Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

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

BARBER FOUNDATION
133 WALL STREET
ABILENE, TX 79603

A Employer identification number 75-6067600

B Telephone number (see the instructions)

C If exemption application is pending, check here ► ☐

D 1 Foreign organizations, check here ► ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ► ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ► ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► ☐

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

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

I Fair market value of all assets at end of year *(from Part II, column (c), line 16)* ► $ 2,080,325.

J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis)*

Part I	**Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*	**(a)** Revenue and expenses per books	**(b)** Net investment income	**(c)** Adjusted net income	**(d)** Disbursements for charitable purposes (cash basis only)
REVENUE 1	Contributions, gifts, grants, etc, received (att sch)				
2	Ck ► ☒ if the foundn is not req to att Sch B				
3	Interest on savings and temporary cash investments			N/A	
4	Dividends and interest from securities	72,703.	72,703.		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain/(loss) from sale of assets not on line 10	11,028.			
b	Gross sales price for all assets on line 6a 424,325.				
7	Capital gain net income (from Part IV, line 2)		11,028.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit/(loss) (att sch)				
11	Other income (attach schedule) SEE STATEMENT 1	90.			
12	**Total.** Add lines 1 through 11	83,821.	83,731.		
OPERATING AND ADMINISTRATIVE EXPENSES 13	Compensation of officers, directors, trustees, etc	0.			
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach sch) SEE ST 2	1,745.	1,745.		
c	Other prof fees (attach sch)				
17	Interest				
18	Taxes (attach schedule)(see instrs) SEE STM 3	2,264.	2,264.		
19	Depreciation (attach sch) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) SEE STATEMENT 4	2,024.	2,024.		
24	**Total operating and administrative expenses.** Add lines 13 through 23	6,033.	6,033.		
25	Contributions, gifts, grants paid PART XV	68,250.			68,250.
26	**Total expenses and disbursements.** Add lines 24 and 25	74,283.	6,033.		68,250.
27	Subtract line 26 from line 12:				
a	**Excess of revenue over expenses and disbursements**	9,538.			
b	**Net investment income** (if negative, enter -0-)		77,698.		
c	**Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1	Cash – non-interest-bearing			
	2	Savings and temporary cash investments	11,067.	10,880.	10,880.
	3	Accounts receivable ►			
		Less allowance for doubtful accounts ►			
	4	Pledges receivable ►			
		Less: allowance for doubtful accounts ►			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach sch) ►			
		Less allowance for doubtful accounts ►			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments – U.S and state government obligations (attach schedule)			
	b	Investments – corporate stock (attach schedule) STATEMENT 5	1,046,346.	1,071,021.	1,624,170.
	c	Investments – corporate bonds (attach schedule)			
	11	Investments – land, buildings, and equipment: basis ►			
		Less: accumulated depreciation (attach schedule) ►			
	12	Investments – mortgage loans			
	13	Investments – other (attach schedule) STATEMENT 6	480,288.	465,338.	445,275.
	14	Land, buildings, and equipment. basis ►			
		Less: accumulated depreciation (attach schedule) ►			
	15	Other assets (describe ►)			
	16	**Total assets** (to be completed by all filers – see the instructions. Also, see page 1, item I)	1,537,701.	1,547,239.	2,080,325.
LIABILITIES	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & other disqualified persons			
	21	Mortgages and other notes payable (attach schedule).			
	22	Other liabilities (describe ►)			
	23	**Total liabilities** (add lines 17 through 22)	0.	0.	
NET ASSETS OR FUND BALANCES		**Foundations that follow SFAS 117, check here ► ☐ 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 ► ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	1,537,701.	1,547,239.	
	28	Paid-in or capital surplus, or land, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)	1,537,701.	1,547,239.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	1,537,701.	1,547,239.	

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	1,537,701.
2	Enter amount from Part I, line 27a	2	9,538.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	1,547,239.
5	Decreases not included in line 2 (itemize) ►	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	1,547,239.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a	SEE STATEMENT 7			
b				
c				
d				
e				

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

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

	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a				
b				
c				
d				
e				

2	Capital gain net income or (net capital loss). If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7	2	11,028.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	3	11,753.

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 (column (b) divided by column (c))
2011	82,285.	1,998,769.	0.041168
2010	70,655.	1,915,046.	0.036895
2009	70,693.	1,642,553.	0.043038
2008	88,053.	1,772,484.	0.049678
2007	86,588.	2,040,200.	0.042441

2	**Total** of line 1, column (d)	2	0.213220
3	Average distribution ratio for the 5-year base period – divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.042644
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	2,017,767.
5	Multiply line 4 by line 3	5	86,046.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	777.
7	Add lines 5 and 6	7	86,823.
8	Enter qualifying distributions from Part XII, line 4	8	68,250.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here . ► ☐ and enter 'N/A' on line 1. Date of ruling or determination letter: ________ **(attach copy of letter if necessary – see instrs)** **b** Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► ☐ and enter 1% of Part I, line 27b **c** All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b).			1	1,554.
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	1,554.
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	1,554.
6 Credits/Payments				
a 2012 estimated tax pmts and 2011 overpayment credited to 2012	6a	1,464.		
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	1,464.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☒ 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	90.
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** ►	**Refunded** ►		11	

Part VII-A Statements Regarding Activities

		Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1b		X
*If the answer is 'Yes' to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation ►$ 0. **(2)** On foundation managers ►$ 0. **e** Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ►$ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		X
If 'Yes,' attach a detailed description of the activities			
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If 'Yes,' attach a conformed copy of the changes*	3		X
4 a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		X
If 'Yes,' attach the statement required by General Instruction T			
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?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If 'Yes,' complete Part II, column (c), and Part XV*	7	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ► TX			
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If 'No,' attach explanation*	8b	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*	9		X
10 Did any persons become substantial contributors during the tax year? *If 'Yes,' attach a schedule listing their names and addresses*	10		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?	13	X	

Website address ► N/A

14 The books are in care of ► LEE HAMPTON Telephone no. ► 325 698-0186

Located at ► 133 WALL ST, ABILENE, TX ZIP + 4 ► 79603

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** – Check here N/A ► ☐

and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A

			Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If 'Yes,' enter the name of the foreign country ►			

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

			Yes	No
	File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies.			
1 a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ **Yes** ☒ **No**			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ **Yes** ☒ **No**			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ **Yes** ☒ **No**			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ **Yes** ☒ **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)? ☐ **Yes** ☒ **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.) ☐ **Yes** ☒ **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)?	1 b	N/A	
	Organizations relying on a current notice regarding disaster assistance check here ► ☐			
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?	1 c		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? ☐ **Yes** ☒ **No** If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__			
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.)	2 b	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 ► 20__ , 20__ , 20__ , 20__			
3 a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ **Yes** ☒ **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.)*	3 b	N/A	
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a		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?	4 b		X

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

5 a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ **Yes** ☒ **No**

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ **Yes** ☒ **No**

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ **Yes** ☒ **No**

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ **Yes** ☒ **No**

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ **Yes** ☒ **No**

b If any answer is 'Yes' to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5 b** N/A

Organizations relying on a current notice regarding disaster assistance check here ► ☐

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

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

6 a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ **Yes** ☒ **No**

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6 b** X

If 'Yes' to 6b, file Form 8870

7 a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ **Yes** ☒ **No**

b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction? N/A **7 b**

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

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

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
SEE STATEMENT 8		0.	0.	0.

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
NONE		
Total number of others receiving over $50,000 for professional services ►		0

Part IX-A Summary of Direct Charitable Activities

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

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

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

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	2,037,520.
b	Average of monthly cash balances			1b	10,974.
c	Fair market value of all other assets (see instructions)			1c	
d	**Total** (add lines 1a, b, and c)			1d	2,048,494.
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	2,048,494.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)			4	30,727.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4			5	2,017,767.
6	**Minimum investment return.** Enter 5% of line 5			6	100,888.

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	100,888.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	1,554.		
b	Income tax for 2012 (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	1,554.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	99,334.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	99,334.
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted. Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	99,334.

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	68,250.
b	Program-related investments — total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	68,250.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	68,250.

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					99,334.
2 Undistributed income, if any, as of the end of 2012.					
a Enter amount for 2011 only				22,277.	
b Total for prior years: 20 ___, 20 ___, 20 ___			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. ► $ 68,250.					
a Applied to 2011, but not more than line 2a				22,277.	
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					45,973.
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 instructions				0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013					53,361.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)		0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)		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			
	(a) 2012	**(b)** 2011	**(c)** 2010	**(d)** 2009	**(e) Total**
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))

HARWELL BARBER

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

NONE

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

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

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

SEE STATEMENT 9

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

SEE STATEMENT FOR LINE 2A

c Any submission deadlines:

SEE STATEMENT FOR LINE 2A

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

SEE STATEMENT FOR LINE 2A

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 10				
Total			► **3a**	68,250.
b *Approved for future payment*				
Total			► **3b**	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	72,703.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory				3,818.	7,210.
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a OTHER INCOME			14	90.	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				76,611.	7,210.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 83,821.

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
N/A	

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

			Yes	No
1	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?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
(1)	Cash	**1 a (1)**		X
(2)	Other assets	**1 a (2)**		X
b	Other transactions			
(1)	Sales of assets to a noncharitable exempt organization	**1 b (1)**		X
(2)	Purchases of assets from a noncharitable exempt organization	**1 b (2)**		X
(3)	Rental of facilities, equipment, or other assets	**1 b (3)**		X
(4)	Reimbursement arrangements	**1 b (4)**		X
(5)	Loans or loan guarantees	**1 b (5)**		X
(6)	Performance of services or membership or fundraising solicitations	**1 b (6)**		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	**1 c**		X

d 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.

(a) Line no.	**(b)** Amount involved	**(c)** Name of noncharitable exempt organization	**(d)** Description of transfers, transactions, and sharing arrangements
N/A			

2 a 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
N/A		

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

Signature of officer or trustee

Date: 5-8-13

Title: ▶ MANAGING TRUSTEE

May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name BOBBY MELSON, CPA	Preparer's signature Bobby Melson BOBBY MELSON, CPA	Date 5.4.13	Check ☐ if self-employed	PTIN P00053439
Firm's name ▶ DAVIS KINARD & CO, PC			Firm's EIN ▶ 75-1332266	
Firm's address ▶ 400 PINE ST., STE. 600 ABILENE, TX 79601			Phone no (325) 672-4000	

STATEMENT 1
FORM 990-PF, PART I, LINE 11
OTHER INCOME

	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
OTHER INCOME	$ 90.		
TOTAL	$ 90.	$ 0.	$ 0.

STATEMENT 2
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	$ 1,745.	$ 1,745.		
TOTAL	$ 1,745.	$ 1,745.		$ 0.

STATEMENT 3
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	$ 800.	$ 800.		
EXCISE TAXES PAID	1,464.	1,464.		
TOTAL	$ 2,264.	$ 2,264.		$ 0.

STATEMENT 4
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TRUSTEE FEES	$ 1,870.	$ 1,870.		
POSTAGE	27.	27.		
OTHER EXPENSE	127.	127.		
TOTAL	$ 2,024.	$ 2,024.		$ 0.

STATEMENT 5
FORM 990-PF, PART II, LINE 10B
INVESTMENTS - CORPORATE STOCKS

CORPORATE STOCKS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
NATIONAL FUEL GAS	COST	$ 36,276.	$ 152,070.
MDU RESOURCES	COST	38,867.	98,532.
AM ELEC POWER	COST	29,771.	97,310.
XCEL ENERGY	COST	69,450.	100,750.
PUBLIC SERVICE ENTERPRISES	COST	40,078.	91,800.
DUKE ENERGY	COST	48,258.	55,251.
NUSTAR ENERGY (FORMERLY VALERO L.P.)	COST	3,267.	86,914.
VANGUARD - AES TR III	COST	58,116.	59,580.
SPECTRA ENERGY CORP	COST	37,518.	35,594.
ALLIANCE SOCIETAS EUROPAEA - SE	COST	50,000.	51,250.
BAC CAPITAL TRUST VIII PREFERRED 6.00%	COST	49,988.	63,378.
VANGUARD INDEX TR REIT VIPER SHS	COST	87,930.	98,700.
JP MORGAN CHASE CAP XVI PREF TR 6.35%	COST	49,988.	57,234.
ENTERPRISE PRODUCTS PARTNERS LP	COST	10,553.	81,781.
ABBOTT LABORATORIES	COST	0.	0.
ALTRIA GROUP INCORPORATED	COST	0.	0.
AMERICAN CAMPUS COMMUNITIES	COST	0.	0.
AT&T INCORPORATED	COST	9,511.	11,360.
BANK OF HAWAII CORP	COST	13,251.	13,479.
CHEVRON CORPORATION	COST	14,369.	16,329.
COCA-COLA CO	COST	12,414.	13,558.
DU PONT E I DE NEMOURS & CO	COST	11,200.	10,480.
EXXON MOBIL CORP	COST	0.	0.
HOME DEPOT INC	COST	0.	0.
INTEL CORP	COST	15,953.	14,723.
JOHNSON & JOHNSON INC	COST	15,339.	17,104.
KIMBERLY-CLARK	COST	7,413.	9,794.
KRAFT FOODS INC	COST	3,838.	4,911.
LOCKHEED MARTIN CORP	COST	10,400.	12,736.
MCDONALDS CORP	COST	11,498.	12,085.
MICROSOFT	COST	13,316.	13,301.
NOVARTIS AG	COST	16,203.	18,357.
NUCOR CORP	COST	0.	0.
PAYCHEX INC	COST	10,232.	10,792.
TAIWAN SEMICONDUCTOR MFG CO LTD	COST	0.	0.
TOTAL SASPONSORED ADR	COST	15,745.	16,331.
VODAFONE GROUP-SP ADR NEW	COST	16,802.	15,668.
WASTE MANAGEMENT INC	COST	0.	0.
3M CO	COST	10,742.	11,699.
BLACKROCK INC	COST	15,451.	19,224.
CENTURYLINK INC	COST	14,406.	15,022.
CULLEN/FROST BANKERS INC	COST	13,312.	14,870.
HARRIS CORP	COST	8,101.	10,428.
MATTEL INC	COST	10,374.	14,648.
PEPSICO INC	COST	13,150.	14,097.
PG & E CORP CO	COST	0.	0.
PNC FINANCIAL SERVICES GROUP INC	COST	12,957.	13,353.
ROYAL DUTCH SHELL PLC	COST	13,814.	14,617.
UNITED PARCEL SERVICE, INC	COST	14,196.	15,115.
WALGREEN CO	COST	12,111.	13,139.
APPLIED MATERIALS INC.	COST	14,521.	14,197.
DARDEN RESTARAUNTS INCORPORATED	COST	11,005.	11,087.
EATON CORP PLC	COST	17,336.	18,096.
GENERAL MILLS	COST	13,025.	13,419.
JP MORGAN CHASE & CO	COST	9,899.	10,728.

STATEMENT 5 (CONTINUED)
FORM 990-PF, PART II, LINE 10B
INVESTMENTS - CORPORATE STOCKS

CORPORATE STOCKS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
KLA-TENCOR CORP	COST	$ 9,801.	$ 10,077.
MONDELEZ INTL INC.	COST	7,139.	8,298.
OCCIDENTAL PETROLEUM CORP.	COST	12,297.	10,649.
PPL CORPORATION	COST	9,861.	10,135.
PROCTOR & GAMBLE CO.	COST	10,620.	11,270.
TEVA PHARMACEUTICAL INDS LTD ADR	COST	9,359.	8,850.
	TOTAL	$ 1,071,021.	$ 1,624,170.

STATEMENT 6
FORM 990-PF, PART II, LINE 13
INVESTMENTS - OTHER

OTHER INVESTMENTS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
GABELLI CONV DEBENTURE FUND	COST	$ 0.	$ 0.
FIDELITY GNMA	COST	47,561.	51,215.
FINANCIAL SQUARE TRUST FUND GOV.PORTFOLI	COST	72,370.	72,370.
DODGE & COX GLOBAL STOCK FUND	COST	100,000.	89,900.
DODGE & COX INTERNATIONAL STOCK FUND	COST	77,916.	68,668.
HARBOR INTERNATIONAL FUND	COST	75,000.	70,367.
HARBOR BOND FUND	COST	52,491.	53,599.
PERKINS MID CAP VALUE FUND	COST	40,000.	39,156.
	TOTAL	$ 465,338.	$ 445,275.

STATEMENT 7
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
1	ABBOTT LABORATORIES	PURCHASED	2/10/2012	12/12/2012
2	EXXON MOBIL CORP	PURCHASED	VARIOUS	VARIOUS
3	HOME DEPOT INC.	PURCHASED	VARIOUS	1/11/2012
4	KIMBERLY-CLARK	PURCHASED	VARIOUS	6/20/2012
5	ALTRIA GROUP INCORPORATED	PURCHASED	VARIOUS	2/10/2012
6	AT&T INCORPORATED	PURCHASED	VARIOUS	6/19/2012
7	PG & E CORP CO.	PURCHASED	VARIOUS	5/24/2012
8	AMERICAN CAMPUS COMMUNITIES	PURCHASED	VARIOUS	1/24/2012
9	WASTE MGMT INC.	PURCHASED	VARIOUS	7/11/2012
10	NUCOR CORP	PURCHASED	VARIOUS	12/04/2012
11	ABBOTT LABORATORIES	PURCHASED	VARIOUS	VARIOUS
12	EXXON MOBIL CORP	PURCHASED	VARIOUS	VARIOUS
13	HOME DEPOT INC.	PURCHASED	VARIOUS	1/11/2012
14	KIMBERLY-CLARK	PURCHASED	4/21/2011	6/20/2012
15	HARRIS CORP	PURCHASED	VARIOUS	10/17/2012
16	ALTRIA GROUP INCORPORATED	PURCHASED	VARIOUS	2/10/2012
17	AT&T INCORPORATED	PURCHASED	VARIOUS	6/19/2012

STATEMENT 7 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
18	AMERICAN CAMPUS COMMUNITIES	PURCHASED	VARIOUS	1/24/2012
19	WASTE MGMT INC.	PURCHASED	VARIOUS	7/11/2012
20	NUCOR CORP	PURCHASED	VARIOUS	VARIOUS
21	KRAFT FOODS GROUP INC.	PURCHASED	11/23/2010	10/15/2012
22	GABELLI CONV AND INCOME SEC FUND	PURCHASED	12/17/2006	VARIOUS
23	VANGUARD INDEX TR REIT VIPER SHS	PURCHASED	3/17/2008	1/30/2012
24	DUKE ENERGY CORP NEW	PURCHASED	1/01/1981	7/26/2012
25	TAIWAN SEMICONDUCTOR MFG CO LTD	PURCHASED	VARIOUS	4/26/2012
26	TAIWAN SEMICONDUCTOR MFG CO LTD	PURCHASED	VARIOUS	4/26/2012
27	FINANCIAL SQUARE GOVERNMENT FUND	PURCHASED	VARIOUS	VARIOUS
28	FINANCIAL SQUARE GOVERNMENT FUND	PURCHASED	VARIOUS	VARIOUS
29	EATON CORP	PURCHASED	6/01/2012	12/13/2012
30	CAPITAL GAIN DIVIDENDS			

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I)-(J)	(L) GAIN (LOSS)
1	2,133.		1,762.	371.				$ 371.
2	7,565.		6,624.	941.				941.
3	7,888.		6,116.	1,772.				1,772.
4	5,806.		5,060.	746.				746.
5	5,722.		5,094.	628.				628.
6	3,153.		2,699.	454.				454.
7	10,108.		8,925.	1,183.				1,183.
8	4,307.		3,675.	632.				632.
9	7,411.		7,739.	-328.				-328.
10	4,044.		3,865.	179.				179.
11	14,251.		10,330.	3,921.				3,921.
12	7,034.		6,012.	1,022.				1,022.
13	5,418.		4,141.	1,277.				1,277.
14	1,145.		924.	221.				221.
15	5,619.		5,303.	316.				316.
16	4,241.		3,644.	597.				597.
17	3,012.		2,518.	494.				494.
18	4,473.		3,345.	1,128.				1,128.
19	4,720.		5,480.	-760.				-760.
20	10,110.		9,405.	705.				705.
21	31.		21.	10.				10.
22	25,027.		42,953.	-17,926.				-17,926.
23	64,766.		62,020.	2,746.				2,746.
24	43.		37.	6.				6.
25	6,321.		4,621.	1,700.				1,700.
26	6,320.		5,199.	1,121.				1,121.
27	79,105.		79,105.	0.				0.
28	103,398.		103,398.	0.				0.
29	17,336.		13,282.	4,054.				4,054.
30								3,818.
							TOTAL	$ 11,028.

STATEMENT 8
FORM 990-PF, PART VIII, LINE 1
LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED	COMPEN- SATION	CONTRI- BUTION TO EBP & DC	EXPENSE ACCOUNT/ OTHER
HARWELL BARBER 133 WALL STREET ABILENE, TX 79603	PRESIDENT 5.00	$ 0.	$ 0.	$ 0.
LEE A. HAMPTON 133 WALL ST. ABILENE, TX 79603	VICE PRESIDENT 5.00	0.	0.	0.
CAROLYN BARBER 133 WALL STREET ABILENE, TX 79603	SECRETARY 5.00	0.	0.	0.
RITA C. HAMPTON 133 WALL STREET ABILENE, TX 79603	TREASURER 5.00	0.	0.	0.
STEPHEN G. BARBER 133 WALL STREET ABILENE, TX 79603	VICE PRESIDENT 5.00	0.	0.	0.
	TOTAL	$ 0.	$ 0.	$ 0.

STATEMENT 9
FORM 990-PF, PART XV, LINE 2A-D
APPLICATION SUBMISSION INFORMATION

NAME OF GRANT PROGRAM:
NAME: HARWELL BARBER
CARE OF:
STREET ADDRESS: 133 WALL STREET
CITY, STATE, ZIP CODE: ABILENE, TX 79603
TELEPHONE:
E-MAIL ADDRESS:
FORM AND CONTENT: INFORMAL LETTER OF REQUEST STATING PURPOSE AND OPERATIONS.
SUBMISSION DEADLINES: NONE
RESTRICTIONS ON AWARDS: NO RESTRICTIONS

STATEMENT 10
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUNDATION STATUS	PURPOSE OF GRANT	AMOUNT
ABILENE HOPE HAVEN 801 S TREADAWAY ABILENE, TX 79602	NONE	N/A	SUPPORT FOR HOUSING SERVICES FOR THE HOMELESS	$ 500.
ABILENE PHILHARMONIC GUILD 402 CYPRESS ST. SUITE 130 ABILENE, TX 79601	NONE	N/A	SUPPORT FOR OPERATIONS	1,250.
AMERICAN RED CROSS 1610 N 2ND ABILENE, TX 79601	NONE	N/A	SUPPORT FOR EMERGENCY SERVICES	2,000.
BOYS & GIRLS CLUBS OF ABILENE P.O. BOX 2013 ABILENE, TX 79604	NONE	N/A	SUPPORT OF PROGRAMS FOR YOUTH	2,500.
BREAKFAST ON BEECH STREET, INC P.O. BOX 5911 ABILENE, TX 79608	NONE	N/A	SUPPORT FOR HUMAN SERVICES	300.
CANCER SERVICES NETWORK 240 CYPRESS ST ABILENE, TX 79601	NONE	N/A	SUPPPORT FOR OPERATIONS FOR THE BENEFIT OF CANCER PATIENTS	3,200.
CENTER FOR CONTEMPORARY ARTS 220 CYPRESS ABILENE, TX 79601	NONE	N/A	SUPPORT FOR OPERATIONS	500.
CHURCH OF THE HEAVENLY REST 602 MEANDER ABILENE, TX 79602	NONE	N/A	SUPPORT FOR CHRISTIAN PROGRAMS & CAPITAL CAMPAIGN	7,100.
COMMUNITY FOUNDATION OF ABILENE P.O. BOX 1001 ABILENE, TX 79604	NONE	N/A	SUPPORT FOR OPERATIONS	500.
THE GRACE MUSEUM 102 CYPRESS ST ABILENE, TX 79601	NONE	N/A	SUPPORT FOR MUSEUM OPERATIONS	1,600.
HENDRICK HOME FOR CHILDREN P.O. DRAWER 5195 ABILENE, TX 79608	NONE	N/A	SUPPORT FOR CHILD PLACING AGENCY	500.

STATEMENT 10 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND-ATION STATUS	PURPOSE OF GRANT	AMOUNT
HENDRICK MEDICAL CENTER FOUND 1900 PINE ST ABILENE, TX 79601	NONE	N/A	SUPPORT FOR PROGRAMS TO FOSTER AND SUPPORT HENDRICK MEDICAL CENTER	$ 2,000.
NATIONAL MUSEUM OF FUNERAL HISTORY 415 BARREN SPRINGS DR HOUSTON, TX 77090	NONE	N/A	SUPPORT FOR EDUCATIONAL PROGRAMS	750.
PRESBYTERIAN MEDICAL CARE MISSION 302 MEDICAL DRIVE ABILENE, TX 79601	NONE	N/A	SUPPORT FOR MEDICAL CARE PROGRAMS FOR THE NEEDY	2,000.
BEN RICHEY BOYS RANCH P.O. BOX 6839 ABILENE, TX 79608	NONE	N/A	SUPPORT FOR BASIC CHILD CARE FACILITY	500.
SALVATION ARMY P.O. BOX 6929 ABILENE, TX 79608	NONE	N/A	SUPPORT FOR RELIEF PROGRAMS	500.
SPECIAL OLYMPICS - TEXAS P.O. BOX 201087 AUSTIN, TX 78720	NONE	N/A	SUPPORT FOR ATHLETIC TRAINING AND SPORTS COMPETITION FOR MENTALLY RETARDED INDIVIDUALS	300.
TEXAS TRAILS COUNCIL, BSA BOY SCOUTS OF AMERICA ABILENE, TX 79601	NONE	N/A	SUPPORT FOR EDUCATIONAL CHILDREN'S ACTIVITIES	1,000.
WEST TEXAS REHABILITATION CENT 4601 HARTFORD ABILENE, TX 79605	NONE	N/A	SUPPORT FOR REHABILITATION AND THERAPY PROGRAMS	1,500.
YMCA OF ABILENE 3250 STATE ST. ABILENE, TX 79603	NONE	N/A	SUPPORT FOR PROGRAMS TO SERVE CHRISTIAN MEN, CHILDREN & THEIR FAMILIES	1,000.
AMERICAN HEART ASSOC 149 N. WILLIS, SUITE 10 ABILENE, TX 79603	NONE	N/A	SUPPORT RESEARCH TO PREVENT HEART DISEASE	500.

STATEMENT 10 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND-ATION STATUS	PURPOSE OF GRANT	AMOUNT
DIOCESE OF NW TEXAS, EPISCOPAL 1802 BROADWAY LUBBOCK, TX 79401	NONE	N/A	SUPPORT OF HAPPY CAMP	$ 1,000.
MEALS ON WHEELS PLUS, INC P.O. BOX 903 ABILENE, TX 79604	NONE	N/A	FOOD FOR THE HOMEBOUND	1,000.
NOAH PROJECT, INC. P. O. BOX 875 ABILENE, TX 79604	NONE	N/A	SPONSOR OF FUNDRAISER EVENT TO RAISE FUNDS FOR OPERATIONS	500.
RESCUE THE ANIMALS 4620 N 1ST ABILENE, TX 79603	NONE	N/A	SUPPORT FINDING HOMES FOR HOMELESS AND UNWANTED ANIMALS	200.
ABILENE COMMUNITY THEATRE 801 S. MOCKINGBIRD ABILENE, TX 79605	NONE	N/A	SUPPORT FOR ARTS, CULTURE & HUMANITIES	500.
ABILENE PRESERVATION LEAGUE P.O. BOX 3451 ABILENE, TX 79604	NONE	N/A	PRESERVATION OF OLD LANDMARKS	1,500.
CHRISTIAN HOMES OF ABILENE PO BOX 270 ABILENE, TX 79604	NONE	N/A	ADOPTION EXPENSES	500.
FRIENDS OF THE ABILENE PUBLIC LIBRARY 202 CEDAR ST ABILENE, TX 79601	NONE	N/A	SUPPORT FOR EDUCTION PROGRAM	200.
LIGHTHOUSE FOR NEW HOPE PO BOX 851030 MESQUITE, TX 75185	NONE	N/A	CHARITABLE WORK	250.
MENTAL HEALTH ASSOCIATION P. O. BOX 7262 ABILENE, TX 79608	NONE	N/A	MENTAL HEALTH PROGRAMS	500.
ST JOHN'S EPISCOPAL SCHOOL 1600 SHERMAN DRIVE ABILENE, TX 79605	NONE	N/A	EDUCATIONAL	2,000.
YOUNG LIFE - LONE STAR REGION LONE STAR REGION COLORADO SPRINGS, CO 80901	NONE	N/A	TEEN AGER PROGRAMS	1,500.

STATEMENT 10 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND-ATION STATUS	PURPOSE OF GRANT	AMOUNT
ABILENE EDUCATION FOUNDATION P.O. BOX 1999 ABILENE, TX 79604	NONE	N/A	SUPPORT FOR CHRISTIAN EDUCATION	$ 1,000.
DAY NURSERY OF ABILENE 702 CEDAR ST. ABILENE, TX 79601	NONE	N/A	SUPPORT CHILD CARE FOR FAMILIES WITH LOW INCOME	500.
ALLIANCE FOR WOMEN & CHILDREN 1350 N. 10TH ABILENE, TX 79601	NONE	N/A	PROMOTING CHRISTIAN LIVING	1,000.
FOOD BANK OF WEST CENTRAL TEXAS 5505 N. 1ST ST. ABILENE, TX 79603	NONE	N/A	SUPPORT FOR MEALS FOR THE ELDERLY AND HOMEBOUND	2,000.
CONNECTING CARING COMMUNITIES 402 CYPRESS ST., SUITE 420 ABILENE, TX 79601	NONE	N/A	ENCOURAGING SELF-SUFFICIENCY AND EDUCATION	700.
BIG BROTHERS BIG SISTERS OF NORTH TEXAS 720 PINE ST., SUITE 1 ABILENE, TX 79601	NONE	N/A	SUPPORT FOR CHILDREN ACTIVITIES AND EDUCATION	1,000.
LOVE AND CARE MINISTRIES 233 FANNIN ST ABILENE, TX 79603	NONE	N/A	SUPPORT FOR RELIGIOUS AND EDUCATIONAL OPERATIONS	500.
DISABILITY RESOURCES, INC P.O. BOX 1880 ABILENE, TX 79604	NONE	N/A	PROVIDING SUPPORT FOR OPERATIONS	1,000.
HARMONY FAMILY SERVICES, INC. P.O. BOX 329 ABILENE, TX 79604	NONE	N/A	SUPPORT FOR OPERATIONS	500.
ABILENE PERFORMING ARTS COMPANY 1049 INDUSTRIAL BLVD, STE 200 ABILENE, TX 79602	NONE	N/A	HELP STUDENTS PURSUE THEIR DREAMS THROUGH PERFORMING ARTS EDUCATION	300.

STATEMENT 10 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUNDATION STATUS	PURPOSE OF GRANT	AMOUNT
ABILENE PHILHARMONIC ASSOCIATION, INC 402 CYPRESS ST, STE 130 ABILENE, TX 79601	NONE	N/A	SUPPORT OPERATIONS	$ 2,500.
NCCIL 102 CEDAR ST ABILENE, TX 79601	NONE	N/A	ENHANCES VISUAL AND VERBAL LITERACY BY CELEBRATING THE BEST ORIGINAL ART PUBLISHED IN CHILDREN'S LITEREATURE	500.
ABILENE HABITAT FOR HUMANITY PO BOX 1267 ABILENE, TX 79604	NONE	N/A	PARTNERS WITH PEOPLE IN NEED TO RENOVATE OR BUILD SIMPLE, DECENT, AFFORDABLE HOUSING	1,000.
REGIONAL CRIME VICTIM CRISIS CENTER PO BOX 122 ABILENE, TX 79604	NONE	N/A	PROVIDES ASSISTANCE TO VICTIMS OF VIOLENT CRIME IN ABILENE AND SURROUNDING AREAS	500.
ABILENE ARTS ALLIANCE 1101 NORTH 1ST STREET ABILENE, TX 79601	NONE	N/A	SUPPORT FOR OPERATIONS SUPPORTING ARTS IN THE COMMUNITY	2,500.
PREGNANCY RESOURCES OF ABILENE 598 WESTWOOD DRIVE ABILENE, TX 79603	NONE	N/A	TO SUPPORT OPERATIONS	1,000.
FAITHWORKS OF ABILENE 1229 N. MOCKINGBIRD ABILENE, TX 79603	NONE	N/A	TO SUPPORT OPERATIONS	500.
NEW HORIZONS 500 CHESTNUT STREET ABILENE, TX 79602	NONE	N/A	TO SUPPORT OPERATIONS IN FOSTER CHILD CARE	500.
ABILENE COMMUNITY PARTNERS TAYLOR COUNTY TREASURER ABILENE, TX 79602			SUPPORT FOR OPERATIONS	300.

STATEMENT 10 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUNDATION STATUS	PURPOSE OF GRANT	AMOUNT
ABILENE PUBLIC RADIO 89.7 KACU-FM ABILENE, TX 79699			SUPPORT FOR OPERATIONS	$ 500.
ABILENE VOLUNTEER SERVICES COUNCIL ABILENE STATE SUPPORTERS ABILENE, TX 79604			SUPPORT FOR OPERATIONS	300.
ABILENE ZOO 2070 ZOO LANE ABILENE, TX 79602			PROMOTE EDUCATION ABOUT ANIMALS	1,000.
SEMINARY OF THE SOUTHWEST PO BOX 2247 AUSTIN, TX 78768			SUPPORT FOR OPERATIONS	2,000.
BCFS 1506 BEXAR CROSSING SAN ANTONIO, TX 78232			SUPPORT FOR OPERATIONS	2,000.
KERA 3000 HARRY HINES BLVD DALLAS, TX 75201			SUPPORT FOR OPERATIONS	200.
MCMURRY UNIVERSITY 1400 SAYLES BLVD ABILENE, TX 79605			SUPPORT FOR OPERATIONS	500.
TEXAS FRONTIER HERITAGE & CULTURAL CNTR 410 APPLETON STREET BUFFALO GAP, TX 79508			SUPPORT FOR OPERATIONS	1,000.
VAN CLIBURN FOUNDATION 2525 RIDGMAR BLVD, SUITE 307 FORT WORTH, TX 76116			SUPPORT FOR OPERATIONS	500.
FELLOWSHIP OF CHRISTIAN ATHLETES 8701 LEEDS ROAD KANSAS CITY, MO 64129			SUPPORT FOR OPERATIONS.	500.
SIMS FOUNDATION PO BOX 2152 AUSTIN, TX 78768			SUPPORT OF OPERATIONS.	1,300.
THE AUSTIN STONE COMMUNITY CHURCH 1715 W. CESAR CHAVEZ AUSTIN, TX 78703			SUPPORT OF OPERATIONS.	500.

STATEMENT 10 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND-ATION STATUS	PURPOSE OF GRANT	AMOUNT
THE KHABELE SCHOOL 801 RIO GRANDE ST. AUSTIN, TX 78701			SUPPORT OF OPERATIONS.	$ 500.
			TOTAL	$ 68,250.