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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.

For calendar year 2012 or tax year beginning

, and ending

Name of foundation JAMES M. COLLINS FOUNDATION		A Employer identification number 75-6040743
Number and street (or P O box number if mail is not delivered to street address) 8115 PRESTON ROAD	Room/suite 680	B Telephone number (214) 691-2032
City or town, state, and ZIP code DALLAS, TX 75225		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		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) \$ 18,289,888. (Part I, column (d) must be on cash basis.)	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 <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>		(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		26,346.	26,346.		STATEMENT 1
4 Dividends and interest from securities		10,112.	10,112.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		115,030.			
b Gross sales price for all assets on line 6a 115,030.					
7 Capital gain net income (from Part IV, line 2)			115,030.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		7,233.	3,351.		STATEMENT 3
12 Total. Add lines 1 through 11		158,721.	154,839.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees					
c Other professional fees					
17 Interest					
18 Taxes STMT 4		482.	482.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 5		34,817.	34,817.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		35,299.	35,299.		0.
25 Contributions, gifts, grants paid		816,655.			816,655.
26 Total expenses and disbursements. Add lines 24 and 25		851,954.	35,299.		816,655.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-693,233.			
b Net investment income (if negative, enter -0-)			119,540.		
c Adjusted net income (if negative, enter -0-)				N/A	

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
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	861,340.	902,301.	902,297.
	3 Accounts receivable ▶ Less: allowance for doubtful accounts ▶	-3,882.		
	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 6	6,555,861.	55,861.	9,892,495.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 7	1,040,063.	6,799,556.	7,495,096.
14 Land, buildings, and equipment; basis ▶ Less accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers)	8,453,382.	7,757,718.	18,289,888.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	1,660,573.	1,660,573.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
29 Retained earnings, accumulated income, endowment, or other funds	6,792,809.	6,097,145.		
30 Total net assets or fund balances	8,453,382.	7,757,718.		
31 Total liabilities and net assets/fund balances	8,453,382.	7,757,718.		

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	8,453,382.
2 Enter amount from Part I, line 27a	2	-693,233.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	7,760,149.
5 Decreases not included in line 2 (itemize) ▶ NON DEDUCTIBLE FEDERAL TAXES	5	2,431.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	7,757,718.

Part IV Capital Gains and Losses for Tax on Investment Income

1a	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
b	SEE ATTACHED STATEMENT			
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	115,030.		115,030.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			
b			
c			
d			
e			115,030.

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	115,030.
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	915,770.	18,241,674.	.050202
2010	948,200.	18,395,748.	.051545
2009	1,109,143.	17,955,511.	.061772
2008	1,187,663.	23,239,155.	.051106
2007	1,089,746.	23,091,712.	.047192

2	Total of line 1, column (d)	2	.261817
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	.052363
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	17,191,186.
5	Multiply line 4 by line 3	5	900,182.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,195.
7	Add lines 5 and 6	7	901,377.
8	Enter qualifying distributions from Part XII, line 4	8	816,655.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	2,391.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	2,391.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	2,391.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a		
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		0.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		48.
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		2,439.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

Part VII-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
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input 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 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	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? 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 type="checkbox"/> TX		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	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

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		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 ▶ <u>N/A</u>	13	X	
14	The books are in care of ▶ <u>BOBBY CHALMERS</u> Telephone no. ▶ <u>(214) 691-2032</u> Located at ▶ <u>8115 PRESTON ROAD, SUITE 680, DALLAS, TX</u> ZIP+4 ▶ <u>75225</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	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 type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ _____, _____, _____, _____		
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?	4a	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?	4b	X

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
NONE		

Total number of others receiving over \$50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 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	
3 All other program-related investments. See instructions.	
Total. Add lines 1 through 3 ▶	0.

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a	Average monthly fair market value of securities	1a	16,324,363.
b	Average of monthly cash balances	1b	1,128,618.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	17,452,981.
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	17,452,981.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	261,795.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	17,191,186.
6	Minimum investment return. Enter 5% of line 5	6	859,559.

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	859,559.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	2,391.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	346.
c	Add lines 2a and 2b	2c	2,737.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	856,822.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	856,822.
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	856,822.

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	816,655.
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	816,655.
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	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	816,655.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				856,822.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			731,105.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ 816,655.				
a Applied to 2011, but not more than line 2a			731,105.	
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				85,550.
e Remaining amount distributed out of corpus	0.			
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	0.			
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				771,272.
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	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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

N/A

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

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

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

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

1 Information Regarding Foundation Managers:

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

NONE

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

SEE STATEMENT 8

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

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

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

SEE STATEMENT 9

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE ATTACHED SCHEDULE	NONE	PUBLIC CHARITIES	TO FURTHER THE INTENDED PURPOSE OF RELIGIOUS, EDUCATIONAL AND SCIENTIFIC ORGANIZATIONS.	816,655.
Total			▶ 3a	816,655.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

JAMES M. COLLINS FOUNDATION

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 COMMONFUND CAPITAL PRIVATE EQUITY PARTNERS V, LP	P		
b COMMONFUND CAPITAL PRIVATE EQUITY PARTNERS V, LP	P		
c COMMONFUND CAPITAL VENTURE PARTNERS VI, LP	P		
d COMMONFUND CAPITAL VENTURE PARTNERS VI, LP	P		
e ENDOWMENT VENTURE PARTNERS V, LP	P		
f ENDOWMENT VENTURE PARTNERS V, LP	P		
g COLLINS ALTERNATIVE SOLUTIONS	P		
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 61.			61.
b 51,281.			51,281.
c 737.			737.
d 41,400.			41,400.
e 59.			59.
f 18,912.			18,912.
g 2,580.			2,580.
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			61.
b			51,281.
c			737.
d			41,400.
e			59.
f			18,912.
g			2,580.
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	115,030.
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

10/15/2013 THE JAMES M. COLLINS FOUNDATION
 10:48 AM FORM 990 PF RETURN OF PRIVATE FOUNDATION
 SCHEDULE OF CONTRIBUTIONS AND AWARDS

LN 75-6040743
 2012
 IRS Sort

04/30/2012	Alzheimers Disease Center Friends		500.00
12/19/2012	American Cancer Society		1,000.00
12/19/2012	American Lung Association		1,000.00
09/10/2012	Anthology Films-Giallo Fever	MJC	1,000.00
01/13/2012	Appetite for Advocacy		500.00
12/19/2012	Arthritis Foundation		5,000.00
10/29/2012	Arthritis Foundation-Bone Bash		1,000.00
07/31/2012	Aspen Art Museum	MJC	5,000.00
07/24/2012	Aspen Institute	MJC	3,000.00
10/17/2012	Aspen Institute-Rome	MJC	1,800.00
01/13/2012	Athena		6,000.00
12/17/2012	Atlanta Children's Shelter	DCW	250.00
12/17/2012	Atlanta International School	DCW	1,984.00
01/13/2012	Baylor	Fam	50,000.00
01/13/2012	Baylor Gold Gala		250.00
12/19/2012	Big Thought		1,000.00
05/14/2012	Callier Cares		250.00
11/15/2012	Celebrating Life (B Rippey)		250.00
09/13/2012	Celebrating Women \$5,000 (930 non ded)		4,070.00
06/06/2012	Celebration of Reading		10,000.00
10/29/2012	Children's Education Fund		2,000.00
12/17/2012	Children's Healthcare Atlanta	DCW	5,000.00
04/30/2012	Childrens Medical Center FND		250.00
12/17/2012	Christ Church	DCW	500.00
12/17/2012	Colorado College	DCW	1,874.00
12/19/2012	CONTACT		1,000.00
10/23/2012	Cooper Institute-Illuminating (Ross & Margot Perot)		1,000.00
11/28/2012	Crystal Charity Ball		10,000.00
03/13/2012	Dallas Arboretum		500.00
10/10/2012	Dallas Arboretum		1,000.00
12/19/2012	Dallas Heritage Village		1,000.00
10/29/2012	Dallas Historical Society-2012 Awards		1,000.00
06/06/2012	Dallas Historical Society/Fellow		500.00
01/13/2012	Dallas Symphony-Heartstrings		500.00
12/19/2012	Dallas Symphony-DSO on the Go		1,000.00
08/16/2012	DMA-Associates Circle		2,000.00
12/19/2012	Doctors Without Borders		1,000.00
12/19/2012	Educational Opportunities, Inc.		1,500.00
12/19/2012	Family Place, The		-1,000.00
12/17/2012	First Presbyterian Preschool	DCW	500.00
01/13/2012	Found for Fighting Blindness		250.00
12/17/2012	Friends of Alice Pendleton Library	DCW	250.00
05/11/2012	Friends of Florence	MJC	7,000.00
12/19/2012	Friends of the Dallas Public Library \$1000 (65.00 non ded)		935.00
12/19/2012	Genesis Women's Outreach		1,000.00
09/28/2012	George W Bush Foundation		25,000.00
12/19/2012	Goodwill Industries		10,000.00
01/13/2012	Harvard	MJC	10,000.00
12/17/2012	Harvard College (CWV & JV)	DCW	5,000.00
08/30/2012	High Atlas-Tassa Village	MJC	1,000.00
12/17/2012	Hockaday School	DCW	100.00
08/16/2012	HP Presbyterian Church		2,000.00
12/17/2012	Hurricane Island Foundation	DCW	5,000.00
12/17/2012	Institute of the Americas	DCW	10,000.00
12/17/2012	Islesboro Community Center	DCW	5,000.00
12/17/2012	Islesboro Historical Society	DCW	100.00
12/17/2012	Islesboro Island School	DCW	10,000.00

08/30/2012	Islesboro Island Just LPG Fund	DCW	5,000.00
04/30/2012	Junior League of Dallas		1,000.00
08/16/2012	KERA-Ralph Rogers		5,000.00
04/30/2012	March of Dimes		150.00
11/29/2012	Methodis Dallas Medical Ctr. Emergency Trauma Care Camp		10,000.00
10/11/2012	Methodist Health System Fnd-2012 Robert Folsom Award		250.00
12/17/2012	Miami Childrens Hosp Fund	DCW	27,800.00
12/17/2012	Miami Childrens Hosp Fund	MJC	47,200.00
10/29/2012	MOCA	MJC	8,000.00
09/26/2012	MOCA	MJC	1,000.00
01/10/2012	MOCA	MJC	25,000.00
08/16/2012	Muscular Dystrophy		1,500.00
04/30/2012	Museum of Nature & Science	Fam	100,000.00
09/18/2012	Museum of Nature & Science-Night @ the Museum		12,500.00
06/06/2012	Museum of Nature & Science/Patron		1,000.00
04/03/2012	National Museum of Natural History	MJC	10,000.00
12/19/2012	Our Friends Place		1,000.00
12/17/2012	Park School	DCW	10,000.00
12/19/2012	Parkland Foundation		5,000.00
12/17/2012	Phillips Academy	DCW	5,000.00
12/19/2012	Planned Parenthood		1,000.00
12/19/2012	Salvation Army		5,000.00
10/23/2012	Salvation Luncheon		1,000.00
12/17/2012	Santa Fe Institute	Fam	50,000.00
10/29/2012	Santa Fe Institute	MJC	25,000.00
11/29/2012	Senior Source		5,000.00
10/29/2012	Senior Source		1,000.00
08/30/2012	Smithsonian		500.00
06/06/2012	St. Johns School (CEC)	MJC	5,000.00
12/19/2012	St. Phillip's School		1,000.00
12/19/2012	Texas Scottish Rite Hospital		2,000.00
10/15/2012	The Beacon Project-Boardman House	DCW	5,000.00
01/13/2012	Trinity Trust		1,000.00
12/17/2012	U of M Frost School of Music	Fam	50,000.00
12/17/2012	U of M Frost School of Music	DCW	46,392.00
10/29/2012	United Way0Tocqueville		15,000.00
12/17/2012	University of Miami-Dept of Develop	DCW	5,000.00
01/13/2012	UTSW Texana Fisher	Fam	100,000.00
12/19/2012	VNA		1,000.00
03/13/2012	VNA		250.00
06/06/2012	West Dallas Community School		500.00
TOTAL GIFTS TO DATE			816,655.00

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
COLLINS ALTERNATIVE SOLUTIONS	22,494.
COMMONFUND CAPITAL PRIVATE EQUITY PARTNERS V, LP	1,489.
COMMONFUND CAPITAL VENTURE PARTNER VI, LP	826.
ENDOWMENT VENTURE PARTNERS V LP	577.
JPMORGAN	960.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	26,346.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
COMMONFUND CAPITAL PRIVATE EQUITY PARTNERS V, LP	8,058.	0.	8,058.
COMMONFUND CAPITAL VENTURE PARTNER VI, LP	332.	0.	332.
ENDOWMENT VENTURE PARTNERS V LP	1,722.	0.	1,722.
TOTAL TO FM 990-PF, PART I, LN 4	10,112.	0.	10,112.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ENDOWMENT VENTURE PARTNERS V, LP PARTNERSHIP INCOME-ENDOWMENT VENTURE PARTNERS V, LP PARTNERSHIP INCOME-COMMONFUND CAPITAL PRIVATE EQUITY PARTNERS V, LP	195.	195.	
COMMONFUND CAPITAL VENTURE PARTNERS VI, LP	663.	663.	
COMMONFUND CAPITAL PRIVATE EQUITY PARTNERS V, LP PARTNERSHIP INCOME-COMMONFUND CAPITAL VENTURE PARTNERS VI, LP	812.	812.	
COMMONFUND CAPITAL PRIVATE EQUITY PARTNERS V, LP PARTNERSHIP INCOME-COMMONFUND CAPITAL VENTURE PARTNERS VI, LP	667.	667.	
COMMONFUND CAPITAL PRIVATE EQUITY PARTNERS V, LP	1,494.	1,494.	
PARTNERSHIP INCOME-COMMONFUND CAPITAL VENTURE PARTNERS VI, LP	-480.	-480.	
RELIEF OF PAYABLE	3,882.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	7,233.	3,351.	

FORM 990-PF	TAXES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX WITHHELD ON INCOME FROM PASSTHROUGHS	21.	21.		0.
FOREIGN TAX ACCRUED ON INCOME FROM PASSTHROUGHS	461.	461.		0.
TO FORM 990-PF, PG 1, LN 18	482.	482.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	3,520.	3,520.		0.
BANK CHARGES	300.	300.		0.
PASS THROUGH EXPENSES	7,134.	7,134.		0.
PASS THROUGH EXPENSES	14,163.	14,163.		0.
PASS THROUGH EXPENSES	9,700.	9,700.		0.
TO FORM 990-PF, PG 1, LN 23	34,817.	34,817.		0.

FORM 990-PF	CORPORATE STOCK		STATEMENT 6
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
COLLINS CAPITAL DIVERSIFIED FUND OFFSHORE I, LTD.	55,861.	9,892,495.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	55,861.	9,892,495.	

FORM 990-PF OTHER INVESTMENTS STATEMENT 7

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ENDOWMENT VENTURE PARTNERS V LP	COST	248,774.	333,788.
COMMONFUND CAPITAL PRIVATE EQUITY PARTNERS V LP	COST	221,779.	370,309.
COMMONFUND CAPITAL VENTURE PARTNERS VI LP	COST	303,929.	639,925.
COLLINS ALTERNATIVE SOLUTIONS	COST	6,025,074.	6,151,074.
TOTAL TO FORM 990-PF, PART II, LINE 13		6,799,556.	7,495,096.

FORM 990-PF PART XV - LINE 1B LIST OF FOUNDATION MANAGERS STATEMENT 8

NAME OF MANAGER

DOROTHY DANN COLLINS TORBERT
 MICHAEL COLLINS
 DOROTHY COLLINS WEAVER

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 9

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

JAMES M. COLLINS FOUNDATION
8115 PRESTON ROAD SUITE 680
DALLAS, TX 75225

TELEPHONE NUMBER

214-691-2032

FORM AND CONTENT OF APPLICATIONS

THERE IS NO SPECIAL FORM FOR REQUESTS OF CONTRIBUTIONS OR GIFTS FOR PUBLIC CHARITABLE PURPOSES, WHICH INCLUDES CHARITABLE, SCIENTIFIC, LITERARY, RELIGIOUS AND EDUCATIONAL PUBLIC PURPOSES. A SIMPLE LETTER SETTING FORTH PUBLIC PURPOSE IS SUFFICIENT. THERE IS NO RESTRICTION ON GEOGRAPHICAL AREAS. THERE ARE DOLLAR LIMITATIONS DEPENDING ON AVAILABILITY OF FUNDS AND THE CHOICE OF THE TRUSTEES OF THE PROJECT THAT MOST BENEFITS THE PUBLIC CHARITABLE PURPOSE.

ANY SUBMISSION DEADLINES

REQUESTS ARE RECEIVED ANYTIME. NOTICE OF APPROVAL, REJECTION, AND REQUEST FOR ADDITIONAL INFORMATION IS MADE WITHIN A REASONABLE TIME.

RESTRICTIONS AND LIMITATIONS ON AWARDS

THERE IS NO RESTRICTION ON GEOGRAPHICAL AREAS. CONTRIBUTIONS, GIFTS, AND AWARDS ARE MADE EXCLUSIVELY IN AID OF PUBLIC CHARITABLE PURPOSES. THIS INCLUDES SUCH CHARITABLE, SCIENTIFIC, LITERARY, RELIGIOUS, AND EDUCATIONAL PUBLIC PURPOSES AS THE TRUSTEES SELECT FROM TIME TO TIME AND NOT FOR ANY OTHER PURPOSES. NO SCHOLARSHIPS OR LOANS OR GRANTS FOR FURTHER STUDIES AND RESEARCH ARE MADE TO INDIVIDUALS. THE FOUNDATION MAKES CONTRIBUTIONS TO SOME PRE-SELECTED ORGANIZATIONS. AWARD PROGRAMS WOULD BE PRE-SELECTED DEPENDING ON THE PUBLIC NEED.

• 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

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions JAMES M. COLLINS FOUNDATION	Employer identification number (EIN) or 75-6040743
	Number, street, and room or suite no. If a P.O. box, see instructions. 8115 PRESTON ROAD, NO. 680	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. DALLAS, TX 75225	

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.

BOBBY CHALMERS

• The books are in the care of ▶ **8115 PRESTON ROAD, SUITE 680 - DALLAS, TX 75225**

Telephone No. ▶ **(214) 691-2032** FAX No. ▶ **214-691-7886**

• 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
TAXPAYER NEEDS ADDITIONAL TIME TO GATHER DATA NECESSARY TO PREPARE AN ACCURATE RETURN.

8a 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.	8a	\$	0.
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.	8b	\$	0.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

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 ▶ *Bobby Chalmers* Title ▶ **CRA**

Date ▶ **8/12/13**