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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012
Open to Public Inspection

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

Name of foundation THE E P WOODRUFF CHARITABLE TRUST		A Employer identification number 75-6545874	
Number and street (or P O box number if mail is not delivered to street address) 309 N FISK AVE		B Telephone number (see instructions) (915) 643-2621	
City or town, state, and ZIP code BROWNWOOD, TX 76801		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 1,505,606		J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> 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 (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	6,438	6,438	6,438	
	4 Dividends and interest from securities.	59,527	59,527	59,527	
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	-725			
	b Gross sales price for all assets on line 6a _____ 70,045				
	7 Capital gain net income (from Part IV , line 2)		0		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	1,322	1,322	1,322	
	12 Total. Add lines 1 through 11	66,562	67,287	67,287	
	13 Compensation of officers, directors, trustees, etc	6,000	6,000		6,000
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	2,100	2,100		
	c Other professional fees (attach schedule)	2,400	2,400		2,400
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	678	678	516	
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	1,439			
	24 Total operating and administrative expenses. Add lines 13 through 23	12,617	11,178	516	8,400
	25 Contributions, gifts, grants paid	69,100			69,100
	26 Total expenses and disbursements. Add lines 24 and 25	81,717	11,178	516	77,500
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-15,155			
	b Net investment income (if negative, enter -0-)		56,109		
	c Adjusted net income (if negative, enter -0-)			66,771	

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	3,400	22,799	22,799
	2	Savings and temporary cash investments	111,075	170,167	195,491
	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 page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ 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)	106,005	<input checked="" type="checkbox"/> 106,005	106,239
	b	Investments—corporate stock (attach schedule)	610,113	<input checked="" type="checkbox"/> 610,093	700,526
	c	Investments—corporate bonds (attach schedule).	473,141	<input checked="" type="checkbox"/> 402,390	440,329
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	49,452	<input checked="" type="checkbox"/> 24,509	34,310
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)	<input checked="" type="checkbox"/> 3,844	<input checked="" type="checkbox"/> 5,912	<input checked="" type="checkbox"/> 5,912	
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	1,357,030	1,341,875	1,505,606	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)		0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	1,357,030	1,341,875	
	30	Total net assets or fund balances (see page 17 of the instructions)	1,357,030	1,341,875	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	1,357,030	1,341,875	

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	1,357,030
2	Enter amount from Part I, line 27a	2	-15,155
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	1,341,875
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	1,341,875

Part IV

Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a				
(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) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a				
b				
c				
d				
e				
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)

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	55,281	1,407,668	0 039271
2010	73,227	1,380,711	0 053036
2009	44,709	1,228,381	0 036397
2008	51,062	1,214,302	0 042051
2007	57,485	1,326,768	0 043327
2	Total of line 1, column (d).		2 0 214082
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 042816
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.		4 1,458,824
5	Multiply line 4 by line 3.		5 62,461
6	Enter 1% of net investment income (1% of Part I, line 27b).		6 561
7	Add lines 5 and 6.		7 63,022
8	Enter qualifying distributions from Part XII, line 4.		8 77,500
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 VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a		Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1			
		Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	561
c		All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2		Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0
3		Add lines 1 and 2.		3	561
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5		Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	561
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	1,049	
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	1,049
8		Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached		8	5
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	483
11		Enter the amount of line 10 to be Credited to 2013 estimated tax 483	Refunded	11	

Part VII-AStatements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?			No
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file Form 1120-POL for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ (2) On foundation managers \$			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		No
	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		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		No
	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	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions)			
	TX			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)?			
	If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13		No
Website address ▶N/A				
14	The books are in care of ▶DARRELL E HAYNES Telephone no ▶(325) 646-2821 Located at ▶309 N FISK AVE BROWNWOOD TX ZIP +4 ▶76801			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶	15		
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country ▶				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?. . . Organizations relying on a current notice regarding disaster assistance check here. ▶ <input type="checkbox"/>	1b		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?.	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No 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).	2b		
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____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i>).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		No

Part VII-B

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

5a

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

(1)

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

YesNo

(2)

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

YesNo

(3)

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

YesNo

(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).

YesNo

(5)

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

YesNo

5b

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)?

YesNo

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?

YesNo

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?

YesNo

6b

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

YesNo

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?

YesNo

7b

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

YesNo

Part VIII

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

1

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

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

2

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

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

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

0

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Part VIII

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

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

Part IX-A

Summary of Direct Charitable Activities

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

Part IX-B

Summary of Program-Related Investments (see instructions)

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

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	1,463,062
b	Average of monthly cash balances.	1b	13,100
c	Fair market value of all other assets (see instructions).	1c	4,878
d	Total (add lines 1a, b, and c).	1d	1,481,040
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	1,481,040
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	22,216
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,458,824
6	Minimum investment return. Enter 5% of line 5.	6	72,941

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	72,941
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	561
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	561
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	72,380
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	72,380
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	72,380

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	77,500
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	77,500
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	561
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	76,939
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				72,380
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			68,905	
b Total for prior years 20____, 20____, 20____				
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.	1			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 77,500				
a Applied to 2011, but not more than line 2a			68,905	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2012 distributable amount.				
e Remaining amount distributed out of corpus	8,595			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	8,595			8,595
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1			
b Prior years' undistributed income Subtract line 4b from line 2b.				
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.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013.				63,785
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions). . . .				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a.	1			
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. . . .	1			

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

1a

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 organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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 XVSupplementary Information (Complete this part only if the organization 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

DARRELL E HAYNES TRUSTEE
309 N FISK AVE
BROWNWOOD, TX 76801
(325) 646-2821

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

SEE EXHIBIT A

c Any submission deadlines

NONE

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

ALL AWARDS ARE RESTRICTED TO STATE OF TEXAS

Part XV

Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	69,100
b Approved for future payment				
Total			3b	

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			14	6,438	
4	Dividends and interest from securities. . . .			14	59,527	
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		-725			
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory. .					
11	Other revenue a OIL ROYALTIES _____			14	1,322	
b	_____					
c	_____					
d	_____					
e	_____					
12	Subtotal Add columns (b), (d), and (e). .		-725		67,287	
13	Total. Add line 12, columns (b), (d), and (e).			13		66,562

[illegible]

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

[illegible]

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

b If "Yes," complete the following schedule

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




**Sign
Here**

**Paid
Preparer
Use Only**

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

<p>*****</p> <p>Signature of officer or trustee</p>	<p>2013-07-31</p> <p>Date</p>	<p>*****</p> <p>Title</p>
---	-------------------------------	---------------------------

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

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed <input checked="checked" type="checkbox"/>	PTIN
	REX BESSENT CPA	REX BESSENT CPA			
	Firm's name 	REX BESSENT CPA		Firm's EIN 	
		205 N CENTER			
	Firm's address 	BROWNWOOD, TX 76801		Phone no (325) 643-2621	


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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
DARRELL E HAYNES	TRUSTEE 2 00	1,200	0	0
309 N FISK BROWNWOOD,TX 76801				
WILLIAM G SHAW	TRUSTEE 2 00	1,200	0	0
P O BOX 819 BROWNWOOD,TX 76804				
ROWLAND WINN	TRUSTEE 2 00	1,200	0	0
2110 ELIZABETH DR BROWNWOOD,TX 76801				
PRISCILLA MONSON	TRUSTEE 2 00	1,200	0	0
4651 HWY 377 S BROWNWOOD,TX 76801				
ROBERT PORTER	TRUSTEE 2 00	1,200	0	0
P O BOX 1403 BROWNWOOD,TX 76804				
JUDY SNOW	SECRETARY 12 00	2,400	0	0
309 N FISK AVE BROWNWOOD,TX 76801				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
BOYS & GIRLS CLUB PO BOX 488 BROWNWOOD,TX 76801		501c3	FOR CHILDREN INASSIST ACTIVITIESBROWNCOUNTY	5,000
BLANKET COMMUNITY SERVICE 901 PITTS LAND BLANKET,TX 76432		501c3	WITH FOOD, UTILITIESTO ASSIST NEEDY PEOPLEAND OTHER NECESSITIES	500
ALDERSGATE ENRICHEMNT CENTER 5000 E HWY 84-183 PO BOX 1406 BROWNWOOD,TX 76801		501c3	PROGRAMS FOR NEEDYPROVIDE WORKFAMILIES, ETC	12,000
MAY SOCIAL CENTER PO BOX 1 MAY,TX 76857		501c3	BUILDING A NEW SEPTICTO ASSIST WITHSYSTEM AT CENTER	1,000
BROWNWOOD ART ASSOC PO BOX 782 BROWNWOOD,TX 76804		501c3	OF ART BUILDINGTO CONTINUE RENOVATION	7,600
GREENLEAF CEMENTARY ASSOCIATION 2701 HWY 377 SOUTH BROWNWOOD,TX 76801		501c3	CEMETERY MTCEHELP WITH NORMALAND OPERATIONS	2,500
PEARL GRIFFIN MEMORIAL LATCH KEY ASSOCIATION BROWNWOOD,TX 76801		501c3	CHILDREN WITH LEARNINGASSIST UNDERPRIVILEDGESKILLS AND ABILITIES	5,500
BIG BROTHERS BIG SISTERS 901 AVE B BROWNWOOD,TX 76801		501c3	CHILDRENS PROGRAMSTO ASSIST WITH	5,000
BROWNWOOD ISD 2707 SOUTHGATE BROWNWOOD,TX 76801		501c3	AT WOODLAND HTSTUTORING PROGRAMELEMENTARY	2,500
CARING TOUCH 317 BROWN BROWNWOOD,TX 76801		501c3	PRESCRIPTIONS FORASSIST WITH MEDICALPEOPLE IN BROWN CO	5,000
				0
LAKE BWD MEALS ON WHEELS 5 KITTEN LANE BROWNWOOD,TX 76801		501C3	TO HOMEBOUNDPROVIDE MEALSPEOPLE	1,000
CENTRAL TEXAS PREGNANCY CENTER 2222 HWY 377 S 5 BROWNWOOD,TX 76801		501C3	TO FAMILIES FACINGPROVIDE COUNSELINGUNEXPECTED PREGNANCIES	3,000
				0
				0

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
CENTEX SOCCOR CITY OF BWD 501 CENTER BROWNWOOD,TX 76801		501C3	ACTIVITIES FORTO PROVIDE SPORTSBROWN CO YOUTH	1,000
SALVATION ARMY 405 LAKEWAY BROWNWOOD,TX 76801		501C3	FOR NEEDY PEOPLETO PROVIDE MEALSIN BROWN COUNTY	2,000
MIDTEX ALCOHOL 901 AVE B BROWNWOOD,TX 76801		501C3501C3	CHEMICAL DEPENDENCYPROVIDE OUTPATIENTTREATMENT	1,000
HEART OF TEXAS WOMENS JOB CORP 2410 COGGIN BROWNWOOD,TX 76801		501C3	EQUIPMENT FOR WOMENPROVIDE SERVICES ANDTRAINING FOR EMPLOYMENT	2,000
FAMILY SERVICES CENTER 901 AVE B BROWNWOOD,TX 76801		501C3	HEALTH PROGRAMSPROVIDE MENTAL	1,000
FIRST UNITED METH CHURCH 2500 11TH BROWNWOOD,TX 76801		501C3	ASSIST CUB SCOUTS	1,500
HOWARD PAYNE UNIVERSITY 1000 FISK BROWNWOOD,TX 76801		501C3	FUNDS FORPROVIDE SCHOLORSHIPHIGHER ED STUDENTS	5,000
FIRST UNITED METH CHURCH 2500 11TH BROWNWOOD,TX 76801		501C3	BOY SCOUTASSISTANCE FORPROGRAM	1,500
HUMANE SOCIETY 3016 MILAM DRIVE BROWNWOOD,TX 76801		501C3	AND CARE FORPROVIDE HOUSINGORPHAN ANIMALS	1,500
HOPE HOME 1309 EARLY BLVD EARLY,TX 76802		501C3	PROGRAMS FOR GIRLSPROVIDE HOUSING ANDEXITING TYC	2,000
Total  3a				69,100

TY 2012 Accounting Fees Schedule**Name:** THE E P WOODRUFF CHARITABLE TRUST**EIN:** 75-6545874

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
REX BESSENT, CPA PREPAIR 990PF TAX RETURN	750			
REX BESSENT, CPA POSTING JAN , 2008 FINANCIAL STMTS	1,350			

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2012 Gain/Loss from Sale of Other Assets Schedule

Name: THE E P WOODRUFF CHARITABLE TRUST

EIN: 75-6545874

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
CORPORATE BONDS CREDIT SUISSE	2009-04	Purchased	2012-01	CREDIT SUISSE	20,000	20,751	Cost		-751	
STOCK CASH IN LIEU N EAST UTILITIES	2010-04	Purchased	2012-04	N EAST UTILITIES	22				22	
CORP BOND GE CAPITAL	2003-09	Purchased	2012-09	GE CAPITAL	50,000	50,000				
STOCK DUKE ENERGY	2010-11	Purchased	2012-07	DUKE ENERGY	23	19			4	

**TY 2012 Investments Corporate
Bonds Schedule****Name:** THE E P WOODRUFF CHARITABLE TRUST**EIN:** 75-6545874

Name of Bond	End of Year Book Value	End of Year Fair Market Value
GMAC SMARTNOTES	100,000	98,639
HOME DEPOT SENIOR NOTE	10,601	15,694
VIRGINIA ELECT & PWR SR NOTE	22,722	28,386
ASTRAZENECA PLC NOTE	38,773	48,601
DUKE ENERGY 1ST MORTGAGE	24,217	28,127
BEAR STEARNS INCOMENTS	50,000	51,446
JP MORGAN CHASE & CO SR NOTE	19,733	20,289
WELLS FARGO & CO SUB NOTE	18,633	20,677
LOWES COS INC NOTE	75,815	87,172
DUKE ENERGY CORP SR NOTE	20,777	21,189
KRAFT FOOD INC NOTE	21,119	20,109

TY 2012 Investments Corporate

Stock Schedule

Name: THE E P WOODRUFF CHARITABLE TRUST

EIN: 75-6545874

Name of Stock	End of Year Book Value	End of Year Fair Market Value
FIDELITY INVESTMENTS	19,711	20,105
VANGUARD ST FED ADMIRAL SHARES NEW	48,725	50,229
VANGUARD FIXED INCOME LT CORP	22,479	27,182
VANGUARD FIXED INCOME LT TX EXEMPT	21,892	23,188
VANGUARD/WELLESLEY INCOME FUND	72,397	80,407
LORD ABBOTT	75,000	76,304
AUTOMATIC DATA PROCESSING 517 SH	19,794	29,262
VERIZON COMM 754 SH	23,356	32,453
FRONTIER COMM 180 SH	1,574	770
VODAFONE GROUP PLC ADR-866	25,012	21,815
REALTY INCOME CORP 703 SH	25,000	28,268
PFIZER INC 1415 SH	24,999	35,487
DUKE ENERGY NEW 443 SH	24,982	28,263
CITIGROUP COMMON 15 SH	7,424	593
NORTHEAST UTILITIES	32,991	46,583
CONOCO PHILLIPS 614 SH	25,426	35,606
BP PLC SPON. ADR-550 SH	32,978	22,902
SYSCO 769 SH	19,798	24,347
ROYAL DUCH SHELL 351 SH	19,760	24,201
PHILLIPS 66 307 SJ	7,556	16,302
AT&T 759 SH	19,713	25,586
KIMBERLY CLARK 332 SH	19,791	28,031
JOHNSON & JOHNSON 323 SH	19,735	22,642

TY 2012 Investments Government Obligations Schedule

Name: THE E P WOODRUFF CHARITABLE TRUST

EIN: 75-6545874

**US Government Securities - End of
Year Book Value:**

**US Government Securities - End of
Year Fair Market Value:**

**State & Local Government
Securities - End of Year Book
Value:**

106,005

**State & Local Government
Securities - End of Year Fair
Market Value:**

106,239

TY 2012 Investments - Other Schedule

Name: THE E P WOODRUFF CHARITABLE TRUST

EIN: 75-6545874

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
PARTNERSHIP STOCK		24,509	34,310

TY 2012 Other Assets Schedule**Name:** THE E P WOODRUFF CHARITABLE TRUST**EIN:** 75-6545874

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
0 0625 OVERIDING ROYALTY INT IN 160 AC	1,110	1,110	1,110
0 0625 OVERIDING ROYALTY INT IN 80 AC	530	530	530
0 046875 OVERIDING ROYALTY INT IN 40 AC	200	200	200
1/8-142 ACRES MINERAL INTEREST	250	250	250
DIVIDENDS RECEIVABLE	227	1,295	1,295
EXCISE TAX ESTIMATES	1,527	2,527	2,527

TY 2012 Other Assets Schedule**Name:** THE E P WOODRUFF CHARITABLE TRUST**EIN:** 75-6545874

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
0 0625 OVERIDING ROYALTY INT IN 160 AC	1,110	1,110	1,110
0 0625 OVERIDING ROYALTY INT IN 80 AC	530	530	530
0 046875 OVERIDING ROYALTY INT IN 40 AC	200	200	200
1/8-142 ACRES MINERAL INTEREST	250	250	250
DIVIDENDS RECEIVABLE	227	1,295	1,295
EXCISE TAX ESTIMATES	1,527	2,527	2,527

TY 2012 Other Assets Schedule**Name:** THE E P WOODRUFF CHARITABLE TRUST**EIN:** 75-6545874

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
0 0625 OVERIDING ROYALTY INT IN 160 AC	1,110	1,110	1,110
0 0625 OVERIDING ROYALTY INT IN 80 AC	530	530	530
0 046875 OVERIDING ROYALTY INT IN 40 AC	200	200	200
1/8-142 ACRES MINERAL INTEREST	250	250	250
DIVIDENDS RECEIVABLE	227	1,295	1,295
EXCISE TAX ESTIMATES	1,527	2,527	2,527

TY 2012 Other Expenses Schedule**Name:** THE E P WOODRUFF CHARITABLE TRUST**EIN:** 75-6545874

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BANK CHARGES				
INVESTMENT MGMT FEES	9			
INSURANCE	1,350			
OFFICE SUPPLIES	80			
MISC				

TY 2012 Other Income Schedule

Name: THE E P WOODRUFF CHARITABLE TRUST

EIN: 75-6545874

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
ROYALTY INCOME	1,322	1,322	1,322

TY 2012 Other Professional Fees Schedule

Name: THE E P WOODRUFF CHARITABLE TRUST

EIN: 75-6545874

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
JUDY SNOW CLERICAL	2,400			

TY 2012 Taxes Schedule**Name:** THE E P WOODRUFF CHARITABLE TRUST**EIN:** 75-6545874

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ROYALTY PROPERTY TAXES	35	35	35	
FOREIGN TAXES	180	180	18	
SEVERANCE TAXES	463	463	463	