,003
EXCISE	11,337			
PAYROLL	2,328	1,769	1,769	559

**TY 2012 GeneralDependencySmall****Name:** M K BROWN FOUNDATION INC**EIN:** 75-6034058**Business Name or Person Name:****Taxpayer Identification Number:****Form, Line or Instruction  
Reference:****Regulations Reference:****Description:** GENERAL FOOTNOTE**Attachment Information:** MK BROWN FOUNDATION, INC. ATTACHMENT TO FORM 990-PF SCHEDULE A FOR THE YEAR ENDED DECEMBER 31, 2012 75-6034058 PAGE 1, PART I: NOTE 1: ALLOCATION BASED ON THE RELATION TO THE CHARITABLE PURPOSE OF THE TAXPAYER. NOTE 2: ALLOCATION BASED ON THE FEES NECESSARY TO THE PRODUCTION OF INCOME FOR INVESTMENT AND FOUNDATION ACTIVITIES. NOTE 3: OVERHEAD COST ALLOCATION WAS CALCULATED AS FOLLOWS: GROSS INVESTMENT REVENUE: 677,137 LESS: INVESTMENT EXPENSES 90,687 NET INVESTMENT INCOME 586,450 CONTRIBUTIONS FOR EXEMPT PURPOSES 190,143 CALCULATED BASE 776,593 OVERHEAD ALLOCATED TO EXEMPT PURPOSE 190,143/776,593 = 24% OVERHEAD ALLOCATED TO INVESTMENTS 586,450/776,593 = 76%