Form **990-PF**

Department of the Treasury
Internal Revenue Service

Notice 2008-6 Status Change

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 ,

Hodges Texas Charitable Trust
6335 West Northwest Hwy. #1214
Dallas, TX 75225

A Employer identification number 75-6463677

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) ► $ 846,090.

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)
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				
4	Dividends and interest from securities				
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain/(loss) from sale of assets not on line 10				
b	Gross sales price for all assets on line 6a				
7	Capital gain net income (from Part IV, line 2)				
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	227,471.	227,471.		
12	**Total.** Add lines 1 through 11	227,471.	227,471.	0.	
13	Compensation of officers, directors, trustees etc	0.			
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule) See St. 2	358.	358.		
b	Accounting fees (attach sch)				
c	Other prof fees (attach sch) See St 3	10,462.	10,462.		
17	Interest				
18	Taxes (attach schedule)(see instrs) See Stm 4	18,939.	18,939.		
19	Depreciation (attach sch) and depletion	34,121.	34,121.		
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) See Statement 5	46,229.	46,229.		
24	**Total operating and administrative expenses.** Add lines 13 through 23	110,109.	110,109.		
25	Contributions, gifts, grants paid Part XV.	156,890.			156,890.
26	**Total expenses and disbursements.** Add lines 24 and 25	266,999.	110,109.	0.	156,890.
27	Subtract line 26 from line 12:				
a	**Excess of revenue over expenses and disbursements**	-39,528.			
b	**Net investment income** (if negative, enter -0-)		117,362.		
c	**Adjusted net income** (if negative, enter -0-)			0.	

REVENUE

OPERATING AND ADMINISTRATIVE EXPENSES

SCANNED NOV 1 4 2013

RECEIVED
NOV 0 4 2013
TELLER #36
IRS OGDEN, UTAH

BAA For Paperwork Reduction Act Notice, see instructions. TEEA0504L 12/23/12 Form **990-PF** (2012)

618

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	50,497.	45,090.	
	2	Savings and temporary cash investments			
	3	Accounts receivable ►			
		Less allowance for doubtful accounts ►			
	4	Pledges receivable ►			
		Less. allowance for doubtful accounts ►			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see 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)			
	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)	801,000.	801,000.	846,090.
	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)	851,497.	846,090.	846,090.
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			
	28	Paid-in or capital surplus, or land, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	851,497.	846,590.	
	30	**Total net assets or fund balances** (see instructions)	851,497.	846,590.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	851,497.	846,590.	

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	851,497.
2	Enter amount from Part I, line 27a	2	-39,528.
3	Other increases not included in line 2 (itemize) ► See Statement 6	3	34,121.
4	Add lines 1, 2, and 3	4	846,090.
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	846,090.

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	N/A			
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

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

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.) N/A

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			
2010			
2009			
2008			
2007			

2	Total of line 1, column (d)	2	
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	
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	
5	Multiply line 4 by line 3	5	
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	
7	Add lines 5 and 6	7	
8	Enter qualifying distributions from Part XII, line 4	8	

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.		1	2,347.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (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	2,347.
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	2,347.
6 Credits/Payments			
a 2012 estimated tax pmts 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 ☒ if Form 2220 is attached		8	53.
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ►		9	2,400.
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? *If 'Yes,' attach a detailed description of the activities.*	2		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*	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		X
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If 'Yes,' attach the statement required by General Instruction T*	5		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?	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) ► NA			
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* See Statement 7	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)*

		Yes	No
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 ► Harold Curtis Telephone no ►

Located at ► 6335 W Northwest Hwy. #1214 Dallas TX ZIP + 4 ► 75225

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 0.

		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

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

		Yes	No
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)*

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

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

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

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

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

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

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

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

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

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

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

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

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

1 List all officers, directors, trustees, foundation managers and their compensation (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
Harold R. Curtis 6335 W. Northwest Hwy. #1214 Dallas, TX 75225	Trustee 0	0.	0.	0.
June Yeager Martin 3439 West Lawther Dr. Dallas, TX	Trustee 0	0.	0.	0.
Mary Ann Lawhorn 5114 McKinney Ave. # 206 Dallas, TX	Trustee 0	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	
b	Average of monthly cash balances	1b	
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	0.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) **1e**		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	0.
6	**Minimum investment return.** Enter 5% of line 5	6	0.

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	
2a	Tax on investment income for 2012 from Part VI, line 5	2a	2,347.		
b	Income tax for 2012 (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	2,347.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	-2,347.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	-2,347.
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	0.

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	156,890.
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	156,890.
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	156,890.

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					0.
2 Undistributed income, if any, as of the end of 2012:					
a Enter amount for 2011 only				0.	
b Total for prior years: 20 ___, 20 ___, 20 ___			0.		
3 Excess distributions carryover, if any, to 2012					
a From 2007					
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 ► $ 156,890.					
a Applied to 2011, but not more than line 2a				0.	
b Applied to undistributed income of prior years (Election required — see instructions)			0.		
c Treated as distributions out of corpus (Election required — see instructions)		0.			
d Applied to 2012 distributable amount					0.
e Remaining amount distributed out of corpus		156,890.			
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		156,890.			
b Prior years' undistributed income Subtract line 4b from line 2b			0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			0.		
d Subtract line 6c from line 6b. Taxable amount — see instructions			0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount — see instructions				0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013					0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)		0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)		0.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		156,890.			
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	156,890.				

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

Part XV Supplementary Information (Complete this part only if the 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

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:

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*				
Skillman Church of Christ Dallas, TX			General Fund & Missions	17,376.
Abilene Christian University Abilene, TX			Scholarship	27,666.
Dallas Christian School Dallas, TX			Scholarships	28,041.
Baylor University Waco, TX			Scholarships	62,316.
Harding University Searcy, AK			Scholarships	7,641.
Heritage Christian Rockwall, TX			Scholarships	13,850.
Total			► **3a**	156,890.
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					
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					
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue·					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		227,471.			

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 227,471.

(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

HR Carter 10/26/13 ▶ Trustee

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Robert L. Ward		10/24/13		P00622591

Firm's name ► WARD, ASEL & ASSOCIATES, P.C. Firm's EIN ► 75-2747768

Firm's address ► 5485 BELT LINE RD STE 290
DALLAS, TX 75254-7658

Phone no 469 726-3819

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

► **Attach to Form 990, Form 990-EZ, or Form 990-PF**

OMB No 1545-0047

2012

Name of the organization	**Employer identification number**
Hodges Texas Charitable Trust	75-6463677

Organization type (check one)

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)(____) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☐ 501(c)(3) exempt private foundation
	☒ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions.

General Rule

☐ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor. (Complete Parts I and II.)

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33-1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc, purposes, but these contributions did not total to more than $1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc, purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc, contributions of $5,000 or more during the year . . . . ► $ ____________

Caution: An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF) but it **must** answer 'No' on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2, of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Schedule B (Form 990, 990-EZ, or 990-PF) (2012) Page 1 of 1 of **Part 1**

Name of organization	Employer identification number
Hodges Texas Charitable Trust	75-6463677

Part I **Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed.

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Schedule B (Form 990, 990-EZ, or 990-PF) (2012) Page 1 to 1 of Part II

Name of organization	Employer identification number
Hodges Texas Charitable Trust	75-6463677

Part II **Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	N/A	$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Schedule B (Form 990, 990-EZ, or 990-PF) (2012) Page 1 to 1 of **Part III**

Name of organization
Hodges Texas Charitable Trust

Employer identification number
75-6463677

Part III ***Exclusively* religious, charitable, etc, individual contributions to section 501(c)(7), (8) or (10) organizations that total more than $1,000 for the year.** Complete columns (a) through (e) and the following line entry
For organizations completing Part III, enter total of *exclusively* religious, charitable, etc, contributions of **$1,000 or less** for the year. (Enter this information once See instructions) ► $ N/A
Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	N/A		

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

Statement 1
Form 990-PF, Part I, Line 11
Other Income

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
	$ 227,471.	$ 227,471.	
Total	$ 227,471.	$ 227,471.	$ 0.

Statement 2
Form 990-PF, Part I, Line 16a
Legal Fees

	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Legal	$ 358.	$ 358.		
Total	$ 358.	$ 358.	$ 0.	$ 0.

Statement 3
Form 990-PF, Part I, Line 16c
Other Professional Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Trustee Fees	$ 10,462.	$ 10,462.		
Total	$ 10,462.	$ 10,462.	$ 0.	$ 0.

Statement 4
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Ad Valorem Taxes	$ 18,939.	$ 18,939.		
Total	$ 18,939.	$ 18,939.	$ 0.	$ 0.

Statement 5
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Production Expenses	$ 46,229.	$ 46,229.		
Total	$ 46,229.	$ 46,229.	$ 0.	$ 0.

Statement 6
Form 990-PF, Part III, Line 3
Other Increases

Net Unrealized Gains or Losses on Investments	$ 34,121.
Total	$ 34,121.

Statement 7
Form 990-PF, Part VII-A, Line 8b
Copies of Form 990-PF to State Officials

FOUNDATION IS A TRUST AND NOT REGISTERED AS A CORP OR LLC

Support Schedule

Supplemental Information to Form 990-PF Year 2012

Hodges Texas Charitable Trust Fed ID #75-6463677

Page 1 of 2

*Line 11 - **Statement 1***	*Royalties from Gas Wells*	$227,471
*Line 16a - **Statement 2***	*Legal fees*	*$358*
*Line 16c – **Statement 3***	*Trustee Fees Paid*	$10,462
*Line 18 – **Statement 4***	*Ad valorem and Reported Production taxes*	$18,939
*Line 23- **Statement 5***	*Reported Production expenses XTO*	$46,229
Line 25 – **Part XV**	*Contributions and Grants Paid:*	

a) Skillman Church of Christ
Dallas TX 75206
General Fund and Missions $17,376

b) Abilene Christian University
Abilene TX
Scholarships $27,666

c) Dallas Christian School
Dallas TX
Scholarships $28,041

d) Baylor University
Waco, TX
Scholarships $62,316

e) Harding University
Searcy, Ark
Scholarship $7,641

f) Heritage Christian
Rockwall, TX
Scholarship $13,850

Total Line 25 $156,890

Payments to Colleges and Secondary schools (all of whom are 501(c)(3) organizations) were made on behalf of student scholarships awarded by the Trust. none of the awards were made to students who were related to, or had any association with the Trustee in 2012, nor any of the newly appointed Trustees.

Schedule

Supplemental Information to Form 990PF-Year 2012

Hodges Texas Charitable Trust –Fed ID #75-6463677

Page 2 of 2

Part III-** Line 3 - **Statement 6 *Depletion Allowance* $34,121

Part VII-A - Line 3 - Changes to the Organizations Governing Documents.

The sole Trustee of the Hodges Trust, Lin Lawhorn, Died on December 26, 2012. Subsequently, on May 13th, 2013 a Dallas Probate Court appointed new Trustees. **A conformed copy of Final Order and Judgment NO. PR-13-726-2 issued by Dallas County Probate court No. 2 appointing successor Trustees and Reforming Charitable Trust is attached.**

The New Trustees, Harold Curtis, June Martin, and Mary Ann Lawhorn were appointed by the Court Order referenced above and Exhibit A to the Order, **the "Trust Agreement of the Hodges Trust, A Texas Charitable Trust"** is now the governing instrument for the Trust. A copy of the Trust Agreement is also attached.

Further the mailing address of the Trust was changed to **6335 W Northwest Hwy, Unit 1214, Dallas, TX 75225.**

Part VII-A – Line 8b –Copies of Form 990PF to State Officials

This is a non-exempt Texas Charitable Trust and is not registered as a Corporation or LLC

Part VIII - List of officers and Trustees

These new Trustees were appointed by Dallas County Probate Court in May of 2013. The sole Trustee of the Hodges Trust, Mr. Lin Lawhorn, died December 26th 2013. Trustee Fees were paid to Mr. Lawhorn in the amount of $10,462 in 2012.

1) Harold R Curtis Trustee Dallas TX

   6335 W Northwest Hwy Unit 1214

2) June Yeager Martin Trustee Dallas TX

   3439 West Lawther Drive

3) Mary Ann Lawhorn Trustee Dallas TX

   5114 McKinney Ave, Apt 206

NO. PR-13-726-2

IN RE: THE HODGES TRUST,	**§**	**IN THE PROBATE COURT**
	§	
	§	**NO. 2**
	§	
A TEXAS TRUST	**§**	**DALLAS COUNTY, TEXAS**

FINAL ORDER AND JUDGMENT APPOINTING SUCCESSOR TRUSTEES AND REFORMING CHARITABLE TRUST

On this day came on to be heard the First Amended Petition of MARY ANN LAWHORN, HAROLD R. CURTIS and JUNE YEAGER MARTIN, hereinafter, the "Petitioners," for Appointment of Successor Trustees and Reformation of Trust, hereinafter the "Petition." The Petition relates to the Hodges Trust, a Texas charitable trust, hereinafter the "Trust." The Court was regularly in session The Court, having considered the record in this case and heard the evidence presented by Petitioners and the arguments of Petitioner's counsel, finds and determines as follows:

1. The Court has jurisdiction over this matter and venue is proper in Dallas County, Texas, as the Trust was created under a Will admitted to probate in this Court and the Trust has historically been operated from a single office in Dallas County, Texas.

2. The Attorney General of the State of Texas has been notified of this proceeding in compliance with Section 123.003 of the Texas Property Code and has elected not to intervene or otherwise appear in this case.

3. The Attorney General of the State of Texas has been served with a copy of this Order and has indicated that it does not take objection to it.

4. No specific charity is named as a beneficiary of the Trust, and therefore there is no need to join any charities as respondents in this proceeding.

5. The Trust was created by the Last Will of Emma Hodges dated June 19, 1980,

admitted to probate in Cause No. 91-2205-P2 in Probate Court No. 2, Dallas County, Texas, by Order of such Court dated July 8, 1991.

6. The Will named no Trustee other than Lin Lawhorn and did not provide for any mechanism to select a successor trustee.

7. Petitioners are interested in the Trust, in that June of 2012 the Trustee then serving executed an Affidavit stating his desire that on his death, Mrs. Lawhorn, Mr. Curtis and Ms. June Yeager Martin would serve as successor co-trustees of the Trust.

8. On December 26, 2012, the Trustee of the Trust then serving passed away, leaving the Trust without a trustee and without a means to appoint a successor trustee.

9. The Trust must have a trustee with such authority that third parties may rely on. Several scholarship students are also dependent on continued support from the Trust.

10. The Court should not permit the Trust to fail for lack of a trustee.

11. Petitioners are not disqualified by law from serving as successor trustees of the Trust, and Petitioners are otherwise suitable candidates as successor Co-Trustees of the Trust.

12. Appointing Petitioners as successor trustees of the Trust is in the best interest of the Trust and in the public interest.

13. Given the Trust's charitable purpose, the Court finds it appropriate that there be several Co-Trustees of the Trust who will share joint responsibility to assure that the Trust fulfills its public purpose.

14. The Trust currently has no governing provisions.

15. There is therefore cause for reformation of the Trust to provide for a means of succession of Trustees and to assure that the Trust will serve its charitable purposes in a manner

consistent with the Internal Revenue Code.

16. Absent such reformation, there may be need for ongoing intervention of the Court whenever a trustee ceases to serve or there may be adverse tax consequences imposed on the Trust as a result of non-compliance with the tax laws.

17. It is therefore in the best interest of the Trust and in the public interest that the Trust be reformed to make the governing provisions of the Trust those set out in the Trust Agreement attached as Exhibit "A" hereto and incorporated herein by this reference.

IT IS THEREFORE ORDERED, ADJUDGED AND DECREED THAT MARY ANN LAWHORN, HAROLD R. CURTIS and JUNE YEAGER MARTIN are appointed as successor Co-Trustees of the Hodges Trust, a Texas charitable trust.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that the Trust is reformed to make the governing provisions of the Trust those set out in the Trust Agreement attached as Exhibit "A" hereto and incorporated herein by this reference

THIS ORDER DISPOSES OF ALL PARTIES AND CAUSES OF ACTION IN THIS CASE AND IS INTENDED AS FINAL.

SO ORDERED THIS 13th ~~11T~~H DAY OF MAY, 2013.

JUDGE PRESIDING

TRUE AND CORRECT
COPY OF ORIGINAL
FILED IN DALLAS
COUNTY CLERK'S OFFICE

EXHIBIT "A" TO ORDER APPOINTING SUCCESSOR TRUSTEES AND REFORMING CHARITABLE TRUST

TRUST AGREEMENT OF THE HODGES TRUST, A TEXAS CHARITABLE TRUST

This Trust Agreement is for the Hodges Trust, a Texas charitable trust (the "Trust") created by the Last Will of Emma Hodges dated June 19, 1980, admitted to probate in Cause No. 91-2205-P2 in Probate Court No. 2, Dallas County, Texas, by Order of such Court dated July 8, 1991. This Trust Agreement has been submitted to the Probate Court of Court of Dallas County, Texas, pursuant to a Petition for Appointment of Successor Trustees and for Reformation of the Trust. Mrs. Mary Ann Lawhorn, Mr. Harold Curtis and Mrs. June Yeager Martin (the "Petitioners") filed the Petition seeking their appointment as successor co-trustees of the Trust and reformation of the instrument creating the Trust so as to provide the Trust with an appropriate organizational document to govern its affairs. The Petitioners have requested that the Court approve this Agreement as such governing instrument. From and after entry of an appropriate Order of the Court appointing the Petitioners as successor trustees and granting the Petitioners' request for reformation, the Trust shall be governed by this instrument.

A. Purpose. The Trust is organized exclusively for charitable, religious, scientific, and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future federal tax law (the "Code"); and to promote and foster education through the provision of financial assistance in the form of scholarships and loans to students.

B. Number of Trustees; Board of Trustees; Records of Meetings; Vacancies on Board; Compensation. From and after the date of the Order, there shall at all times be at least three trustees of the Trust. These trustees shall function as a Board of Trustees, with regular meetings, and the Trust (either through one of the Trustees or through an agent appointed for this purpose) shall maintain records of actions taken or approved at all meetings. The Court has appointed the Petitioners as the trustees. In the event of any vacancy on the Board of Trustees, the remaining Trustees shall fill such vacancy by appointing a successor to the Trustee who is no longer serving. The Trustees shall be entitled to reasonable compensation for their services to the Trust as approved by the Board of Trustees, but each Trustee shall be ineligible to vote on or approve his or her own compensation. Any such compensation shall be set in light of each Trustee's fiduciary obligations to the Trust. Actions of the Board of Trustees shall be taken on the vote or approval of a simple majority of the Trustees.

C. Restrictions. The Trust shall be subject to the following restrictions:

1. The Trust shall not engage in any activity or pursue any purpose that would impair, or cause the Trust to lose, its status as a charitable Trust.

2. No part of the net earnings or assets of the Trust shall inure to the benefit of or be distributable to its directors or officers, or other private persons, except that the Trust shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and contributions in furtherance of the purposes set forth in Section A hereof. No substantial part of the activities of the Trust shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Trust shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this Agreement, the Trust shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income taxation

under section 501(c)(3) of the Code, or (b) by a corporation to which contributions are deductible under section 170(c)(2), 2055 and 2522 of the Code.

3. During any period that the Trust is or is treated as private foundation described in section 509 of the Code, the Trust shall: (i) distribute its income for each taxable year at such time and in such manner as not to subject it to tax under section 4942 of the Code; (ii) not engage in any act of self-dealing which would subject it to tax under section 4941 of the Code; (iii) not retain any excess business holdings which would subject it to tax under section 4943 of the Code; (iv) not make any investments which would subject it to tax under section 4944 of the Code; and (v) not make any taxable expenditures which would subject it to tax under section 4945 of the Code.

D. Disposition of Assets on Dissolution. Upon the dissolution of the Trust, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the Trust, dispose of all of the remaining assets of the Trust exclusively for the purposes of the Trust in such manner or to such organization or organizations organized and operated exclusively for charitable, scientific, educational or religious purposes as shall at that time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by the District Court or County Court of the county in which the principal office of the Trust is then located. Such disposition shall be exclusively for the above-described purposes or to such organization or organizations that are organized and operated exclusively for such purposes as said Court shall determine.

E. Financial Assistance; Scholarships.

1. Scholarship Committee. The Trustees will appoint a scholarship committee (the "Scholarship Committee") of at least three individuals to (i) set criteria for the award of financial

assistance and scholarships from the Trust, (ii) design and accept applications for such financial assistance and scholarships; (iii) award financial assistance and scholarships; and (iv) monitor progress of each recipient's academic performance. The Trustees may but shall not be required to serve on the Scholarship Committee

2. Restrictions on Grants to Family Members. No Trustee, nor any member of the Scholarship Committee, nor any member of their respective families, will be able to benefit from a scholarship or other financial assistance from the Trust. The Trustees will appoint and have the authority to replace members of the Scholarship Committee.

3. Disbursements: Funds from the Hodges Trust will be payable to the colleges/schools directly and not to the students. The Scholarship Committee will be directed to work with the representatives in the Financial Aid Departments of the affected schools.

F. Amendments Required for 501(c)(3) Status. The Board of Trustees shall have the power to amend this Agreement in any manner required for the sole purpose of qualifying or continuing to qualify the Trust as a tax-exempt organization under Section 501(c)(3) of the Code, and Court approval for such amendment may, but need not, be obtained. Any such amendment shall be evidenced by a written instrument executed with the same formalities as this instrument, filed with the records of the Trust. This section does not require that the Trust apply for or maintain recognition for any exemption under Section 501(c)(3) of the Code but is permissive only.

G. Incorporation of the Texas Trust Code. Subject to the express provisions of this Agreement, the Trust shall be governed by the provisions of the Texas Trust Code as they apply to charitable trusts.

IN WITNESS WHEREOF, this Trust Agreement has been signed by the undersigned after entry of the Order appointing them as successor trustees and granting the Petitioners' request for reformation of the Trust.

Mrs Mary Ann Lawhorn
MRS. MARY ANN LAWHORN

HR Curtis
MR. HAROLD CURTIS

June Martin
MRS. JUNE YEAGER MARTIN