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Form **990-PF**

Department of the Treasury  
Internal Revenue Service

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

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

OMB No 1545-0052

**2012**

Open to Public Inspection

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

|                                                                                                                                                                                                                                                                                                                                              |  |                                                                                                                                                                                                                                                 |  |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|
| Name of foundation<br>BEAL FOUNDATION                                                                                                                                                                                                                                                                                                        |  | <b>A Employer identification number</b><br><br>75-6034480                                                                                                                                                                                       |  |
| Number and street (or P O box number if mail is not delivered to street address)<br>104 S PECOS                                                                                                                                                                                                                                              |  | <b>B Telephone number</b> (see instructions)<br><br>(806) 741-2176                                                                                                                                                                              |  |
| City or town, state, and ZIP code<br>MIDLAND, TX 79701                                                                                                                                                                                                                                                                                       |  | <b>C</b> If exemption application is pending, check here <input type="checkbox"/>                                                                                                                                                               |  |
| <b>G</b> Check all that apply<br><div><input type="checkbox"/> Initial return<br/><input type="checkbox"/> Final return<br/><input type="checkbox"/> Address change</div> <div><input type="checkbox"/> Initial return of a former public charity<br/><input type="checkbox"/> Amended return<br/><input type="checkbox"/> Name change</div> |  | <b>D 1.</b> Foreign organizations, check here <input type="checkbox"/><br><b>2.</b> Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>                                                      |  |
| <b>H</b> Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation<br><input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation                                                                                      |  | <b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/><br><b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/> |  |
| <b>I</b> Fair market value of all assets at end of year (from Part II, col. (c), line 16) <b>\$</b> 19,785,503                                                                                                                                                                                                                               |  | <b>J</b> Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual<br><input type="checkbox"/> Other (specify) _____<br>(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)                                     | 0                                  |                           |                         |                                                             |
|                                                                                                                                                                     | 2 Check <input checked="" type="checkbox"/> if the foundation is <b>not</b> required to attach Sch B |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | 3 Interest on savings and temporary cash investments                                                 | 173                                | 173                       |                         |                                                             |
|                                                                                                                                                                     | 4 Dividends and interest from securities. . . . .                                                    | 261,981                            | 261,981                   |                         |                                                             |
|                                                                                                                                                                     | 5a Gross rents . . . . .                                                                             |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | b Net rental income or (loss) _____                                                                  |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | 6a Net gain or (loss) from sale of assets not on line 10                                             | 222,309                            |                           |                         |                                                             |
|                                                                                                                                                                     | b Gross sales price for all assets on line 6a _____ 7,575,219                                        |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | 7 Capital gain net income (from Part IV , line 2 ) . . . .                                           |                                    | 222,309                   |                         |                                                             |
|                                                                                                                                                                     | 8 Net short-term capital gain . . . . .                                                              |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | 9 Income modifications . . . . .                                                                     |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | 10a Gross sales less returns and allowances                                                          |                                    |                           |                         |                                                             |
| Operating and Administrative Expenses                                                                                                                               | b Less Cost of goods sold . . . . .                                                                  |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | c Gross profit or (loss) (attach schedule) . . . . .                                                 |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | 11 Other income (attach schedule) . . . . .                                                          | 2,215,975                          | 2,215,975                 |                         |                                                             |
|                                                                                                                                                                     | 12 <b>Total.</b> Add lines 1 through 11 . . . . .                                                    | 2,700,438                          | 2,700,438                 |                         |                                                             |
|                                                                                                                                                                     | 13 Compensation of officers, directors, trustees, etc                                                | 0                                  | 0                         |                         | 0                                                           |
|                                                                                                                                                                     | 14 Other employee salaries and wages . . . . .                                                       |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | 15 Pension plans, employee benefits . . . . .                                                        |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | 16a Legal fees (attach schedule) . . . . .                                                           |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | b Accounting fees (attach schedule) . . . . .                                                        | 9,550                              | 9,550                     |                         | 2,388                                                       |
|                                                                                                                                                                     | c Other professional fees (attach schedule) . . . . .                                                | 157,934                            | 157,934                   |                         | 39,483                                                      |
|                                                                                                                                                                     | 17 Interest . . . . .                                                                                |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | 18 Taxes (attach schedule) (see instructions)                                                        | 241,566                            | 195,566                   |                         | 0                                                           |
|                                                                                                                                                                     | 19 Depreciation (attach schedule) and depletion . . .                                                | 17,903                             | 17,903                    |                         |                                                             |
|                                                                                                                                                                     | 20 Occupancy . . . . .                                                                               |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | 21 Travel, conferences, and meetings . . . . .                                                       |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | 22 Printing and publications . . . . .                                                               |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | 23 Other expenses (attach schedule) . . . . .                                                        | 5,972                              | 5,972                     |                         | 164                                                         |
|                                                                                                                                                                     | 24 <b>Total operating and administrative expenses.</b><br>Add lines 13 through 23 . . . . .          | 432,925                            | 386,925                   |                         | 42,035                                                      |
|                                                                                                                                                                     | 25 Contributions, gifts, grants paid . . . . .                                                       | 1,434,000                          |                           |                         | 1,434,000                                                   |
|                                                                                                                                                                     | 26 <b>Total expenses and disbursements.</b> Add lines 24 and 25                                      | 1,866,925                          | 386,925                   |                         | 1,476,035                                                   |
|                                                                                                                                                                     | 27 Subtract line 26 from line 12                                                                     |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | a <b>Excess of revenue over expenses and disbursements</b>                                           | 833,513                            |                           |                         |                                                             |
|                                                                                                                                                                     | b <b>Net investment income</b> (if negative, enter -0-)                                              |                                    | 2,313,513                 |                         |                                                             |
|                                                                                                                                                                     | c <b>Adjusted net income</b> (if negative, enter -0-)                                                |                                    |                           |                         |                                                             |

| Part II Balance Sheets |     | Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions )                              | Beginning of year | End of year    |                       |
|------------------------|-----|--------------------------------------------------------------------------------------------------------------------------------------------------|-------------------|----------------|-----------------------|
|                        |     |                                                                                                                                                  | (a) Book Value    | (b) Book Value | (c) Fair Market Value |
| Assets                 | 1   | Cash—non-interest-bearing . . . . .                                                                                                              |                   |                |                       |
|                        | 2   | Savings and temporary cash investments . . . . .                                                                                                 | 1,086,018         | 1,183,368      | 1,183,368             |
|                        | 3   | Accounts receivable ▶ _____<br>Less allowance for doubtful accounts ▶ _____                                                                      |                   |                |                       |
|                        | 4   | Pledges receivable ▶ _____<br>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) ▶ _____<br>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) . . . . .                                                                                          | 10,032,768        | 10,786,834     | 12,701,515            |
|                        | c   | Investments—corporate bonds (attach schedule). . . . .                                                                                           |                   |                |                       |
|                        | 11  | Investments—land, buildings, and equipment basis ▶ _____<br>Less accumulated depreciation (attach schedule) ▶ _____                              |                   |                |                       |
|                        | 12  | Investments—mortgage loans . . . . .                                                                                                             |                   |                |                       |
|                        | 13  | Investments—other (attach schedule) . . . . .                                                                                                    |                   |                |                       |
|                        | 14  | Land, buildings, and equipment basis ▶ _____<br>Less accumulated depreciation (attach schedule) ▶ _____                                          |                   |                |                       |
|                        | 15  | Other assets (describe ▶ _____)                                                                                                                  | 1,161,298         | 1,143,394      | 5,900,620             |
|                        | 16  | Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)                                                       | 12,280,084        | 13,113,596     | 19,785,503            |

|             |    |                                                                          |   |   |  |
|-------------|----|--------------------------------------------------------------------------|---|---|--|
| Liabilities | 17 | Accounts payable and accrued expenses . . . . .                          |   |   |  |
|             | 18 | Grants payable . . . . .                                                 |   |   |  |
|             | 19 | Deferred revenue . . . . .                                               |   |   |  |
|             | 20 | Loans from officers, directors, trustees, and other disqualified persons |   |   |  |
|             | 21 | Mortgages and other notes payable (attach schedule) . . . . .            |   |   |  |
|             | 22 | Other liabilities (describe ▶ _____)                                     |   |   |  |
|             | 23 | Total liabilities (add lines 17 through 22) . . . . .                    | 0 | 0 |  |

|                             |                                                                                                                               |                                                                                            |            |            |  |
|-----------------------------|-------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------|------------|------------|--|
| Net Assets or Fund Balances | Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31. |                                                                                            |            |            |  |
|                             | 24                                                                                                                            | Unrestricted . . . . .                                                                     |            |            |  |
|                             | 25                                                                                                                            | Temporarily restricted . . . . .                                                           |            |            |  |
|                             | 26                                                                                                                            | Permanently restricted . . . . .                                                           |            |            |  |
|                             | Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.   |                                                                                            |            |            |  |
|                             | 27                                                                                                                            | Capital stock, trust principal, or current funds . . . . .                                 | 0          | 0          |  |
|                             | 28                                                                                                                            | Paid-in or capital surplus, or land, bldg , and equipment fund                             | 0          | 0          |  |
|                             | 29                                                                                                                            | Retained earnings, accumulated income, endowment, or other funds                           | 12,280,084 | 13,113,596 |  |
|                             | 30                                                                                                                            | Total net assets or fund balances (see page 17 of the instructions) . . . . .              | 12,280,084 | 13,113,596 |  |
|                             | 31                                                                                                                            | Total liabilities and net assets/fund balances (see page 17 of the instructions) . . . . . | 12,280,084 | 13,113,596 |  |

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 | 12,280,084 |
| 2 | Enter amount from Part I, line 27a . . . . .                                                                                                                       | 2 | 833,513    |
| 3 | Other increases not included in line 2 (itemize) ▶ _____                                                                                                           | 3 | 0          |
| 4 | Add lines 1, 2, and 3 . . . . .                                                                                                                                    | 4 | 13,113,597 |
| 5 | Decreases not included in line 2 (itemize) ▶ _____                                                                                                                 | 5 | 1          |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .                                                      | 6 | 13,113,596 |

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<br>P—Purchase<br>D—Donation | (c) Date acquired<br>(mo , day, yr ) | (d) Date sold<br>(mo , day, yr ) |
| 1a                                                                                                                                | See Additional Data Table |                                              |                                      |                                  |
| b                                                                                                                                 |                           |                                              |                                      |                                  |
| c                                                                                                                                 |                           |                                              |                                      |                                  |
| d                                                                                                                                 |                           |                                              |                                      |                                  |
| e                                                                                                                                 |                           |                                              |                                      |                                  |

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

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

|   |                                                                                                                                                                                                              |                                                                                     |   |         |
|---|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------|---|---------|
| 2 | Capital gain net income or (net capital loss)                                                                                                                                                                | { If gain, also enter in Part I, line 7<br>If (loss), enter -0- in Part I, line 7 } | 2 | 222,309 |
| 3 | Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)<br><br>If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0-<br>in Part I, line 8 . . . . . |                                                                                     | 3 |         |

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

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

|                                                                      |                                          |                                              |                                                           |
|----------------------------------------------------------------------|------------------------------------------|----------------------------------------------|-----------------------------------------------------------|
| (a)<br>Base period years Calendar<br>year (or tax year beginning in) | (b)<br>Adjusted qualifying distributions | (c)<br>Net value of noncharitable-use assets | (d)<br>Distribution ratio<br>(col (b) divided by col (c)) |
| 2011                                                                 | 868,000                                  | 17,256,647                                   | 0 050299                                                  |
| 2010                                                                 | 563,000                                  | 16,103,864                                   | 0 034961                                                  |
| 2009                                                                 | 494,000                                  | 15,272,908                                   | 0 032345                                                  |
| 2008                                                                 | 815,000                                  | 11,093,617                                   | 0 073466                                                  |
| 2007                                                                 | 737,000                                  | 11,123,528                                   | 0 066256                                                  |

|   |                                                                                                                                                                                                                                  |   |            |
|---|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---|------------|
| 2 | Total of line 1, column (d). . . . .                                                                                                                                                                                             | 2 | 0 257327   |
| 3 | Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by<br>the number of years the foundation has been in existence if less than 5 years . . . .                                            | 3 | 0 051465   |
| 4 | Enter the net value of noncharitable-use assets for 2012 from Part X, line 5. . . . .                                                                                                                                            | 4 | 19,034,594 |
| 5 | Multiply line 4 by line 3. . . . .                                                                                                                                                                                               | 5 | 979,615    |
| 6 | Enter 1% of net investment income (1% of Part I, line 27b). . . . .                                                                                                                                                              | 6 | 23,135     |
| 7 | Add lines 5 and 6. . . . .                                                                                                                                                                                                       | 7 | 1,002,750  |
| 8 | Enter qualifying distributions from Part XII, line 4. . . . .<br><br>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<br>the Part VI instructions | 8 | 1,476,035  |

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

|    |  |                                                                                                                                                                      |        |          |        |
|----|--|----------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------|----------|--------|
| 1a |  | Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1                                          |        |          |        |
|    |  | Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)                                                                   |        |          |        |
| b  |  | Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b . . . . . |        | 1        | 23,135 |
| 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        | 0      |
| 3  |  | Add lines 1 and 2. . . . .                                                                                                                                           |        | 3        | 23,135 |
| 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        | 23,135 |
| 6  |  | Credits/Payments                                                                                                                                                     |        |          |        |
| a  |  | 2012 estimated tax payments and 2011 overpayment credited to 2012                                                                                                    | 6a     | 48,081   |        |
| b  |  | Exempt foreign organizations—tax withheld at source . . . . .                                                                                                        | 6b     |          |        |
| c  |  | Tax paid with application for extension of time to file (Form 8868)                                                                                                  | 6c     |          |        |
| d  |  | Backup withholding erroneously withheld . . . . .                                                                                                                    | 6d     |          |        |
| 7  |  | Total credits and payments Add lines 6a through 6d. . . . .                                                                                                          |        | 7        | 48,081 |
| 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        |        |
| 10 |  | Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid. . . . .                                                                   |        | 10       | 24,946 |
| 11 |  | Enter the amount of line 10 to be Credited to 2013 estimated tax                                                                                                     | 24,946 | Refunded | 0      |

Part VII-AStatements Regarding Activities

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

Part VII-A

Statements Regarding Activities *(continued)*

|                                                                                                                                 |                                                                                                                                                                                                                                               |    |     |    |
|---------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|-----|----|
| 11                                                                                                                              | At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).                                                      | 11 |     | No |
| 12                                                                                                                              | Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)                                                      | 12 |     | No |
| 13                                                                                                                              | Did the foundation comply with the public inspection requirements for its annual returns and exemption application?                                                                                                                           | 13 | Yes |    |
| Website address ▶N/A                                                                                                            |                                                                                                                                                                                                                                               |    |     |    |
| 14                                                                                                                              | The books are in care of ▶MR BRYAN LIMMER PROSPERITY BANK Telephone no ▶(806) 741-2176<br>Located at ▶1401 AVENUE Q LUBBOCK TX ZIP +4 ▶79401                                                                                                  |    |     |    |
| 15                                                                                                                              | Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> —Check here . . . . . ▶ <input type="checkbox"/><br>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)<br>(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No<br>(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<br>(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No<br>(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No<br>(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<br>(6) Agree to pay money or property to a government official? ( <b>Exception.</b> Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days ). . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |    |     |    |
| b                                                                                       | If any answer is "Yes" to 1a(1)–(6), did <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)?. . . Organizations relying on a current notice regarding disaster assistance check here. . . . . ▶ <input type="checkbox"/>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | 1b |     | No |
| c                                                                                       | Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?. . . . .                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | 1c |     | No |
| 2                                                                                       | Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |    |     |    |
| a                                                                                       | At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?. . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No<br>If "Yes," list the years ▶ 20____, 20____, 20____, 20____                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |    |     |    |
| b                                                                                       | 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 ). . . . .                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | 2b |     |    |
| c                                                                                       | 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 ▶ 20____, 20____, 20____, 20____                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |    |     |    |
| 3a                                                                                      | Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?. . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |    |     |    |
| b                                                                                       | If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? ( <i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i> ). . . . .                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | 3b |     |    |
| 4a                                                                                      | Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | 4a |     | No |
| b                                                                                       | Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | 4b |     | No |

Part VII-B

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

5a

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

(1)

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

Yes

No

(2)

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

Yes

No

(3)

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

Yes

No

(4)

Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1 ), (2), or (3), or section 4940(d)(2)? (see instructions).

Yes

No

(5)

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

Yes

No

b

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

5b

Organizations relying on a current notice regarding disaster assistance check here.

c

If the answer is "Yes" to question 5a(4 ), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

Yes

No

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

6a

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

Yes

No

b

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

6b

No

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

7a

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

Yes

No

b

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

7b

Part VIII

Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1

List all officers, directors, trustees, foundation managers and their compensation (see instructions).

| (a) Name and address      | (b) Title, and average hours per week devoted to position | (c) Compensation (If not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|---------------------------|-----------------------------------------------------------|-------------------------------------------|-----------------------------------------------------------------------|---------------------------------------|
| See Additional Data Table |                                                           |                                           |                                                                       |                                       |
|                           |                                                           |                                           |                                                                       |                                       |
|                           |                                                           |                                           |                                                                       |                                       |
|                           |                                                           |                                           |                                                                       |                                       |
|                           |                                                           |                                           |                                                                       |                                       |
|                           |                                                           |                                           |                                                                       |                                       |
|                           |                                                           |                                           |                                                                       |                                       |

2

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

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

Total

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

0

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Part VIII

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

| 3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE". |                     |                  |
|------------------------------------------------------------------------------------------------------------------|---------------------|------------------|
| (a) Name and address of each person paid more than \$50,000                                                      | (b) Type of service | (c) Compensation |
| NONE                                                                                                             |                     |                  |
|                                                                                                                  |                     |                  |
|                                                                                                                  |                     |                  |
|                                                                                                                  |                     |                  |
|                                                                                                                  |                     |                  |
|                                                                                                                  |                     |                  |
|                                                                                                                  |                     |                  |
|                                                                                                                  |                     |                  |
|                                                                                                                  |                     |                  |
| Total number of others receiving over \$50,000 for professional services. . . . .                                |                     | 0                |

Part IX-A

Summary of Direct Charitable Activities

| List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc. | Expenses |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|
| 1                                                                                                                                                                                                                                                      |          |
|                                                                                                                                                                                                                                                        |          |
|                                                                                                                                                                                                                                                        |          |
| 2                                                                                                                                                                                                                                                      |          |
|                                                                                                                                                                                                                                                        |          |
|                                                                                                                                                                                                                                                        |          |
| 3                                                                                                                                                                                                                                                      |          |
|                                                                                                                                                                                                                                                        |          |
|                                                                                                                                                                                                                                                        |          |
| 4                                                                                                                                                                                                                                                      |          |
|                                                                                                                                                                                                                                                        |          |
|                                                                                                                                                                                                                                                        |          |

Part IX-B

Summary of Program-Related Investments (see instructions)

| Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2 | Amount |
|------------------------------------------------------------------------------------------------------------------|--------|
| 1                                                                                                                |        |
|                                                                                                                  |        |
|                                                                                                                  |        |
| 2                                                                                                                |        |
|                                                                                                                  |        |
|                                                                                                                  |        |
| All other program-related investments. See page 24 of the instructions.                                          |        |
| 3                                                                                                                |        |
|                                                                                                                  |        |
|                                                                                                                  |        |
| Total. Add lines 1 through 3. . . . .                                                                            | 0      |

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 | 11,780,864 |
| b | Average of monthly cash balances. . . . .                                                                          | 1b | 1,642,977  |
| c | Fair market value of all other assets (see instructions). . . . .                                                  | 1c | 5,900,620  |
| d | Total (add lines 1a, b, and c). . . . .                                                                            | 1d | 19,324,461 |
| e | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). . . . . | 1e | 0          |
| 2 | Acquisition indebtedness applicable to line 1 assets. . . . .                                                      | 2  | 0          |
| 3 | Subtract line 2 from line 1d. . . . .                                                                              | 3  | 19,324,461 |
| 4 | Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .  | 4  | 289,867    |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4                | 5  | 19,034,594 |
| 6 | Minimum investment return. Enter 5% of line 5. . . . .                                                             | 6  | 951,730    |

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  | 951,730 |
| 2a | Tax on investment income for 2012 from Part VI, line 5. . . . .                                           | 2a | 23,135  |
| b  | Income tax for 2012 (This does not include the tax from Part VI ). . . . .                                | 2b |         |
| c  | Add lines 2a and 2b. . . . .                                                                              | 2c | 23,135  |
| 3  | Distributable amount before adjustments Subtract line 2c from line 1. . . . .                             | 3  | 928,595 |
| 4  | Recoveries of amounts treated as qualifying distributions. . . . .                                        | 4  | 0       |
| 5  | Add lines 3 and 4. . . . .                                                                                | 5  | 928,595 |
| 6  | Deduction from distributable amount (see instructions). . . . .                                           | 6  | 0       |
| 7  | Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. . . . . | 7  | 928,595 |

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 | 1,476,035 |
| b                                                                                                                                                                                            | Program-related investments—total from Part IX-B. . . . .                                                                                                    | 1b | 0         |
| 2                                                                                                                                                                                            | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes. . . . .                                           | 2  |           |
| 3                                                                                                                                                                                            | Amounts set aside for specific charitable projects that satisfy the                                                                                          |    |           |
| a                                                                                                                                                                                            | Suitability test (prior IRS approval required). . . . .                                                                                                      | 3a |           |
| b                                                                                                                                                                                            | Cash distribution test (attach the required schedule). . . . .                                                                                               | 3b |           |
| 4                                                                                                                                                                                            | Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4                                                    | 4  | 1,476,035 |
| 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  | 23,135    |
| 6                                                                                                                                                                                            | Adjusted qualifying distributions. Subtract line 5 from line 4. . . . .                                                                                      | 6  | 1,452,900 |
| 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)<br>Corpus | (b)<br>Years prior to 2011 | (c)<br>2011 | (d)<br>2012 |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2012 from Part XI, line 7                                                                                                                                |               |                            |             | 928,595     |
| 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. . . . .                                                                                                                                                                | 217,405       |                            |             |             |
| b From 2008. . . . .                                                                                                                                                                | 328,041       |                            |             |             |
| c From 2009. . . . .                                                                                                                                                                |               |                            |             |             |
| d From 2010. . . . .                                                                                                                                                                |               |                            |             |             |
| e From 2011. . . . .                                                                                                                                                                | 39,087        |                            |             |             |
| f Total of lines 3a through e. . . . .                                                                                                                                              | 584,533       |                            |             |             |
| 4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 1,476,035                                                                                                            |               |                            |             |             |
| 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. . . . .                                                                                                                                     |               |                            |             | 928,595     |
| e Remaining amount distributed out of corpus                                                                                                                                        | 547,440       |                            |             |             |
| 5 Excess distributions carryover applied to 2012<br>(If an amount appears in column (d), the same amount must be shown in column (a).)                                              | 0             |                            |             | 0           |
| 6 Enter the net total of each column as indicated below:                                                                                                                            |               |                            |             |             |
| a Corpus Add lines 3f, 4c, and 4e Subtract line 5                                                                                                                                   | 1,131,973     |                            |             |             |
| 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). . .                                                                                  | 217,405       |                            |             |             |
| 9 Excess distributions carryover to 2013.<br>Subtract lines 7 and 8 from line 6a . . . . .                                                                                          | 914,568       |                            |             |             |
| 10 Analysis of line 9                                                                                                                                                               |               |                            |             |             |
| a Excess from 2008. . . .                                                                                                                                                           | 328,041       |                            |             |             |
| b Excess from 2009. . . .                                                                                                                                                           |               |                            |             |             |
| c Excess from 2010. . . .                                                                                                                                                           |               |                            |             |             |
| d Excess from 2011. . . .                                                                                                                                                           | 39,087        |                            |             |             |
| e Excess from 2012. . . .                                                                                                                                                           | 547,440       |                            |             |             |

|                                                                                                                                                                                |  |  |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|--|
| 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: |  |  |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|--|

|                                                                                                                                     |          |               |          |          |           |
|-------------------------------------------------------------------------------------------------------------------------------------|----------|---------------|----------|----------|-----------|
| Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . . | Tax year | Prior 3 years |          |          | (e) Total |
|                                                                                                                                     | (a) 2012 | (b) 2011      | (c) 2010 | (d) 2009 |           |
|                                                                                                                                     |          |               |          |          |           |

**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.)**

**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) )

CARLTON BEAL JR

• 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

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

SPENCER E BEAL  
104 S PECOS  
MIDLAND, TX 79701  
(432) 682-3753

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

THE BEAL FOUNDATION HAS APPLICATION FORMS WHICH MAY BE OBTAINED FROM MR BEAL INFORMATION REQUIRED IS DETAILED IN THE APPLICATION FORM INSTRUCTIONS REPEAT RECIPIENTS MUST SUBMIT THEIR APPLICATIONS TWO WEEKS PRIOR TO THE SEMI-ANNUAL TRUSTEE MEETINGS HELD ON APRIL 1 AND NOVEMBER 1 FIRST TIME APPLICANTS MUST SUBMIT THEIR APPLICATIONS FOUR WEEKS PRIOR

**c** Any submission deadlines  
FOUR WEEKS PRIOR TO APRIL 1 AND NOVEMBER 1 FOR NEW APPLICANTS

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

NO RESTRICTIONS ON GRANTS, HOWEVER, THE BEAL FOUNDATION GIVES FIRST CONSIDERATION TO CHARITABLE ORGANIZATIONS WITHIN THE MIDLAND, TEXAS AREA GRANTS ARE BASED ON NEED AND AVAILABILITY OF FUNDS WITHIN THE FOUNDATION

**Part XV**

Supplementary Information (continued)

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

| Recipient                                                         | If recipient is an individual,<br>show any relationship to<br>any foundation manager<br>or substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution | Amount    |
|-------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|--------------------------------------|-------------------------------------|-----------|
| Name and address (home or business)                               |                                                                                                                    |                                      |                                     |           |
| <b>a</b> <i>Paid during the year</i><br>See Additional Data Table |                                                                                                                    |                                      |                                     |           |
| <b>Total</b> . . . . .                                            |                                                                                                                    |                                      | <b>3a</b>                           | 1,434,000 |
| <b>b</b> <i>Approved for future payment</i>                       |                                                                                                                    |                                      |                                     |           |
| <b>Total</b> . . . . .                                            |                                                                                                                    |                                      | <b>3b</b>                           | 0         |

| Enter gross amounts unless otherwise indicated |                                                               | Unrelated business income |               | Excluded by section 512, 513, or 514 |                  | (e)<br>Related or exempt<br>function income<br>(See<br>instructions ) |
|------------------------------------------------|---------------------------------------------------------------|---------------------------|---------------|--------------------------------------|------------------|-----------------------------------------------------------------------|
|                                                |                                                               | (a)<br>Business code      | (b)<br>Amount | (c)<br>Exclusion code                | (d)<br>Amount    |                                                                       |
| <b>1</b>                                       | Program service revenue                                       |                           |               |                                      |                  |                                                                       |
| <b>a</b>                                       | _____                                                         |                           |               |                                      |                  |                                                                       |
| <b>b</b>                                       | _____                                                         |                           |               |                                      |                  |                                                                       |
| <b>c</b>                                       | _____                                                         |                           |               |                                      |                  |                                                                       |
| <b>d</b>                                       | _____                                                         |                           |               |                                      |                  |                                                                       |
| <b>e</b>                                       | _____                                                         |                           |               |                                      |                  |                                                                       |
| <b>f</b>                                       | _____                                                         |                           |               |                                      |                  |                                                                       |
| <b>g</b>                                       | Fees and contracts from government agencies                   |                           |               |                                      |                  |                                                                       |
| <b>2</b>                                       | Membership dues and assessments. . . . .                      |                           |               |                                      |                  |                                                                       |
| <b>3</b>                                       | Interest on savings and temporary cash investments            |                           |               | 14                                   | 173              |                                                                       |
| <b>4</b>                                       | Dividends and interest from securities. . . . .               |                           |               | 14                                   | 261,981          |                                                                       |
| <b>5</b>                                       | Net rental income or (loss) from real estate                  |                           |               |                                      |                  |                                                                       |
| <b>a</b>                                       | Debt-financed property. . . . .                               |                           |               |                                      |                  |                                                                       |
| <b>b</b>                                       | Not debt-financed property. . . . .                           |                           |               |                                      |                  |                                                                       |
| <b>6</b>                                       | Net rental income or (loss) from personal property            |                           |               |                                      |                  |                                                                       |
| <b>7</b>                                       | Other investment income. . . . .                              |                           |               | 14                                   | 2,215,975        |                                                                       |
| <b>8</b>                                       | Gain or (loss) from sales of assets other than inventory      |                           |               | 18                                   | 222,309          |                                                                       |
| <b>9</b>                                       | Net income or (loss) from special events                      |                           |               |                                      |                  |                                                                       |
| <b>10</b>                                      | Gross profit or (loss) from sales of inventory. . . . .       |                           |               |                                      |                  |                                                                       |
| <b>11</b>                                      | Other revenue <b>a</b> _____                                  |                           |               |                                      |                  |                                                                       |
| <b>b</b>                                       | _____                                                         |                           |               |                                      |                  |                                                                       |
| <b>c</b>                                       | _____                                                         |                           |               |                                      |                  |                                                                       |
| <b>d</b>                                       | _____                                                         |                           |               |                                      |                  |                                                                       |
| <b>e</b>                                       | _____                                                         |                           |               |                                      |                  |                                                                       |
| <b>12</b>                                      | Subtotal. Add columns (b), (d), and (e). . . . .              |                           | 0             |                                      | 2,700,438        | 0                                                                     |
| <b>13</b>                                      | <b>Total.</b> Add line 12, columns (b), (d), and (e). . . . . |                           |               | <b>13</b>                            | <b>2,700,438</b> |                                                                       |

[illegible]

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

[illegible]

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

**b** If "Yes," complete the following schedule

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

**Sign  
Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.

|                                 |            |       |                                                                                                                                                                                                                                                       |
|---------------------------------|------------|-------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| *****                           | 2013-06-06 | ***** | <div style="border: 1px solid black; padding: 2px; font-size: 0.8em;">             May the IRS discuss this return with the preparer shown below (see Instr. 7)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No           </div> |
| Signature of officer or trustee | Date       | Title |                                                                                                                                                                                                                                                       |

May the IRS discuss this return with the preparer shown below (see instr. 7)? ☒ **Yes** ☐ **No**

**Paid  
Preparer  
Use  
Only**

|                               |                                         |                                                     |      |                                                                   |                                                |
|-------------------------------|-----------------------------------------|-----------------------------------------------------|------|-------------------------------------------------------------------|------------------------------------------------|
| <b>Paid Preparer Use Only</b> | Print/Type preparer's name              | Preparer's Signature                                | Date | Check if self-employed <input checked="checked" type="checkbox"/> | PTIN<br>P01201396                              |
|                               | LAURA A BUCKNER                         | LAURA A BUCKNER                                     |      |                                                                   |                                                |
|                               | Firm's name <input type="checkbox"/>    | BUCKNER & TILLEY PC<br>500 WILLINOIS AVE SUITE 1150 |      |                                                                   | Firm's EIN <input type="checkbox"/> 20-4071508 |
|                               | Firm's address <input type="checkbox"/> | MIDLAND, TX 79701                                   |      |                                                                   | Phone no (432) 687-5577                        |

## TY 2012 Accounting Fees Schedule

**Name:** BEAL FOUNDATION

**EIN:** 75-6034480

| Category        | Amount | Net Investment<br>Income | Adjusted Net<br>Income | Disbursements for<br>Charitable<br>Purposes |
|-----------------|--------|--------------------------|------------------------|---------------------------------------------|
| ACCOUNTING FEES | 9,550  | 9,550                    |                        | 2,388                                       |

**TY 2012 Investments Corporate  
Stock Schedule****Name:** BEAL FOUNDATION**EIN:** 75-6034480

| Name of Stock         | End of Year Book<br>Value | End of Year Fair<br>Market Value |
|-----------------------|---------------------------|----------------------------------|
| INVESTMENT SECURITIES | 10,786,834                | 12,701,515                       |

# TY 2012 Other Assets Schedule

**Name:** BEAL FOUNDATION

**EIN:** 75-6034480

| Description                     | Beginning of Year -<br>Book Value | End of Year - Book<br>Value | End of Year - Fair<br>Market Value |
|---------------------------------|-----------------------------------|-----------------------------|------------------------------------|
| NON PRODUCING MINERAL INTERESTS | 286,068                           | 286,068                     | 279,010                            |
| OIL & GAS PRODUCING ROYALTY     | 2,615,673                         | 2,615,673                   | 5,621,610                          |
| ACCUMULATED DEPLETION           | -1,740,443                        | -1,758,347                  |                                    |

TY 2012 Other Decreases Schedule

**Name:** BEAL FOUNDATION

**EIN:** 75-6034480

| Description | Amount |
|-------------|--------|
| ROUNDING    | 1      |

## TY 2012 Other Expenses Schedule

**Name:** BEAL FOUNDATION

**EIN:** 75-6034480

| Description                 | Revenue and Expenses<br>per Books | Net Investment<br>Income | Adjusted Net Income | Disbursements for<br>Charitable Purposes |
|-----------------------------|-----------------------------------|--------------------------|---------------------|------------------------------------------|
| MEETINGS AND ADMINISTRATIVE | 658                               | 658                      |                     | 164                                      |
| ROYALTY PRODUCTION EXPENSES | 5,314                             | 5,314                    |                     | 0                                        |

## TY 2012 Other Income Schedule

**Name:** BEAL FOUNDATION

**EIN:** 75-6034480

| Description             | Revenue And<br>Expenses Per Books | Net Investment<br>Income | Adjusted Net Income |
|-------------------------|-----------------------------------|--------------------------|---------------------|
| ROYALTY INCOME          | 2,181,995                         | 2,181,995                | 2,181,995           |
| OTHER INVESTMENT INCOME | 33,980                            | 33,980                   | 33,980              |

## TY 2012 Other Professional Fees Schedule

**Name:** BEAL FOUNDATION

**EIN:** 75-6034480

| Category                      | Amount  | Net Investment<br>Income | Adjusted Net<br>Income | Disbursements for<br>Charitable<br>Purposes |
|-------------------------------|---------|--------------------------|------------------------|---------------------------------------------|
| INVESTMENT MANAGEMENT<br>FEES | 157,934 | 157,934                  |                        | 39,483                                      |

**TY 2012 Taxes Schedule****Name:** BEAL FOUNDATION**EIN:** 75-6034480

| Category                   | Amount  | Net Investment<br>Income | Adjusted Net<br>Income | Disbursements for<br>Charitable<br>Purposes |
|----------------------------|---------|--------------------------|------------------------|---------------------------------------------|
| AD VALOREM TAX             | 84,430  | 84,430                   |                        | 0                                           |
| ROYALTY PRODUCTION TAX     | 107,505 | 107,505                  |                        | 0                                           |
| FOREIGN TAX                | 3,618   | 3,618                    |                        | 0                                           |
| STATE TAX WITHHELD ROYALTY | 13      | 13                       |                        | 0                                           |
| FEDERAL INCOME TAX         | 46,000  | 0                        |                        | 0                                           |

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

| (a) List and describe the kind(s) of property sold (e g , real estate,<br>2-story brick warehouse, or common stock, 200 shs MLC Co ) | (b) How acquired<br>P—Purchase<br>D—Donation | (c) Date acquired<br>(mo , day, yr ) | (d) Date sold<br>(mo , day, yr ) |
|--------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------|--------------------------------------|----------------------------------|
| RBC CAPITAL ACCT #465 - ST                                                                                                           | P                                            |                                      |                                  |
| RBC CAPITAL ACCT #465 - LT                                                                                                           | P                                            |                                      |                                  |
| RBC CAPITAL ACCT #474 - ST                                                                                                           | P                                            |                                      |                                  |
| RBC CAPITAL ACCT #474 - LT                                                                                                           | P                                            |                                      |                                  |
| RBC CAPITAL ACCT #507 - LT                                                                                                           | P                                            |                                      |                                  |
| RBC CAPITAL ACCT #508 - LT                                                                                                           | P                                            |                                      |                                  |
| RBC CAPITAL ACCT #508 - ST                                                                                                           | P                                            |                                      |                                  |
| RBC CAPITAL ACCT #323 - ST                                                                                                           | P                                            |                                      |                                  |
| RBC CAPITAL ACCT #323 - LT                                                                                                           | P                                            |                                      |                                  |
| RBC CAPITAL ACCT #463 - ST                                                                                                           | P                                            |                                      |                                  |
| RBC CAPITAL ACCT #463 - LT                                                                                                           | P                                            |                                      |                                  |
| RBC CAPITAL ACCT #469 - ST                                                                                                           | P                                            |                                      |                                  |
| RBC CAPITAL ACCT #469 - LT                                                                                                           | P                                            |                                      |                                  |
| RBC CAPITAL ACCT #503 - ST                                                                                                           | P                                            |                                      |                                  |
| RBC CAPITAL ACCT #503 - LT                                                                                                           | P                                            |                                      |                                  |
| RBC CAPITAL ACCT #507 - ST                                                                                                           | P                                            |                                      |                                  |
| PROSPERITY BANK CD #14651711                                                                                                         | P                                            |                                      |                                  |

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

| (e) Gross sales price | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g) |
|-----------------------|--------------------------------------------|-------------------------------------------------|----------------------------------------------|
| 7,167                 |                                            | 10,355                                          | -3,188                                       |
| 114,726               |                                            | 135,752                                         | -21,026                                      |
| 32,769                |                                            | 31,382                                          | 1,387                                        |
| 229,405               |                                            | 180,064                                         | 49,341                                       |
| 29,762                |                                            | 15,813                                          | 13,949                                       |
| 536,975               |                                            | 397,454                                         | 139,521                                      |
| 8,987                 |                                            | 8,077                                           | 910                                          |
| 4,530,790             |                                            | 4,561,569                                       | -30,779                                      |
| 269,413               |                                            | 296,197                                         | -26,784                                      |
| 387,549               |                                            | 304,906                                         | 82,643                                       |
| 479,900               |                                            | 354,234                                         | 125,666                                      |
| 221,974               |                                            | 233,938                                         | -11,964                                      |
| 412,776               |                                            | 499,447                                         | -86,671                                      |
| 37,438                |                                            | 36,817                                          | 621                                          |
| 175,387               |                                            | 186,704                                         | -11,317                                      |
| 28                    |                                            | 28                                              | 0                                            |
| 100,173               |                                            | 100,173                                         | 0                                            |

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

| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 |                                   |                                            | (l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h)) |
|---------------------------------------------------------------------------------------------|-----------------------------------|--------------------------------------------|----------------------------------------------------------------------------------------|
| (i) F M V as of 12/31/69                                                                    | (j) Adjusted basis as of 12/31/69 | (k) Excess of col (i) over col (j), if any |                                                                                        |
|                                                                                             |                                   |                                            | -3,188                                                                                 |
|                                                                                             |                                   |                                            | -21,026                                                                                |
|                                                                                             |                                   |                                            | 1,387                                                                                  |
|                                                                                             |                                   |                                            | 49,341                                                                                 |
|                                                                                             |                                   |                                            | 13,949                                                                                 |
|                                                                                             |                                   |                                            | 139,521                                                                                |
|                                                                                             |                                   |                                            | 910                                                                                    |
|                                                                                             |                                   |                                            | -30,779                                                                                |
|                                                                                             |                                   |                                            | -26,784                                                                                |
|                                                                                             |                                   |                                            | 82,643                                                                                 |
|                                                                                             |                                   |                                            | 125,666                                                                                |
|                                                                                             |                                   |                                            | -11,964                                                                                |
|                                                                                             |                                   |                                            | -86,671                                                                                |
|                                                                                             |                                   |                                            | 621                                                                                    |
|                                                                                             |                                   |                                            | -11,317                                                                                |
|                                                                                             |                                   |                                            | 0                                                                                      |
|                                                                                             |                                   |                                            | 0                                                                                      |

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

| (a) Name and address                         | (b) Title, and average hours per week devoted to position | (c) Compensation (If not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|----------------------------------------------|-----------------------------------------------------------|-------------------------------------------|-----------------------------------------------------------------------|---------------------------------------|
| CARLTON BEAL JR                              | CHAIRMAN<br>0 00                                          | 0                                         | 0                                                                     | 0                                     |
| 104 S PECOS<br>MIDLAND, TX 79701             |                                                           |                                           |                                                                       |                                       |
| SPENCER BEAL                                 | TRUSTEE<br>0 00                                           | 0                                         | 0                                                                     | 0                                     |
| 104 S PECOS<br>MIDLAND, TX 79701             |                                                           |                                           |                                                                       |                                       |
| KELLY BEAL                                   | TRUSTEE<br>0 00                                           | 0                                         | 0                                                                     | 0                                     |
| 104 S PECOS<br>MIDLAND, TX 79701             |                                                           |                                           |                                                                       |                                       |
| BARRY BEAL JR                                | TRUSTEE<br>0 00                                           | 0                                         | 0                                                                     | 0                                     |
| 104 S PECOS<br>MIDLAND, TX 79701             |                                                           |                                           |                                                                       |                                       |
| STUART BEAL                                  | TRUSTEE<br>0 00                                           | 0                                         | 0                                                                     | 0                                     |
| 104 S PECOS<br>MIDLAND, TX 79701             |                                                           |                                           |                                                                       |                                       |
| LARRY BELL                                   | TRUSTEE<br>0 00                                           | 0                                         | 0                                                                     | 0                                     |
| PO BOX 10649<br>MIDLAND, TX 79702            |                                                           |                                           |                                                                       |                                       |
| ELIZABETH BEAL DAVENPORT                     | TRUSTEE<br>0 00                                           | 0                                         | 0                                                                     | 0                                     |
| 1908 NORTH L STREET<br>MIDLAND, TX 79705     |                                                           |                                           |                                                                       |                                       |
| BRYAN LIMMER CO PROSPERITY BANK              | SECRETARY/TREASURER<br>0 00                               | 0                                         | 0                                                                     | 0                                     |
| 1401 AVENUE Q<br>LUBBOCK, TX 79401           |                                                           |                                           |                                                                       |                                       |
| KARLENE BEAL GARBER                          | TRUSTEE<br>0 00                                           | 0                                         | 0                                                                     | 0                                     |
| 415 20TH STREET<br>SANTA MONICA, CA 90402    |                                                           |                                           |                                                                       |                                       |
| STEVE HOFER CO COTTON BLEDSOE                | TRUSTEE<br>0 00                                           | 0                                         | 0                                                                     | 0                                     |
| PO BOX 50174<br>MIDLAND, TX 79710            |                                                           |                                           |                                                                       |                                       |
| RAY POAGE                                    | TRUSTEE<br>0 00                                           | 0                                         | 0                                                                     | 0                                     |
| 4711 MEANDERING WAY<br>COLLEYVILLE, TX 76034 |                                                           |                                           |                                                                       |                                       |
| LAURA BUCKNER                                | TRUSTEE<br>0 00                                           | 0                                         | 0                                                                     | 0                                     |
| 500 WILLINOIS STE 1150<br>MIDLAND, TX 79701  |                                                           |                                           |                                                                       |                                       |

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</b> <i>Paid during the year</i>                                          |                                                                                                           |                                |                                  |         |
| APHASIA CENTER OF WEST TEXAS INC 5214 THOMASON DR MIDLAND,TX 79703            |                                                                                                           | PUBLIC CHARITY                 | OPERATING FUNDS                  | 5,000   |
| BIG BROTHERS BIG SISTERS OF MIDLAND INC 1007 W TEXAS AVE MIDLAND,TX 79701     |                                                                                                           | PUBLIC CHARITY                 | OPERATING FUNDS                  | 15,000  |
| BOYS & GIRLS CLUB OF MIDLAND PO BOX 284 MIDLAND,TX 79702                      |                                                                                                           | PUBLIC CHARITY                 | OPERATING FUNDS                  | 20,000  |
| BYNUM SCHOOL PO BOX 80175 MIDLAND,TX 79708                                    |                                                                                                           | PUBLIC CHARITY                 | OPERATING FUNDS                  | 8,000   |
| CASA DE AMIGOS OF MIDLAND 1101 E GARDEN LANE MIDLAND,TX 79701                 |                                                                                                           | PUBLIC CHARITY                 | OPERATING FUNDS                  | 15,000  |
| CASA OF WEST TEXAS 1611 W TEXAS AVE MIDLAND,TX 79701                          |                                                                                                           | PUBLIC CHARITY                 | OPERATING FUNDS                  | 30,000  |
| CELEBRATION OF LIGHT 2012 CO MISC 615 W MISSOURI AVE MIDLAND,TX 79701         |                                                                                                           | PUBLIC CHARITY                 | OPERATING FUNDS                  | 5,000   |
| AMERICAN CANCER SOCIETY 2304 W WADLEY MIDLAND,TX 79705                        |                                                                                                           | PUBLIC CHARITY                 | OPERATING FUNDS                  | 15,000  |
| CHILDREN'S HOSPITAL - LOS ANGELES 4650 SUNSET BLVD MS 29 LOS ANGELES,CA 90027 |                                                                                                           | PUBLIC CHARITY                 | OPERATING FUNDS                  | 10,000  |
| CHILDREN'S INSTITUTE INC 2121 W TEMPLE ST LOS ANGELES,CA 90026                |                                                                                                           | PUBLIC CHARITY                 | OPERATING FUNDS                  | 15,000  |
| CITY OF MIDLAND AQUATICS INC 3003 N A ST MIDLAND,TX 79705                     |                                                                                                           | PUBLIC CHARITY                 | OPERATING FUNDS                  | 100,000 |
| COMMUNITY & SENIOR SERVICES OF MIDLAND INC 3301 SINCLAIR AVE MIDLAND,TX 79707 |                                                                                                           | PUBLIC CHARITY                 | OPERATING FUNDS                  | 10,000  |
| COMMUNITY CHILDREN'S CLINIC PO BOX 3328 MIDLAND,TX 79702                      |                                                                                                           | PUBLIC CHARITY                 | OPERATING FUNDS                  | 10,000  |
| CRIME STOPPERS OF MIDLAND INC PO BOX 1882 MIDLAND,TX 79702                    |                                                                                                           | PUBLIC CHARITY                 | OPERATING FUNDS                  | 6,000   |
| AMERICAN DIABETES ASSOCIATION 3001 N BIG SPRING ST 104 MIDLAND,TX 79705       |                                                                                                           | PUBLIC CHARITY                 | OPERATING FUNDS                  | 10,000  |

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</b> <i>Paid during the year</i>                                             |                                                                                                           |                                |                                  |        |
| HILLCREST SCHOOL 3510 N A ST<br>BLDG C<br>MIDLAND,TX 79705                       |                                                                                                           | PUBLIC CHARITY                 | OPERATING FUNDS                  | 30,000 |
| JUNIOR ACHIEVEMENT OF WEST TEXAS INC 306 W WALL SUITE<br>827<br>MIDLAND,TX 79701 |                                                                                                           | PUBLIC CHARITY                 | OPERATING FUNDS                  | 25,000 |
| MARC INC 2701 NORTH A ST<br>MIDLAND,TX 79705                                     |                                                                                                           | PUBLIC CHARITY                 | OPERATING FUNDS                  | 45,000 |
| BORDERLANDS RESEARCH INSTITUTE SRSU PO BOX C-16<br>ALPINE,TX 79832               |                                                                                                           | PUBLIC CHARITY                 | OPERATING FUNDS                  | 5,000  |
| MIDLAND CHILDREN'S REHABILITATION CENTER 802 VENTURA<br>MIDLAND,TX 79705         |                                                                                                           | PUBLIC CHARITY                 | OPERATING FUNDS                  | 20,000 |
| MIDLAND COMMUNITY THEATRE INC 2000 W WADLEY<br>MIDLAND,TX 79705                  |                                                                                                           | PUBLIC CHARITY                 | OPERATING FUNDS                  | 20,000 |
| MIDLAND HABITAT FOR HUMANITY PO BOX 2555<br>MIDLAND,TX 79702                     |                                                                                                           | PUBLIC CHARITY                 | OPERATING FUNDS                  | 60,000 |
| MIDLAND ISD EDUCATION FOUNDATION PO BOX 73<br>MIDLAND,TX 79702                   |                                                                                                           | PUBLIC CHARITY                 | OPERATING FUNDS                  | 5,000  |
| MIDLAND RAPE CRISIS CENTER & CAC PO BOX 10081<br>MIDLAND,TX 79702                |                                                                                                           | PUBLIC CHARITY                 | OPERATING FUNDS                  | 30,000 |
| MIDLAND TEEN COURT INC 615 W MISSOURI 226<br>MIDLAND,TX 79701                    |                                                                                                           | PUBLIC CHARITY                 | OPERATING FUNDS                  | 5,000  |
| MIDLAND-ODESSA SYMPHONY & CHORALE INC PO BOX 60658<br>MIDLAND,TX 79711           |                                                                                                           | PUBLIC CHARITY                 | OPERATING FUNDS                  | 35,000 |
| MIDLANDODESSA AREA AIDS SUPPORT INC 800 W TEXAS AVE<br>MIDLAND,TX 79701          |                                                                                                           | PUBLIC CHARITY                 | OPERATING FUNDS                  | 20,000 |
| MISSION HEALTH CARE INC 4500 WILLINOIS SUITE 112<br>MIDLAND,TX 79703             |                                                                                                           | PUBLIC CHARITY                 | OPERATING FUNDS                  | 20,000 |
| MUSEUM OF THE SOUTHWEST 1705 W MISSOURI AVE<br>MIDLAND,TX 79701                  |                                                                                                           | PUBLIC CHARITY                 | OPERATING FUNDS                  | 20,000 |
| PALMER DRUG ABUSE PROGRAM MIDLAND TX INC 1208 W WALL<br>MIDLAND,TX 79701         |                                                                                                           | PUBLIC CHARITY                 | OPERATING FUNDS                  | 30,000 |

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</b> <i>Paid during the year</i>                                                                   |                                                                                                           |                                |                                  |         |
| PERMIAN BASIN PETROLEUM MUSEUM 1500 INTERSTATE 20 WEST MIDLAND,TX 79701                                |                                                                                                           | PUBLIC CHARITY                 | OPERATING FUNDS                  | 110,000 |
| RECORDING LIBRARY OF WEST TEXAS 2012 WCUTHBERT AVE MIDLAND,TX 79701                                    |                                                                                                           | PUBLIC CHARITY                 | OPERATING FUNDS                  | 10,000  |
| SAFE PLACE OF THE PERMIAN BASIN PO BOX 11331 MIDLAND,TX 79702                                          |                                                                                                           | PUBLIC CHARITY                 | OPERATING FUNDS                  | 30,000  |
| SAMARITAN COUNSELING CENTER OF WEST TEXAS INC PO BOX 60312 MIDLAND,TX 797110312                        |                                                                                                           | PUBLIC CHARITY                 | OPERATING FUNDS                  | 15,000  |
| SOUTHWEST TEXAS PRISON MINISTRY & FAMILY OUTREACH PO BOX 683 IRAAN,TX 79744                            |                                                                                                           | PUBLIC CHARITY                 | OPERATING FUNDS                  | 12,000  |
| TEEN FLOW YOUTH MINISTRY PO BOX 733 MIDLAND,TX 79701                                                   |                                                                                                           | PUBLIC CHARITY                 | OPERATING FUNDS                  | 15,000  |
| ODESSA CHRISTMAS IN ACTION INC 2000 E 42ND ST SUITE C-234 ODESSA,TX 79762                              |                                                                                                           | PUBLIC CHARITY                 | OPERATING FUNDS                  | 8,000   |
| THE SPRINGBOARD CENTER 200 CORPORATE DR MIDLAND,TX 79705                                               |                                                                                                           | PUBLIC CHARITY                 | OPERATING FUNDS                  | 25,000  |
| YMCA OF MIDLAND PO BOX 954 MIDLAND,TX 79702                                                            |                                                                                                           | PUBLIC CHARITY                 | OPERATING FUNDS                  | 5,000   |
| TRINITY SCHOOL OF MIDLAND 3500 WEST WADLEY MIDLAND,TX 79707                                            |                                                                                                           | PUBLIC CHARITY                 | OPERATING FUNDS                  | 500,000 |
| COMMUNITIES IN SCHOOLS OF THE PERMIAN BASIN PO BOX 60594 MIDLAND,TX 79711                              |                                                                                                           | PUBLIC CHARITY                 | OPERATING FUNDS                  | 10,000  |
| FELLOWSHIP OF CHRISTIAN ATHLETES PO BOX 6605 ABILENE,TX 79605                                          |                                                                                                           | PUBLIC CHARITY                 | OPERATING FUNDS                  | 10,000  |
| GEORGE W BUSH CHILDHOOD HOME INC PO BOX 8586 MIDLAND,TX 79708                                          |                                                                                                           | PUBLIC CHARITY                 | OPERATING FUNDS                  | 5,000   |
| GIRL SCOUTS OF THE DESERT SOUTHWEST-SOUTHERN NEW MEXICO & WEST TEXAS 901 W DENGAR AVE MIDLAND,TX 79705 |                                                                                                           | PUBLIC CHARITY                 | OPERATING FUNDS                  | 5,000   |
| HAWAIIAN LIFEGUARD ASSOCIATION PO BOX 283324 HONOLULU,HI 96828                                         |                                                                                                           | PUBLIC CHARITY                 | OPERATING FUNDS                  | 20,000  |

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</b> <i>Paid during the year</i>                                                                     |                                                                                                           |                                |                                  |           |
| MAKE-A-WISH FOUNDATION OF NORTH TEXAS - WEST TEXAS REGION 407 N BIG SPRING ST SUITE 208 MIDLAND,TX 79701 |                                                                                                           | PUBLIC CHARITY                 | OPERATING FUNDS                  | 10,000    |
| <b>Total . . . . . ▶ 3a</b>                                                                              |                                                                                                           |                                |                                  | 1,434,000 |