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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 RG & CLAUDINE POPE PEELER CHARITABLE TRUST		A Employer identification number 75-6599973	
Number and street (or P O box number if mail is not delivered to street address) PO BOX 1		B Telephone number (see instructions) (806) 378-8350	
City or town, state, and ZIP code AMARILLO, TX 791050001		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		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 ☐	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 9,829,004		J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) <u> </u> (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 ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	121,016	121,016		
	4 Dividends and interest from securities.	94,930	94,930		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	406,032			
	b Gross sales price for all assets on line 6a _____ 1,145,904				
	7 Capital gain net income (from Part IV , line 2)		406,032		
	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)	 54,856	54,856		
	12 Total. Add lines 1 through 11	676,834	676,834		
	13 Compensation of officers, directors, trustees, etc	93,738	93,738		
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	 2,245	2,245		
	c Other professional fees (attach schedule)	 10,021	10,021		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	 12,461	7,524		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses. Add lines 13 through 23	118,465	113,528		0
	25 Contributions, gifts, grants paid	528,302			528,302
	26 Total expenses and disbursements. Add lines 24 and 25	646,767	113,528		528,302
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	30,067			
	b Net investment income (if negative, enter -0-)		563,306		
	c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	165,747	183,922	183,922
	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)			
	b	Investments—corporate stock (attach schedule)	4,117,920	3,951,576	4,786,642
	c	Investments—corporate bonds (attach schedule).	4,508,660	4,713,024	4,731,445
	11	Investments—land, buildings, and equipment basis ▶ _____ 81,087 Less accumulated depreciation (attach schedule) ▶ _____	81,087	81,087	126,992
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	3	3	3
	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)	8,873,417	8,929,612	9,829,004

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 ▶ ☐ 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, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	8,873,417	8,929,612	
	30	Total net assets or fund balances (see page 17 of the instructions)	8,873,417	8,929,612	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	8,873,417	8,929,612	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year’s return)	1	8,873,417
2	Enter amount from Part I, line 27a	2	30,067
3	Other increases not included in line 2 (itemize) ▶ _____	3	26,128
4	Add lines 1, 2, and 3	4	8,929,612
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	8,929,612

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	See Additional Data Table			
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 See Additional Data Table			
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 See Additional Data Table			
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	406,032
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	48,605

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	530,617	9,638,670	0 055051
2010	514,600	9,499,937	0 054169
2009	233,199	8,829,099	0 026413
2008	566,469	9,800,872	0 057798
2007	609,503	10,800,299	0 056434

2	Total of line 1, column (d).	2	0 249865
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 049973
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	9,722,519
5	Multiply line 4 by line 3.	5	485,863
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	5,633
7	Add lines 5 and 6.	7	491,496
8	Enter qualifying distributions from Part XII, line 4. If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions	8	528,302

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 ☐ 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 ☒ and enter 1% of Part I, line 27b		1	5,633
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	
3		Add lines 1 and 2.		3	5,633
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	5,633
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	4,892	
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	4,892
8		Enter any penalty for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	741
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-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		
	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	Yes	
Website address N/A				
14	The books are in care of AMARILLO NATIONAL BANK Telephone no (806) 378-8000 Located at PLAZA ONE BOX 1 AMARILLO TX ZIP+4 791050001			
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		
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?	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 page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.	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		
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If "Yes," list the years 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?			
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.).	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))?

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

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?

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

No

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?

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
AMARILLO NATIONAL BANK	TRUSTEE	93,738	0	0
PLAZA ONE BOX 1	5 00			
AMARILLO, TX 79105				

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.

Form 990-PF (2012)

Part VIII

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

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		

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 page 24 of the instructions	
3	

Form **990-PF** (2012)

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	9,687,661
b	Average of monthly cash balances.	1b	182,917
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	9,870,578
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	9,870,578
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	148,059
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	9,722,519
6	Minimum investment return. Enter 5% of line 5.	6	486,126

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	486,126
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	5,633
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	5,633
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	480,493
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	480,493
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	480,493

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	528,302
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	528,302
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	5,633
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	522,669
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			
2		Undistributed income, if any, as of the end of 2012			
a		Enter amount for 2011 only.			
b		Total for prior years 20____, 20____, 20____			
3		Excess distributions carryover, if any, to 2012			
a		From 2007.			
b		From 2008. 8,391			
c		From 2009.			
d		From 2010. 49,285			
e		From 2011. 58,461			
f		Total of lines 3a through e. 116,137			
4		Qualifying distributions for 2012 from Part XII, line 4 \$ 528,302			
a		Applied to 2011, but not more than line 2a			
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. 480,493			
e		Remaining amount distributed out of corpus 47,809			
5		Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)			
6		Enter the net total of each column as indicated below:			
a		Corpus Add lines 3f, 4c, and 4e Subtract line 5 163,946			
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. 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).			
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. 163,946			
10		Analysis of line 9			
a		Excess from 2008. 8,391			
b		Excess from 2009.			
c		Excess from 2010. 49,285			
d		Excess from 2011. 58,461			
e		Excess from 2012. 47,809			

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)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.	Tax year	Prior 3 years			(e) Total
		(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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))

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

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 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

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

Form **990-PF** (2012)

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2012)

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. (2) Other assets. b Other transactions (1) Sales of assets to a noncharitable exempt organization. (2) Purchases of assets from a noncharitable exempt organization. (3) Rental of facilities, equipment, or other assets. (4) Reimbursement arrangements. (5) Loans or loan guarantees. (6) Performance of services or membership or fundraising solicitations. c Sharing of facilities, equipment, mailing lists, other assets, or paid employees. 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		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 Here ***** Signature of officer or trustee	2013-05-15 Date		***** Title		May the IRS discuss this return with the preparer shown below (see instr)? Yes No
Paid Preparer Use Only	Print/Type preparer's name SAMUEL B LOVELADY	Preparer's Signature SAMUEL B LOVELADY	Date 2013-05-10	Check if self-employed ☒	PTIN
	Firm's name LOVELADY CHRISTY ASSOCIATES 801 S FILLMORE ST STE 420			Firm's EIN	
	Firm's address AMARILLO, TX 79101			Phone no (806) 373-4884	

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
706 59 SH HARTFORD GROWTH	P	2011-12-19	2012-06-12
365 31 SH NORTHERN SMALL CAP	P	2008-03-17	2012-09-18
1708 78 SH THORNBURG INTL	P	2008-10-22	2012-12-17
65 86 SH TIAA CREF INSTL MIDCAP	P	2012-06-15	2012-12-17
1723 12 SH PERSONAL TRST	P	2007-12-20	2012-12-19
ANB COMMON TRUST FUNDS	P		
328 90 SH TIAA CREF INSTL MIDCAP	P	2012-06-15	2012-09-18
734 51 SH PT LARGE GROWTH	P	2006-03-20	2012-09-19
ANB COMMON TRUST FUNDS	P		
994 15 SH COLUMBIA ACORN Z	P	2010-08-12	2012-06-15
2268 85 SH PT LARGE GROWTH	P	2006-03-20	2012-12-19
251 5 SH COLUMBIA ACORN Z	P	2010-08-12	2012-12-17
1799 35 SH PT LARGE GROWTH	P	2006-03-20	2012-06-20
1059 64 SH COLUMBIA ACORN Z	P	2010-08-12	2012-09-18
1119 63 SH PT LARGE VALUE	P	2007-12-20	2012-06-20
1214 17 SH FEDERATED STRATEGIC	P	2010-06-09	2012-06-15
497 77 SH PT LARGE VALUE	P	2007-12-20	2012-09-19
1102 91 SH FEDERATED STRATEGIC	P	2010-06-09	2012-09-18
4448 81 SH PT LARGE VALUE	P	2007-12-20	2012-12-19
1156 47 SH FEDERATED STRATEGIC	P	2010-06-09	2012-12-17
890 34 SH PT MID VALUE	P	2008-10-23	2012-12-19
2852 05 SH HARTFORD GROWTH	P	2009-12-09	2012-06-12
59 75 SH PT MID VALUE	P	2008-10-23	2012-06-20
2164 02 SH HARTFORD GROWTH	P	2009-12-17	2012-06-12
592 66 SH PT MID VALUE	P	2008-10-23	2012-09-19
703 23 SH HARTFORD GROWTH	P	2010-09-17	2012-06-12
4315 23 SH SCHRODER NORTH AMERICAN	P	2010-06-09	2012-06-15
206 38 SH NORTHERN SMALL CAP	P	2007-09-17	2012-06-15
4341 70 SH SCHRODER NORTH AMERICAN	P	2010-06-09	2012-09-18
514 02 SH NORTHERN SMALL CAP	P	2007-09-17	2012-09-18

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
1706 22 SH THORNBURG INTL	P	2008-08-14	2012-09-18
74 48 SH NORTHERN SMALL CAP	P	2008-03-17	2012-12-17
761 27 SH THORNBURG INTL	P	2008-08-14	2012-12-17

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
20,519		17,474	3,045
6,221		4,654	1,567
47,590		32,364	15,226
1,271		1,262	9
179,237		178,684	553
45,035			45,035
6,818		6,302	516
9,843		9,246	597
215,055			215,055
29,059		24,506	4,553
29,413		30,219	-806
7,545		6,199	1,346
22,449		22,239	210
33,760		26,120	7,640
11,707		12,598	-891
5,998		4,626	1,372
5,674		5,668	6
5,691		4,202	1,489
49,325		52,413	-3,088
5,898		4,406	1,492
11,970		7,707	4,263
82,824		65,797	17,027
719		462	257
62,843		50,378	12,465
8,140		4,817	3,323
20,422		17,004	3,418
44,490		35,169	9,321
3,170		3,234	-64
48,931		35,385	13,546
8,754		8,055	699

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
46,375		46,836	-461
1,249		949	300
21,201		20,897	304

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			3,045
			1,567
			15,226
			9
			553
			45,035
			516
			597
			215,055
			4,553
			-806
			1,346
			210
			7,640
			-891
			1,372
			6
			1,489
			-3,088
			1,492
			4,263
			17,027
			257
			12,465
			3,323
			3,418
			9,321
			-64
			13,546
			699

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-461
			300
			304

TY 2012 Accounting Fees Schedule

Name: RG & CLAUDINE POPE PEELER
CHARITABLE TRUST
EIN: 75-6599973

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	2,245	2,245		

TY 2012 Compensation Explanation

Name: RG & CLAUDINE POPE PEELER
CHARITABLE TRUST
EIN: 75-6599973

Person Name	Explanation
AMARILLO NATIONAL BANK	

**TY 2012 Investments Corporate
Bonds Schedule**

Name: RG & CLAUDINE POPE PEELER
CHARITABLE TRUST

EIN: 75-6599973

Name of Bond	End of Year Book Value	End of Year Fair Market Value
TAXABLE BONDS SEE STATEMENT 10	4,713,024	4,731,445

**TY 2012 Investments Corporate
Stock Schedule**

Name: RG & CLAUDINE POPE PEELER
CHARITABLE TRUST

EIN: 75-6599973

Name of Stock	End of Year Book Value	End of Year Fair Market Value
COMMON STOCK SEE STATEMENT 10	3,951,576	4,786,642

TY 2012 Investments - Land Schedule

Name: RG & CLAUDINE POPE PEELER
CHARITABLE TRUST

EIN: 75-6599973

Category/ Item	Cost/Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
LAND SEE STATEMENT 10	81,087		81,087	126,992

TY 2012 Investments - Other Schedule

Name: RG & CLAUDINE POPE PEELER
CHARITABLE TRUST
EIN: 75-6599973

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
COOP STOCK SEE STATEMENT 10		3	3

TY 2012 Other Income Schedule

Name: RG & CLAUDINE POPE PEELER
CHARITABLE TRUST

EIN: 75-6599973

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
SETTLEMENT PROCEEDS	155	155	
COOP CREDITS	75	75	
OIL & GAS ROYALTIES	54,626	54,626	

TY 2012 Other Increases Schedule

Name: RG & CLAUDINE POPE PEELER
CHARITABLE TRUST
EIN: 75-6599973

Description	Amount
TIMING DIFFERENCE	26,128

TY 2012 Other Professional Fees Schedule

Name: RG & CLAUDINE POPE PEELER
CHARITABLE TRUST

EIN: 75-6599973

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MANAGEMENT EXPENSE	10,021	10,021		

TY 2012 Taxes Schedule

Name: RG & CLAUDINE POPE PEELER
CHARITABLE TRUST

EIN: 75-6599973

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
AD VALOREM TAXES	5,377	5,377		
SEVERENCE TAXES	2,147	2,147		
2012 ESTIMATED TAX PAYMENTS	4,892			
2011 TAX	45			

**Statement 10 - Balance Sheet Attachment, Line 10B Investments-corporate stock, Line 10c Investments-corporate bonds,
and Line 11 Investments-land, buildings and equipment**

January 01, 2012 To December 31, 2012

Account Name : Pooler Charitable Trust

Account No : 20437000

Summary Of Investment Holdings

Shares or Par Value	Investment Category	Tax Cost	Unit Value	Market Value	Estimated Ann Inc	Curr Yield	Accrued Income
<u>Money Market Funds</u>							
183,922.32	Money Market-Invesco/AM Prime	183,922.32	100.00	183,922.32	221.53	0.12%	11.88
	<i>Totals</i>	183,922.32		183,922.32	221.53	0.12%	11.88
<u>CTF - Intermediate Bond</u>							
45,572.158	Personal Trst Intermediate Bond Fund	4,713,023.51	103.62	4,731,445.03	100,654.76	2.25%	0.00
	<i>Totals</i>	4,713,023.51		4,731,445.03	100,654.76	2.25%	0.00
<u>CTF - Equity</u>							
51,056.155	PT Large Growth	558,119.18	12.99	663,290.30	7,810.73	1.15%	0.00
73,230.405	PT Large Value	823,019.04	11.14	815,703.92	20,338.29	2.49%	0.00
14,228.445	PT Mid Value	154,861.87	13.64	194,119.12	2,027.75	1.04%	0.00
	<i>Totals</i>	1,346,000.09		1,573,113.34	29,976.77	1.79%	0.00
<u>Mineral Interest</u>							
1	Carson Co TX HGN Bk B2 Sec 238	1,403.00	1.00	1.00	0.00	0.00%	0.00
1	Carson Co TX HGN Bk B2 Sec 239,240	2,101.26	850.00	850.00	0.00	0.00%	0.00
1	Carson Co TX HGN Bk B2 Sec 240,241,242	2,482.44	350.00	350.00	0.00	0.00%	0.00
1	Carson Co TX HGN Bk B2 Sec 242	1.00	1.00	1.00	0.00	0.00%	0.00
1	Carson Co TX HGN Bk B2 Sec 243,242	3,483.23	14,130.00	14,130.00	0.00	0.00%	0.00
1	Carson Co TX IGN Bk 7 Sec 88	13,758.00	1.00	1.00	0.00	0.00%	0.00
1	Castro Co TX BSF Bk M7 Sec 140	1.00	1.00	1.00	0.00	0.00%	0.00
1	Castro Co TX BSF Bk M7 Sec 145	1.00	1.00	1.00	0.00	0.00%	0.00
1	Castro Co TX BSF Bk M7 Sec 147	1.00	1.00	1.00	0.00	0.00%	0.00
1	Gray Co TX Chaney Bk S Sec 17	1,681.37	440.00	440.00	0.00	0.00%	0.00
1	Gray Co TX HGN Bk B2 Sec 239,240	284.00	800.00	800.00	0.00	0.00%	0.00
1	Gray Co TX IGN Bk 3 Sec 173	1.00	1.00	1.00	0.00	0.00%	0.00
1	Harrison Co TX Husband/Vardaman/Smith Svy	1,303.50	1,850.00	1,850.00	0.00	0.00%	0.00
1	Kockley Co TX IGN Bk 42 Sec 12	48,116.48	100,110.00	100,110.00	0.00	0.00%	0.00
1	Howard & Mitchell Co TX TP Bk 29 Sec 42	225.84	107.13	107.13	0.00	0.00%	0.00

**Statement 10 - Balance Sheet Attachment, Line 10B Investments-corporate stock, Line 10c Investments-corporate bonds,
and Line 11 Investments-land, buildings and equipment**

January 01, 2012 To December 31, 2012

Account Name : Peeler Charitable Trust

Account No : 20437000

Summary Of Investment Holdings

Shares or Par Value	Investment Category	Tax Cost	Unit Value	Market Value	Estimated Ann Inc	Curr Yield	Accrued Income
1	Howard Co TX TP Bk 28 Sec 42	66.74	1.00	1.00	0.00	0.00%	0.00
1	Roberts Co TX H Ladrick Bk H Sec 3	1.00	1.00	1.00	0.00	0.00%	0.00
1	Roberts Co TX BSF Bk M2 Sec 166	1.00	1.00	1.00	0.00	0.00%	0.00
1	Roberts Co TX BSF Bk M2 Sec 167	1.00	1.00	1.00	0.00	0.00%	0.00
1	Roberts Co TX ELRR-A5-1	1.00	1.00	1.00	0.00	0.00%	0.00
1	Roberts Co TX ELRR-A5-3	1.00	1.00	1.00	0.00	0.00%	0.00
1	Roberts Co TX ELRR-A5-4	1.00	1.00	1.00	0.00	0.00%	0.00
1	Roberts Co TX ELRR-A5-6	1.00	1.00	1.00	0.00	0.00%	0.00
1	Roberts Co TX GM Bk C Sec 34	100.00	1.00	1.00	0.00	0.00%	0.00
1	Roberts Co TX GM Bk C Sec 69	100.00	1.00	1.00	0.00	0.00%	0.00
1	Roberts Co TX GM-C-24	1.00	1.00	1.00	0.00	0.00%	0.00
1	Roberts Co TX GM-C-25	1.00	1.00	1.00	0.00	0.00%	0.00
1	Roberts Co TX GM-C-28	1.00	1.00	1.00	0.00	0.00%	0.00
1	Roberts Co TX GM-C-33	1.00	1.00	1.00	0.00	0.00%	0.00
1	Roberts Co TX GM-C-62	1.00	1.00	1.00	0.00	0.00%	0.00
1	Roberts Co TX GM-C-68	1.00	1.00	1.00	0.00	0.00%	0.00
1	Roberts Co TX HGN Bk B Sec 10	4,122.52	60.00	60.00	0.00	0.00%	0.00
1	Roberts Co TX HGN Bk B Sec 5	1.00	5,040.00	5,040.00	0.00	0.00%	0.00
1	Roberts Co TX HGN Bk B Sec 7	1,581.81	1,380.00	1,380.00	0.00	0.00%	0.00
1	Roberts Co TX HGN Bk B Sec 8	1.00	2,050.00	2,050.00	0.00	0.00%	0.00
1	Roberts Co TX HGN Bk B Sec 9	1.00	1.00	1.00	0.00	0.00%	0.00
1	Roberts Co TX HGN Bk 2 Sec 16	1.00	1.00	1.00	0.00	0.00%	0.00
Totals		81,687.17		126,982.13	0.00	0.00%	0.00
Large Cap Blend							
74,832.442	Schroder North American Equity Inv	647,904.25	10.63	811,516.35	16,162.93	1.50%	0.00
Totals		647,904.25		811,516.35	16,162.93	1.50%	0.00
Small & Mid Cap Value							
84,202.04	Federated Strategic Value-In	320,609.77	4.99	420,168.18	10,739.37	3.98%	0.00

Port Sum and Hold w Accruals - HLDACR

Page 6

**Statement 10 - Balance Sheet Attachment, Line 10B Investments-corporate stock, Line 10c Investments-corporate bonds,
and Line 11 Investments-land, buildings and equipment**

January 01, 2012 To December 31, 2012

Account Name : Peeler Charitable Trust

Account No : 20437000

Summary Of Investment Holdings

Shares or Par Value	Investment Category	Tax Cost	Unit Value	Market Value	Estimated Ann Inc	Curr Yield	Accrued Income
11,503.259	Northern Small Cap Value Fund	129,868.32	18.41	168,768.48	2,894.88	1.43%	0.00
<i>Totals</i>		129,868.32		168,768.48	2,894.88	1.43%	0.00
<u>Small & Mid Cap Blend</u>							
18,428.022	Columbia Acorn Z Fund #492	482,509.72	30.45	561,972.37	2,765.61	0.49%	0.00
<i>Totals</i>		482,509.72		561,972.37	2,765.61	0.49%	0.00
<u>Small & Mid Cap Growth</u>							
6,729.207	TIAA Cref INSTL Midcap Growth	167,336.59	19.38	169,172.83	1,347.69	0.80%	0.00
<i>Totals</i>		167,336.59		169,172.83	1,347.69	0.80%	0.00
<u>Intl Foreign (no US holdings)</u>							
34,278.385	Thornburg Intl Value Fd-I	857,048.61	28.09	982,823.09	13,627.51	1.40%	0.00
<i>Totals</i>		857,048.61		982,823.09	13,627.51	1.40%	0.00
<u>Miscellaneous Assets</u>							
1	Central Texas Electric Cooperative	1.00	1.00	1.00	0.00	0.00%	0.00
1	Consumers Fuel Cooperative Assn Inc	1.00	1.00	1.00	0.00	0.00%	0.00
1	West Texas Rural Telephone	1.00	1.00	1.00	0.00	0.00%	0.00
<i>Totals</i>		3.00		3.00	0.00	0.00%	0.00
<i>Total Investments</i>		8,829,611.68		9,829,094.32	190,089.34	1.93%	11.66
<i>Plus Accrued Income</i>				11.66			
<i>Plus Net Cash</i>				0.00			
<i>Total Market Value</i>				9,829,115.98			