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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

2012

Open to public inspection

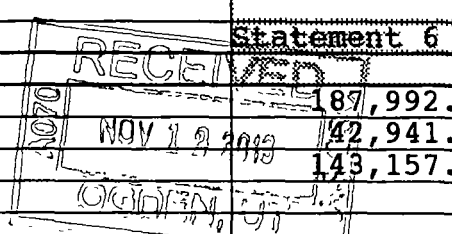
For calendar year 2012 or tax year beginning

, and ending

Name of foundation <b>LELAND FIRES FOUNDATION, INC.</b>		A Employer identification number <b>75-6035984</b>
Number and street (or P.O. box number if mail is not delivered to street address) <b>500 N. Akard</b>	Room/suite <b>1919</b>	B Telephone number <b>(214) 754-0144</b>
City or town, state, and ZIP code <b>Dallas, TX 75201</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply. <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) <b>\$ 95,900,734.</b>	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		756.	756.		Statement 1
4 Dividends and interest from securities		2,517,532.	2,517,532.		Statement 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		2,255,187.			Statement 3
b Gross sales price for all assets on line 6a					
7 Capital gain net income (from Part IV, line 2)			2,254,728.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances		1,467,181.			Statement 4
b Less Cost of goods sold		1,172,597.			Statement 5
c Gross profit or (loss)		294,584.			
11 Other income		1,425,912.	1,402,741.		Statement 6
12 Total. Add lines 1 through 11		6,493,971.	6,175,757.		
13 Compensation of officers, directors, trustees, etc.		187,992.	0.		187,992.
14 Other employee salaries and wages		220,300.	155,045.		42,941.
15 Pension plans, employee benefits		143,157.	0.		143,157.
16a Legal fees					
b Accounting fees					
c Other professional fees		474,095.	463,032.		11,063.
17 Interest					
18 Taxes		263,851.	160,898.		1,579.
19 Depreciation and depletion		126,535.	1,587.		
20 Occupancy		34,414.	0.		34,414.
21 Travel, conferences, and meetings		51.	51.		0.
22 Printing and publications					
23 Other expenses		1,140,226.	1,080,030.		17,093.
24 Total operating and administrative expenses. Add lines 13 through 23		2,590,621.	1,860,643.		438,239.
25 Contributions, gifts, grants paid		5,013,838.			5,013,838.
26 Total expenses and disbursements. Add lines 24 and 25		7,604,459.	1,860,643.		5,452,077.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<1,110,488.>			
b Net investment income (if negative, enter -0-)			4,315,114.		
c Adjusted net income (if negative, enter -0-)				N/A	

SCANNED NOV 15 2013



**Part II Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	1 Cash - non-interest-bearing	2,228,719.	4,559,121.	4,559,121.
	2 Savings and temporary cash investments			
	3 Accounts receivable <span style="float:right">1,523,147.</span>	51,514.	1,523,147.	1,523,147.
	Less: allowance for doubtful accounts			
	4 Pledges receivable			
	Less: allowance for doubtful accounts			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable			
	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			
	b Investments - corporate stock Stmt 10	20,389,155.	19,823,542.	28,221,387.
	c Investments - corporate bonds			
<b>Liabilities</b>	11 Investments - land, buildings, and equipment basis <span style="float:right">3,271,657.</span>	113,911.	196,653.	11,990,624.
	Less: accumulated depreciation Stmt 13 <span style="float:right">3,075,004.</span>	39,931,245.	34,304,349.	34,276,036.
	12 Investments - mortgage loans Stmt 11	10,744,630.	11,950,613.	15,285,340.
	13 Investments - other Stmt 12			
	14 Land, buildings, and equipment: basis <span style="float:right">158,022.</span>	39,314.	30,576.	42,210.
	Less: accumulated depreciation Stmt 13 <span style="float:right">127,446.</span>	2,869.	2,869.	2,869.
	15 Other assets (describe <span style="float:right">Security Deposit</span> )			
	16 Total assets (to be completed by all filers)	73,501,357.	72,390,870.	95,900,734.
	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				
22 Other liabilities (describe <span style="float:right">0.</span> )				
23 Total liabilities (add lines 17 through 22)	0.	0.		
<b>Net Assets or Fund Balances</b>	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	19,401,771.	19,401,771.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	54,099,586.	52,989,099.	
30 Total net assets or fund balances	73,501,357.	72,390,870.		
31 Total liabilities and net assets/fund balances	73,501,357.	72,390,870.		

**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	73,501,357.
2 Enter amount from Part I, line 27a	2	<1,110,488.>
3 Other increases not included in line 2 (itemize) <span style="float:right">Rounding</span>	3	1.
4 Add lines 1, 2, and 3	4	72,390,870.
5 Decreases not included in line 2 (itemize)	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	72,390,870.

Form 990-PF (2012)

**Part IV** Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	Account G Statement 17	P		
b	Account G Statement 17	P		
c	Account V Statement 18	P		
d	Account V Statement 18	P		
e	Class Action Settlements	P		
f	Foreclosed Land Lots JMP 50% Interest	P		
g	Foreclosed Land MAW 34.6% Interest	P		
h	Foreclosed Land REO R983A River Oaks 34.3% Intere	P	12/08/06	03/16/12
i	Foreclosed Land Lot Douglas REO S758 44% Interest	P	07/29/05	06/01/12
j	Foreclosed Land Lots Landers REO S353	P		
k	Foreclosed Condo Lake Austin REO S975A 52% Intere	P		
l	Foreclosed Land Nebcan REO LR2079A5A 32% Interest	P		
m	From Access Venture Partners EIN 94-3328918	P		
n	From Ft. Washington PEI II EIN 26-3806629	P		
o	From Ft. Washington PEI II EIN 26-3806629	P		

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			72,895.
b			835,557.
c			<21,090.>
d			317,437.
e			236.
f			<29,481.>
g			<61,777.>
h	680,614.	533,827.	146,787.
i	50,122.	86,096.	<35,974.>
j			<91.>
k			<210,674.>
l			19,059.
m			267.
n			2,216.
o			68,335.

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

(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	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			72,895.
b			835,557.
c			<21,090.>
d			317,437.
e			236.
f			<29,481.>
g			<61,777.>
h			146,787.
i			<35,974.>
j			<91.>
k			<210,674.>
l			19,059.
m			267.
n			2,216.
o			68,335.

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

## LELAND FIKES FOUNDATION, INC.

**Part IV** Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	From Ft. Washington PEI IV EIN 16-1648796	P		
b	From Ft. Washington PEI IV EIN 16-1648796	P		
c	From Ft. Washington PEI V EIN 20-4568842	P		
d	From Ft. Washington PEI V EIN 20-4568842	P		
e	From Kenmont Capital LP EIN 76-0605443	P		
f	From Kenmont Capital LP EIN 76-0605443	P		
g	From Kenmont Capital II EIN 34-2027430	P		
h	From Kenmont Capital II EIN 34-2027430	P		
i	From Private Equity Fund V EIN 26-4427241	P		
j	From Private Equity Fund V EIN 26-4427241	P		
k	From Startup Capital LP EIN 20-2473463	P		
l	From Startup Capital LP EIN 20-2473463	P		
m	From SVB Capital II LP EIN 20-4665087	P		
n	From SVB Capital II LP EIN 20-4665087	P		
o	From SVB India Capital LP EIN 98-0517319	P		

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			8,742.
b			93,205.
c			5,645.
d			76,216.
e			71.
f			116,732.
g			<36.>
h			85,502.
i			119.
j			50,084.
k			304.
l			339,273.
m			4,209.
n			2,110.
o			<7,457.>

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

(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	(l) Losses (from col (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			8,742.
b			93,205.
c			5,645.
d			76,216.
e			71.
f			116,732.
g			<36.>
h			85,502.
i			119.
j			50,084.
k			304.
l			339,273.
m			4,209.
n			2,110.
o			<7,457.>

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7  
If (loss), enter "-0-" in Part I, line 7 }

2

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):

If gain, also enter in Part I, line 8, column (c).

If (loss), enter "-0-" in Part I, line 8

3

## LELAND FIKES FOUNDATION, INC.

**Part IV** Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr)	(d) Date sold (mo., day, yr.)
1a	From WSL LP EIN 20-0360272	P		
b	From WSL LP EIN 20-0360272	P		
c	From Zero2ipo II LP EIN 98-0564605	P		
d	From Zero2ipo II LP EIN 98-0564605	P		
e	From SVB Strategic IV LP EIN 26-2776097	P		
f	From SVB Strategic IV LP EIN 26-2776097	P		
g	From Private Equity Fund IV EIN 20-2543812	P		
h	From Private Equity Fund IV EIN 20-2543812	P		
i	From Ft. Washington PEI VII EIN 27-1321348	P		
j	From Ft. Washington PEI VII EIN 27-1321348	P		
k	From SVB Strategic III LP EIN 20-3076856	P		
l	From SVB Strategic III LP EIN 20-3076856	P		
m	From Commonfund Global Fund EIN 26-0133064	P		
n	From Commonfund Global Fund EIN 26-0133064	P		
o	From SVB Strategic II LP EIN 91-2187963	P		

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			1,282.
b			49,043.
c			8,050.
d			1,548.
e			3,703.
f			19,274.
g			2,400.
h			48,107.
i			2,439.
j			3,440.
k			3,735.
l			98,982.
m			989.
n			34,250.
o			1,052.

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

(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	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			1,282.
b			49,043.
c			8,050.
d			1,548.
e			3,703.
f			19,274.
g			2,400.
h			48,107.
i			2,439.
j			3,440.
k			3,735.
l			98,982.
m			989.
n			34,250.
o			1,052.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7  
If (loss), enter "-0-" in Part I, line 7 }

2

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)  
If gain, also enter in Part I, line 8, column (c)  
If (loss), enter "-0-" in Part I, line 8

3

**Part IV** Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	From SVB Strategic II LP EIN 91-2187963			
b	From SVB Strategic V LP EIN 27-5109706			
c	From SVB Strategic V LP EIN 27-5109706			
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			97,696.
b			20.
c			297.
d			
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

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

(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	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			97,696.
b			20.
c			297.
d			
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	2,254,728.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

**Part IV Capital Gains and Losses for Tax on Investment Income**

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e			2,254,728.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(l) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			
b			
c			
d			
e			2,254,728.

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	2,254,728.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

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

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

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	4,752,040.	92,134,033.	.051577
2010	4,052,395.	90,621,331.	.044718
2009	3,582,587.	86,337,767.	.041495
2008	3,875,616.	92,852,815.	.041739
2007	5,345,463.	96,143,656.	.055599

2 Total of line 1, column (d)	2	.235128
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.047026
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	93,776,444.
5 Multiply line 4 by line 3	5	4,409,931.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	43,151.
7 Add lines 5 and 6	7	4,453,082.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions.	8	5,452,077.

**Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see 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)	1	43,151.
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. ....		
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)	2	0.
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	3	43,151.
3	Add lines 1 and 2	4	0.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	5	43,151.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	77,794.
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	77,794.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	34,643.
11	Enter the amount of line 10 to be Credited to 2013 estimated tax <input checked="" type="checkbox"/> Refunded <input type="checkbox"/>	11	0.

**Part VII-A Statements Regarding Activities**

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

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**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)	Statement 19	11	X	
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)		12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address	Request N/A	13		
14	The books are in care of	Mary F. Radford	Telephone no.	214 220-1011	
	Located at	500 N. Akard, Suite 1900, Dallas, Texas	ZIP+4	75201	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year		15	N/A	
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country		16	Yes	No
					X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

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

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**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)?

☐ 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)?

N/A

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?

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

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

6b

X

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

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

N/A

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.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 14		197,000.	23,165.	0.

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
Bank America	Investment Advice &	
P.O. Box 830241, Dallas, TX 752830241	Security Custodial	145,658.
Graham Mortgage Corporation	Mortgage Loan	
3838 Oak Lawn #1500, Dallas, TX 75219	Servicing	100,012.
Total number of others receiving over \$50,000 for professional services		0

**Part IX-A** Summary of Direct Charitable Activities

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

**Part IX-B** Summary of Program-Related Investments

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

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**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	43,729,221.
b	Average of monthly cash balances	1b	3,615,405.
c	Fair market value of all other assets	1c	47,859,886.
d	Total (add lines 1a, b, and c)	1d	95,204,512.
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	95,204,512.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,428,068.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	93,776,444.
6	Minimum investment return. Enter 5% of line 5	6	4,688,822.

**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	4,688,822.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	43,151.
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	2,203.
c	Add lines 2a and 2b	2c	45,354.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	4,643,468.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	4,643,468.
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	4,643,468.

**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	5,452,077.
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	5,452,077.
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	5	43,151.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	5,408,926.

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.

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**Part XIII** Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				4,643,468.
2 Undistributed Income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012				
a From 2007	741,148.			
b From 2008				
c From 2009				
d From 2010				
e From 2011	241,585.			
f Total of lines 3a through e	982,733.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$	5,452,077.			
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				4,643,468.
e Remaining amount distributed out of corpus	808,609.			
5 Excess distributions carryover applied to 2012 (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	1,791,342.			
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 instr			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)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	741,148.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	1,050,194.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011	241,585.			
e Excess from 2012	808,609.			

N/A

- (4) Gross investment income**

[illegible]

**No grants to individuals**

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

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**Part XVI-A Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) 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	756.	
<b>4</b> Dividends and interest from securities .....			14	2,517,532.	
<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 .....	525990	23,171.	15	1,402,741.	
<b>8</b> Gain or (loss) from sales of assets other than inventory .....	211110	459.	18	2,254,728.	
<b>9</b> Net income or (loss) from special events .....					
<b>10</b> Gross profit or (loss) from sales of inventory .....	211110	294,584.			
<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) .....		318,214.		6,175,757.	0.
<b>13</b> Total. Add line 12, columns (b), (d), and (e) .....					6,493,971.

(See worksheet in line 13 instructions to verify calculations )

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

[illegible]

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

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

[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
Plain Majestic Prop. Inc.	501(c)(2)	See Statement 15
Roadway Properties Inc.	501(c)(2)	
Wimbledon Properties Inc.	501(c)(2)	
NBN Properties Inc.	501(c)(2)	
Cedar Properties Inc.	501(c)(2)	

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

by: Lee Jike, President 4 Nov 13 President

Signature of officer or trustee Date Title

May the IRS discuss this return with the preparer shown below (see Instr. 1)? ☐ Yes ☐ No

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶			Firm's EIN ▶	
	Firm's address ▶			Phone no.	

2012 DEPRECIATION AND AMORTIZATION REPORT

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Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
1	Furniture and Fixtures	063089SL	SL	10.00	17	3,747.			3,747.	3,747.		0.
2	Furniture and Fixtures	063090SL	SL	10.00	17	8,681.			8,681.	8,681.		0.
3	Furniture and Fixtures	110292SL	SL	10.00	17	794.			794.	794.		0.
4	Computer Equipment	112392SL	SL	5.00	17	475.			475.	475.		0.
5	Furniture and Fixtures	072296SL	SL	10.00	17	24,682.			24,682.	24,682.		0.
6	Computer Equipment	061896SL	SL	5.00	17	893.			893.	893.		0.
7	Computer Equipment	102197SL	SL	5.00	17	2,114.			2,114.	2,114.		0.
8	Telephone System	092800SL	SL	5.00	17	5,428.			5,428.	5,428.		0.
9	Computer Equipment	012300SL	SL	5.00	17	697.			697.	697.		0.
337	Computer Equipment	122100SL	SL	5.00	17	540.			540.	540.		0.
338	Computer Equipment	012301SL	SL	5.00	17	618.			618.	618.		0.
339	Computer Equipment	020201SL	SL	5.00	17	1,244.			1,244.	1,244.		0.
340	Computer Equipment	050401SL	SL	5.00	17	1,863.			1,863.	1,863.		0.
341	Computer Equipment	060404SL	SL	5.00	17	346.			346.	346.		0.
342	Telephone System	100104SL	SL	5.00	17	1,677.			1,677.	1,677.		0.
343	Office Furniture	100104SL	SL	10.00	17	46,609.			46,609.	33,210.		4,661.
344	Improvements	102804SL	SL	15.00	17	40,767.			40,767.	19,366.		2,718.
345	Lease & Well Equip	Varies	2000	27.00	17	938,928.			938,928.	938,928.		0.

## 2012 DEPRECIATION AND AMORTIZATION REPORT

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Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
346	Lease & Well Equip	061504200DB	7.00	17		24,353.			24,353.	24,353.		0.
378	Lease & Well Equip	061505200DB	7.00	17		36,578.			36,578.	36,578.		0.
380	Office Furniture	012105SL	10.00	17		3,700.			3,700.	2,405.		370.
381	Computer & Printer	032205SL	5.00	17		2,765.			2,765.	2,765.		0.
382	Computer Monitor	032205SL	5.00	17		464.			464.	464.		0.
383	Office Furniture	050105SL	10.00	17		7,390.			7,390.	4,804.		739.
384	Computer Hard Drive	050905SL	5.00	17		87.			87.	87.		0.
385	Conference Speaker	091905SL	5.00	17		693.			693.	693.		0.
416	Lease & Well Equip	061506SL	5.00	17		59,197.			59,197.	59,197.		0.
434	Lease & Well Equip	061507SL	7.00	17		44,168.			44,168.	44,168.		0.
435	Computer (NJS)	062607SL	5.00	17		983.			983.	886.		97.
451	Lease & Well Equip	061508SL	7.00	17		52,346.		52,346.				0.
464	Lease & Well Equip	061509SL	7.00	17		29,721.		29,721.				0.
479	Lease & Well Equip	061510SL	7.00	17		30,694.		20,890.	9,804.	4,556.		1,500.
480	Server (20% of Total)	111510SL	5.00	17		764.			764.	229.		153.
497	Lease & Well Equip	061511SL	7.00	17		110,278.		110,278.				0.
516	Lease & Well Equip	061512SL	7.00	19C		200,080.		100,040.	100,040.			114,598.
* 990-PF pg 1 total						1684364.		313,275.	1371089.	1226488.	0.	124,836.
Other												

228102  
05-01-12

Cost Depletion  
Oil and Gas Royalties  
Oil and Gas Working Interests  
Total Depreciation and Depletion

1,587  
112  
126,535

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Form 990-PF Interest on Savings and Temporary Cash Investments Statement 1

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Source	Amount
Bank of America	756.
Total to Form 990-PF, Part I, line 3, Column A	756.

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Form 990-PF Dividends and Interest from Securities Statement 2

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Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
Bank Custody G Acct	159,840.	0.	159,840.
Bank Custody M Acct	1,319.	0.	1,319.
Bank Custody R Acct	196.	0.	196.
Bank Custody V Acct	208,836.	0.	208,836.
Dividends Title Holding Co	1,698,990.	0.	1,698,990.
From Access Venture LP EIN 94-3328918	463.	0.	463.
From Artiman II LP EIN 20-5472594	1,262.	0.	1,262.
From Artiman Ventures III EIN 27-3008857	179.	0.	179.
From Commonfund Global III LP EIN 26-0133064	16,072.	0.	16,072.
From Ft. Washington II EIN 26-3806629	11,746.	0.	11,746.
From Ft. Washington IV LP EIN 16-1648796	8,158.	0.	8,158.
From Ft. Washington V LP EIN 20-4568842	12,260.	0.	12,260.
From Ft. Washington VII EIN 27-1321348	764.	0.	764.
From Helix Fund LP EIN 27-2971759	3,552.	0.	3,552.
From Kenmont Capital I EIN 76-0605443	20,009.	0.	20,009.
From Kenmont Capital II EIN 34-2027430	11,587.	0.	11,587.
From Private Equity IV LP EIN 20-2543812	1,808.	0.	1,808.
From Private Equity V LP EIN 26-4427241	5,533.	0.	5,533.
From Startup Capital LP EIN 20-2473463	45.	0.	45.
From SVB Capital II LP EIN 20-4665087	28.	0.	28.
From SVB India Capital Partners I LP EIN 98-0517319	1,718.	0.	1,718.

## LELAND FIKES FOUNDATION, INC.

75-6035984

From SVB Strategic Inv II LP EIN 91-2187963	1,243.	0.	1,243.
From SVB Strategic Inv III EIN 20-3076856	3,866.	0.	3,866.
From SVB Strategic Inv IV LP EIN 26-2776097	705.	0.	705.
From SVB Strategic Inv V EIN 27-5109706	141.	0.	141.
From WSL Partners LP EIN 20-0360272	2,595.	0.	2,595.
Mortgage Loans	344,617.	0.	344,617.
Total to Fm 990-PF, Part I, ln 4	2,517,532.	0.	2,517,532.

Form 990-PF

Gain or (Loss) from Sale of Assets

Statement 3

(a) Description of Property			Manner Acquired	Date Acquired	Date Sold
Account G Statement 17			Purchased		
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
0.	0.	0.	0.	72,895.	

(a) Description of Property			Manner Acquired	Date Acquired	Date Sold
Account G Statement 17			Purchased		
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
0.	0.	0.	0.	835,557.	

(a) Description of Property			Manner Acquired	Date Acquired	Date Sold
Account V Statement 18			Purchased		
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
0.	0.	0.	0.	<21,090.>	

(a) Description of Property			Manner Acquired	Date Acquired	Date Sold
Account V Statement 18			Purchased		
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
0.	0.	0.	0.	317,437.	

(a) Description of Property			Manner Acquired	Date Acquired	Date Sold
Class Action Settlements			Purchased		
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
0.	0.	0.	0.	236.	

(a) Description of Property			Manner Acquired	Date Acquired	Date Sold
Foreclosed Land Lots JMP 50% Interest			Purchased		
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
0.	0.	0.	0.	<29,481.>	

(a) Description of Property			Manner Acquired	Date Acquired	Date Sold
Foreclosed Land MAW 34.6% Interest			Purchased		
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
0.	0.	0.	0.	<61,777.>	

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
Foreclosed Land REO R983A River Oaks 34.3% Interest	680,614.	533,827.	0.	0.	146,787.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
Foreclosed Land Lot Douglas REO S758 44% Interest	50,122.	86,096.	0.	0.	<35,974.>

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
Foreclosed Land Lots Landers REO S353	0.	0.	0.	0.	<91.>

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	Manner Acquired Deprec.	Date Acquired Gain or Loss	Date Sold
Foreclosed Condo Lake Austin REO S975A 52% Interest	224,928.	435,602.	0.	Purchased	11/09/07	10/31/12

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	Date Acquired Date Sold
Foreclosed Land Nebcan REO LR2079A5A 32% Interest	0.	0.	0.	Purchased	19,059.	

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	Date Acquired Date Sold
From Access Venture Partners EIN 94-3328918	0.	0.	0.	Purchased	267.	

(a) Description of Property		Manner Acquired		Date Acquired		Date Sold
From Ft. Washington PEI II EIN 26-3806629		Purchased				
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss		
0.	0.	0.	0.	2,216.		

(a) Description of Property		Manner Acquired		Date Acquired		Date Sold
From Ft. Washington PEI II EIN 26-3806629		Purchased				
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss		
0.	0.	0.	0.	68,335.		

(a) Description of Property		Manner Acquired		Date Acquired		Date Sold
From Ft. Washington PEI IV EIN 16-1648796		Purchased				
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss		
0.	0.	0.	0.	8,742.		

(a) Description of Property		Manner Acquired		Date Acquired		Date Sold
From Ft. Washington PEI IV EIN 16-1648796		Purchased				
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss		
0.	0.	0.	0.	93,205.		

(a) Description of Property		Manner Acquired		Date Acquired		Date Sold
From Ft. Washington PEI V EIN 20-4568842		Purchased				
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss		
0.	0.	0.	0.	5,645.		

(a) Description of Property		Manner Acquired		Date Acquired		Date Sold
From Ft. Washington PEI V EIN 20-4568842		Purchased				
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss		
0.	0.	0.	0.	76,216.		

(a) Description of Property			Manner Acquired	Date Acquired	Date Sold
From Kenmont Capital LP EIN 76-0605443			Purchased		
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
0.	0.	0.	0.	71.	

(a) Description of Property			Manner Acquired	Date Acquired	Date Sold
From Kenmont Capital LP EIN 76-0605443			Purchased		
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
0.	0.	0.	0.	116,732.	

(a) Description of Property			Manner Acquired	Date Acquired	Date Sold
From Kenmont Capital II EIN 34-2027430			Purchased		
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
0.	0.	0.	0.	<36.>	

(a) Description of Property	Manner Acquired		Date Acquired		Date Sold
From Kenmont Capital II EIN 34-2027430	Purchased				
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
0.	0.	0.	0.	85,502.	

(a) Description of Property	Manner Acquired		Date Acquired		Date Sold
From Private Equity Fund V EIN 26-4427241	Purchased				
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
0.	0.	0.	0.	119.	

(a) Description of Property	Manner Acquired		Date Acquired		Date Sold
From Private Equity Fund V EIN 26-4427241	Purchased				
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
0.	0.	0.	0.	50,084.	

(a) Description of Property		Manner Acquired		Date Acquired		Date Sold
From Startup Capital LP EIN 20-2473463		Purchased				
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss		
0.	0.	0.	0.	304.		

(a) Description of Property		Manner Acquired		Date Acquired		Date Sold
From Startup Capital LP EIN 20-2473463		Purchased				
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss		
0.	0.	0.	0.	339,273.		

(a) Description of Property		Manner Acquired		Date Acquired		Date Sold
From SVB Capital II LP EIN 20-4665087		Purchased				
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss		
0.	0.	0.	0.	4,209.		

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	Manner Acquired	Date Acquired	Date Sold
From SVB Capital II LP EIN 20-4665087				Purchased		
	0.	0.	0.			2,110.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	Manner Acquired	Date Acquired	Date Sold
From SVB India Capital LP EIN 98-0517319				Purchased		
	0.	0.	0.			<7,457.>

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	Manner Acquired	Date Acquired	Date Sold
From WSL LP EIN 20-0360272				Purchased		
	0.	0.	0.			1,282.

(a) Description of Property			Manner Acquired	Date Acquired	Date Sold
From WSL LP EIN 20-0360272			Purchased		
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
0.	0.	0.	0.	49,043.	

(a) Description of Property			Manner Acquired	Date Acquired	Date Sold
From Zero2ipo II LP EIN 98-0564605			Purchased		
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
0.	0.	0.	0.	8,050.	

(a) Description of Property			Manner Acquired	Date Acquired	Date Sold
From Zero2ipo II LP EIN 98-0564605			Purchased		
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
0.	0.	0.	0.	1,548.	

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	Manner Acquired Purchased	Date Acquired	Date Sold
From SVB Strategic IV LP EIN 26-2776097	0.	0.	0.			
				(e) Deprec.	(f) Gain or Loss	3,703.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	Manner Acquired Purchased	Date Acquired	Date Sold
From SVB Strategic IV LP EIN 26-2776097	0.	0.	0.			
				(e) Deprec.	(f) Gain or Loss	19,274.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	Manner Acquired Purchased	Date Acquired	Date Sold
From Private Equity Fund IV EIN 20-2543812	0.	0.	0.			
				(e) Deprec.	(f) Gain or Loss	2,400.

(a) Description of Property		Manner Acquired	Date Acquired	Date Sold
From Private Equity Fund IV EIN 20-2543812		Purchased		
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
0.	0.	0.	0.	48,107.

(a) Description of Property		Manner Acquired	Date Acquired	Date Sold
From Ft. Washington PEI VII EIN 27-1321348		Purchased		
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
0.	0.	0.	0.	2,439.

(a) Description of Property		Manner Acquired	Date Acquired	Date Sold
From Ft. Washington PEI VII EIN 27-1321348		Purchased		
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
0.	0.	0.	0.	3,440.

(a) Description of Property		Manner Acquired	Date Acquired	Date Sold
From SVB Strategic III LP EIN 20-3076856		Purchased		
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
0.	0.	0.	0.	3,735.

(a) Description of Property		Manner Acquired	Date Acquired	Date Sold
From SVB Strategic III LP EIN 20-3076856		Purchased		
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
0.	0.	0.	0.	98,982.

(a) Description of Property		Manner Acquired	Date Acquired	Date Sold
From Commonfund Global Fund EIN 26-0133064		Purchased		
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
0.	0.	0.	0.	989.

(a) Description of Property		Manner Acquired		Date Acquired		Date Sold
From Commonfund Global Fund EIN 26-0133064		Purchased				
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss		
0.	0.	0.	0.	34,250.		

(a) Description of Property		Manner Acquired		Date Acquired		Date Sold
From SVB Strategic II LP EIN 91-2187963		Purchased				
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss		
0.	0.	0.	0.	1,052.		

(a) Description of Property		Manner Acquired		Date Acquired		Date Sold
From SVB Strategic II LP EIN 91-2187963		Purchased				
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss		
0.	0.	0.	0.	97,696.		

(a) Description of Property	Manner Acquired		Date Acquired		Date Sold
From SVB Strategic V LP EIN 27-5109706	Purchased				
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
0.	0.	0.	0.	20.	

(a) Description of Property	Manner Acquired		Date Acquired		Date Sold
From SVB Strategic V LP EIN 27-5109706	Purchased				
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
0.	0.	0.	0.	297.	

(a) Description of Property	Manner Acquired		Date Acquired		Date Sold
Lease and Well Equipment	Purchased				
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
0.	0.	0.	0.	459.	

Net Gain or Loss from Sale of Assets	2,255,187.
Capital Gains Dividends from Part IV	0.
Total to Form 990-PF, Part I, line 6a	2,255,187.

Form 990-PF

Income and Cost of Goods Sold  
Included on Part I, Line 10

Statement 4

## Income

1. Gross receipts . . . . .	1,467,181	
2. Returns and allowances . . . . .		
3. Line 1 less line 2 . . . . .		1,467,181
4. Cost of goods sold (line 15) . . . . .	1,172,597	
5. Gross profit (line 3 less line 4) . . . . .		294,584
6. Other Income . . . . .		
7. Gross Income (add lines 5 and 6) . . . . .		294,584

## Cost of Goods Sold

8. Inventory at beginning of year . . . . .		
9. Merchandise purchased. . . . .		
10. Cost of labor. . . . .		
11. Materials and supplies . . . . .		
12. Other costs. . . . .	1,172,597	
13. Add lines 8 through 12 . . . . .		1,172,597
14. Inventory at end of year . . . . .		
15. Cost of goods sold (line 13 less line 14) . . . . .		1,172,597

Form 990-PF	Cost of Goods Sold - Other Costs	Statement	5
Description	Amount		
Lease Operating Costs	788,325.		
Gasoline Plant Operating Expense	2,058.		
Intangible Drilling Costs	328,779.		
Oil and Gas Processing Fees	53,435.		
Total Other Costs	1,172,597.		

Form 990-PF	Other Income	Statement	6
Description	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
Oil and Gas Royalties	1,393,793.	1,393,793.	
Mining Royalty & Seismic Fee	390.	390.	
From Ft. Washington II LP EIN			
26-3806629 UBTI	1,378.	0.	
From Ft. Washington IV LP EIN			
16-1648796 UBTI	2,052.	0.	
From Kenmont Capital II LP II EIN			
34-2027430 UBTI	2,788.	0.	
From Ft. Washington II LP EIN			
26-3806629	87.	87.	
From Ft. Washington V LP EIN			
20-4568842 UBTI	3,392.	0.	
From Commonfund Global III LP EIN			
26-0133064 UBTI	<329.>	0.	
From WSL Partners LP EIN 20-0360272			
UBTI	13,615.	0.	
From Private Equity Fund IV EIN			
20-2543812 UBTI	<435.>	0.	
From Private Equity Fund V EIN			
26-4427241 UBTI	581.	0.	
From Commonfund Global EIN			
26-0133064	8,140.	8,140.	
From SVB Strategic Inv III EIN			
20-3076856 UBTI	407.	0.	
From SVB Strategic Inv V EIN			
27-5109706 UBTI	35.	0.	
From Kenmont Capital II LP EIN			
34-2027430	<331.>	<331.>	
From Ft. Washington V LP EIN			
20-4568842	300.	300.	
From Kenmont Capital LP EIN			
76-0605443 UBTI	12.	0.	

From Kenmont Capital LP EIN 76-0605443	317.	317.
From SVB Strategic Inv IV EIN 26-2776097 UBTI	5.	0.
From Ft. Washington VII LP EIN 27-1321348 UBTI	<330.>	0.
From Ft. Washington VII LP EIN 27-1321348	45.	45.
Total to Form 990-PF, Part I, line 11	1,425,912.	1,402,741.

Form 990-PF	Other Professional Fees			Statement	7
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Other Professional Fees	270,991.	259,928.		11,063.	
From Access Venture LP EIN 94-3328918	33,805.	33,805.		0.	
From SVB India Capital I LP EIN 98-0517319	20,000.	20,000.		0.	
From Startup Capital LP EIN 20-2473463	11,323.	11,323.		0.	
From Private Equity IV LP EIN 20-2543812	10,225.	10,225.		0.	
From Artiman II LP EIN 20-5472594	15,500.	15,500.		0.	
From SVB Capital II LP EIN 20-4665087	16,801.	16,801.		0.	
From SVB Strategic Invest. IV EIN 26-2776097	10,000.	10,000.		0.	
From Kenmont Capital II LP EIN 34-2027430	10,000.	10,000.		0.	
From Zero2ipo China Fund II EIN 98-0564605	12,500.	12,500.		0.	
From Artiman Ventures III EIN 27-3008857	17,816.	17,816.		0.	
From Private Equity Fund V LP EIN 26-4427241	16,384.	16,384.		0.	
From SVB Strategic Invest V LP EIN 27-5109706	10,000.	10,000.		0.	
From Ft. Washington VII EIN 27-1321348	18,750.	18,750.		0.	
To Form 990-PF, Pg 1, ln 16c	474,095.	463,032.		11,063.	

Form 990-PF	Taxes			Statement	8
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Ad Valorem Taxes	129,442.	101,225.		1,153.	
Production Taxes	126,032.	59,222.		0.	
New Mexico State Income Tax	451.	451.		0.	
Federal Income and Excise Taxes	7,500.	0.		0.	
Delaware Franchise Tax	426.	0.		426.	
To Form 990-PF, Pg 1, ln 18	263,851.	160,898.		1,579.	

Form 990-PF	Other Expenses			Statement	9
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Office Supplies	1,251.	0.		1,251.	
Miscellaneous	4,910.	0.		4,910.	
Dues and Subscriptions	9,932.	0.		9,932.	
Insurance	39,188.	0.		1,000.	
From Access Venture LP EIN 94-3328918	2,178.	2,178.		0.	
From SVB Capital Partners II LP EIN 20-4665087	5,147.	5,147.		0.	
From SVB Strategic Investors II LP EIN 91-2187963	9,696.	9,696.		0.	
From Startup Capital LP EIN 20-2473463	3,276.	3,276.		0.	
From SVB Strategic Investors III LP EIN 20-3076856	28,260.	28,260.		0.	
From SVB Strategic Investors V LP EIN 27-5109706	5,797.	5,797.		0.	
Foreclosed Real Estate Expenses	508,330.	508,330.		0.	
Royalty Processing Fee	32.	32.		0.	
From Artiman LP II EIN 20-5472594	649.	649.		0.	
From Kenmont Capital I LP EIN 76-0605443	11,147.	11,147.		0.	
From SVB India Capital I LP EIN 98-0517319	1,953.	1,953.		0.	
From Artiman LP III EIN 27-3008857	1,082.	1,082.		0.	

From Ft. Washington V LP EIN 20-4568842	28,138.	28,138.	0.
From Private Equity Fund IV LP EIN 20-2543812	7,064.	7,064.	0.
From SVB Strategic Investors IV LP EIN 26-2776097	22,948.	22,948.	0.
From Zero2ipo China Angel Fund II LP EIN 98-0564605	571.	571.	0.
From Kenmont Capital II LP EIN 34-2027430	14,974.	14,974.	0.
Partnership Nondeductible Expenses less Tax Exempt Income	2,837.	0.	0.
From Ft. Washington IV LP EIN 16-1648796	20,676.	20,676.	0.
From Ft. Washington VII EIN 27-1321348	5,639.	5,639.	0.
From Private Equity Fund V LP EIN 26-4427241	18,462.	18,462.	0.
From Helix Fund LP EIN 27-2971759	29,875.	29,875.	0.
Bad Debt Expense Statement 16	328,982.	328,982.	0.
Book Adjustments Custody Account V	2,078.	0.	0.
From Ft. Washington II EIN 26-3806629	10,626.	10,626.	0.
From WSL LP EIN 20-0360272	14,528.	14,528.	0.
To Form 990-PF, Pg 1, ln 23	1,140,226.	1,080,030.	17,093.

Form 990-PF	Corporate Stock	Statement 10
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Description	Book Value	Fair Market Value
NBN Properties Title Hld Co	1,105,132.	2,406,533.
Plain Majestic Title Hld Co	533,572.	5,239.
Roadway Properties Title Hld Co	1,047,629.	2,877,718.
Wimbledon Prop Inc. Title Hld Co	1,426,413.	4,123,100.
Cedar Properties Inc.	9,015.	9,015.
Eliaance Biotech Inc	479.	479.
Meridian Securities	36,045.	26,268.
Windham Bank Custody G Account Statement 27	7,411,462.	9,458,340.
Todd Bank Custody V Account Statement 28	7,176,257.	8,784,002.
FOHVF LP Fund	407,407.	26,860.
JP Morgan Incubator Fund	170,132.	3,834.
Xignite	499,999.	499,999.
Total to Form 990-PF, Part II, line 10b	19,823,542.	28,221,387.

Form 990-PF	Mortgage Loans	Statement 11
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Description	Book Value	Fair Market Value
Mortgage Loans & Foreclosed Real Estate Statement 29	34,304,349.	34,276,036.
Total to Form 990-PF, Part II, line 12	34,304,349.	34,276,036.

Form 990-PF	Other Investments	Statement 12
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Description	Valuation Method	Book Value	Fair Market Value
Uncut Ruby Corundum	FMV	680,000.	25,000.
Access Venture Partners	FMV	431,241.	722,256.
Kenmont Capital Equity Partners	FMV	496,296.	598,759.
WSL Partners LP	FMV	130,272.	597,865.
Ft. Washington IV	FMV	586,965.	785,043.
Private Equity Fund IV	FMV	446,484.	545,916.
Startup Capital	FMV	577,901.	1,195,323.
SVB Strategic II LP	FMV	300,735.	408,998.
Artiman II LP	FMV	834,639.	1,090,223.
Commonfund Global LP	FMV	756,855.	675,530.
Kenmont Capital Partners II	FMV	485,721.	577,266.
SVB Strategic III LP	FMV	592,034.	852,397.
Ft. Washington V	FMV	713,104.	950,120.
SVB Capital Partners II	FMV	550,154.	939,308.
SVB India Capital Partners	FMV	674,763.	862,778.
KKR European Fund III	FMV	702,192.	704,134.
SVB Strategic IV LP	FMV	613,322.	764,490.
Zero2ipo China Angel Fund II LP	FMV	359,739.	443,477.
Ft. Washington PEOF II	FMV	221,125.	499,983.
Private Equity Fund V	FMV	598,476.	838,100.
Artiman Ventures III	FMV	291,335.	281,720.
Helix Founders Fund	FMV	581,181.	592,387.
SVB Strategic Fund V	FMV	157,576.	156,980.
Ft. Washington VII	FMV	168,503.	177,287.
Total to Form 990-PF, Part II, line 13		11,950,613.	15,285,340.

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Form 990-PF      Depreciation of Assets Not Held for Investment      Statement 13

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	Book Value	Fair Market Value
<u>Investments Land Building &amp; Equipment</u>		
Investment Real Estate	11,032	155,624
Productive Oil & Gas Properties	1,697,355	11,835,000
Unproductive Oil & Gas Properties	36,463	
Oil & Gas Lease Equipment	1,509,622	
Prentice Gasoline Plant	17,185	
Total	3,271,657	11,990,624
Less Accumulated Depreciation	(1,433,997)	
Less Accumulated Depletion	(1,641,007)	
Total Line 11, Part II	196,653	11,990,624

<u>Land, Building &amp; Equipment</u>		
Leasehold Improvements	40,767	42,210
Office Furniture & Equipment	117,255	
Accumulated Depreciation	(127,446)	
Total	30,576	42,210

Form 990-PF

Part VIII - List of Officers, Directors  
Trustees and Foundation Managers

Statement 14

Name and Address	Title and Avg Hrs/Wk	Compensation	Employee Ben Plan Contrib	Expense Account
Lee Fikes 500 N. Akard St, # 1900 Dallas, TX 75201	President / Treasurer 6.00	0.	0.	0.
Nancy Solana 500 N. Akard St, # 1919 Dallas, TX 75201	Executive VP / Secretary 35.00	197,000.	23,165.*	0.
Amy Fikes 500 N. Akard St., #1900 Dallas, TX 75201	Vice President 1.00	0.	0.	0.
Catherine Lavie 500 N. Akard St, # 1919 Dallas, TX 75201	Vice President 1.00	0.	0.	0.
Brendan Fikes 500 N. Akard St, # 1919 Dallas, TX 75201	Vice President 1.00	0.	0.	0.
Totals included on 990-PF, Page 6, Part VIII		197,000.	23,165.	0.

\* Nancy Solana is a participant in the Retirement Plan for Employees of Bonanza Oil Company however the amount of any increase in the present value of her benefit isn't determinable. Since there was no payment to Bonanza Oil Company by Leland Fikes Foundation for this benefit there was no potential for self dealing. See Reg. Sec. 53.4941(d)-3.

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990-PF	Affiliation with Tax-Exempt Organizations Part XVII, Line 2, Column (c)	Statement 15
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Name of Affiliated or Related Organization

Plain Majestic Prop. Inc.

Description of Relationship with Affiliated or Related Organization

100% Owned Title Holding Corporation

Name of Affiliated or Related Organization

Roadway Properties Inc.

Description of Relationship with Affiliated or Related Organization

100% Owned Title Holding Corporation

Name of Affiliated or Related Organization

Wimbledon Properties Inc.

Description of Relationship with Affiliated or Related Organization

100% Owned Title Holding Corporation

Name of Affiliated or Related Organization

NBN Properties Inc.

Description of Relationship with Affiliated or Related Organization

100% Owned Title Holding Corporation

Name of Affiliated or Related Organization

Cedar Properties Inc.

Description of Relationship with Affiliated or Related Organization

100% Owned Title Holding Corporation

Pursuant to IRC Section 166(a)(1) the Leland Fikes Foundation is deducting its remaining tax basis in the loans shown below after the collateral of each loan has been sold and the sales price of the collateral has been applied against principal.

Brookhollow Business Center Loan Tax Basis	\$ 477,849
Share of Cash from Loan Collateral Sale	<u>389,441</u>
Bad Debt Deduction	\$ 88,408

Eastside Development Loan Tax Basis	\$ 1,230,779
Share of Cash from Loan Collateral Sale	<u>990,205</u>
Bad Debt Deduction	240,574

Total Bad Debt Deduction	\$ <u>328,982</u>
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## US Trust

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**Statement of Capital Gains and Losses From Sales**  
 (Does not include capital gain distributions from mutual  
 funds or CTF's - See Tax Transaction Detail)

Account Id: 011000066092

LELAND FIKES FOUNDATION CUST G

Trust Year 1/1/2012 - 12/31/2012

Type	Description	Date	Shares	Price	Fed Cost	State Cost	Fed Gain	State Gain	(Type)
025816109	AMERICAN EXPRESS CO								
Sold		03/29/12	740	42,445.08					
Acq		02/18/11	740	42,445.08	33,643.58	33,643.58	8,801.50	8,801.50	L
Total for 3/29/2012					33,643.58	33,643.58	8,801.50	8,801.50	
025816109	AMERICAN EXPRESS CO								
Sold		03/29/12	730	41,871.49					
Acq		03/24/11	730	41,871.49	33,170.69	33,170.69	8,700.80	8,700.80	L
Total for 3/29/2012					33,170.69	33,170.69	8,700.80	8,700.80	
037833100	APPLE COMPUTER INC								
Sold		05/08/12	80	44,850.38					
Acq		10/29/10	80	44,850.38	24,176.77	24,176.77	20,673.61	20,673.61	L
Total for 5/8/2012					24,176.77	24,176.77	20,673.61	20,673.61	
037833100	APPLE COMPUTER INC								
Sold		05/08/12	20	11,212.60					
Acq		05/07/10	20	11,212.60	4,600.74	4,600.74	6,611.86	6,611.86	L
Total for 5/8/2012					4,600.74	4,600.74	6,611.86	6,611.86	
037833100	APPLE COMPUTER INC								
Sold		05/11/12	60	34,303.52					
Acq		05/07/10	60	34,303.52	13,802.21	13,802.21	20,501.31	20,501.31	L
Total for 5/11/2012					13,802.21	13,802.21	20,501.31	20,501.31	
037833100	APPLE COMPUTER INC								
Sold		11/08/12	80	43,529.86					
Acq		05/07/10	80	43,529.86	18,402.95	18,402.95	25,126.91	25,126.91	L
Total for 11/8/2012					18,402.95	18,402.95	25,126.91	25,126.91	
037833100	APPLE COMPUTER INC								
Sold		11/09/12	80	43,736.10					
Acq		05/07/10	80	43,736.10	18,402.95	18,402.95	25,333.15	25,333.15	L
Total for 11/9/2012					18,402.95	18,402.95	25,333.15	25,333.15	
126408103	CSX CORP								
Sold		11/16/12	1000	19,007.67					
Acq		07/27/10	1000	19,007.67	17,699.50	17,699.50	1,308.17	1,308.17	L
Total for 11/16/2012					17,699.50	17,699.50	1,308.17	1,308.17	
126408103	CSX CORP								
Sold		11/16/12	870	16,536.68					
Acq		07/12/10	870	16,536.68	15,012.05	15,012.05	1,524.63	1,524.63	L
Total for 11/16/2012					15,012.05	15,012.05	1,524.63	1,524.63	
126408103	CSX CORP								
Sold		11/16/12	290	5,502.39					
Acq		07/12/10	290	5,502.39	5,004.02	5,004.02	498.37	498.37	L
Total for 11/16/2012					5,004.02	5,004.02	498.37	498.37	

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Statement of Capital Gains and Losses From Sales  
(Does not include capital gain distributions from mutual funds or CTF's - See Tax Transaction Detail)

Account Id: 011000066092

LELAND FIKE FOUNDATION CUST G

Trust Year 1/1/2012 - 12/31/2012

Type	Description	Date	Shares	Price	Fed Cost	State Cost	Fed Gain	State Gain	(Type)
126408103	CSX CORP								
Sold		11/16/12	1690	32,017.18					
Acq		07/12/10	1690	32,017.18	29,161.35	29,161.35	2,855.83	2,855.83	L
Total for 11/16/2012					29,161.35	29,161.35	2,855.83	2,855.83	
126408103	CSX CORP								
Sold		11/16/12	1500	28,417.61					
Acq		08/11/10	1500	28,417.61	25,500.60	25,500.60	2,917.01	2,917.01	L
Total for 11/16/2012					25,500.60	25,500.60	2,917.01	2,917.01	
149123101	CATERPILLAR INC								
Sold		06/06/12	170	14,569.40					
Acq		12/27/11	170	14,569.40	15,632.35	15,632.35	-1,062.95	-1,062.95	S
Total for 6/6/2012					15,632.35	15,632.35	-1,062.95	-1,062.95	
149123101	CATERPILLAR INC								
Sold		06/06/12	160	13,712.38					
Acq		10/25/11	160	13,712.38	14,605.30	14,605.30	-892.92	-892.92	S
Total for 6/6/2012					14,605.30	14,605.30	-892.92	-892.92	
149123101	CATERPILLAR INC								
Sold		06/06/12	110	9,427.26					
Acq		08/08/11	110	9,427.26	9,490.65	9,490.65	-63.39	-63.39	S
Total for 6/6/2012					9,490.65	9,490.65	-63.39	-63.39	
151020104	CELGENE CORP COM								
Sold		06/11/12	170	10,907.29					
Acq		04/26/12	170	10,907.29	12,520.40	12,520.40	-1,613.11	-1,613.11	S
Total for 6/11/2012					12,520.40	12,520.40	-1,613.11	-1,613.11	
151020104	CELGENE CORP COM								
Sold		06/11/12	650	41,680.64					
Acq		04/26/12	650	41,680.64	47,872.11	47,872.11	-6,191.47	-6,191.47	S
Total for 6/11/2012					47,872.11	47,872.11	-6,191.47	-6,191.47	
151020104	CELGENE CORP COM								
Sold		06/12/12	380	24,157.69					
Acq		04/26/12	380	24,157.69	27,986.77	27,986.77	-3,829.08	-3,829.08	S
Total for 6/12/2012					27,986.77	27,986.77	-3,829.08	-3,829.08	
151020104	CELGENE CORP COM								
Sold		06/12/12	150	9,535.93					
Acq		05/17/11	150	9,535.93	9,015.90	9,015.90	520.03	520.03	L
Total for 6/12/2012					9,015.90	9,015.90	520.03	520.03	
151020104	CELGENE CORP COM								
Sold		06/12/12	30	1,907.19					
Acq		03/31/11	30	1,907.19	1,726.60	1,726.60	180.59	180.59	L
Total for 6/12/2012					1,726.60	1,726.60	180.59	180.59	

Statement 17

## US Trust

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**Statement of Capital Gains and Losses From Sales**  
 (Does not include capital gain distributions from mutual  
 funds or CTF's - See Tax Transaction Detail)

Account Id: 011000066092

**LELAND FIKES FOUNDATION CUST G**  
 Trust Year 1/1/2012 - 12/31/2012

Type	Description	Date	Shares	Price	Fed Cost	State Cost	Fed Gain	State Gain	(Type)
166764100	CHEVRONTEXACO CORP								
Sold		11/08/12	640	68,265.73					
Acq		07/12/10	640	68,265.73	45,962.05	45,962.05	22,303.68	22,303.68	L
Total for 11/8/2012					45,962.05	45,962.05	22,303.68	22,303.68	
166764100	CHEVRONTEXACO CORP								
Sold		11/08/12	1050	112,127.72					
Acq		07/12/10	1050	112,127.72	75,406.48	75,406.48	36,721.24	36,721.24	L
Total for 11/8/2012					75,406.48	75,406.48	36,721.24	36,721.24	
166764100	CHEVRONTEXACO CORP								
Sold		11/08/12	230	24,561.31					
Acq		07/12/10	230	24,561.31	16,512.69	16,512.69	8,048.62	8,048.62	L
Total for 11/8/2012					16,512.69	16,512.69	8,048.62	8,048.62	
17275R102	CISCO SYSTEM INC								
Sold		05/07/12	820	15,684.11					
Acq		10/28/11	820	15,684.11	15,114.65	15,114.65	569.46	569.46	S
Total for 5/7/2012					15,114.65	15,114.65	569.46	569.46	
17275R102	CISCO SYSTEM INC								
Sold		05/07/12	240	4,590.47					
Acq		12/22/11	240	4,590.47	4,362.72	4,362.72	227.75	227.75	S
Total for 5/7/2012					4,362.72	4,362.72	227.75	227.75	
17275R102	CISCO SYSTEM INC								
Sold		05/07/12	1320	25,181.99					
Acq		12/22/11	1320	25,181.99	23,994.96	23,994.96	1,187.03	1,187.03	S
Total for 5/7/2012					23,994.96	23,994.96	1,187.03	1,187.03	
17275R102	CISCO SYSTEM INC								
Sold		05/07/12	20	382.66					
Acq		12/22/11	20	382.66	363.56	363.56	19.10	19.10	S
Total for 5/7/2012					363.56	363.56	19.10	19.10	
17275R102	CISCO SYSTEM INC								
Sold		05/07/12	2090	39,988.12					
Acq		09/16/11	2090	39,988.12	34,913.66	34,913.66	5,074.46	5,074.46	S
Total for 5/7/2012					34,913.66	34,913.66	5,074.46	5,074.46	
17275R102	CISCO SYSTEM INC								
Sold		05/10/12	3610	61,244.44					
Acq		09/16/11	3610	61,244.44	60,305.41	60,305.41	939.03	939.03	S
Total for 5/10/2012					60,305.41	60,305.41	939.03	939.03	
17275R102	CISCO SYSTEM INC								
Sold		05/10/12	1300	22,054.79					
Acq		09/27/11	1300	22,054.79	21,207.03	21,207.03	847.76	847.76	S
Total for 5/10/2012					21,207.03	21,207.03	847.76	847.76	

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Statement of Capital Gains and Losses From Sales  
(Does not include capital gain distributions from mutual  
funds or CTF's - See Tax Transaction Detail)

Account Id: 011000066092

LELAND FIKES FOUNDATION CUST G  
Trust Year 1/1/2012 - 12/31/2012

Type	Description	Date	Shares	Price	Fed Cost	State Cost	Fed Gain	State Gain	(Type)
235851102	DANAHER CORP								
Sold	07/19/12	270	13,614.63						
Acq	03/12/10	270	13,614.63	10,529.35	10,529.35	3,085.28	3,085.28	L	
Total for 7/19/2012				10,529.35	10,529.35	3,085.28	3,085.28		
235851102	DANAHER CORP								
Sold	07/19/12	500	25,212.29						
Acq	11/05/04	500	25,212.29	14,301.35	14,301.35	10,910.94	10,910.94	L	
Total for 7/19/2012				14,301.35	14,301.35	10,910.94	10,910.94		
235851102	DANAHER CORP								
Sold	07/19/12	600	30,254.74						
Acq	01/25/05	600	30,254.74	16,161.18	16,161.18	14,093.56	14,093.56	L	
Total for 7/19/2012				16,161.18	16,161.18	14,093.56	14,093.56		
260003108	DOVER CORP								
Sold	08/21/12	690	40,089.00						
Acq	12/15/10	690	40,089.00	40,042.90	40,042.90	46.10	46.10	L	
Total for 8/21/2012				40,042.90	40,042.90	46.10	46.10		
260003108	DOVER CORP								
Sold	08/21/12	800	46,479.99						
Acq	12/15/10	800	46,479.99	46,334.00	46,334.00	145.99	145.99	L	
Total for 8/21/2012				46,334.00	46,334.00	145.99	145.99		
26138E109	DR PEPPER SNAPPLE INC								
Sold	03/08/12	720	27,112.48						
Acq	07/13/10	720	27,112.48	28,206.00	28,206.00	-1,093.52	-1,093.52	L	
Total for 3/8/2012				28,206.00	28,206.00	-1,093.52	-1,093.52		
26138E109	DR PEPPER SNAPPLE INC								
Sold	03/08/12	480	18,081.13						
Acq	07/13/10	480	18,081.13	18,804.00	18,804.00	-722.87	-722.87	L	
Total for 3/8/2012				18,804.00	18,804.00	-722.87	-722.87		
26138E109	DR PEPPER SNAPPLE INC								
Sold	03/14/12	30	1,159.71						
Acq	07/13/10	30	1,159.71	1,175.25	1,175.25	-15.54	-15.54	L	
Total for 3/14/2012				1,175.25	1,175.25	-15.54	-15.54		
26138E109	DR PEPPER SNAPPLE INC								
Sold	03/14/12	120	4,637.24						
Acq	07/13/10	120	4,637.24	4,701.00	4,701.00	-63.76	-63.76	L	
Total for 3/14/2012				4,701.00	4,701.00	-63.76	-63.76		
26138E109	DR PEPPER SNAPPLE INC								
Sold	03/14/12	830	32,074.27						
Acq	12/17/10	830	32,074.27	31,544.57	31,544.57	529.70	529.70	L	
Total for 3/14/2012				31,544.57	31,544.57	529.70	529.70		

529.70 net 17

**Statement of Capital Gains and Losses From Sales**  
(Does not include capital gain distributions from mutual funds or CTF's - See Tax Transaction Detail)

Account Id: 011000066092

LELAND FIKES FOUNDATION CUST G

Trust Year 1/1/2012 - 12/31/2012

Type	Description	Date	Shares	Price	Fed Cost	State Cost	Fed Gain	State Gain	(Type)
26138E109	DR PEPPER SNAPPLE INC								
Sold		03/14/12	870	33,620.02					
Acq		12/20/10	870	33,620.02	33,034.16	33,034.16	585.86	585.86	L
Total for 3/14/2012					33,034.16	33,034.16	585.86	585.86	
26138E109	DR PEPPER SNAPPLE INC								
Sold		03/14/12	540	20,867.60					
Acq		03/31/11	540	20,867.60	20,116.73	20,116.73	750.87	750.87	S
Total for 3/14/2012					20,116.73	20,116.73	750.87	750.87	
26138E109	DR PEPPER SNAPPLE INC								
Sold		03/15/12	490	18,864.02					
Acq		03/31/11	490	18,864.02	18,254.07	18,254.07	609.95	609.95	S
Total for 3/15/2012					18,254.07	18,254.07	609.95	609.95	
26138E109	DR PEPPER SNAPPLE INC								
Sold		03/16/12	370	14,195.98					
Acq		03/31/11	370	14,195.98	13,783.68	13,783.68	412.30	412.30	S
Total for 3/16/2012					13,783.68	13,783.68	412.30	412.30	
26138E109	DR PEPPER SNAPPLE INC								
Sold		03/16/12	900	34,530.75					
Acq		08/11/10	900	34,530.75	33,243.93	33,243.93	1,286.82	1,286.82	L
Total for 3/16/2012					33,243.93	33,243.93	1,286.82	1,286.82	
268648102	EMC CORPORATION								
Sold		03/07/12	1780	49,752.42					
Acq		10/29/10	1780	49,752.42	37,579.89	37,579.89	12,172.53	12,172.53	L
Total for 3/7/2012					37,579.89	37,579.89	12,172.53	12,172.53	
268648102	EMC CORPORATION								
Sold		03/07/12	670	18,727.03					
Acq		03/09/10	670	18,727.03	12,511.51	12,511.51	6,215.52	6,215.52	L
Total for 3/7/2012					12,511.51	12,511.51	6,215.52	6,215.52	
30219G108	EXPRESS SCRIPTS HLDG CO								
Sold		11/13/12	630	32,427.07					
Acq		07/19/12	630	32,427.07	37,015.34	37,015.34	-4,588.27	-4,588.27	S
Total for 11/13/2012					37,015.34	37,015.34	-4,588.27	-4,588.27	
30219G108	EXPRESS SCRIPTS HLDG CO								
Sold		12/07/12	230	12,327.92					
Acq		07/19/12	230	12,327.92	13,513.53	13,513.53	-1,185.61	-1,185.61	S
Total for 12/7/2012					13,513.53	13,513.53	-1,185.61	-1,185.61	
30219G108	EXPRESS SCRIPTS HLDG CO								
Sold		12/07/12	40	2,143.99					
Acq		05/08/12	40	2,143.99	2,211.16	2,211.16	-67.17	-67.17	S
Total for 12/7/2012					2,211.16	2,211.16	-67.17	-67.17	

Statement 17

Statement of Capital Gains and Losses From Sales  
(Does not include capital gain distributions from mutual  
funds or CTF's - See Tax Transaction Detail)

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Account Id: 011000066092

LELAND FIKES FOUNDATION CUST G

Trust Year 1/1/2012 - 12/31/2012

Type	Description	Date	Shares	Price	Fed Cost	State Cost	Fed Gain	State Gain	(Type)
30219G108	EXPRESS SCRIPTS HLDG CO								
Sold		12/07/12	270	14,487.01					
Acq		05/08/12	270	14,487.01	14,925.33 <input type="checkbox"/>	14,925.33	-438.32	-438.32	S
Total for 12/7/2012					14,925.33	14,925.33	-438.32	-438.32	
30219G108	EXPRESS SCRIPTS HLDG CO								
Sold		12/07/12	470	25,220.53					
Acq		05/08/12	470	25,220.53	25,981.13 <input type="checkbox"/>	25,981.13	-760.60	-760.60	S
Total for 12/7/2012					25,981.13	25,981.13	-760.60	-760.60	
30219G108	EXPRESS SCRIPTS HLDG CO								
Sold		12/07/12	460	24,683.92					
Acq		05/08/12	460	24,683.92	25,404.46 <input type="checkbox"/>	25,404.46	-720.54	-720.54	S
Total for 12/7/2012					25,404.46	25,404.46	-720.54	-720.54	
30231G102	EXXON MOBIL CORP								
Sold		07/09/12	700	58,361.61					
Acq		03/16/12	700	58,361.61	60,742.22 <input type="checkbox"/>	60,742.22	-2,380.61	-2,380.61	S
Total for 7/9/2012					60,742.22	60,742.22	-2,380.61	-2,380.61	
30231G102	EXXON MOBIL CORP								
Sold		07/09/12	400	33,349.49					
Acq		12/27/11	400	33,349.49	34,034.16 <input type="checkbox"/>	34,034.16	-684.67	-684.67	S
Total for 7/9/2012					34,034.16	34,034.16	-684.67	-684.67	
30231G102	EXXON MOBIL CORP								
Sold		07/09/12	520	43,354.34					
Acq		06/21/12	520	43,354.34	42,912.12 <input type="checkbox"/>	42,912.12	442.22	442.22	S
Total for 7/9/2012					42,912.12	42,912.12	442.22	442.22	
30231G102	EXXON MOBIL CORP								
Sold		07/09/12	200	16,674.75					
Acq		07/30/10	200	16,674.75	11,979.96 <input type="checkbox"/>	11,979.96	4,694.79	4,694.79	L
Total for 7/9/2012					11,979.96	11,979.96	4,694.79	4,694.79	
30231G102	EXXON MOBIL CORP								
Sold		07/09/12	900	75,036.35					
Acq		07/12/10	900	75,036.35	52,796.52 <input type="checkbox"/>	52,796.52	22,239.83	22,239.83	L
Total for 7/9/2012					52,796.52	52,796.52	22,239.83	22,239.83	
38259P508	GOOGLE INC CL A								
Sold		01/10/12	60	37,327.48					
Acq		10/28/11	60	37,327.48	35,979.23 <input type="checkbox"/>	35,979.23	1,348.25	1,348.25	S
Total for 1/10/2012					35,979.23	35,979.23	1,348.25	1,348.25	
38259P508	GOOGLE INC CL A								
Sold		01/10/12	100	62,212.48					
Acq		08/05/11	100	62,212.48	57,662.01 <input type="checkbox"/>	57,662.01	4,550.47	4,550.47	S
Total for 1/10/2012					57,662.01	57,662.01	4,550.47	4,550.47	

Statement 17

Statement of Capital Gains and Losses From Sales  
(Does not include capital gain distributions from mutual  
funds or CTF's - See Tax Transaction Detail)

Account Id: 011000066092

LELAND FIKEs FOUNDATION CUST G

Trust Year 1/1/2012 - 12/31/2012

Type	Description	Date	Shares	Price	Fed Cost	State Cost	Fed Gain	State Gain	(Type)
38259P508	GOOGLE INC CL A								
Sold		01/10/12	20	12,442.49					
Acq		08/08/11	20	12,442.49	11,298.23	11,298.23	1,144.26	1,144.26	S
Total for 1/10/2012					11,298.23	11,298.23	1,144.26	1,144.26	
437076102	HOME DEPOT INC								
Sold		10/11/12	790	46,581.93					
Acq		02/10/12	790	46,581.93	35,740.31	35,740.31	10,841.62	10,841.62	S
Total for 10/11/2012					35,740.31	35,740.31	10,841.62	10,841.62	
437076102	HOME DEPOT INC								
Sold		10/11/12	40	2,358.58					
Acq		12/22/11	40	2,358.58	1,674.22	1,674.22	684.36	684.36	S
Total for 10/11/2012					1,674.22	1,674.22	684.36	684.36	
437076102	HOME DEPOT INC								
Sold		10/11/12	840	49,560.06					
Acq		12/22/11	840	49,560.06	35,158.53	35,158.53	14,401.53	14,401.53	S
Total for 10/11/2012					35,158.53	35,158.53	14,401.53	14,401.53	
437076102	HOME DEPOT INC								
Sold		10/11/12	90	5,310.01					
Acq		12/02/11	90	5,310.01	3,610.72	3,610.72	1,699.29	1,699.29	S
Total for 10/11/2012					3,610.72	3,610.72	1,699.29	1,699.29	
458140100	INTEL CORP								
Sold		04/17/12	1080	30,731.47					
Acq		05/13/09	1080	30,731.47	16,430.36	16,430.36	14,301.11	14,301.11	L
Total for 4/17/2012					16,430.36	16,430.36	14,301.11	14,301.11	
458140100	INTEL CORP								
Sold		04/17/12	2700	76,828.66					
Acq		10/10/08	2700	76,828.66	39,848.76	39,848.76	36,979.90	36,979.90	L
Total for 4/17/2012					39,848.76	39,848.76	36,979.90	36,979.90	
459200101	INTERNATIONAL BUSINESS MACHINES								
Sold		11/29/12	180	34,377.39					
Acq		03/08/12	180	34,377.39	35,820.92	35,820.92	-1,443.53	-1,443.53	S
Total for 11/29/2012					35,820.92	35,820.92	-1,443.53	-1,443.53	
459200101	INTERNATIONAL BUSINESS MACHINES								
Sold		11/29/12	150	28,647.83					
Acq		12/27/11	150	28,647.83	27,754.19	27,754.19	893.64	893.64	S
Total for 11/29/2012					27,754.19	27,754.19	893.64	893.64	
459200101	INTERNATIONAL BUSINESS MACHINES								
Sold		11/29/12	140	26,737.97					
Acq		10/10/08	140	26,737.97	12,274.49	12,274.49	14,463.48	14,463.48	L
Total for 11/29/2012					12,274.49	12,274.49	14,463.48	14,463.48	

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**Statement of Capital Gains and Losses From Sales**  
 (Does not include capital gain distributions from mutual  
 funds or CTF's - See Tax Transaction Detail)

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Account Id: 011000066092

LELAND FIKES FOUNDATION CUST G

Trust Year 1/1/2012 - 12/31/2012

Type	Description	Date	Shares	Price	Fed Cost	State Cost	Fed Gain	State Gain	(Type)
459200101	INTERNATIONAL BUSINESS MACHINES								
Sold		11/29/12	200	38,197.11					
Acq		03/21/03	200	38,197.11	16,657.44 <input type="checkbox"/>	16,657.44	21,539.67	21,539.67	L
Total for 11/29/2012					16,657.44	16,657.44	21,539.67	21,539.67	
57636Q104	MASTERCARD INC CL A								
Sold		01/04/12	30	10,671.85					
Acq		10/28/11	30	10,671.85	10,584.96 <input type="checkbox"/>	10,584.96	86.89	86.89	S
Total for 1/4/2012					10,584.96	10,584.96	86.89	86.89	
57636Q104	MASTERCARD INC CL A								
Sold		01/04/12	240	85,374.78					
Acq		06/02/11	240	85,374.78	67,875.19 <input type="checkbox"/>	67,875.19	17,499.59	17,499.59	S
Total for 1/4/2012					67,875.19	67,875.19	17,499.59	17,499.59	
580135101	MCDONALDS CORP								
Sold		06/08/12	480	41,332.16					
Acq		03/27/12	480	41,332.16	46,707.22 <input type="checkbox"/>	46,707.22	-5,375.06	-5,375.06	S
Total for 6/8/2012					46,707.22	46,707.22	-5,375.06	-5,375.06	
580135101	MCDONALDS CORP								
Sold		06/08/12	450	38,748.90					
Acq		04/19/12	450	38,748.90	42,726.42 <input type="checkbox"/>	42,726.42	-3,977.52	-3,977.52	S
Total for 6/8/2012					42,726.42	42,726.42	-3,977.52	-3,977.52	
580135101	MCDONALDS CORP								
Sold		06/08/12	660	56,831.72					
Acq		09/09/11	660	56,831.72	55,774.89 <input type="checkbox"/>	55,774.89	1,056.83	1,056.83	S
Total for 6/8/2012					55,774.89	55,774.89	1,056.83	1,056.83	
580135101	MCDONALDS CORP								
Sold		08/08/12	160	13,771.21					
Acq		09/09/11	160	13,771.21	13,521.18 <input type="checkbox"/>	13,521.18	250.03	250.03	S
Total for 8/8/2012					13,521.18	13,521.18	250.03	250.03	
580135101	MCDONALDS CORP								
Sold		08/08/12	230	19,796.11					
Acq		01/09/09	230	19,796.11	13,932.82 <input type="checkbox"/>	13,932.82	5,863.29	5,863.29	L
Total for 8/8/2012					13,932.82	13,932.82	5,863.29	5,863.29	
580135101	MCDONALDS CORP								
Sold		08/15/12	120	10,547.13					
Acq		01/09/09	120	10,547.13	7,269.30 <input type="checkbox"/>	7,269.30	3,277.83	3,277.83	L
Total for 8/15/2012					7,269.30	7,269.30	3,277.83	3,277.83	
580135101	MCDONALDS CORP								
Sold		08/15/12	480	42,188.50					
Acq		10/28/09	480	42,188.50	28,409.71 <input type="checkbox"/>	28,409.71	13,778.79	13,778.79	L
Total for 8/15/2012					28,409.71	28,409.71	13,778.79	13,778.79	

Statement 17

**Statement of Capital Gains and Losses From Sales**  
 (Does not include capital gain distributions from mutual  
 funds or CTF's - See Tax Transaction Detail)

Account Id: 011000066092

**LELAND FIKES FOUNDATION CUST G**  
 Trust Year 1/1/2012 - 12/31/2012

Type	Description	Date	Shares	Price	Fed Cost	State Cost	Fed Gain	State Gain	(Type)
580135101	MCDONALDS CORP								
Sold	12/26/12	220	19,520.95						
Acq	10/28/09	220	19,520.95	13,021.12	13,021.12	6,499.83	6,499.83	L	
Total for 12/26/2012				13,021.12	13,021.12	6,499.83	6,499.83		
580135101	MCDONALDS CORP								
Sold	12/26/12	700	62,112.13						
Acq	09/16/09	700	62,112.13	39,609.78	39,609.78	22,502.35	22,502.35	L	
Total for 12/26/2012				39,609.78	39,609.78	22,502.35	22,502.35		
580135101	MCDONALDS CORP								
Sold	12/26/12	500	44,365.80						
Acq	09/16/09	500	44,365.80	28,242.85	28,242.85	16,122.95	16,122.95	L	
Total for 12/26/2012				28,242.85	28,242.85	16,122.95	16,122.95		
58405U102	MEDCO HEALTH SOLUTIONS INC								
Sold	02/06/12	1010	58,619.98						
Acq	07/21/11	1010	58,619.98	65,122.98	65,122.98	-6,503.00	-6,503.00	S	
Total for 2/6/2012				65,122.98	65,122.98	-6,503.00	-6,503.00		
58405U102	MEDCO HEALTH SOLUTIONS INC								
Sold	02/06/12	300	17,411.87						
Acq	09/21/11	300	17,411.87	15,095.22	15,095.22	2,316.65	2,316.65	S	
Total for 2/6/2012				15,095.22	15,095.22	2,316.65	2,316.65		
58405U102	MEDCO HEALTH SOLUTIONS INC								
Sold	02/23/12	1340	86,517.55						
Acq	09/21/11	1340	86,517.55	67,425.32	67,425.32	19,092.23	19,092.23	S	
Total for 2/23/2012				67,425.32	67,425.32	19,092.23	19,092.23		
58405U102	MEDCO HEALTH SOLUTIONS INC								
Sold	03/29/12	364	25,884.92						
Acq	09/21/11	364	25,884.92	18,315.53	18,315.53	7,569.39	7,569.39	S	
Total for 3/29/2012				18,315.53	18,315.53	7,569.39	7,569.39		
58405U102	MEDCO HEALTH SOLUTIONS INC								
Sold	03/29/12	1100	78,223.64						
Acq	09/22/11	1100	78,223.64	53,371.23	53,371.23	24,852.41	24,852.41	S	
Total for 3/29/2012				53,371.23	53,371.23	24,852.41	24,852.41		
594918104	MICROSOFT CORP								
Sold	01/19/12	1580	44,474.41						
Acq	03/11/10	1580	44,474.41	45,909.11	45,909.11	-1,434.70	-1,434.70	L	
Total for 1/19/2012				45,909.11	45,909.11	-1,434.70	-1,434.70		
594918104	MICROSOFT CORP								
Sold	01/19/12	360	10,133.41						
Acq	02/18/11	360	10,133.41	9,762.77	9,762.77	370.64	370.64	S	
Total for 1/19/2012				9,762.77	9,762.77	370.64	370.64		

Statement 17

**Statement of Capital Gains and Losses From Sales**  
 (Does not include capital gain distributions from mutual  
 funds or CTF's - See Tax Transaction Detail)

Account Id: 011000066092

LELAND FIKES FOUNDATION CUST G

Trust Year 1/1/2012 - 12/31/2012

Type	Description	Date	Shares	Price	Fed Cost	State Cost	Fed Gain	State Gain	(Type)
594918104	MICROSOFT CORP								
Sold	04/19/12	2100	65,070.39						
Acq	03/07/12	2100	65,070.39	66,769.29	66,769.29	-1,698.90	-1,698.90	S	
Total for 4/19/2012					66,769.29	66,769.29	-1,698.90	-1,698.90	
594918104	MICROSOFT CORP								
Sold	04/19/12	190	5,887.32						
Acq	02/18/11	190	5,887.32	5,152.57	5,152.57	734.75	734.75	L	
Total for 4/19/2012					5,152.57	5,152.57	734.75	734.75	
674599105	OCCIDENTAL PETROLEUM CORP								
Sold	06/06/12	170	14,203.78						
Acq	06/18/10	170	14,203.78	14,778.17	14,778.17	-574.39	-574.39	L	
Total for 6/6/2012					14,778.17	14,778.17	-574.39	-574.39	
674599105	OCCIDENTAL PETROLEUM CORP								
Sold	06/06/12	400	33,420.65						
Acq	04/16/10	400	33,420.65	33,968.00	33,968.00	-547.35	-547.35	L	
Total for 6/6/2012					33,968.00	33,968.00	-547.35	-547.35	
674599105	OCCIDENTAL PETROLEUM CORP								
Sold	06/06/12	80	6,684.13						
Acq	12/08/09	80	6,684.13	6,136.61	6,136.61	547.52	547.52	L	
Total for 6/6/2012					6,136.61	6,136.61	547.52	547.52	
674599105	OCCIDENTAL PETROLEUM CORP								
Sold	06/25/12	920	71,111.56						
Acq	12/08/09	920	71,111.56	70,570.99	70,570.99	540.57	540.57	L	
Total for 6/25/2012					70,570.99	70,570.99	540.57	540.57	
674599105	OCCIDENTAL PETROLEUM CORP								
Sold	06/25/12	150	11,594.27						
Acq	10/09/08	150	11,594.27	8,105.97	8,105.97	3,488.30	3,488.30	L	
Total for 6/25/2012					8,105.97	8,105.97	3,488.30	3,488.30	
674599105	OCCIDENTAL PETROLEUM CORP								
Sold	06/25/12	350	27,053.31						
Acq	10/10/08	350	27,053.31	15,300.50	15,300.50	11,752.81	11,752.81	L	
Total for 6/25/2012					15,300.50	15,300.50	11,752.81	11,752.81	
761152107	RESMED INC								
Sold	10/24/12	190	7,995.82						
Acq	08/28/12	190	7,995.82	7,124.75	7,124.75	871.07	871.07	S	
Total for 10/24/2012					7,124.75	7,124.75	871.07	871.07	
761152107	RESMED INC								
Sold	10/24/12	210	8,837.48						
Acq	08/28/12	210	8,837.48	7,868.70	7,868.70	968.78	968.78	S	
Total for 10/24/2012					7,868.70	7,868.70	968.78	968.78	

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**Statement of Capital Gains and Losses From Sales**  
**(Does not include capital gain distributions from mutual**  
**funds or CTF's - See Tax Transaction Detail)**

Account Id: 011000066092

LELAND FIKES FOUNDATION CUST G

Trust Year 1/1/2012 - 12/31/2012

Type	Description	Date	Shares	Price	Fed Cost	State Cost	Fed Gain	State Gain	(Type)
761152107	RESMED INC								
Sold	10/24/12	290	12,204.14						
Acq	06/07/12	290	12,204.14	9,319.18	9,319.18	2,884.96	2,884.96	S	
Total for 10/24/2012				9,319.18	9,319.18	2,884.96	2,884.96		
761152107	RESMED INC								
Sold	11/13/12	940	37,211.98						
Acq	06/07/12	940	37,211.98	30,206.99	30,206.99	7,004.99	7,004.99	S	
Total for 11/13/2012				30,206.99	30,206.99	7,004.99	7,004.99		
761152107	RESMED INC								
Sold	11/13/12	50	1,979.36						
Acq	06/06/12	50	1,979.36	1,585.75	1,585.75	393.61	393.61	S	
Total for 11/13/2012				1,585.75	1,585.75	393.61	393.61		
761152107	RESMED INC								
Sold	11/13/12	840	33,253.26						
Acq	06/06/12	840	33,253.26	26,639.17	26,639.17	6,614.09	6,614.09	S	
Total for 11/13/2012				26,639.17	26,639.17	6,614.09	6,614.09		
761152107	RESMED INC								
Sold	11/13/12	680	26,919.30						
Acq	06/08/12	680	26,919.30	21,459.58	21,459.58	5,459.72	5,459.72	S	
Total for 11/13/2012				21,459.58	21,459.58	5,459.72	5,459.72		
778296103	ROSS STORES INC								
Sold	01/19/12	320	16,415.43						
Acq	12/15/10	320	16,415.43	9,995.04	9,995.04	6,420.39	6,420.39	L	
Total for 1/19/2012				9,995.04	9,995.04	6,420.39	6,420.39		
778296103	ROSS STORES INC								
Sold	01/19/12	480	24,623.14						
Acq	09/20/10	480	24,623.14	13,080.12	13,080.12	11,543.02	11,543.02	L	
Total for 1/19/2012				13,080.12	13,080.12	11,543.02	11,543.02		
778296103	ROSS STORES INC								
Sold	01/19/12	550	28,214.01						
Acq	09/21/10	550	28,214.01	14,912.26	14,912.26	13,301.75	13,301.75	L	
Total for 1/19/2012				14,912.26	14,912.26	13,301.75	13,301.75		
778296103	ROSS STORES INC								
Sold	01/20/12	160	8,208.53						
Acq	09/21/10	160	8,208.53	4,338.11	4,338.11	3,870.42	3,870.42	L	
Total for 1/20/2012				4,338.11	4,338.11	3,870.42	3,870.42		
778296103	ROSS STORES INC								
Sold	06/20/12	10	671.32						
Acq	09/21/10	10	671.32	271.13	271.13	400.19	400.19	L	
Total for 6/20/2012				271.13	271.13	400.19	400.19		

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Statement of Capital Gains and Losses From Sales  
(Does not include capital gain distributions from mutual  
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Account Id: 011000066092

LELAND FIKES FOUNDATION CUST G

Trust Year 1/1/2012 - 12/31/2012

Type	Description	Date	Shares	Price	Fed Cost	State Cost	Fed Gain	State Gain	(Type)
778296103	ROSS STORES INC								
Sold		06/20/12	330	22,153.69					
Acq		08/11/10	330	22,153.69	8,284.99	8,284.99	13,868.70	13,868.70	L
Total for 6/20/2012					8,284.99	8,284.99	13,868.70	13,868.70	
778296103	ROSS STORES INC								
Sold		06/20/12	74	4,985.56					
Acq		08/11/10	74	4,985.56	1,857.85	1,857.85	3,127.71	3,127.71	L
Total for 6/20/2012					1,857.85	1,857.85	3,127.71	3,127.71	
778296103	ROSS STORES INC								
Sold		06/20/12	246	16,573.60					
Acq		08/11/10	246	16,573.60	6,175.22	6,175.22	10,398.38	10,398.38	L
Total for 6/20/2012					6,175.22	6,175.22	10,398.38	10,398.38	
778296103	ROSS STORES INC								
Sold		09/25/12	1250	82,259.78					
Acq		08/11/10	1250	82,259.78	31,378.12	31,378.12	50,881.66	50,881.66	L
Total for 9/25/2012					31,378.12	31,378.12	50,881.66	50,881.66	
778296103	ROSS STORES INC								
Sold		10/03/12	570	37,950.82					
Acq		08/11/10	570	37,950.82	14,308.43	14,308.43	23,642.39	23,642.39	L
Total for 10/3/2012					14,308.43	14,308.43	23,642.39	23,642.39	
778296103	ROSS STORES INC								
Sold		10/03/12	930	61,903.69					
Acq		08/11/10	930	61,903.69	23,345.32	23,345.32	38,558.37	38,558.37	L
Total for 10/3/2012					23,345.32	23,345.32	38,558.37	38,558.37	
806857108	SCHLUMBERGER LTD								
Sold		06/25/12	1350	81,125.21					
Acq		08/08/11	1350	81,125.21	103,816.62	103,816.62	-22,691.41	-22,691.41	S
Total for 6/25/2012					103,816.62	103,816.62	-22,691.41	-22,691.41	
806857108	SCHLUMBERGER LTD								
Sold		06/25/12	70	4,206.49					
Acq		12/02/11	70	4,206.49	5,298.97	5,298.97	-1,092.48	-1,092.48	S
Total for 6/25/2012					5,298.97	5,298.97	-1,092.48	-1,092.48	
855244109	STARBUCKS CORP								
Sold		04/17/12	200	11,691.74					
Acq		03/28/11	200	11,691.74	7,390.12	7,390.12	4,301.62	4,301.62	L
Total for 4/17/2012					7,390.12	7,390.12	4,301.62	4,301.62	
855244109	STARBUCKS CORP								
Sold		04/17/12	1300	75,996.29					
Acq		02/18/11	1300	75,996.29	44,137.73	44,137.73	31,858.56	31,858.56	L
Total for 4/17/2012					44,137.73	44,137.73	31,858.56	31,858.56	

**Statement of Capital Gains and Losses From Sales**  
 (Does not include capital gain distributions from mutual  
 funds or CTF's - See Tax Transaction Detail)

Account Id: 011000066092

LELAND FIKES FOUNDATION CUST G

Trust Year 1/1/2012 - 12/31/2012

Type	Description	Date	Shares	Price	Fed Cost	State Cost	Fed Gain	State Gain	(Type)
855244109	STARBUCKS CORP								
Sold		04/17/12	740	43,259.43					
Acq		02/08/11	740	43,259.43	24,518.50 <input type="checkbox"/>	24,518.50	18,740.93	18,740.93	L
Total for 4/17/2012					24,518.50	24,518.50	18,740.93	18,740.93	
855244109	STARBUCKS CORP								
Sold		08/15/12	810	38,609.16					
Acq		02/08/11	810	38,609.16	26,837.81 <input type="checkbox"/>	26,837.81	11,771.35	11,771.35	L
Total for 8/15/2012					26,837.81	26,837.81	11,771.35	11,771.35	
855244109	STARBUCKS CORP								
Sold		08/15/12	90	4,289.91					
Acq		02/08/11	90	4,289.91	2,975.70 <input type="checkbox"/>	2,975.70	1,314.21	1,314.21	L
Total for 8/15/2012					2,975.70	2,975.70	1,314.21	1,314.21	
855244109	STARBUCKS CORP								
Sold		08/15/12	1460	69,591.82					
Acq		02/09/11	1460	69,591.82	48,219.42 <input type="checkbox"/>	48,219.42	21,372.40	21,372.40	L
Total for 8/15/2012					48,219.42	48,219.42	21,372.40	21,372.40	
872540109	TJX COS INC NEW								
Sold		06/20/12	700	29,967.72					
Acq		07/12/10	700	29,967.72	14,634.90 <input type="checkbox"/>	14,634.90	15,332.82	15,332.82	L
Total for 6/20/2012					14,634.90	14,634.90	15,332.82	15,332.82	
872540109	TJX COS INC NEW								
Sold		06/20/12	490	20,977.41					
Acq		05/14/08	490	20,977.41	7,806.19 <input type="checkbox"/>	7,806.19	13,171.22	13,171.22	L
Total for 6/20/2012					7,806.19	7,806.19	13,171.22	13,171.22	
872540109	TJX COS INC NEW								
Sold		09/25/12	960	42,565.25					
Acq		05/14/08	960	42,565.25	15,293.76 <input type="checkbox"/>	15,293.76	27,271.49	27,271.49	L
Total for 9/25/2012					15,293.76	15,293.76	27,271.49	27,271.49	
931142103	WAL MART STORES INC								
Sold		04/26/12	1070	63,200.49					
Acq		02/10/12	1070	63,200.49	65,817.84 <input type="checkbox"/>	65,817.84	-2,617.35	-2,617.35	S
Total for 4/26/2012					65,817.84	65,817.84	-2,617.35	-2,617.35	
931142103	WAL MART STORES INC								
Sold		04/26/12	560	33,076.89					
Acq		03/27/12	560	33,076.89	34,239.41 <input type="checkbox"/>	34,239.41	-1,162.52	-1,162.52	S
Total for 4/26/2012					34,239.41	34,239.41	-1,162.52	-1,162.52	
988498101	YUM BRANDS INC								
Sold		06/04/12	90	5,677.33					
Acq		05/27/11	90	5,677.33	5,028.48 <input type="checkbox"/>	5,028.48	648.85	648.85	L
Total for 6/4/2012					5,028.48	5,028.48	648.85	648.85	

Statement 17

**Statement of Capital Gains and Losses From Sales**  
(Does not include capital gain distributions from mutual funds or CTF's - See Tax Transaction Detail)

Account Id: 011000066092

LELAND FIKES FOUNDATION CUST G

Trust Year 1/1/2012 - 12/31/2012

Type	Description	Date	Shares	Price	Fed Cost	State Cost	Fed Gain	State Gain	(Type)
988498101	YUM BRANDS INC								
<b>Sold</b>		06/04/12	850	53,619.27					
<b>Acq</b>		03/28/11	850	53,619.27	43,956.22	43,956.22	9,663.05	9,663.05	L
<b>Total for 6/4/2012</b>					43,956.22	43,956.22	9,663.05	9,663.05	
988498101	YUM BRANDS INC								
<b>Sold</b>		11/30/12	50	3,399.37					
<b>Acq</b>		03/28/11	50	3,399.37	2,585.66	2,585.66	813.71	813.71	L
<b>Total for 11/30/2012</b>					2,585.66	2,585.66	813.71	813.71	
988498101	YUM BRANDS INC								
<b>Sold</b>		11/30/12	1250	84,984.21					
<b>Acq</b>		05/14/08	1250	84,984.21	51,468.87	51,468.87	33,515.34	33,515.34	L
<b>Total for 11/30/2012</b>					51,468.87	51,468.87	33,515.34	33,515.34	
988498101	YUM BRANDS INC								
<b>Sold</b>		11/30/12	800	54,389.90					
<b>Acq</b>		10/10/08	800	54,389.90	21,196.72	21,196.72	33,193.18	33,193.18	L
<b>Total for 11/30/2012</b>					21,196.72	21,196.72	33,193.18	33,193.18	
<b>Total for Account: 011000066092</b>					3,328,152.94	3,328,152.94	908,451.71	908,451.71	

**Total Proceeds:**

4,236,604.65

**S/T Gain/Loss****L/T Gain/Loss****Fed**

72,894.75

835,556.96

**State**

72,894.75

835,556.96

51-10-17

## US Trust

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**Statement of Capital Gains and Losses From Sales**  
 (Does not include capital gain distributions from mutual  
 funds or CTF's - See Tax Transaction Detail)

Account Id: 011000066407

**LELAND FIKES FDN CUST A/C V**  
**Trust Year 1/1/2012 - 12/31/2012**

Type	Description	Date	Shares	Price	Fed Cost	State Cost	Fed Gain	State Gain	(Type)
001055102	AFLAC INC								
Sold		01/13/12	750	32,198.38					
Acq		12/27/06	750	32,198.38	34,395.00	34,395.00	-2,196.62	-2,196.62	L
	<b>Total for 1/13/2012</b>				34,395.00	34,395.00	-2,196.62	-2,196.62	
001055102	AFLAC INC								
Sold		12/03/12	540	28,489.81					
Acq		12/27/06	540	28,489.81	24,764.40	24,764.40	3,725.41	3,725.41	L
	<b>Total for 12/3/2012</b>				24,764.40	24,764.40	3,725.41	3,725.41	
039483102	ARCHER DANIELS MIDLAND								
Sold		03/22/12	1365	43,184.54					
Acq		06/28/11	1365	43,184.54	40,434.04	40,434.04	2,750.50	2,750.50	S
	<b>Total for 3/22/2012</b>				40,434.04	40,434.04	2,750.50	2,750.50	
088606108	BHP LTD SPONSORED ADR								
Sold		07/25/12	400	25,348.91					
Acq		11/04/09	400	25,348.91	27,305.88	27,305.88	-1,956.97	-1,956.97	L
	<b>Total for 7/25/2012</b>				27,305.88	27,305.88	-1,956.97	-1,956.97	
110122108	BRISTOL MYERS SQUIBB COMPANY								
Sold		12/12/12	1160	38,709.03					
Acq		09/22/10	1160	38,709.03	32,322.36	32,322.36	6,386.67	6,386.67	L
	<b>Total for 12/12/2012</b>				32,322.36	32,322.36	6,386.67	6,386.67	
166764100	CHEVRONTXACO CORP								
Sold		12/12/12	1175	127,755.94					
Acq		12/17/08	1175	127,755.94	92,225.75	92,225.75	35,530.19	35,530.19	L
	<b>Total for 12/12/2012</b>				92,225.75	92,225.75	35,530.19	35,530.19	
231021106	CUMMINS ENGINE INC								
Sold		10/12/12	470	40,745.97					
Acq		02/01/12	470	40,745.97	49,522.87	49,522.87	-8,776.90	-8,776.90	S
	<b>Total for 10/12/2012</b>				49,522.87	49,522.87	-8,776.90	-8,776.90	
231021106	CUMMINS ENGINE INC								
Sold		10/12/12	330	28,608.88					
Acq		08/15/11	330	28,608.88	31,524.80	31,524.80	-2,915.92	-2,915.92	L
	<b>Total for 10/12/2012</b>				31,524.80	31,524.80	-2,915.92	-2,915.92	
231021106	CUMMINS ENGINE INC								
Sold		10/12/12	250	21,673.39					
Acq		08/29/11	250	21,673.39	22,383.73	22,383.73	-710.34	-710.34	L
	<b>Total for 10/12/2012</b>				22,383.73	22,383.73	-710.34	-710.34	
25746U109	DOMINION RES INC VA NEW								
Sold		04/24/12	4240	215,281.17					
Acq		12/23/09	4240	215,281.17	165,652.14	165,652.14	49,629.03	49,629.03	L
	<b>Total for 4/24/2012</b>				165,652.14	165,652.14	49,629.03	49,629.03	

Statement 18

**Statement of Capital Gains and Losses From Sales**  
 (Does not include capital gain distributions from mutual  
 funds or CTF's - See Tax Transaction Detail)

Account Id: 011000066407

LELAND FIRES FDN CUST A/C V

Trust Year 1/1/2012 - 12/31/2012

Type	Description	Date	Shares	Price	Fed Cost	State Cost	Fed Gain	State Gain	(Type)
278058102	EATON CORP								
Sold	11/30/12	300	15,571.50						
Acq	10/06/10	300	15,571.50	12,372.18	12,372.18	3,199.32	3,199.32	L	
Total for 11/30/2012				12,372.18	12,372.18	3,199.32	3,199.32		
278058102	EATON CORP								
Sold	11/30/12	2440	126,648.20						
Acq	08/26/10	2440	126,648.20	86,238.26	86,238.26	40,409.94	40,409.94	L	
Total for 11/30/2012				86,238.26	86,238.26	40,409.94	40,409.94		
291011104	EMERSON ELECTRIC CO								
Sold	02/01/12	3670	192,105.40						
Acq	12/23/09	3670	192,105.40	156,952.69	156,952.69	35,152.71	35,152.71	L	
Total for 2/1/2012				156,952.69	156,952.69	35,152.71	35,152.71		
35671D857	FREEMPORT-MCMORAN COPPER & GOLD CL B								
Sold	07/25/12	500	15,916.04						
Acq	06/28/11	500	15,916.04	24,894.55	24,894.55	-8,978.51	-8,978.51	L	
Total for 7/25/2012				24,894.55	24,894.55	-8,978.51	-8,978.51		
35671D857	FREEMPORT-MCMORAN COPPER & GOLD CL B								
Sold	07/25/12	985	31,354.61						
Acq	06/08/11	985	31,354.61	48,232.89	48,232.89	-16,878.28	-16,878.28	L	
Total for 7/25/2012				48,232.89	48,232.89	-16,878.28	-16,878.28		
35671D857	FREEMPORT-MCMORAN COPPER & GOLD CL B								
Sold	07/25/12	935	29,763.00						
Acq	08/29/11	935	29,763.00	42,360.55	42,360.55	-12,597.55	-12,597.55	S	
Total for 7/25/2012				42,360.55	42,360.55	-12,597.55	-12,597.55		
36467W109	GAMESTOP CORP NEW CL A								
Sold	07/24/12	1150	18,280.45						
Acq	05/25/11	1150	18,280.45	31,372.00	31,372.00	-13,091.55	-13,091.55	L	
Total for 7/24/2012				31,372.00	31,372.00	-13,091.55	-13,091.55		
36467W109	GAMESTOP CORP NEW CL A								
Sold	07/24/12	1880	29,884.55						
Acq	06/28/11	1880	29,884.55	49,429.52	49,429.52	-19,544.97	-19,544.97	L	
Total for 7/24/2012				49,429.52	49,429.52	-19,544.97	-19,544.97		
437076102	HOME DEPOT INC								
Sold	12/03/12	955	62,169.87						
Acq	03/25/10	955	62,169.87	31,202.72	31,202.72	30,967.15	30,967.15	L	
Total for 12/3/2012				31,202.72	31,202.72	30,967.15	30,967.15		
46625H100	JP MORGAN CHASE & CO								
Sold	05/14/12	1510	54,439.71						
Acq	08/29/11	1510	54,439.71	56,524.89	56,524.89	-2,085.18	-2,085.18	S	
Total for 5/14/2012				56,524.89	56,524.89	-2,085.18	-2,085.18		

Statement 18

**Statement of Capital Gains and Losses From Sales**  
(Does not include capital gain distributions from mutual funds or CTF's - See Tax Transaction Detail)

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Account Id: 011000066407

LELAND FIRES FDN CUST A/C V

Trust Year 1/1/2012 - 12/31/2012

Type	Description	Date	Shares	Price	Fed Cost	State Cost	Fed Gain	State Gain	(Type)
50540R409	LABORATORY CORP AMER HLDGS NEW								
Sold		07/25/12	440	37,126.98					
Acq		06/27/08	440	37,126.98	30,646.83 <input type="checkbox"/>	30,646.83	6,480.15	6,480.15	L
Total for 7/25/2012					30,646.83	30,646.83	6,480.15	6,480.15	
50540R409	LABORATORY CORP AMER HLDGS NEW								
Sold		07/25/12	40	3,375.18					
Acq		10/10/08	40	3,375.18	2,196.80 <input type="checkbox"/>	2,196.80	1,178.38	1,178.38	L
Total for 7/25/2012					2,196.80	2,196.80	1,178.38	1,178.38	
50540R409	LABORATORY CORP AMER HLDGS NEW								
Sold		08/01/12	460	40,331.89					
Acq		10/10/08	460	40,331.89	25,263.20 <input type="checkbox"/>	25,263.20	15,068.69	15,068.69	L
Total for 8/1/2012					25,263.20	25,263.20	15,068.69	15,068.69	
56585A102	MARATHON PETE CORP								
Sold		11/19/12	860	48,183.26					
Acq		08/11/11	860	48,183.26	32,016.42 <input type="checkbox"/>	32,016.42	16,166.84	16,166.84	L
Total for 11/19/2012					32,016.42	32,016.42	16,166.84	16,166.84	
56585A102	MARATHON PETE CORP								
Sold		11/19/12	1020	57,147.58					
Acq		04/27/05	1020	57,147.58	19,432.11 <input type="checkbox"/>	19,432.11	37,715.47	37,715.47	L
Total for 11/19/2012					19,432.11	19,432.11	37,715.47	37,715.47	
580135101	MCDONALDS CORP								
Sold		09/05/12	200	17,776.58					
Acq		04/24/12	200	17,776.58	19,058.32 <input type="checkbox"/>	19,058.32	-1,281.74	-1,281.74	S
Total for 9/5/2012					19,058.32	19,058.32	-1,281.74	-1,281.74	
580135101	MCDONALDS CORP								
Sold		09/05/12	710	63,106.86					
Acq		12/17/08	710	63,106.86	44,488.60 <input type="checkbox"/>	44,488.60	18,618.26	18,618.26	L
Total for 9/5/2012					44,488.60	44,488.60	18,618.26	18,618.26	
580135101	MCDONALDS CORP								
Sold		12/13/12	490	43,794.04					
Acq		12/17/08	490	43,794.04	30,703.40 <input type="checkbox"/>	30,703.40	13,090.64	13,090.64	L
Total for 12/13/2012					30,703.40	30,703.40	13,090.64	13,090.64	
59156R108	METLIFE INC								
Sold		07/25/12	1310	37,471.44					
Acq		04/26/10	1310	37,471.44	62,423.60 <input type="checkbox"/>	62,423.60	-24,952.16	-24,952.16	L
Total for 7/25/2012					62,423.60	62,423.60	-24,952.16	-24,952.16	
59156R108	METLIFE INC								
Sold		07/25/12	195	5,577.81					
Acq		05/07/10	195	5,577.81	7,957.56 <input type="checkbox"/>	7,957.56	-2,379.75	-2,379.75	L
Total for 7/25/2012					7,957.56	7,957.56	-2,379.75	-2,379.75	

Statement 18

**Statement of Capital Gains and Losses From Sales**  
 (Does not include capital gain distributions from mutual  
 funds or CTF's - See Tax Transaction Detail)

Account Id: 011000066407

LELAND FIKES FDN CUST A/C V

Trust Year 1/1/2012 - 12/31/2012

Type	Description	Date	Shares	Price	Fed Cost	State Cost	Fed Gain	State Gain	(Type)
59156R108	METLIFE INC								
Sold		08/02/12	1805	56,731.50					
Acq		05/07/10	1805	56,731.50	73,658.44	73,658.44	-16,926.94	-16,926.94	L
Total for 8/2/2012					73,658.44	73,658.44	-16,926.94	-16,926.94	
629491101	NYSE EURONEXT								
Sold		10/12/12	3000	71,607.79					
Acq		02/22/12	3000	71,607.79	90,136.80	90,136.80	-18,529.01	-18,529.01	S
Total for 10/12/2012					90,136.80	90,136.80	-18,529.01	-18,529.01	
66987V109	NOVARTIS AG SPONSORED ADR								
Sold		03/21/12	925	51,094.04					
Acq		11/10/05	925	51,094.04	49,737.25	49,737.25	1,356.79	1,356.79	L
Total for 3/21/2012					49,737.25	49,737.25	1,356.79	1,356.79	
66987V109	NOVARTIS AG SPONSORED ADR								
Sold		04/25/12	195	10,630.99					
Acq		11/10/05	195	10,630.99	10,485.15	10,485.15	145.84	145.84	L
Total for 4/25/2012					10,485.15	10,485.15	145.84	145.84	
66987V109	NOVARTIS AG SPONSORED ADR								
Sold		04/25/12	680	37,072.15					
Acq		10/06/08	680	37,072.15	35,320.08	35,320.08	1,752.07	1,752.07	L
Total for 4/25/2012					35,320.08	35,320.08	1,752.07	1,752.07	
718546104	PHILLIPS 66								
Sold		11/19/12	1675	79,569.43					
Acq		07/26/12	1675	79,569.43	60,139.88	60,139.88	19,429.55	19,429.55	S
Total for 11/19/2012					60,139.88	60,139.88	19,429.55	19,429.55	
74005P104	PRAXAIR INC								
Sold		12/12/12	550	59,071.71					
Acq		12/23/09	550	59,071.71	43,695.19	43,695.19	15,376.52	15,376.52	L
Total for 12/12/2012					43,695.19	43,695.19	15,376.52	15,376.52	
778296103	ROSS STORES INC								
Sold		02/22/12	860	45,483.29					
Acq		09/22/09	860	45,483.29	20,712.75	20,712.75	24,770.54	24,770.54	L
Total for 2/22/2012					20,712.75	20,712.75	24,770.54	24,770.54	
778296103	ROSS STORES INC								
Sold		02/22/12	10	528.88					
Acq		01/11/10	10	528.88	225.44	225.44	303.44	303.44	L
Total for 2/22/2012					225.44	225.44	303.44	303.44	
778296103	ROSS STORES INC								
Sold		03/21/12	1010	57,741.96					
Acq		01/11/10	1010	57,741.96	22,769.24	22,769.24	34,972.72	34,972.72	L
Total for 3/21/2012					22,769.24	22,769.24	34,972.72	34,972.72	

Statement 18

**Statement of Capital Gains and Losses From Sales**  
 (Does not include capital gain distributions from mutual  
 funds or CTF's - See Tax Transaction Detail)

Account Id: 011000066407

**LELAND FIKEs FDN CUST A/C V**  
 Trust Year 1/1/2012 - 12/31/2012

Type	Description	Date	Shares	Price	Fed Cost	State Cost	Fed Gain	State Gain	(Type)
857477103	STATE STR CORP								
Sold		08/02/12	630	25,029.78					
Acq		08/24/09	630	25,029.78	33,758.05	33,758.05	-8,728.27	-8,728.27	L
Total for 8/2/2012					33,758.05	33,758.05	-8,728.27	-8,728.27	
857477103	STATE STR CORP								
Sold		08/02/12	1090	43,305.49					
Acq		12/20/10	1090	43,305.49	50,184.25	50,184.25	-6,878.76	-6,878.76	L
Total for 8/2/2012					50,184.25	50,184.25	-6,878.76	-6,878.76	
857477103	STATE STR CORP								
Sold		08/02/12	180	7,151.36					
Acq		02/04/10	180	7,151.36	7,838.23	7,838.23	-686.87	-686.87	L
Total for 8/2/2012					7,838.23	7,838.23	-686.87	-686.87	
881624209	TEVA PHARMACEUTICAL INDS LTD								
Sold		06/05/12	1910	74,083.41					
Acq		02/11/09	1910	74,083.41	81,616.59	81,616.59	-7,533.18	-7,533.18	L
Total for 6/5/2012					81,616.59	81,616.59	-7,533.18	-7,533.18	
913017109	UNITED TECHNOLOGIES CORP								
Sold		07/25/12	845	61,189.30					
Acq		12/23/09	845	61,189.30	58,676.97	58,676.97	2,512.33	2,512.33	L
Total for 7/25/2012					58,676.97	58,676.97	2,512.33	2,512.33	
983919101	XILINX INC								
Sold		09/24/12	1555	53,407.76					
Acq		03/16/11	1555	53,407.76	50,846.64	50,846.64	2,561.12	2,561.12	L
Total for 9/24/2012					50,846.64	50,846.64	2,561.12	2,561.12	
983919101	XILINX INC								
Sold		09/24/12	1000	34,345.83					
Acq		09/22/10	1000	34,345.83	25,316.70	25,316.70	9,029.13	9,029.13	L
Total for 9/24/2012					25,316.70	25,316.70	9,029.13	9,029.13	
983919101	XILINX INC								
Sold		10/12/12	2500	82,256.16					
Acq		09/22/10	2500	82,256.16	63,291.75	63,291.75	18,964.41	18,964.41	L
Total for 10/12/2012					63,291.75	63,291.75	18,964.41	18,964.41	
H84989104	TE CONNECTIVITY LTD								
Sold		11/19/12	1760	60,230.08					
Acq		02/04/10	1760	60,230.08	44,187.09	44,187.09	16,042.99	16,042.99	L
Total for 11/19/2012					44,187.09	44,187.09	16,042.99	16,042.99	

Statement 18

## 17/2013 08:49:38

LELAND FIKE FDN CUST A/C V

**Trust Year 1/1/2012 - 12/31/2012**

Type	Description	Date	Shares	Price	Fed Cost	State Cost	Fed Gain	State Gain	(Type)
H84989104	TE CONNECTIVITY LTD								
Sold		11/19/12	1030	35,248.28					
Acq		12/11/09	1030	35,248.28	24,559.11	24,559.11	10,689.17	10,689.17	L
	Total for 11/19/2012				24,559.11	24,559.11	10,689.17	10,689.17	
	Total for Account: 011000066407				2,181,453.66	2,181,453.66	296,346.50	296,346.50	
	Total Proceeds:					Fed	State		
	2,477,800.16				S/T Gain/Loss	-21,090.33	-21,090.33		
					L/T Gain/Loss	317,436.83	317,436.83		

**Leland Fikes Foundation  
Distributions from Title Holding Companies  
2012**

Controlled Entity	EIN	Dividends	Distributions of Basis
Plain Majestic Properties Inc. 500 N. Akard Suite 1919 Dallas, Texas 75201	75-2236928	0	0
Roadway Properties Inc. 500 N. Akard Suite 1919 Dallas, Texas 75201	75-2318464	18,663	721,337
Wimbledon Properties Inc. 500 N. Akard Suite 1919 Dallas, Texas 75201	75-2274957	1,520,737	0
NBN Properties Inc. 500 N. Akard Suite 1919 Dallas, Texas 75201	75-2557761	142,831	32,169
Cedar Properties Inc. 500 N. Akard Suite 1919 Dallas, Texas 75201	75-2364372	16,760	1,258,240
Total		<u>1,698,990</u>	<u>2,011,747</u>

The entities listed above qualify as exempt title holding companies pursuant to IRC Section 501(c)(2). They are 100% owned by the Leland Fikes Foundation and the exclusive purpose is to hold title to rental real estate, collect the cash from this real estate and remit this cash less expenses to the Leland Fikes Foundation. Each of these title holding companies files Form 990.

# **The Leland Fikes Foundation, Inc.**

## **Application Guidelines**

These guidelines are intended to assist applicants in communicating with the Foundation and are not intended to impede those seeking support. The Foundation encourages applicants to submit concise and complete written proposals in whatever format seems best to the applicant. We do not have an application form but do expect ordinarily to find the following in a written proposal:

- a cover letter, written on the organization's letterhead and signed by the chief executive officer of the governing body, which briefly describes the program or project for which funds are needed, the amount of funds requested, and the date by which funds are needed
- a copy of all currently applicable letters from the Internal Revenue Service pertaining to tax exempt status under sections 501(c)(3) and 509(a) of the Internal Revenue Code
- the names and affiliations of the organization's Board of Directors or Trustees
- a brief history of the organization's work and purpose
- a specific description of the program or project for which support is asked
- a copy of the organization's total budget showing projected income and expenses for the current year and, in the same format, the budget for the year immediately past with actual numbers
- appropriate budget information pertaining to the program or project for which funding is requested
- statement of financial position (balance sheet)
- information about the principal staff or volunteers who will implement the program or project
- the name and phone number of someone who could be contacted for additional information
- other funding sources that have responded favorably or currently are considering the program or project for funding
- plans for future funding of the program, project or organization
- plans for evaluating the effectiveness of the project or program

Applications for grants are accepted at any time throughout the year. All grant requests will be acknowledged and will receive careful, expeditious consideration.

It is not the practice of the trustees to meet with applicants regarding a project or request until the trustees have had an opportunity to review written material describing the proposal. After the written material has been reviewed, the trustees or their staff researcher may request a meeting or additional written material.

Although the trustees occasionally make grants outside the Dallas area, most grants are made to local organizations.

If you would like the Foundation to consider a request from your organization, please send your written proposal to:

Leland Fikes Foundation, Inc.  
500 North Akard Street, Suite 1919  
Dallas, Texas 75201

**Leland Fikes Foundation**  
**Grants For 2012**

Report: 8 Category Detail

Name and Address	Category 1000 Health and Medical Grants	2012 Dollar Payments
Mental Health America of Greater Dallas 624 N. Good-Latimer, Suite 200 Dallas, TX 75204 Payment: #1 of 1 Paid 5/15/2012 Category # 2012-1351 Purpose: general support	ID 221 Req. No.: 2012-0008	\$25,000
Parkland Foundation 2777 North Stemmons Freeway, Suite 1700 Dallas, TX 75207 Payment: #2 of 5 Paid 11/15/2012 Category # 2011-1403 Purpose: support for "I Stand for Parkland" capital campaign	ID 1123 Req. No.: 2010-0080	\$1,000,000
Southwestern Medical Foundation Reagan Place at Old Parkland 3963 Maple Avenue, Suite 100 Dallas, TX 75219 Payment: #4 of 20 Paid 11/15/2012 Category # 2012-1402 Purpose: University Hospital capital campaign	ID 315 Req. No.: 2011-0152	\$250,000
Southwestern Medical Foundation Reagan Place at Old Parkland 3963 Maple Avenue, Suite 100 Dallas, TX 75219 Payment: #1 of 20 Paid 2/15/2012 Category # 2012-1402 Purpose: University Hospital capital campaign	ID 315 Req. No.: 2011-0152	\$250,000
Southwestern Medical Foundation Reagan Place at Old Parkland 3963 Maple Avenue, Suite 100 Dallas, TX 75219 Payment: #3 of 20 Paid 8/15/2012 Category # 2012-1402 Purpose: University Hospital capital campaign	ID 315 Req. No.: 2011-0152	\$250,000
Southwestern Medical Foundation Reagan Place at Old Parkland 3963 Maple Avenue, Suite 100 Dallas, TX 75219 Payment: #2 of 20 Paid 5/15/2012 Category # 2012-1402 Purpose: University Hospital capital campaign	ID 315 Req. No.: 2011-0152	\$250,000

2012  
Dollar  
Payments

Name and Address

Special Camps for Special Kids ID 872 Req No : 2012-0144 \$100,000  
2824 Swiss Avenue  
Dallas, TX 75204

Payment: #1 of 2 Paid 11/15/2012 Category # 2012-1313  
Purpose: capital campaign to renovate and expand Camp John Marc

Suicide and Crisis Center of North Texas ID 322 Req. No : 2012-0149 \$15,000  
2808 Swiss Avenue  
Dallas, TX 75204

Payment: #1 of 1 Paid 11/15/2012 Category # 2012-1351  
Purpose: general support

University of Texas Southwestern Medical Center ID 374 Req. No.: 2012-0010 \$75,000  
5323 Harry Hines Boulevard  
Dallas, Texas 75390-9003

Payment: #1 of 1 Paid 2/15/2012 Category # 2012-1132  
Purpose: High Impact - High Risk

University of Texas Southwestern Medical Center ID 374 Req. No.: 2012-0009 \$75,000  
5323 Harry Hines Boulevard  
Dallas, Texas 75390-9003

Payment: #1 of 1 Paid 2/15/2012 Category # 2012-1132  
Purpose: High Impact - High Risk

University of Texas Southwestern Medical Center ID 374 Req. No.: 2012-0011 \$75,000  
5323 Harry Hines Boulevard  
Dallas, Texas 75390-9003

Payment: #1 of 1 Paid 2/15/2012 Category # 2012-1132  
Purpose: High Impact High Risk

University of Texas Southwestern Medical Center ID 374 Req. No.: 2012-0101 \$74,738  
5323 Harry Hines Boulevard  
Dallas, Texas 75390-9003

Payment: #1 of 1 Paid 8/15/2012 Category # 2012-1132  
Purpose: High Impact High Risk

University of Texas Southwestern Medical Center ID 374 Req. No.: 2012-0102 \$75,000  
5323 Harry Hines Boulevard  
Dallas, Texas 75390-9003

Payment: #1 of 1 Paid 8/15/2012 Category # 2012-1132  
Purpose: High Impact High Risk

Name and Address	2012 Dollar Payments
Total Grant Payments in 2012 for Category 1000.	<b>\$2,514,738</b>

**Category 3000 Grants for Arts, Culture, and Enrichment**

Dallas Symphony Association, Inc  
2301 Flora, Suite 300  
Dallas, TX 75201  
ID 117 Req No.: 2012-0046 \$100,000  
Payment: #1 of 1 Paid 5/15/2012 Category # 2012-3211  
Purpose: general support

Texas Winds  
7038 Hunter's Ridge Dr.  
Dallas, TX 75248  
ID 1445 Req No.: 2012-0159 \$15,000  
Payment: #1 of 1 Paid 11/15/2012 Category # 2012-3332  
Purpose: support for concerts in nursing homes

Tnnity Strand Trail  
Friends of the Trinity Strand Trail  
801 Core Street, Suite B  
Dallas, TX 75207  
ID 3631 Req No.: 2012-0015 \$10,000  
Payment: #1 of 1 Paid 5/15/2012 Category # 2012-3641  
Purpose: general support

Woodall Rodgers Park Foundation (Klyde Warren Park)  
1909 Woodall Rodgers Fwy, Suite 403  
Dallas, TX 75201  
ID 3761 Req. No.: 2010-0122 \$83,000  
Payment: #3 of 3 Paid 8/15/2012 Category # 2010-3632  
Purpose: build and furnish the Botanical Courts in The Park

Total Grant Payments in 2012 for Category 3000. **\$208,000**

**Category 4000 Reproductive Rights and Population Grants**

Catholics for Choice  
1436 U Street, N.W., Suite 301  
Washington, D.C. 20009  
ID 43 Req. No. 2012-0001 \$25,000  
Payment: #1 of 1 Paid 5/15/2012 Category # 2012-4301  
Purpose: general support

Jane's DUE PROCESS, Inc.  
P.O. Box 685137  
Austin, TX 78768-5137  
ID 2963 Req. No. 2012-0031 \$10,000  
Payment: #1 of 1 Paid 5/15/2012 Category # 2012-4501  
Purpose: general support

Name and Address	ID	Req. No.:	2012 Dollar Payments
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Medical Students for Choice P.O. Box 40188 Philadelphia, PA 19106 Payment: #1 of 1 Paid 11/15/2012 Category # 2012-4401 Purpose: general support	ID 2468	Req. No.: 2012-0111	\$25,000
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NARAL Pro-Choice America Foundation Naral Pro-Choice America Foundation 1156 15th Street, NW, Suite 700 Washington, D.C. 20005 Payment: #1 of 1 Paid 5/15/2012 Category # 2012-4101 Purpose. general support	ID 230	Req. No.: 2012-0025	\$50,000
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Physicians for Reproductive Health Physicians for Reproductive Choice and Health, Inc. 55 West 39th Street, 10th Floor New York, NY 10018 Payment: #1 of 1 Paid 11/15/2012 Category # 2012-4401 Purpose: general support	ID 3394	Req. No.. 2012-0112	\$25,000
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Planned Parenthood Federation of America, Inc 434 West 33rd Street New York, New York 10001-2601 Payment: #1 of 1 Paid 2/15/2012 Category # 2012-4902 Purpose: lead gift for breast health care fund	ID 264	Req. No.: 2012-0005	\$250,000
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Planned Parenthood of Greater Texas, Inc. 7424 Greenville Avenue, Suite 206 Dallas, TX 75231 Payment: #2 of 5 Paid 2/15/2012 Category # 2011-4202 Purpose: support for Constituent Identification Project	ID 265	Req. No.: 2010-0083	\$250,000
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RH Reality Check, Inc. 1906 Kermit Road Silver Spring, MD 20910 Payment: #1 of 1 Paid 5/15/2012 Category # 2012-4101 Purpose: general support	ID 3862	Req. No.: 2012-0024	\$10,000
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Total Grant Payments in 2012 for Category 4000.

\$645,000

Category 6000 Human Services Grants

Name and Address	ID	Req. No :	2012 Dollar Payments
Bridge Steps 1818 Corsicana Dallas, TX 75201 Payment: #1 of 1   Paid 11/15/2012   Category # 2012-6901 Purpose: general support	3884	2012-0079	\$50,000
Child Protective Services Community Partners, Inc. 1215 Skiles Street Dallas, TX 75204 Payment: #1 of 1   Paid 11/15/2012   Category # 2012-6202 Purpose. support for one half of the program director's salary	1623	2012-0164	\$21,100
Dallas Bar Association Community Service Fund Dallas Bar Foundation 2101 Ross Avenue Dallas, TX 75201 Payment: #1 of 1   Paid 11/15/2012   Category # 2012-6601 Purpose: support for Dallas Volunteer Attorney Program	1291	2012-0107	\$25,000
Family Place, Inc., The P O. Box 7999 Dallas, TX 75209 Payment: #1 of 1   Paid 11/15/2012   Category # 2012-6101 Purpose: general support	451	2012-0161	\$35,000
First Presbyterian Church, Dallas 1835 Young Street Dallas, TX 75201 Payment: #1 of 1   Paid 11/15/2012   Category # 2012-6702 Purpose: support for the new Family Stabilization Program	149	2012-0113	\$25,000
Jubilee Park & Community Center Corporation P.O. Box 710759 Dallas, TX 75371 Payment: #1 of 3   Paid 11/15/2012   Category # 2012-6901 Purpose. general support for core programs	2454	2012-0063	\$25,000
Metro Dallas Homeless Alliance 1818 Corsicana Street Dallas, TX 75201 Payment: #1 of 1   Paid 5/15/2012   Category # 2012-6901 Purpose: general support	3541	2012-0002	\$50,000

Name and Address	ID	Req. No.	2012 Dollar Payments
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North Texas Food Bank 4500 S. Cockrell Hill Road Dallas, Texas 75236 - 2028 Payment: #1 of 1 Paid 11/15/2012 Category # 2012-6721 Purpose: general support for campaign to ReThink Hunger	ID 495	2012-0130	\$50,000
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Promise House, Inc. Promise House, Inc. 224 West Page Avenue Dallas, TX 75208 Payment: #1 of 1 Paid 11/15/2012 Category # 2012-6202 Purpose: for Emergency Youth Shelter	ID 1598	2012-0166	\$25,000
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Senior Source Senior Citizens of Greater Dallas, Inc. 3910 Harry Hines Blvd. Dallas, Texas 75219 Payment: #1 of 1 Paid 8/15/2012 Category # 2012-6302 Purpose: support for Elder Support Program	ID 302	2012-0070	\$30,000
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Total Grant Payments in 2012 for Category 6000			<b>\$336,100</b>
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**Category 8000 Grants Promoting Progressive Values**

American Constitution Society for Law and Policy 1333 H Street, NW 11th floor Washington, DC 20005 Payment: #1 of 1 Paid 11/27/2012 Category # 2012-8502 Purpose: support for collaborative work in support of Voting Rights Act Defense Fund	ID 3534	2012-0174	\$5,000
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American Constitution Society for Law and Policy 1333 H Street, NW 11th floor Washington, DC 20005 Payment: #3 of 3 Paid 5/15/2012 Category # 2010-8501 Purpose: general support	ID 3534	2010-0043	\$50,000
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American Independent News Network 1825 Connecticut Avenue NW, Suite 625 Washington, DC 20009 Payment: #1 of 1 Paid 11/15/2012 Category # 2012-8201 Purpose: general support	ID 3464	2012-0110	\$25,000
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Name and Address	ID	Req. No.	2012 Dollar Payments
Brave New Foundation Brave New Foundation 10510 Culver Blvd. Culver City, CA 90232 Payment: #1 of 1 Paid 5/15/2012 Category # 2012-8201 Purpose: general support	ID 3450	Req. No. 2012-0012	\$25,000
Brennan Center for Justice 161 Avenue of the Americas 12th Floor New York, NY 10013 Payment: #1 of 1 Paid 11/27/2012 Category # 2012-8502 Purpose: support for collaborative work in support of Voting Rights Act Defense Fund	ID 3602	Req. No.: 2012-0175	\$5,000
Brennan Center for Justice 161 Avenue of the Americas 12th Floor New York, NY 10013 Payment: #3 of 3 Paid 5/15/2012 Category # 2010-8501 Purpose: general support	ID 3602	Req. No.. 2010-0046	\$50,000
Center for American Progress 1333 H Street, NW, 10th Floor Washington, DC 20005 Payment: #1 of 1 Paid 11/15/2012 Category # 2012-8101 Purpose. general support	ID 3353	Req. No.: 2012-0140	\$50,000
Center for Public Policy Priorities 7020 Easy Wind Drive, Suite 200 Austin, TX 78752 Payment: #1 of 1 Paid 11/15/2012 Category # 2012-8101 Purpose: general support	ID 3373	Req. No.: 2012-0085	\$100,000
Center on Budget and Policy Priorities 820 1st Street, NE, #510 Washington, DC 20002 Payment: #3 of 3 Paid 5/15/2012 Category # 2010-8101 Purpose: general support	ID 3357	Req. No. 2010-0048	\$100,000
CREW (Citizens for Responsibility and Ethics in Washington) 1400 Eye Street NW Suite 405 Washington, DC 20005 Payment: #3 of 3 Paid 5/15/2012 Category # 2010-8501 Purpose: general support	ID 3496	Req. No.: 2010-0049	\$100,000

**2012  
Dollar  
Payments**

**Name and Address**

Demos 220 Fifth Avenue, 5th Floor New York, NY 10001 Payment: #1 of 1 Paid 8/15/2012 Category # 2012-8202 Purpose: general support of The American Prospect	ID 3801 Req No : 2012-0052	\$25,000
Federation of American Scientists 1725 DeSales Street NW, #600 Washington, D.C. 20036 Payment: #3 of 3 Paid 8/15/2012 Category # 2010-8502 Purpose: FAS project on government secrecy	ID 1823 Req No.: 2010-0102	\$25,000
Free Press 40 Main Street, Suite 301 Florence, MA 01062 Payment: #2 of 2 Paid 8/15/2012 Category # 2011-8201 Purpose: general support	ID 3449 Req. No.: 2011-0099	\$100,000
Media Matters for America 455 Massachusetts Ave NW Suite 600 Washington, DC 20001 Payment: #3 of 3 Paid 5/15/2012 Category # 2010-8201 Purpose: general support	ID 3495 Req No.. 2010-0051	\$200,000
Media Matters for America 455 Massachusetts Ave NW Suite 600 Washington, DC 20001 Payment: #1 of 1 Paid 11/27/2012 Category # 2012-8502 Purpose: support for collaborative work in support of Voting Rights Act Defense Fund	ID 3495 Req. No.: 2012-0176	\$5,000
Media Matters for America 455 Massachusetts Ave NW Suite 600 Washington, DC 20001 Payment: #1 of 1 Paid 5/15/2012 Category # 2012-8502 Purpose. support for Courts Matter	ID 3495 Req. No : 2012-0035	\$25,000
ProgressNow Education 1600 University Avenue W Suite 309B Saint Paul, MN 55104 Payment: #1 of 1 Paid 5/15/2012 Category # 2012-8401 Purpose: general support	ID 3857 Req No.: 2012-0017	\$25,000

Name and Address	2012 Dollar Payments
Texas Democracy Foundation 307 West 7th Street Austin, TX 78701 Payment: #1 of 1   Paid 5/15/2012   Category # 2012-8201 Purpose: general support for the Texas Observer	ID 2173   Req. No.: 2012-0037   \$25,000
Texas Freedom Network Education Fund P.O. Box 1624 Austin, TX 78767 Payment: #2 of 2   Paid 8/15/2012   Category # 2011-8101 Purpose: general support	ID 2181   Req. No.: 2011-0137   \$200,000
Texas Freedom Network Education Fund P.O. Box 1624 Austin, TX 78767 Payment: #1 of 1   Paid 5/15/2012   Category # 2012-8402 Purpose: sponsorship for Annie's List Education Fund civic engagement research	ID 2181   Req. No.: 2012-0050   \$15,000
Texas Organizing Project Education Fund (TOP Ed Fund) Texas Organizing Project Education Fund 2955 Gulf Freeway, Suite B Houston, TX 77003 Payment: #1 of 1   Paid 5/15/2012   Category # 2012-8401 Purpose: general support	ID 3729   Req. No.: 2012-0027   \$50,000
Voter Participation Center, The Voter Participation Center 1707 L Street NW, Suite 300 Washington, DC 20036 Payment: #1 of 1   Paid 5/15/2012   Category # 2012-8401 Purpose: general support	ID 3412   Req. No.: 2012-0023   \$100,000
Total Grant Payments in 2012 for Category 8000.	\$1,305,000
Category 9000   Other Grants	
Foundation Center 79 Fifth Avenue New York, NY 10003 Payment: #1 of 1   Paid 11/15/2012   Category # 2012-9501 Purpose: general support for Foundation Center 2020	ID 153   Req. No.: 2012-0086   \$5,000
Total Grant Payments in 2012 for Category 9000.	\$5,000

2012  
Dollar  
Payments

Name and Address

Total of all Grant Payments in 2012

\$5,013,838

## Outstanding Pledges 12/31/2012

Name	Request Number	Foundation Status of Recipient	Purpose	Amount to be Paid in Future Years
Planned Parenthood of Greater Texas	10-0083	PC	Support for Constituent Identification Project	\$750,000
Southwestern Medical Foundation	11-0152	PC	Support for University Hospital capital campaign	\$4,000,000
Jubilee Park & Community Center	12-0063	PC	Support for core programming	\$50,000
Parkland Foundation	10-0080	PC	Support for "I Stand for Parkland" capital campaign	\$3,000,000
Special Camps for Special Kids	12-0144	PC	Support for capital campaign	\$100,000
<b>Total Remaining</b>				<b>\$7,900,000</b>

Statement 22

Leland Fikes Foundation Inc.  
Form 8865 Schedule O Attachment  
Artiman Ventures III, L.P.

Statement 23

Type of Property	Date of Transfer	Fair Market Value on Date of Transfer	Percentage Interest in Partnership After Transfer
Cash	10/12/2010	\$35,000	0.496631%
Cash	12/16/2010	22,500	0.496631%
Cash	04/20/2011	80,000	0.520148%
Cash	12/20/2011	20,000	0.520148%
Cash	01/25/2012	27,500	0.498285%
Cash	04/12/2012	65,000	0.498285%
Cash	07/30/2012	72,500	0.498285%
Cash	11/15/2012	17,500	0.498285%
Total		\$340,000	

Leland Fikes Foundation  
Form 8865 Schedule O Attachment  
KKR European Fund III

Statement 24

Type of Property	Date of Transfer	Fair Market Value on Date of Transfer	Percentage Interest in Partnership Estimated
Cash	06/13/2008	\$49,365	1.850000%
Cash	08/26/2008	5,170	1.850000%
Cash	12/01/2008	4,000	1.850000%
Cash	02/13/2009	3,750	1.850000%
Cash	04/14/2009	2,093	1.850000%
Cash	05/14/2009	3,730	1.850000%
Cash	08/05/2009	3,750	1.850000%
Cash	09/25/2009	11,959	1.850000%
Cash	11/16/2009	4,080	1.850000%
Cash	02/22/2010	3,506	1.158196%
Cash	03/17/2010	131,404	1.158196%
Cash	03/25/2010	52,105	1.158196%
Cash	05/03/2010	55,017	1.158196%
Cash	05/21/2010	2,743	1.158196%
Cash	06/18/2010	54,371	1.158196%
Cash	07/07/2010	21,901	1.158196%
Cash	09/16/2010	3,181	1.158196%
Cash	11/15/2010	2,674	1.158196%
Cash	12/03/2010	132,049	1.158196%
Cash	04/21/2011	11,330	1.155785%
Cash	05/24/2011	3,306	1.155785%
Cash	07/20/2011	47,573	1.155785%
Cash	08/19/2011	3,306	1.155785%
Cash	09/30/2011	16,000	1.155785%
Cash	11/17/2011	3,306	1.155785%
Cash	02/15/2012	3,306	1.154845%
Cash	04/17/2012	2,870	1.154845%
Cash	05/09/2012	11,345	1.154845%
Cash	05/17/2012	3,306	1.154845%
Cash	06/15/2012	29,459	1.154845%
Cash	08/20/2012	4,274	1.154845%
Cash	08/23/2012	10,599	1.154845%
Cash	09/27/2012	145,000	1.154845%
Cash	10/31/2012	79,298	1.154845%
Cash	12/06/2012	3,220	1.154845%
Total		\$924,347	

Leland Fikes Foundation Inc.  
Form 8865 Schedule O Attachment  
Zero2IPO China Fund II, L.P.

Statement 25

Type of Property	Date of Transfer	Fair Market Value on Date of Transfer	Percentage Interest in Partnership After Transfer
Cash	08/05/2008	\$50,000	0.827100%
Cash	01/15/2010	25,000	0.827100%
Cash	03/31/2010	40,000	0.827100%
Cash	10/27/2010	35,000	0.827100%
Cash	03/29/2011	55,459	0.827100%
Cash	04/05/2011	81,539	0.827100%
Cash	06/14/2011	56,841	0.827100%
Cash	10/19/2011	32,481	0.827100%
Cash	12/20/2011	21,000	0.827100%
Cash	04/11/2012	10,750	0.827100%
Cash	09/28/2012	19,500	0.827100%
Cash	12/21/2012	6,500	0.827100%
Total		\$434,070	

Leland Fikes Foundation  
Form 8865 Schedule O Attachment  
SVB India Capital Partners

Statement 26

Type of Property	Date of Transfer	Fair Market Value on Date of Transfer	Percentage Interest in Partnership After Transfer
Cash	03/26/2007	\$200,000	1.856130%
Cash	05/06/2008	100,000	1.856130%
Cash	09/22/2008	90,000	1.856130%
Cash	10/27/2008	50,000	1.856130%
Cash	03/02/2009	50,000	1.811643%
Cash	05/26/2009	60,000	1.811643%
Cash	08/07/2009	35,000	1.811643%
Cash	12/03/2009	35,000	1.811643%
Cash	04/27/2010	12,000	1.769846%
Cash	07/22/2010	20,000	1.769846%
Cash	11/19/2010	55,000	1.769846%
Cash	03/21/2011	65,000	1.829505%
Cash	06/21/2011	20,000	1.829505%
Cash	08/17/2011	32,000	1.829505%
Cash	02/08/2012	13,000	1.823617%
Cash	07/09/2012	32,000	1.823617%
Total		\$869,000	

# ASSET DETAIL

AS OF 12/31/12

LELAND FIKES FOUNDATION CUST G

UNITS	ASSET DESCRIPTION	ORIGINAL COST	FEDERAL TAX COST	MARKET VALUE
CONSUMER DISCRETIONARY				
7,110.000	COMCAST CORP NEW CL A COM CUSIP NO: 20030N101	239,421.31	239,421.31	265,629.60
4,470.000	DIRECTV CUSIP NO: 25490A309	147,234.12	116,172.08	224,215.20
2,040.000	HOME DEPOT INC CUSIP NO: 437076102	84,835.41	81,842.96	126,174.00
4,450.000	TJX COS INC NEW CUSIP NO: 872540109	75,698.71	60,187.30	188,902.50
4,310.000	VIACOM INC CL B COM CUSIP NO: 92553P201	206,415.51	206,415.51	227,309.40
TOTAL CONSUMER DISCRETIONARY		753,605.06	704,039.16	1,032,230.70
CONSUMER STAPLES				
6,180.000	CVS CAREMARK CORP CUSIP NO: 126650100	247,805.30	247,805.30	298,803.00
10,660.000	COCA COLA CO CUSIP NO: 191216100	359,987.23	357,783.45	386,425.00
5,520.000	CONAGRA FOODS INC CUSIP NO: 205887102	157,714.27	157,714.27	162,840.00
840.000	COSTCO WHSL CORP NEW CUSIP NO: 22160K105	46,850.77	41,210.96	82,933.20
2,470.000	KIMBERLY CLARK CORP CUSIP NO: 494368103	197,408.89	197,408.89	208,542.10
11,130.000	KROGER CO CUSIP NO: 501044101	271,969.46	271,564.27	289,602.60
5,190.000	WAL-MART STORES INC CUSIP NO: 931142103	321,463.72	307,651.21	354,113.70
TOTAL CONSUMER STAPLES		1,603,199.64	1,581,138.35	1,783,259.60
ENERGY				
2,200.000	EXXON MOBIL CORP CUSIP NO: 30231G102	157,519.17	129,058.16	190,410.00
2,110.000	SCHLUMBERGER LTD NETHERLANDS ANTILLES CUSIP NO: 806857108	158,812.65	156,960.93	146,220.05
TOTAL ENERGY		316,331.82	286,019.09	336,630.05
FINANCIALS				
3,233.000	AMERICAN EXPRESS CO CUSIP NO: 025816109	142,550.88	136,682.83	185,832.84
TOTAL FINANCIALS		142,550.88	136,682.83	185,832.84

Statement 27

# ASSET DETAIL

AS OF 12/31/12

LELAND FIRES FOUNDATION CUST G

UNITS	ASSET DESCRIPTION	ORIGINAL COST	FEDERAL TAX COST	MARKET VALUE
HEALTH CARE				
5,500.000	ABBOTT LABS CUSIP NO: 002824100	293,295.99	277,460.40	360,250.00
1,490.000	ALLERGAN INC CUSIP NO: 018490102	136,419.93	136,419.93	136,677.70
2,280.000	AMGEN INC CUSIP NO: 031162100	193,460.73	193,460.73	196,536.00
3,820.000	CELGENE CORP CUSIP NO: 151020104	230,832.93	212,122.43	299,755.40
1,790.000	EXPRESS SCRIPTS HLDG CO CUSIP NO: 30219G108	99,429.43	97,027.54	96,660.00
2,030.000	LIFE TECHNOLOGIES CORP CUSIP NO: 53217V109	95,012.53	95,012.53	99,530.90
2,160.000	MCKESSON CORP CUSIP NO: 58155Q103	190,577.44	190,577.44	209,433.60
1,900.000	THERMO FISHER SCIENTIFIC CORP CUSIP NO: 883556102	92,649.41	78,590.07	121,182.00
TOTAL HEALTH CARE		1,331,678.39	1,280,671.07	1,520,025.60
INDUSTRIALS				
1,730.000	BOEING CO CUSIP NO: 097023105	119,125.93	119,010.08	130,372.80
1,590.000	CATERPILLAR INC CUSIP NO: 149123101	139,078.90	136,444.61	142,477.52
2,870.000	DANAHER CORP DEL CUSIP NO: 235851102	120,656.00	105,396.50	160,433.00
1,530.000	HONEYWELL INTL INC CUSIP NO: 438516106	94,372.70	94,372.70	97,109.10
2,120.000	STERICYCLE INC CUSIP NO: 858912108	190,546.75	190,546.75	197,753.60
780.000	UNION PAC CORP CUSIP NO: 907818108	91,416.47	91,416.47	98,061.60
1,300.000	UNITED PARCEL SVC INC CL B CUSIP NO: 911312106	95,715.10	95,715.10	95,849.00
3,210.000	UNITED TECHNOLOGIES CORP CUSIP NO: 913017109	209,524.95	151,888.79	263,252.10
TOTAL INDUSTRIALS		1,060,436.80	984,791.00	1,185,308.72
INFORMATION TECHNOLOGY				
800.000	APPLE INC CUSIP NO: 037833100	241,077.84	177,029.00	425,738.32

Statement 27

# ASSET DETAIL

AS OF 12/31/12

LELAND FIKES FOUNDATION CUST G

UNITS	ASSET DESCRIPTION	ORIGINAL COST	FEDERAL TAX COST	MARKET VALUE
8,860.000	EMC CORP CUSIP NO: 268648102	169,160.10	141,078.67	224,158.00
560.000	GOOGLE INC CL A COM CUSIP NO: 38259P508	301,380.61	240,731.11	396,132.80
1,500.000	INTERNATIONAL BUSINESS MACHS CUSIP NO: 459200101	159,032.99	124,930.80	287,325.00
500.000	MASTERCARD INC CL A COM CUSIP NO: 57636Q104	164,104.44	158,197.65	245,640.00
14,190.000	MICROSOFT CORP CUSIP NO: 594918104	406,658.91	367,578.81	379,010.64
2,490.000	MOTOROLA SOLUTIONS INC NEW COM CUSIP NO: 620076307	120,653.58	120,653.58	138,643.20
4,890.000	ORACLE CORP CUSIP NO: 68389X105	164,235.54	164,235.54	162,934.80
5,350.000	QUALCOMM INC CUSIP NO: 747525103	278,092.59	269,594.60	330,948.86
TOTAL INFORMATION TECHNOLOGY		2,004,396.60	1,764,029.76	2,590,531.62
MATERIALS				
3,500.000	ECOLAB INC CUSIP NO: 278865100	195,255.30	195,219.25	251,650.00
1,590.000	PRAXAIR INC CUSIP NO: 74005P104	123,980.76	113,671.50	174,025.50
1,210.000	SIGMA ALDRICH CORP CUSIP NO: 826552101	83,336.88	83,328.81	89,031.80
TOTAL MATERIALS		402,572.94	392,219.56	514,707.30
TELECOMMUNICATION SERVICES				
7,160.000	VERIZON COMMUNICATIONS INC CUSIP NO: 92343V104	281,880.09	281,871.51	309,813.20
TOTAL TELECOMMUNICATION SERVICES		281,880.09	281,871.51	309,813.20
TOTAL EQUITIES		7,896,652.22	7,411,462.33	9,458,339.63

## A S S E T   D E T A I L

AS OF 12/31/12

LELAND FIKES FDN CUST A/C V

UNITS	ASSET DESCRIPTION	ORIGINAL COST	FEDERAL TAX COST	MARKET VALUE
CONSUMER DISCRETIONARY				
2,555.000	COACH INC CUSIP NO: 189754104	152,877.32	151,432.27	141,828.05
1,670.000	GENUINE PARTS CO CUSIP NO: 372460105	71,527.27	71,527.27	106,178.60
1,345.000	HOME DEPOT INC CUSIP NO: 437076102	43,945.18	43,945.18	83,188.25
1,560.000	MCDONALDS CORP CUSIP NO: 580135101	103,580.19	97,749.60	137,607.60
3,220.000	ROSS STORES INC CUSIP NO: 778296103	75,314.51	72,591.03	174,169.80
3,220.000	YUM BRANDS INC CUSIP NO: 988498101	160,525.52	157,474.21	213,808.00
	TOTAL CONSUMER DISCRETIONARY	<u>607,769.99</u>	<u>594,719.56</u>	<u>856,780.30</u>
CONSUMER STAPLES				
3,250.000	PEPSICO INC CUSIP NO: 713448108	196,836.90	196,836.90	222,397.50
2,490.000	PROCTER & GAMBLE CO CUSIP NO: 742718109	153,140.97	151,030.55	169,046.10
2,485.000	WALGREEN CO CUSIP NO: 931422109	87,504.09	87,504.09	91,969.85
	TOTAL CONSUMER STAPLES	<u>437,481.96</u>	<u>435,371.54</u>	<u>483,413.45</u>
ENERGY				
4,375.000	ENSCO PLC CL A COM CUSIP NO: G3157S106	231,684.34	227,846.60	259,350.00
2,165.000	CHEVRON CORP CUSIP NO: 166764100	169,930.85	169,930.85	234,123.10
2,660.000	CONOCOPHILLIPS CUSIP NO: 20825C104	135,032.14	130,338.99	154,253.40
1,545.000	EXXON MOBIL CORP CUSIP NO: 30231G102	135,497.59	135,497.59	133,719.75
5,960.000	MARATHON OIL CORP CUSIP NO: 565849106	108,708.77	100,817.19	182,733.60
1,230.000	MARATHON PETE CORP CUSIP NO: 56585A102	32,069.19	23,432.84	77,490.00
1,460.000	PHILLIPS 66 CUSIP NO: 718546104	48,870.17	43,402.36	77,526.00
	TOTAL ENERGY	<u>861,793.05</u>	<u>831,266.42</u>	<u>1,119,195.85</u>

Statement 28

## A S S E T   D E T A I L

AS OF 12/31/12

LELAND FIKES FDN CUST A/C V

UNITS	ASSET DESCRIPTION	ORIGINAL COST	FEDERAL TAX COST	MARKET VALUE
INDUSTRIALS				
2,740.000	EATON CORP PLC IRELAND CUSIP NO: G29183103	142,219.70	142,219.70	148,453.20
590.000	CATERPILLAR INC CUSIP NO: 149123101	53,148.05	53,003.56	52,869.02
3,340.000	DANAHER CORP DEL CUSIP NO: 235851102	124,259.92	122,225.24	186,706.00
9,815.000	GENERAL ELEC CO CUSIP NO: 369604103	201,535.02	201,535.02	206,016.85
3,390.000	ILLINOIS TOOL WKS INC CUSIP NO: 452308109	142,926.28	141,069.40	206,145.90
1,210.000	NORFOLK SOUTHERN CORP CUSIP NO: 655844108	88,287.05	88,287.05	74,826.40
2,165.000	UNION PAC CORP CUSIP NO: 907818108	141,593.16	141,593.16	272,183.80
2,285.000	UNITED TECHNOLOGIES CORP CUSIP NO: 913017109	158,670.86	158,670.86	187,392.85
	TOTAL INDUSTRIALS	<u>1,052,640.04</u>	<u>1,048,603.99</u>	<u>1,334,594.02</u>
INFORMATION TECHNOLOGY				
2,610.000	TE CONNECTIVITY LTD SWITZERLAND CUSIP NO: H84989104	63,721.08	62,232.32	96,883.20
3,740.000	BROADCOM CORP CL A CUSIP NO: 111320107	140,653.92	138,192.54	124,205.40
4,720.000	CISCO SYS INC CUSIP NO: 17275R102	86,913.61	86,913.61	92,745.17
3,150.000	EMC CORP CUSIP NO: 268648102	87,414.08	87,414.08	79,695.00
355.000	GOOGLE INC CL A COM CUSIP NO: 38259P508	172,407.09	168,820.92	251,119.90
11,052.000	INTEL CORP CUSIP NO: 458140100	243,844.20	235,991.27	227,892.24
1,130.000	INTERNATIONAL BUSINESS MACHS CUSIP NO: 459200101	114,617.14	114,617.14	216,451.50
4,910.000	MICROSOFT CORP CUSIP NO: 594918104	151,522.60	151,522.60	131,144.63
7,350.000	ORACLE CORP CUSIP NO: 68389X105	245,970.82	243,276.63	244,902.00
3,810.000	QUALCOMM INC CUSIP NO: 747525103	149,595.61	144,414.01	235,685.08
	TOTAL INFORMATION TECHNOLOGY	<u>1,456,660.15</u>	<u>1,433,395.12</u>	<u>1,700,724.12</u>

Statement 28

A S S E T   D E T A I L

AS OF 12/31/12

LELAND FIKES FDN CUST A/C V

UNITS	ASSET DESCRIPTION	ORIGINAL COST	FEDERAL TAX COST	MARKET VALUE
FINANCIALS				
4,130.000	AFLAC INC CUSIP NO: 001055102	175,400.80	162,515.30	219,385.60
3,410.000	AMERICAN EXPRESS CO CUSIP NO: 025816109	173,841.83	165,454.17	196,006.80
8,820.000	BANK AMER CORP CUSIP NO: 060505104	94,199.36	94,199.36	102,400.20
1,085.000	BLACKROCK INC CL A CUSIP NO: 09247X101	204,052.62	204,052.62	224,280.35
2,750.000	CAPITAL ONE FINL CORP CUSIP NO: 14040H105	144,520.57	144,520.57	159,307.50
2,500.000	CITIGROUP INC NEW COM CUSIP NO: 172967424	94,299.50	94,299.50	98,900.00
3,190.000	J P MORGAN CHASE & CO CUSIP NO: 46625H100	123,851.52	122,911.70	140,261.43
1,720.000	STATE STR CORP CUSIP NO: 857477103	81,590.82	74,898.60	80,857.20
5,215.000	WELLS FARGO & CO NEW COM CUSIP NO: 949746101	175,136.15	175,136.15	178,248.70
TOTAL FINANCIALS		1,266,893.17	1,237,987.97	1,399,647.78
HEALTH CARE				
2,655.000	COVIDIEN PLC IRELAND CUSIP NO: G2554F113	143,405.94	143,405.94	153,299.70
1,900.000	ABBOTT LABS CUSIP NO: 002824100	115,181.45	115,181.45	124,450.00
2,830.000	BRISTOL MYERS SQUIBB CO CUSIP NO: 110122108	78,855.40	78,855.40	92,229.70
3,800.000	EXPRESS SCRIPTS HLDG CO CUSIP NO: 30219G108	205,147.56	205,139.04	205,200.00
2,770.000	MCKESSON CORP CUSIP NO: 58155Q103	174,526.90	174,526.90	268,579.20
2,065.000	MERCK & CO INC NEW COM CUSIP NO: 58933Y105	92,468.43	92,468.43	84,541.10
1,590.000	NOVARTIS A G SPONSORED ADR SWITZERLAND CUSIP NO: 66987V109	81,080.36	75,161.63	100,647.00
6,945.000	PFIZER INC CUSIP NO: 717081103	163,281.50	163,281.50	174,175.74
2,800.000	UNITEDHEALTH GROUP INC CUSIP NO: 91324P102	114,448.62	114,448.62	151,872.00
TOTAL HEALTH CARE		1,168,396.16	1,162,468.91	1,354,994.44

Statement 28

## ASSET DETAIL

AS OF 12/31/12

LELAND FIXES FDN CUST A/C V

UNITS	ASSET DESCRIPTION	ORIGINAL COST	FEDERAL TAX COST	MARKET VALUE
MATERIALS				
620.000	BHP BILLITON LTD SPONSORED ADR AUSTRALIA CUSIP NO: 088606108	42,324.11	42,324.11	48,620.40
1,730.000	PRAXAIR INC CUSIP NO: 74005P104	137,441.23	137,441.23	189,348.50
	TOTAL MATERIALS	<u>179,765.34</u>	<u>179,765.34</u>	<u>237,968.90</u>
TELECOMMUNICATION SERVICES				
2,890.000	AT&T INC CUSIP NO: 00206R102	70,097.33	67,048.50	97,421.90
4,250.000	VODAFONE GROUP PLC SPONSORED ADR NEW UNITED KINGDOM CUSIP NO: 92857W209	117,263.89	116,086.70	107,057.50
	TOTAL TELECOMMUNICATION SERVICES	<u>187,361.22</u>	<u>183,135.20</u>	<u>204,479.40</u>
UTILITIES				
1,780.000	DOMINION RES INC VA NEW CUSIP NO: 25746U109	69,542.64	69,542.64	92,204.00
	TOTAL UTILITIES	<u>69,542.64</u>	<u>69,542.64</u>	<u>92,204.00</u>
	TOTAL EQUITIES	<u>7,288,303.72</u>	<u>7,176,256.69</u>	<u>8,784,002.26</u>

Leland Fikes Foundation  
Mortgage Loan Reconciliation  
December 31, 2012

Statement 29

Borrower	Tax Basis of REO, Loans & Original Issue Discount	Fair Market Value
45 Golden Pond	1,019,765	960,000
90 Spring Creek LP	275,459	287,500
Bayview Partners	1,354,135	1,200,000
Brittany Estates	773,891	602,655
Cheldan	94,691	94,690
Devon Land Wolf Creek	546,984	508,000
Dittmar Development	2,130,624	2,320,088
Douglas Properties Inc (S754 & S755)	3,946,719	4,540,564
Douglas Properties Sunnyvale L475 & LR 2066	2,408,998	3,995,455
Douglas Properties Svale S758	669,130	417,917
Douglas Properties 5 LC 1061	176,956	340,000
Douglas Properties C990	231,345	221,969
EDAL	737,303	737,303
Fitzhugh	126,926	126,926
Fontana Ranch	642,876	503,297
Hj Rockland LLC	783,509	1,177,990
JMP Partners LP	259,029	113,750
Lake Austin Condos	2,602,159	1,472,462
Landers Family	466,330	456,500
KG Legacy Capital Investments LLC	679,896	826,875
LMI 1, New LP	3,058,855	2,837,347
MAW Grady Niblo	585,727	397,404
NE 40 Partners	1,079,622	560,000
Nebcan Realty	230,599	226,100
Olympia Estates	1,956,853	1,934,211
Quadrant Inv Prescott Int	1,978,071	1,910,938
River Oaks @ Friendwood	1,610,177	1,817,370
Santa Barbara Reality	1,668,644	1,532,736
Silveira	153,846	153,846
Superior Arts	400,402	400,401
Urban Southwest Eastside	1,017,935	990,205
Urban Southwest - east	636,893	611,537
Totals	34,304,349	34,276,036

# Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

► File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

**Do not complete Part II unless** you have already been granted an automatic 3-month extension on a previously filed Form 8868.

**Electronic filing (e-file)** You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit [www.irs.gov/efile](http://www.irs.gov/efile) and click on **e-file for Charities & Nonprofits**.

## **Part I Automatic 3-Month Extension of Time.** Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print  File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions.  <b>LELAND FIKES FOUNDATION, INC.</b>	Employer identification number (EIN) or  <b>75-6035984</b>
	Number, street, and room or suite no. If a P.O. box, see instructions. <b>500 N. Akard, No. 1919</b>	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. <b>Dallas, TX 75201</b>	

Enter the Return code for the return that this application is for (file a separate application for each return)

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

**Mary F. Radford**

- The books are in the care of ► **500 N. Akard, Suite 1900, Dallas, Texas - 75201**

Telephone No. ► **214 220-1011**

FAX No. ►

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐ . If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **August 15, 2013**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:  
► ☒ calendar year **2012** or  
► ☐ tax year beginning , and ending .

- 2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	<b>43,048.</b>
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	<b>77,794.</b>
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	<b>0.</b>

**Caution.** If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

LHA For Privacy Act and Paperwork Reduction Act Notice, see instructions.

Form 8868 (Rev. 1-2013)

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒ **X**

**Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

**Part II Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

Enter filer's identifying number, see instructions	
<b>Type or print</b>	Name of exempt organization or other filer, see instructions
File by the due date for filing your return See instructions	Employer identification number (EIN) or
LELAND FIKES FOUNDATION, INC.	75-6035984
Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)
500 N. Akard, No. 1919	
City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
Dallas, TX 75201	

Enter the Return code for the return that this application is for (file a separate application for each return) 04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

**STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.**

Mary F. Radford

- The books are in the care of **500 N. Akard, Suite 1900, Dallas, Texas - 75201**

Telephone No. **214 220-1011**

FAX No.

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until **November 15, 2013.**

5 For calendar year **2012**, or other tax year beginning , and ending .

6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return  
☐ Change in accounting period

7 State in detail why you need the extension

**The Leland Fikes Foundation has not yet received from outside parties all of the information needed to prepare the tax return.**

<b>8a</b> If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	<b>8a</b>	\$	<b>43,048.</b>
<b>b</b> If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	<b>8b</b>	\$	<b>77,794.</b>
<b>c</b> <b>Balance due.</b> Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	<b>8c</b>	\$	<b>0.</b>

**Signature and Verification must be completed for Part II only.**

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature **Mary F. Radford** Title **CPA Texas**

Date **8/6/13**

Form 8868 (Rev. 1-2013)