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 , and ending

Name of foundation: Journey Charitable Foundation

A Employer identification number: 76-0574341

Number and street (or P O box number if mail is not delivered to street address): 9129 Briar Forest Drive

Room/suite:

B Telephone number (see instructions): 713-266-7309

City or town state, and ZIP code: Houston TX 77024-7213

C If exemption application is pending, check here ▶ ☐

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 3,688,835

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

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

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))*

Section	Line	Description	(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)	250,000			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	74	74		
	4	Dividends and interest from securities	86,887	86,887		
	5 a	Gross rents				
	b	Net rental income or (loss)				
	6 a	Net gain or (loss) from sale of assets not on line 10	84,793			
	b	Gross sales price for all assets on line 6a 745,979				
	7	Capital gain net income (from Part IV, line 2)		84,793		
	8	Net short-term capital gain				
	9	Income modifications				
	10 a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	421,754	171,754		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16 a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	2,540	1,020		
	c	Other professional fees (attach schedule)	38,923	38,923		
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	429	429		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings	2,477			
	22	Printing and publications				
	23	Other expenses (attach schedule)	1,923	350		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	46,292	40,722		
	25	Contributions, gifts, grants paid	160,500			160,500
	26	**Total expenses and disbursements.** Add lines 24 and 25	206,792	40,722		160,500
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	214,962			
	b	**Net investment income** (if negative, enter -0-)		131,032		
	c	**Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets — Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	8,227	16,162	16,162
	2 Savings and temporary cash investments	153,039	191,170	191,183
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments—U S and state government obligations (attach schedule)	790,139	679,303	732,988
	b Investments—corporate stock (attach schedule)	1,506,461	1,605,122	1,929,890
	c Investments—corporate bonds (attach schedule)	597,902	778,973	818,612
	11 Investments—land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)			
	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)	3,055,768	3,270,730	3,688,835
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)			
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here** ▶ [X] **and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted	3,055,768	3,270,730	
	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			
	30 **Total net assets or fund balances** (see instructions)	3,055,768	3,270,730	
	31 **Total liabilities and net assets/fund balances** (see instructions)	3,055,768	3,270,730	

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	3,055,768
2	Enter amount from Part I, line 27a	2	214,962
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	3,270,730
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	3,270,730

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	Compass Sales - See Sch	P	Various	Various
b	Compass Sales - See Sch	P	Various	Various
c	Kanaly Sales - See Sch	P	Various	Various
d	Kanaly Sales - See Sch	P	Various	Various
e	Long Term Cap Gain Dist, Etc	P	Various	Various

	(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	126,285		126,399	-114
b	322,139		255,374	66,765
c	5,834		5,658	176
d	282,239		273,755	8,484
e	9,482			9,482

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				-114
b				66,765
c				176
d				8,484
e				9,482

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	84,793
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 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	159,449	3,029,266	0 052636
2010	120,200	2,979,335	0 040345
2009	98,500	3,108,181	0 031691
2008	177,478	3,033,297	0 058510
2007	179,500	3,386,245	0 053009

2	**Total** of line 1, column (d)	2	0 236191
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 047238
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	3,454,105
5	Multiply line 4 by line 3	5	163,165
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,310
7	Add lines 5 and 6	7	164,475
8	Enter qualifying distributions from Part XII, line 4	8	160,500

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

1 a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ________ (attach copy of letter if necessary—see 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	2,621
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	2,621
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	2,621
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a 2,844		
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	2,844
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	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	223
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 223 **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1 a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ________ **(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? *If "Yes," attach a detailed description of the activities*	2		
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4 a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8 a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ TX			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶

14 The books are in care of ▶ Ms Francine Fleming Telephone no ▶ 713-266-7309

Located at ▶ 9129 Briar Forest Drive Houston TX ZIP+4 ▶ 77024-7213

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

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

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		**Yes**	**No**
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 instructions)?	1b	N/A	
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No			
	If "Yes," list the years ▶ 20 _____ , 20 _____ , 20 _____ , 20 _____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)	2b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20 _____ , 20 _____ , 20 _____ , 20 _____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)*	3b	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		X

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

		Yes	No	Line	Yes	No
5a	During the year did the foundation pay or incur any amount to					
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes	☒ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes	☒ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes	☒ No			
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)	☐ Yes	☒ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes	☒ No			
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?			5b	N/A	
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐					
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? *If "Yes," attach the statement required by Regulations section 53 4945–5(d)*	☐ Yes	☐ No			
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? *If "Yes" to 6b, file Form 8870*			6b		X
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	N/A	

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
Francine Fleming Houston, TX	Trustee 20 00	-0-		
Janice Oettmeier Spring, TX	Trustee 4 00	-0-		
Weldon Milulik Taylors, SC	Trustee 4 00	-0-		

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

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

Total number of other employees paid over $50,000 ▶

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 ▶		

Part IX-A Summary of Direct Charitable Activities

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

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

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

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	3,322,381
b	Average of monthly cash balances	1b	184,325
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	3,506,706
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	3,506,706
4	Cash deemed held for charitable activities Enter 1 ½ % of line 3 (for greater amount, see instructions)	4	52,601
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	3,454,105
6	**Minimum investment return.** Enter 5% of line 5	6	172,705

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	172,705
2a	Tax on investment income for 2012 from Part VI, line 5	2a	2,621		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	2,621
3	Distributable amount before adjustments Subtract line 2c from line 1			3	170,084
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	170,084
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	170,084

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	160,500
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	160,500
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	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	160,500

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				170,084
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			50,889	
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				
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 160,500				
a Applied to 2011, but not more than line 2a			50,889	
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				109,611
e Remaining amount distributed out of corpus				
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				
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				60,473
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				
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

Francine Fleming

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
See Schedule	None	Public	See Schedule	160,500
Total			▶ 3a	160,500
b *Approved for future payment*				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)
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	74	
4 Dividends and interest from securities			14	86,887	
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			18	84,793	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				171,754	

13 **Total.** Add line 12, columns (b), (d), and (e) 13 171,754

(See worksheet in line 13 instructions to verify calculations)

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

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

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

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

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

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

Francine Fleming | 11-13-13 | President

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Gary Speers	Gary Speers	11/8/2013		P00243523
Firm's name ▶ Hibbetts & Speers, PC			Firm's EIN ▶ 74-2344265	
Firm's address ▶ 707 West 34th Street - Suite 2, Austin, TX 78705-1204			Phone no 512-452-5711	

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

Schedule of Contributors

▶ **Attach to Form 990, Form 990-EZ, or Form 990-PF.**

OMB No 1545-0047

2012

Name of the organization

Journey Charitable Foundation

Employer identification number

76-0574341

Organization type (check one)

Filers of: | **Section:**

Form 990 or 990-EZ

☐ 501(c)( ) (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

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

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

General Rule

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

Special Rules

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

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

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

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

Name of organization	Employer identification number
Journey Charitable Foundation	76-0574341

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Francine Fleming 9129 Briar Forest Drive Houston TX 77024 Foreign State or Province Foreign Country	$ 250,000	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
	Foreign State or Province Foreign Country	$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
	Foreign State or Province Foreign Country	$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
	Foreign State or Province Foreign Country	$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
	Foreign State or Province Foreign Country	$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
	Foreign State or Province Foreign Country	$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)

Name of organization: Journey Charitable Foundation

Employer identification number: 76-0574341

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

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

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

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

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

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

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

Name of organization	Employer identification number
Journey Charitable Foundation	76-0574341

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

Return Name: Journey Charitable Foundation
SSN: 760574341
DCN: 74769620131226378473
Refund: 0
Status: Accepted
Status Date: 5/2/2013
Jurisdiction: Federal
Type: 8868 Pg 1
Sub Type: Extension
Service Center: Unknown

Current Acknowledgement Detail

Acceptance Code: Accepted
Ack Status Date: 5/2/2013
Debt Code:
Expected Refund:: 0
PIN Indicator:
EIC Indicator:
Payment Ack: ---
State-Only Code:
Birth Date Validity: ---
State Packet:
Number of Errors: 0
Error Rejected Codes:

Status History	
Created	5/2/2013
Transmitted to EFC	5/2/2013
Transmitted to Agency	5/2/2013
Accepted	5/2/2013

Return Name: Journey Charitable Foundation

SSN: 760574341
DCN: 74769620132194183623
Refund: 0
Status: Accepted
Status Date: 8/7/2013
Jurisdiction: Federal
Type: 8868 Pg 2
Sub Type: Extension
Service Center: Unknown

Current Acknowledgement Detail

Acceptance Code: Accepted
Ack Status Date: 8/7/2013
Debt Code:
Expected Refund:: 0
PIN Indicator:
EIC Indicator:
Payment Ack: ---
State-Only Code:
Birth Date Validity: ---
State Packet:
Number of Errors: 0
Error Rejected Codes:

Status History	
Created	8/7/2013
Transmitted to EFC	8/7/2013
Accepted	8/7/2013

Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

	Amount
Long Term CG Distributions	
Short Term CG Distributions	

Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Capital Gains/Losses	745,979	661,186	84,793
Other sales			

	Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improve-ments	Depreciation	Adjustments	Net Gain or Loss
1	X	Compass Sales - See Sch				Various	P	Various	126,285	126,399					-114
2	X	Compass Sales - See Sch				Various	P	Various	322,139	255,374					66,765
3	X	Kanaly Sales - See Sch				Various	P	Various	5,834	5,658					176
4	X	Kanaly Sales - See Sch				Various	P	Various	282,239	273,755					8,484
5	X	Long Term Cap Gain Dist, Etc				Various	P	Various	9,482						9,482

TRUST YEAR ENDING 12/31/2012

TAX PREPARER 1
TRUST ADMINISTRATOR 5
INVESTMENT OFFICER 11

LEGEND F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM	NC
291 0000 ABB LTD SP ADR - 000375204 - MINOR = 49							
SOLD		07/03/2012	4815 00				
ACQ	190 0000	08/17/2007	3143 81	4131 06	-987 25	LT15	Y
	101 0000	06/24/2011	1671 19	2508 85	-837 66	LT15	Y
142 0000 AFLAC INCORPORATED - 001055102 - MINOR = 46							
SOLD		12/20/2012	7725 34				
ACQ	75 0000	06/24/2011	4080 29	3376 62	703 67	LT15	Y
	67 0000	09/01/2011	3645 05	2481 35	1163 70	LT15	Y
76 0000 AGCO CORPORATION - 001084102 - MINOR = 46							
SOLD		01/05/2012	3526 71				
ACQ	37 0000	12/26/2007	1716 95	2569 47	-852 52	LT15	Y
	39 0000	02/22/2008	1809 76	2472 41	-662 65	LT15	Y
11 0000 AMAZON COM INC - 023135106 - MINOR = 46							
SOLD		07/03/2012	2509 97				
ACQ	11 0000	06/24/2011	2509 97	2112 06	397 91	LT15	Y
7000 AMTRUST FINANCIAL SERVICES,INC - 032359309 - MINOR = 46							
SOLD		09/20/2012	18 06				
ACQ	7000	09/13/2010	18 06	9 01	9 05	LT15	Y
10 0000 APPLE COMPUTERS INCORPORATED - 037833100 - MINOR = 46							
SOLD		01/05/2012	4181 66				
ACQ	10 0000	08/18/2006	4181 66	681 05	3500 61	LT15	Y
62 0000 ATWOOD OCEANICS INC - 050095108 - MINOR = 46							
SOLD		07/03/2012	2453 59				
ACQ	62 0000	01/05/2012	2453 59	2512 55	-58 96	ST	Y
40 0000 BAIDU, INC - SPON ADR - 056752108 - MINOR = 49							
SOLD		12/20/2012	3991 31				
ACQ	40 0000	07/03/2012	3991 31	4579 80	-588 49	ST	Y
80 0000 BALCHEM CORPORATION - 057665200 - MINOR = 46							
SOLD		01/05/2012	3243 53				
ACQ	80 0000	03/22/2010	3243 53	1983 40	1260 13	LT15	Y
133 0000 BANK OF NEW YORK MELLON CORP - 064058100 - MINOR = 46							
SOLD		07/03/2012	2963 90				
ACQ	133 0000	10/17/2008	2963 90	4128 99	-1165 09	LT15	Y
60 0000 B/E AEROSPACE, INC - 073302101 - MINOR = 46							
SOLD		07/03/2012	2645 64				
ACQ	60 0000	09/13/2010	2645 64	1922 44	723 20	LT15	Y
40 0000 BEAM INC - 073730103 - MINOR = 46							
SOLD		07/03/2012	2508 94				
ACQ	25 0000	04/05/2004	1568 09	1423 67	144 42	LT15	Y
	15 0000	06/14/2004	940 85	806 24	134 61	LT15	Y
223 0000 BEST BUY COMPANY INC - 086516101 - MINOR = 46							
SOLD		01/05/2012	5223 69				
ACQ	125 0000	08/17/2007	2928 08	5435 43	-2507 35	LT15	Y
	98 0000	09/01/2011	2295 61	2456 37	-160 76	ST	Y
158 0000 BIO-REFERENCE LABS INC - 09057G602 - MINOR = 46							
SOLD		07/03/2012	4292 76				
ACQ	158 0000	11/27/2007	4292 76	2490 43	1802 33	LT15	Y
64 0000 THE BUCKLE, INC - 118440106 - MINOR = 46							
SOLD		01/05/2012	2695 94				
ACQ	64 0000	09/01/2011	2695 94	2534 08	161 86	ST	Y
22 0000 CNOOC LTD ADR - 126132109 - MINOR = 49							
SOLD		12/20/2012	4783 46				
ACQ	22 0000	09/13/2010	4783 46	4154 15	629 31	LT15	Y
244 0000 CVB FINANCIAL CORP - 126600105 - MINOR = 46							
SOLD		07/03/2012	2858 41				
ACQ	244 0000	01/05/2012	2858 41	2558 22	300 19	ST	Y
172 0000 CARNIVAL CORP - 143658300 - MINOR = 47							
SOLD		07/03/2012	5911 50				
ACQ	113 0000	09/13/2010	3883 72	4044 09	-160 37	LT15	Y
	59 0000	11/15/2010	2027 78	2511 93	-484 15	LT15	Y
47 0000 CATALYST HEALTH SOLUTIONS, INC - 14888B103 - MINOR = 46							
SOLD		01/05/2012	2470 97				
ACQ	47 0000	09/01/2011	2470 97	2534 95	-63 98	ST	Y
25 0000 CATERPILLAR INCORPORATED - 149123101 - MINOR = 46							
SOLD		12/20/2012	2234 06				
ACQ	25 0000	06/24/2011	2234 06	2497 63	-263 57	LT15	Y
37 0000 CELGENE CORP - 151020104 - MINOR = 46							
SOLD		01/05/2012	2554 24				
ACQ	37 0000	09/13/2010	2554 24	2027 78	526 46	LT15	Y
70 0000 CENTURYTEL INC - 156700106 - MINOR = 46							
SOLD		01/05/2012	2555 30				
ACQ	70 0000	09/01/2011	2555 30	2407 65	147 65	ST	Y
41 0000 CERNER CORPORATION - 156782104 - MINOR = 46							
SOLD		01/05/2012	2555 68				
ACQ	41 0000	02/17/2006	2555 68	893 47	1662 21	LT15	Y
60 0000 CERNER CORPORATION - 156782104 - MINOR = 46							
SOLD		12/20/2012	4809 79				
ACQ	60 0000	02/17/2006	4809 79	1307 51	3502 28	LT15	Y
41 0000 CHUBB CORPORATION - 171232101 - MINOR = 46							
SOLD		07/03/2012	3008 38				
ACQ	41 0000	09/01/2011	3008 38	2526 62	481 76	ST	Y
272 0000 CISCO SYSTEMS INCORPORATED - 17275R102 - MINOR = 46							
SOLD		12/20/2012	5495 66				
ACQ	272 0000	07/03/2012	5495 66	4701 38	794 28	ST	Y

TAX PREPARER · 1
TRUST ADMINISTRATOR 5
INVESTMENT OFFICER 11

LEGEND F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM	NC
36 0000 CLOROX COMPANY - 189054109 - MINOR = 46							
SOLD		07/03/2012	2617 68				
ACQ	36 0000	09/01/2011	2617 68	2490 66	127 02	ST	Y
59 0000 COINSTAR INC - 19259P300 - MINOR = 46							
SOLD		07/03/2012	4129 01				
ACQ	41 0000	11/15/2010	2869 31	2460 62	408 69	LT15	Y
	18 0000	09/01/2011	1259 70	832 41	427 29	ST	Y
28 0000 COLGATE PALMOLIVE CO - 194162103 - MINOR = 46							
SOLD		12/20/2012	2961 07				
ACQ	28 0000	01/05/2012	2961 07	2530 22	430 85	ST	Y
272 0000 COMPANHIA DE BEBIDAS - AMBEV ADR - 20441W203 - MINOR = 49							
SOLD		06/21/2012	4 24				
ACQ	272 0000		4 24	0 00	4 24	ST	Y
98 0000 COMPANHIA DE BEBIDAS - AMBEV ADR - 20441W203 - MINOR = 49							
SOLD		07/03/2012	3749 88				
ACQ	98 0000	10/17/2008	3749 88	942 10	2807 78	LT15	Y
174 0000 COMPANHIA DE BEBIDAS - AMBEV ADR - 20441W203 - MINOR = 49							
SOLD		12/20/2012	7284 36				
ACQ	174 0000	10/17/2008	7284 36	1672 71	5611 65	LT15	Y
87 0000 COMPLETE PRODUCTION SERVICES - 20453E109 - MINOR = 46							
SOLD		01/05/2012	3026 23				
ACQ	87 0000	09/01/2011	3026 23	2590 43	435 80	ST	Y
34 0000 CONOCOPHILLIPS - 20825C104 - MINOR = 46							
SOLD		01/05/2012	2486 54				
ACQ	34 0000	08/18/2006	2486 54	2261 85	224 69	LT15	Y
52 0000 COVANCE INC - 222816100 - MINOR = 46							
SOLD		07/03/2012	2494 12				
ACQ	52 0000	01/12/2009	2494 12	2137 92	356 20	LT15	Y
67 0000 COVANCE INC - 222816100 - MINOR = 46							
SOLD		12/20/2012	3951 23				
ACQ	67 0000	01/12/2009	3951 23	2754 62	1196 61	LT15	Y
973 2130 CREDIT SUISSE COMMODITY RETURN STRATEGY - 22544R305 - MINOR = 53							
SOLD		01/05/2012	8048 47				
ACQ	518 6770	11/15/2010	4289 46	4782 20	-492 74	LT15	Y
	454 5360	09/01/2011	3759 01	4309 00	-549 99	ST	Y
13 0000 CURTISS WRIGHT CORPORATION - 231561101 - MINOR = 46							
SOLD		01/05/2012	466 36				
ACQ	13 0000	01/12/2009	466 36	446 10	20 26	LT15	Y
64 0000 WALT DISNEY COMPANY - 254687106 - MINOR = 46							
SOLD		01/05/2012	2525 07				
ACQ	64 0000	06/24/2011	2525 07	2409 90	115 17	ST	Y
77 0000 DOVER CORP - 260003108 - MINOR = 46							
SOLD		07/03/2012	4152 12				
ACQ	77 0000	03/09/2005	4152 12	3064 03	1088 09	LT15	Y
99 0000 DOVER CORP - 260003108 - MINOR = 46							
SOLD		12/20/2012	6392 79				
ACQ	75 0000	03/09/2005	4843 02	2984 45	1858 57	LT15	Y
	24 0000	10/17/2008	1549 77	773 69	776 08	LT15	Y
127 0000 DU PONT E I DE NEMOURS & COMPANY - 263534109 - MINOR = 46							
SOLD		12/20/2012	5732 02				
ACQ	73 0000	09/01/2011	3294 78	3500 71	-205 93	LT15	Y
	54 0000	01/05/2012	2437 24	2536 11	-98 87	ST	Y
155 0000 EMERSON ELECTRIC COMPANY - 291011104 - MINOR = 46							
SOLD		12/20/2012	8221 80				
ACQ	155 0000	12/03/2004	8221 80	5278 91	2942 89	LT15	Y
29 0000 FEDERAL REALTY INVS TRUST - REIT - 313747206 - MINOR = 46							
SOLD		07/03/2012	3084 51				
ACQ	29 0000	01/05/2012	3084 51	2618 27	466 24	ST	Y
118 0000 FIRSTSERVICE CORP - 33761N109 - MINOR = 46							
SOLD		07/03/2012	3223 41				
ACQ	118 0000	02/22/2008	3223.41	2500 14	723 27	LT15	Y
22 0000 FLOWSERVE CORP - 34354P105 - MINOR = 46							
SOLD		07/03/2012	2573 17				
ACQ	22 0000	10/17/2008	2573 17	1513 05	1060 12	LT15	Y
125 0000 FORTUNE BRANDS HOME & SECURITY INC - 34964C106 - MINOR = 46							
SOLD		01/05/2012	2171 84				
ACQ	25 0000	04/05/2004	434 37	395 87	38 50	LT15	Y
	25 0000	06/14/2004	434 37	373 65	60 72	LT15	Y
	75 0000	06/25/2009	1303 10	565 49	737 61	LT15	Y
41 0000 GENESEE & WYOMING INC - 371559105 - MINOR = 46							
SOLD		07/03/2012	2200 21				
ACQ	41 0000	01/05/2012	2200 21	2537 29	-337 08	ST	Y
113 0000 GLACIER BANCORP INC - 37637Q105 - MINOR = 46							
SOLD		01/05/2012	1463 88				
ACQ	113 0000	10/17/2008	1463 88	2498 71	-1034 83	LT15	Y
26 0000 GOLDMAN SACHS GROUP INC - 38141G104 - MINOR = 46							
SOLD		07/03/2012	2561 07				
ACQ	26 0000	09/01/2011	2561 07	2924 87	-363 80	ST	Y
238 0000 HALLIBURTON COMPANY - 406216101 - MINOR = 46							
SOLD		12/20/2012	8347 69				
ACQ	202 0000	01/05/2012	7085 01	7004 25	80 76	ST	Y
	36 0000	06/24/2011	1262 68	1665 53	-402 85	LT15	Y
189 0000 JOHN HANCOCK BK & THRIFT OPP FD - CLSD END FD - 409735206 - MINOR = 56							
SOLD		12/20/2012	3348 07				
ACQ	189 0000	12/03/2004	3348 07	8224 91	-4876 84	LT15	Y

FOUND UPDATE 02/16/13

TRUST YEAR ENDING 12/31/2012

TAX PREPARER 1
TRUST ADMINISTRATOR 5
INVESTMENT OFFICER 11

LEGEND F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM	NC
2500 HEICO CORPORATION - 422806109 - MINOR = 46							
SOLD		05/04/2012	10 10				
ACQ	2500	01/05/2012	10 10	11 26	-1 16	ST	Y
CHANGED 06/11/12 PRN							
56 0000 HEICO CORPORATION - 422806109 - MINOR = 46							
SOLD		07/03/2012	2249 19				
ACQ	56 0000	01/05/2012	2249 19	2521 12	-271 93	ST	Y
60 0000 HONEYWELL INTERNATIONAL INC - 438516106 - MINOR = 46							
SOLD		07/03/2012	3339 82				
ACQ	60 0000	12/03/2004	3339 82	2139 30	1200 52	LT15	Y
91 0000 HORMEL FOODS CORP - 440452100 - MINOR = 46							
SOLD		01/05/2012	2627 59				
ACQ	91 0000	09/01/2011	2627 59	2503 87	123 72	ST	Y
38 0000 HUMANA INC - 444859102 - MINOR = 46							
SOLD		07/03/2012	2939 80				
ACQ	38 0000	09/13/2010	2939 80	1998 23	941 57	LT15	Y
46 0000 HUMANA INC - 444859102 - MINOR = 46							
SOLD		12/20/2012	3141 49				
ACQ	8 0000	10/17/2008	546 35	295 26	251 09	LT15	Y
	38 0000	09/13/2010	2595 14	1998 23	596 91	LT15	Y
145 0000 ICF INTERNATIONAL, INC - 44925C103 - MINOR = 46							
SOLD		01/05/2012	3759 30				
ACQ	145 0000	10/17/2008	3759 30	2751 96	1007 34	LT15	Y
103 0000 ICF INTERNATIONAL, INC - 44925C103 - MINOR = 46							
SOLD		12/20/2012	2403 45				
ACQ	103 0000	07/03/2012	2403 45	2577 57	-174 12	ST	Y
49 0000 INGREDION INC - 457187102 - MINOR = 46							
SOLD		07/03/2012	2437 44				
ACQ	49 0000	01/05/2012	2437 44	2551 19	-113 75	ST	Y
208 0000 INTEL CORPORATION - 458140100 - MINOR = 46							
SOLD		12/20/2012	4364 88				
ACQ	200 0000	02/19/2002	4197 00	6407 78	-2210 78	LT15	Y
	8 0000	08/23/2005	167 88	207 80	-39 92	LT15	Y
50 0000 ISHARES MSCI EAFE INDEX FUND - 464287465 - MINOR = 50							
SOLD		07/03/2012	2533 19				
ACQ	50 0000	12/03/2004	2533 19	2640 21	-107 02	LT15	Y
25 0000 ISHARES CORE S&P MIDCAP ETF - 464287507 - MINOR = 50							
SOLD		01/05/2012	2223 57				
ACQ	25 0000	11/27/2007	2223 57	2068 36	155 21	LT15	Y
155 0000 JACOBS ENGINEERING GROUP INC - 469814107 - MINOR = 46							
SOLD		01/05/2012	6382 01				
ACQ	85 0000	08/23/2005	3499 81	2413 36	1086 45	LT15	Y
	70 0000	04/04/2006	2882 20	3046 23	-164 03	LT15	Y
28 0000 LABORATORY CORP OF AMERICA HLDGS - 50540R409 - MINOR = 46							
SOLD		07/03/2012	2608 00				
ACQ	28 0000	12/03/2004	2608 00	1345 26	1262 74	LT15	Y
108 0000 LEGGETT & PLATT INC - 524660107 - MINOR = 46							
SOLD		07/03/2012	2292 24				
ACQ	108 0000	01/05/2012	2292 24	2539 62	-247 38	ST	Y
107 0000 LIFE TECHNOLOGIES CORP - 53217V109 - MINOR = 46							
SOLD		01/05/2012	4352 14				
ACQ	47 0000	06/24/2011	1911 69	2443 76	-532 07	ST	Y
	60 0000	09/01/2011	2440 45	2495 70	-55 25	ST	Y
109 0000 LIQUIDITY SERVICES INC - 53635B107 - MINOR = 46							
SOLD		07/03/2012	4325 31				
ACQ	109 0000	06/24/2011	4325 31	2488 50	1836 81	LT15	Y
93 0000 THE MADISON SQUARE GARDEN COMPANY - 55826P100 - MINOR = 46							
SOLD		07/03/2012	3644 11				
ACQ	93 0000	06/24/2011	3644 11	2516 12	1127 99	LT15	Y
134 0000 MARATHON PETROLEUM CORPORATION - 56585A102 - MINOR = 46							
SOLD		01/05/2012	4259 12				
ACQ	24 0000	02/22/2008	762 83	1002 80	-239 97	LT15	Y
	110 0000	01/12/2009	3496 29	2462 16	1034 13	LT15	Y
53 0000 MCCORMICK & CO - 579780206 - MINOR = 46							
SOLD		07/03/2012	3265 51				
ACQ	53 0000	09/01/2011	3265 51	2520 42	745 09	ST	Y
44 0000 MCDONALDS CORPORATION - 580135101 - MINOR = 46							
SOLD		07/03/2012	3893 25				
ACQ	44 0000	12/03/2004	3893 25	1376 54	2516 71	LT15	Y
49 0000 MCDONALDS CORPORATION - 580135101 - MINOR = 46							
SOLD		12/20/2012	4400 34				
ACQ	33 0000	08/23/2005	2963 49	1089 16	1874 33	LT15	Y
	16 0000	08/18/2006	1436 85	578 00	858 85	LT15	Y
535 0000 MICROSOFT CORPORATION - 594918104 - MINOR = 46							
SOLD		12/20/2012	14720 24				
ACQ	226 0000	02/22/2008	6218 27	6272 23	-53 96	LT15	Y
	309 0000	01/12/2009	8501 97	6029 30	2472 67	LT15	Y
82 0000 NEOGEN CORP - 640491106 - MINOR = 46							
SOLD		07/03/2012	3905 98				
ACQ	82 0000	01/05/2012	3905 98	2569 47	1336 51	ST	Y
47 0000 NETEASE, INC ADR - 64110W102 - MINOR = 49							
SOLD		07/03/2012	2753 89				
ACQ	47 0000	06/24/2011	2753 89	2054 11	699 78	LT15	Y

TAX PREPARER . 1
TRUST ADMINISTRATOR 5
INVESTMENT OFFICER 11

LEGEND F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM	NC
66 0000 NETEASE, INC ADR - 64110W102 - MINOR = 49							
SOLD		12/20/2012	2761 72				
ACQ	10 0000	06/24/2011	418 44	437 05	-18 61	LT15	Y
	56 0000	01/05/2012	2343 28	2533 72	-190 44	ST	Y
80 0000 NIKE INCORPORATED CLASS B - 654106103 - MINOR = 46							
SOLD		12/20/2012	7869 90				
ACQ	80 0000	01/12/2009	7869 90	2001 64	5868 26	LT15	Y
CHANGED 02/06/13 PRN							
41 0000 OPEN TEXT CORPORATION - 683715106 - MINOR = 47							
SOLD		01/05/2012	2119 44				
ACQ	41 0000	06/24/2011	2119 44	2477 02	-357 58	ST	Y
186 0000 ORACLE CORPORATION - 68389X105 - MINOR = 46							
SOLD		07/03/2012	5545 48				
ACQ	159 0000	09/13/2010	4740 49	4016 85	723 64	LT15	Y
	27 0000	09/01/2011	804 99	753 43	51 56	ST	Y
24 0000 PPG INDUSTRIES INCORPORATED - 693506107 - MINOR = 46							
SOLD		12/20/2012	3203 81				
ACQ	24 0000	07/03/2012	3203 81	2521 32	682 49	ST	Y
82 0000 PEPSICO INCORPORATED - 713448108 - MINOR = 46							
SOLD		07/03/2012	5806 71				
ACQ	46 0000	08/23/2005	3257 42	2532 07	725 35	LT15	Y
	36 0000	04/04/2006	2549 29	2080 62	468 67	LT15	Y
5000 PHILLIPS 66 - 718546104 - MINOR = 46							
SOLD		05/10/2012	14 83				
ACQ	5000	08/18/2006	14 83	15 24	-0 41	LT15	Y
69 0000 PHILLIPS 66 - 718546104 - MINOR = 46							
SOLD		12/20/2012	3582 75				
ACQ	28 0000	08/18/2006	1453 87	868 73	585 14	LT15	Y
	41 0000	01/12/2009	2128 88	938 90	1189 98	LT15	Y
81 0000 PIEDMONT NATURAL GAS COMPANY INC - 720186105 - MINOR = 46							
SOLD		12/20/2012	2615 84				
ACQ	81 0000	09/01/2011	2615 84	2530 85	84 99	LT15	Y
40 0000 PIONEER NAT RES CO - 723787107 - MINOR = 46							
SOLD		12/20/2012	4348 50				
ACQ	40 0000	09/13/2010	4348 50	2594 03	1754 47	LT15	Y
146 0000 PITNEY BOWES INC - 724479100 - MINOR = 46							
SOLD		12/20/2012	1612 65				
ACQ	146 0000	01/05/2012	1612 65	2773 26	-1160 61	ST	Y
63 0000 PRAXAIR INCORPORATED - 74005P104 - MINOR = 46							
SOLD		07/03/2012	6906 84				
ACQ	63 0000	12/03/2004	6906 84	2888 86	4017 98	LT15	Y
24 0000 PRAXAIR INCORPORATED - 74005P104 - MINOR = 46							
SOLD		12/20/2012	2615 34				
ACQ	24 0000	12/03/2004	2615 34	1100 52	1514 82	LT15	Y
40 0000 T ROWE PRICE GROUP INC - 74144T108 - MINOR = 46							
SOLD		12/20/2012	2655 34				
ACQ	40 0000	07/03/2012	2655 34	2531 40	123 94	ST	Y
7 0000 PRICELINE COM INC - 741503403 - MINOR = 46							
SOLD		12/20/2012	4420 64				
ACQ	7 0000	06/25/2009	4420 64	792 23	3628 41	LT15	Y
107 0000 PROCTER & GAMBLE COMPANY - 742718109 - MINOR = 46							
SOLD		12/20/2012	7472 18				
ACQ	88 0000	09/27/2005	6145 34	5005 88	1139 46	LT15	Y
	19 0000	02/22/2008	1326 84	1251 43	75 41	LT15	Y
100 0000 PROSPERITY BANCSHARES INC - 743606105 - MINOR = 46							
SOLD		07/03/2012	4185 41				
ACQ	100 0000	03/22/2010	4185 41	4156 28	29 13	LT15	Y
44 0000 QUEST DIAGNOSTICS INC - 74834L100 - MINOR = 46							
SOLD		01/05/2012	2523 57				
ACQ	44 0000	08/23/2005	2523 57	2195 82	327 75	LT15	Y
134 0000 QUESTAR CORP - 748356102 - MINOR = 46							
SOLD		12/20/2012	2624 40				
ACQ	134 0000	09/01/2011	2624 40	2498 36	126 04	LT15	Y
109 0000 RITCHIE BROS AUCTIONEERS - 767744105 - MINOR = 47							
SOLD		01/05/2012	2344 00				
ACQ	109 0000	09/01/2011	2344 00	2450 84	-106 84	ST	Y
109 0000 ROFIN-SINAR TECH - 775043102 - MINOR = 46							
SOLD		07/03/2012	2074 77				
ACQ	109 0000	09/01/2011	2074 77	2449 75	-374 98	ST	Y
39 0000 HENRY SCHEIN INC - 806407102 - MINOR = 46							
SOLD		01/05/2012	2572 97				
ACQ	39 0000	08/23/2005	2572 97	1623 38	949 59	LT15	Y
82 0000 SWIFT ENERGY CO - 870738101 - MINOR = 46							
SOLD		07/03/2012	1564 94				
ACQ	82 0000	09/01/2011	1564 94	2494 85	-929 91	ST	Y
61 0000 TEVA PHARMACEUTICAL IND - SPONS ADR - 881624209 - MINOR = 54							
SOLD		07/03/2012	2432 31				
ACQ	61 0000	06/24/2011	2432 31	2883 12	-450 81	LT15	Y
199 0000 TEXAS INSTRUMENTS INCORPORATED - 882508104 - MINOR = 46							
SOLD		12/20/2012	6215 64				
ACQ	94 0000	02/22/2008	2936 03	2792 09	143 94	LT15	Y
	105 0000	07/28/2009	3279 61	2532 84	746 77	LT15	Y
31 0000 3M CO - 88579Y101 - MINOR = 46							
SOLD		07/03/2012	2775 82				
ACQ	31 0000	09/01/2011	2775 82	2526 61	249 21	ST	Y

TRUST YEAR ENDING 12/31/2012

TAX PREPARER 1
TRUST ADMINISTRATOR 5
INVESTMENT OFFICER 11

LEGEND F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM	NC
100 0000 TYLER TECHNOLOGIES INC - 902252105 - MINOR = 46							
SOLD		07/03/2012	4141 85				
ACQ	100 0000	09/01/2011	4141 85	2548 47	1593 38	ST	Y
105 0000 U S BANCORP - 902973304 - MINOR = 46							
SOLD		07/03/2012	3408 75				
ACQ	105 0000	02/22/2008	3408 75	3348 77	59 98	LT15	Y
87 0000 UNITED BANKSHARES, INC - 909907107 - MINOR = 46							
SOLD		07/03/2012	2247 58				
ACQ	87 0000	01/05/2012	2247 58	2562 46	-314 88	ST	Y
62 0000 UNIVERSAL CORPORATION - 913456109 - MINOR = 46							
SOLD		01/05/2012	2823 11				
ACQ	62 0000	09/01/2011	2823 11	2554 09	269 02	ST	Y
22 0000 V F CORPORATION - 918204108 - MINOR = 46							
SOLD		07/03/2012	2897 00				
ACQ	22 0000	09/01/2011	2897 00	2542 65	354 35	ST	Y
65 0000 VARIAN MEDICAL SYSTEMS INC - 92220P105 - MINOR = 46							
SOLD		12/20/2012	4654 21				
ACQ	65 0000	03/22/2010	4654 21	3525 28	1128 93	LT15	Y
87 4120 VANGUARD GROWTH INDEX FD SG CL# 1347 - 922908470 - MINOR = 53							
SOLD		01/05/2012	2624 11				
ACQ	87 4120	09/01/2011	2624 11	2499 99	124 12	ST	Y
59 0000 WMS INDUSTRIES INC - 929297109 - MINOR = 46							
SOLD		12/20/2012	1022 73				
ACQ	59 0000	11/15/2010	1022 73	2550 28	-1527 55	LT15	Y
72 0000 WATSON PHARMACEUTICALS INC - 942683103 - MINOR = 46							
SOLD		12/20/2012	6473 01				
ACQ	72 0000	10/17/2008	6473 01	1653 05	4819 96	LT15	Y
5029 2420 WELLS FARGO ADV HI INC - INS - 949917538 - MINOR = 51							
SOLD		07/03/2012	38021 07				
ACQ	5029 2420	09/13/2010	38021 07	36612 88	1408 19	LT15	Y
130 0000 TRANSOCEAN LTD - H8817H100 - MINOR = 47							
SOLD		01/05/2012	5162 20				
ACQ	130 0000	06/24/2011	5162 20	7850 04	-2687 84	ST	Y
		TOTALS	448423 71	381773 16			

SUMMARY OF CAPITAL GAINS/LOSSES

FEDERAL	SHORT TERM	LONG TERM 28%	LONG TERM 15%	ST WASH SALE	LT WASH SALE	1250 GAIN
NONCOVERED FROM ABOVE	-114 17	0 00	66764 72	0 00	0 00	0 00*
COVERED FROM ABOVE	0 00	0 00	0 00	0 00	0 00	
COMMON TRUST FUND	0 00	0 00	0 00			0 00
CAPITAL GAIN DIVIDENDS	0 00	0 00	4398 83			2 56
	-114 17	0 00	71163 55	0 00	0 00	2 56

STATE	SHORT TERM	LONG TERM 28%	LONG TERM 15%	ST WASH SALE	LT WASH SALE	1250 GAIN
NONCOVERED FROM ABOVE	-114 17	0 00	66764 72	0 00	0 00	0 00*
COVERED FROM ABOVE	0 00	0 00	0 00	0 00	0 00	
COMMON TRUST FUND	0 00	0 00	0 00			0 00
CAPITAL GAIN DIVIDENDS	0 00	0 00	4398 83			2 56
	-114 17	0 00	71163 55	0 00	0 00	2 56

* - 1250 GAIN DETAILED ON TRANS PAGES, NOT ABOVE

CAPITAL LOSS CARRYOVER

FEDERAL	0 00	0 00
TEXAS	N/A	N/A

	Sales Price	Cost
Short Term	126,284.74	126,398.81
Long Term	322,138.97	255,374.35
Totals	448,423.71	381,773.16

2012 Tax Information Statement

Account Number: 38927813
Recipient's Tax ID Number: XX-XXX4341
Payer's Federal ID Number: 74-1853251
Payer's State ID Number:
State: TX

☐ Corrected ☐ 2nd TIN notice

Payer's Name and Address:
KANALY TRUST, LTA
5555 SAN FELIPE - STE 200
HOUSTON, TX 77056

Recipient's Name and Address:
JOURNEY CHARITABLE FOUNDATION
C/O FRANCINE FLEMING, PRESIDENT
9129 BRIAR FOREST
HOUSTON, TX 77024-6311

2012 Form 1099-B: Proceeds from Broker and Barter Exchange Transactions

OMB No. 1545-0715

Reported to the IRS is Sales Price of stocks, bonds, etc., less commissions and option premiums
For noncovered securities (Box 6a is checked) shown on this statement, cost basis information including wash sale disallowed loss is not being reported to the IRS.

Cusip / Quantity Sold (Box 1e)	Description (Box 8) / Date of Sale or Exchange (Box 1a)	Date of Acquisition	Stock or Other Symbol (Box 1d) / Stocks Bonds, etc (Box 2a)	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld (Box 4)	State Tax Withheld (Box 15)
Short Term Sales Reported on 1099-B								
128119401	CALAMOS CONVERTIBLE FUND CL A							
286 5070	08/17/2012	12/22/2011	5,071 17	4,902 14	0.00	169 03	0 00	0 00
900297664	TURNER SPECTRUM FD INST CL							
69 6090	09/14/2012	12/15/2011	762 78	755 95	0 00	6 83	0 00	0 00
Total Short Term Sales Reported on 1099-B Report on Form 8949, Part I, with Box B checked			**5,833.95**	**5,658 09**	**0 00**	**175 86**	**0 00**	**0 00**
Long Term 15% Sales Reported on 1099-B								
128119401	CALAMOS CONVERTIBLE FUND CL A							
1758 2650	06/19/2012	Various	30,207 00	33,987 08	0 00	-3,780 08	0 00	0 00
128119401	CALAMOS CONVERTIBLE FUND CL A							
1564 2050	08/17/2012	Various	27,686 42	29,202.28	0 00	-1,515.86	0 00	0 00
3133XYZC2	FED HOME LN BK 0 67%12 NOTES DUE 01/13/12							
30000 0000	01/13/2012	07/15/2010	30,000 00	30,000 00	0 00	0 00	0 00	0 00
451152NN8	IDAHO BD BK AUTH 4 35%19 REV BAB DUE 09/15/19							
30000 0000	09/14/2012	07/14/2010	33,662 00	30,221 15	0 00	3,440 85	0 00	0 00

2012 Tax Information Statement

Account Number	**38927813**
Recipient's Tax ID Number:	**XX-XXX4341**
Payer's Federal ID Number	**74-1853251**
Payer's State ID Number.	
State:	TX
☐ **Corrected**	☐ **2nd TIN notice**

Payer's Name and Address
KANALY TRUST, LTA
5555 SAN FELIPE - STE 200
HOUSTON, TX 77056

Recipient's Name and Address:
JOURNEY CHARITABLE FOUNDATION
C/O FRANCINE FLEMING, PRESIDENT
9129 BRIAR FOREST
HOUSTON, TX 77024-6311

For noncovered securities (Box 6a is checked) shown on this statement, cost basis information including wash sale disallowed loss is not being reported to the IRS.

Cusip / Quantity Sold (Box 1e)	Description (Box 8) / Date of Sale or Exchange (Box 1a)	Date of Acquisition	Stock or Other Symbol (Box 1d) / Stocks Bonds, etc. (Box 2a)	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld (Box 4)	State Tax Withheld (Box 15)
00142C367	INVESCO GLOBAL REAL ESTATE FD CL A							
1842 7220	03/05/2012	12/15/2010	19,440 72	18,427 22	0.00	1,013 50	0 00	0 00
574204WC3	MARYLAND ST DEPT 3 8%18 REV BAB DUE 06/15/18							
30000 0000	09/10/2012	07/07/2010	32,975 00	30,326 70	0 00	2,648 30	0 00	0 00
67065W803	NUVEEN TRADEWINDS INTL VALUE I							
1219 9470	03/26/2012	04/28/2009	27,916 79	22,903 96	0.00	5,012 83	0 00	0 00
6747352D6	OCEAN CNTY N J 4%20 GO UTX BAB DUE 08/01/20							
30000 0000	05/31/2012	07/28/2010	32,771.30	30,021 12	0 00	2,750 18	0 00	0 00
790450ES5	SAINT JOHNS MICH 1 75%12 GO UTX BAB DUE 05/01/12							
30000 0000	01/05/2012	07/16/2010	29,981 90	30,000 00	0 00	-18 10	0 00	0 00
900297664	TURNER SPECTRUM FD INST CL							
1605 9450	09/14/2012	01/21/2011	17,598 05	18,665 02	0 00	-1,066 97	0 00	0 00
Total Long Term 15% Sales Reported on 1099-B Report on Form 8949, Part II, with Box B checked			**282,239 18**	**273,754 53**	**0.00**	**8,484.65**	**0 00**	**0 00**
Long Term 28% Sales Reported on 1099-B								
78463V107	SPDR GOLD TRUST SPDR GOLD SHARES		GLD					
175 0000	01/11/2012	Various	9 13	0 00	0 00	9 13	0 00	0 00
78463V107	SPDR GOLD TRUST SPDR GOLD SHARES		GLD					
175 0000	02/14/2012	Various	8 81	0 00	0 00	8 81	0 00	0 0C

This is important tax information and is being furnished to the Internal Revenue Service (except as indicated) If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported For noncovered securities shown on this statement, cost basis information including wash sale disallowed loss is not being reported to the Internal Revenue Service The taxpayer is ultimately responsible for the accuracy of their own tax return

2012 Tax Information Statement

Payer's Name and Address:
KANALY TRUST, LTA
5555 SAN FELIPE - STE 200
HOUSTON, TX 77056

Account Number: 38927813
Recipient's Tax ID Number: XX-XXX4341
Payer's Federal ID Number: 74-1853251
Payer's State ID Number:
State: TX

☐ **Corrected** ☐ **2nd TIN notice**

Recipient's Name and Address.
JOURNEY CHARITABLE FOUNDATION
C/O FRANCINE FLEMING, PRESIDENT
9129 BRIAR FOREST
HOUSTON, TX 77024-6311

For noncovered securities (Box 6a is checked) shown on this statement, cost basis information including wash sale disallowed loss is not being reported to the IRS.

Cusip / Quantity Sold *(Box 1e)*	Description *(Box 8)* / Date of Sale or Exchange *(Box 1a)*	Date of Acquisition	Stock or Other Symbol *(Box 1d)* / Stocks Bonds, etc *(Box 2a)*	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld *(Box 4)*	State Tax Withheld *(Box 15)*
78463V107	SPDR GOLD TRUST SPDR GOLD SHARES		GLD					
175 0000	03/13/2012	Various	9 06	0 00	0 00	9 06	0 00	0 00
78463V107	SPDR GOLD TRUST SPDR GOLD SHARES		GLD					
175 0000	04/10/2012	Various	9 85	0 00	0 00	9 85	0 00	0 00
78463V107	SPDR GOLD TRUST SPDR GOLD SHARES		GLD					
175 0000	05/16/2012	Various	10 42	0 00	0 00	10 42	0 00	0 00
78463V107	SPDR GOLD TRUST SPDR GOLD SHARES		GLD					
175 0000	06/12/2012	Various	8 86	0 00	0 00	8 86	0 00	0 00
78463V107	SPDR GOLD TRUST SPDR GOLD SHARES		GLD					
175 0000	07/06/2012	Various	8 94	0 00	0.00	8 94	0 00	0 00
78463V107	SPDR GOLD TRUST SPDR GOLD SHARES		GLD					
175 0000	08/10/2012	Various	9 03	0 00	0.00	9 03	0 00	0.00
78463V107	SPDR GOLD TRUST SPDR GOLD SHARES		GLD					
233 0000	09/12/2012	Various	12 30	0 00	0 00	12 30	0 00	0 00
78463V107	SPDR GOLD TRUST SPDR GOLD SHARES		GLD					
233 0000	10/08/2012	Various	13 62	0 00	0 00	13 62	0 00	0 00
78463V107	SPDR GOLD TRUST SPDR GOLD SHARES		GLD					
233 0000	11/19/2012	Various	12 58	0 00	0 00	12 58	0 00	0 00
78463V107	SPDR GOLD TRUST SPDR GOLD SHARES		GLD					
233 0000	12/11/2012	Various	11 89	0 00	0 00	11 89	0 00	0 00
			124.49	**0.00**	**0 00**	**124.49**	**0 00**	**0 00**

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2012 Tax Information Statement

Payer's Name and Address:
KANALY TRUST, LTA
5555 SAN FELIPE - STE 200
HOUSTON, TX 77056

Account Number: 38927813
Recipient's Tax ID Number: XX-XXX4341
Payer's Federal ID Number: 74-1853251
Payer's State ID Number:
State: TX

☐ **Corrected** ☐ **2nd TIN notice**

Recipient's Name and Address:
JOURNEY CHARITABLE FOUNDATION
C/O FRANCINE FLEMING, PRESIDENT
9129 BRIAR FOREST
HOUSTON, TX 77024-6311

For noncovered securities (Box 6a is checked) shown on this statement, cost basis information including wash sale disallowed loss is not being reported to the IRS.

Cusip	Description *(Box 8)*		Stock or Other Symbol *(Box 1d)*					
Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks Bonds, etc	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
(Box 1e)	*(Box 1a)*		*(Box 2a)*				*(Box 4)*	*(Box 15)*

Report on Form 8949, Part II, with Box B checked

This is important tax information and is being furnished to the Internal Revenue Service (except as indicated) If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported For noncovered securities shown on this statement, cost basis information including wash sale disallowed loss is not being reported to the Internal Revenue Service The taxpayer is ultimately responsible for the accuracy of their own tax return

Part I, Line 16b (990-PF) - Accounting Fees

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
		2,540	1,020		
1	Hibbetts & Speers, PC	2,540	1,020		

Part I, Line 16c (990-PF) - Other Professional Fees

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
		38,923	38,923		
1	Compass Bank Investment Management and Advis	20,488	20,488		
2	Kanaly Trust Company Investment Management ar	18,435	18,435		

Part I, Line 18 (990-PF) - Taxes

		429	429		
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Real estate tax not included in line 20				
2	Foreign Taxes on investment income	429	429		
3	Income tax				

Part I, Line 23 (990-PF) - Other Expenses

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		1,923	350		
1	Bank Service Charges	417	350		
2	Dues and Memberships	695			
3	Insurance	750			
4	Investment Expenses				
5	Office Supplies and Expenses	61			

Part II, Line 10a (990-PF) - Investments - U.S. and State Government Obligations

			Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year	
		Federal	790,139	679,303	836,829	732,988	
		State/Local					

	Description	Num Shares/ Face Value	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year	State/Local Obligation
1	Invesments Managed By Compass Bank						
2	Invesments Managed By Kanaly Trust Co		790,139	679,303	836,829	732,988	

Part II, Line 10b (990-PF) - Investments - Corporate Stock

	Description	Num Shares/ Face Value	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year
			1,506,461	1,605,122	1,704,296	1,929,890
1	Invesments Managed By Compass Bank		873,832	924,208	1,032,521	1,176,217
2	Invesments Managed By Kanaly Trust Co		632,629	680,914	671,775	753,673

Part II, Line 10c (990-PF) - Investments - Corporate Bonds

	Description	Interest Rate	Maturity Date	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year
				597,902	778,973	622,146	818,612
1	Invesments Managed By Compass Bank			565,351	597,053	587,567	626,391
2	Invesments Managed By Kanaly Trust			32,551	181,920	34,579	192,221

Part VI, Line 6a (990-PF) - Estimated Tax Payments

		Date		Amount
1	Credit from prior year return		1	2,844
2	First quarter estimated tax payment		2	
3	Second quarter estimated tax payment		3	
4	Third quarter estimated tax payment		4	
5	Fourth quarter estimated tax payment		5	
6	Other payments		6	
7	Total		7	2,844

Part XIII, Line 2a, Column C (990-PF) - Prior Year Undistributed Income

1	Distributable amounts for 2011 that remained undistributed at the beginning of the 2012 tax year	1	50,889
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	50,889

Part XV - Line 3- Supplementary Information - Grants and Contributions Paid During the Year

Recipient	Foundation Status	Purpose of Grant	Amount
Angela House 425 Shane #18 Houston, TX 77037	Public	Help fund the cost of psychological therapy for the residents who are transitioning from prison to independent living.	5,000
BOMA Project PO Box 456 Dorset, VT 05251	Public	Help provide funds for 25 micro-enterprises in the Samburu District of northern Kenya for 75 poor tribal women	10,000
Boys and Girls Country 18806 Roberts Road Hockley, TX 77447	Public	Help provide operational expense funds for this long-term residential facility for abused children.	5,000
Catholic Charities 2900 Louisiana Houston, TX 77006	Public	Help provide support for the Refugee Youth Afterschool for refugee children who are adjusting to new life after fleeing conflict in their native countries.	7,000
Children At Risk 2900 Weslayan - Suite 400 Houston, TX 77027	Public	Help provide funds to support this organization's efforts to raise awareness of human trafficking in Texas and to advocate for child victims	10,000
Christian Community Service Center PO Box 27924 Houston, TX 77002	Public	Help provide funds for Martha's Way, a vocational training program designed to increase the earning potential of immigrant women with a focus on the field of residential housekeeping. Through classroom education, hands-on training and job leads, the program helps to equip them to operate their own professional businesses.	5,000
CLIMB Wyoming 420 Pearl Avenue Jackson, WY 83001	Public	Help provide funds to train and place low income single mothers in careers that allow them to support their families.	5,000
Cristo Rey Jesuit Preparatory School 6700 Mount Carmel Drive Houston, TX 77087	Public	Help provide funds for low-income students attending Cristo Rey through the Magis Society Education Fund.	10,000

Part XV - Line 3- Supplementary Information - Grants and Contributions Paid During the Year

Recipient	Foundation Status	Purpose of Grant	Amount
Dining For Women PO Box 25633 Greenville, SC 29616	Public	Help provide funds for the Database and Accounting clerk position for management of the database for the organization that supports non-profits working in developing countries to employer women and help them educate their children.	12,500
Earth University Eight Piedmont Center - Suite 520 Atlanta, GA 30305	Public	Help provide funds for the Community Development Program of this private non-profit international university in Costa Rica that offers an undergraduate program in agricultural sciences and rational use of natural resources	10,000
Full Dimension Ministry 16 Fox Run Circle Auburn, MA 01501	Public	Help provide funds to pay the salary of two doctors at the Yulansoni Medical Clinic in the Yulansoni Valley, Tanzania	5,000
Maasi Girls Education Fund 5800 MacArthur Blvd. NW Washington, DC 20016	Public	Help provide funds for the support of the organization's College Fund that provides scholarships for young Maasai women to help enable them to pursue university studies or vocational training after completing high school	10,000
Marianist Sisters 235 West Ligustrum Drive San Antonio, TX 78228	Public	Help provide funds to purchase textbooks for students attending Adele College in Kara, Togo in Africa	10,000
Maya Nut Institute (The Equilibrium Fund) PO Box 2371 Crested Butte, CO 81224	Public	Help provide funds for the research and development of the Maya Nut drying, processing and storage equipment	10,000
Our Global Village PO Box 70443 Houston, TX 77270	Public	Help provide funds for general operating expenses for this organization that empowers grassroots leaders to facilitate change in their communities such as Community Cloth in Houston helping set up micro-enterprise businesses for refugee women.	3,000
Partners in Health 888 Commonwealth Ave - 3rd Floor Boston, MA 02215	Public	Help provide funds in support of the Zanmi Agrikol program in Haiti encouraging local production of crops used in the treatment and prevention of pediatric malnutrition and to help increase food security of the families in Haiti	9,000
Refugee Family Services 5561-H Memorial Drive Stone Mountain, GA 30083	Public	Help provide funds for the Family Literacy Program that serves for newly arrived refugees to the US.	10,000
SEARCH Homeless Services 2505 Fannin Houston, TX 77002	Public	Help provide operating funds for the house of Tiny Treasures, a day care facility for homeless children whose parents are job training or actively looking for employment.	6,000
Suite 1300 Services 1422 Euclid Avenue Cleveland, OH 44115	Public	Donation to help fund the programs that provide fiscal and administrative services and technical assistance to community projects and initiatives, often in collaboration with multiple nonprofit partners in the community.	500

Part XV - Line 3- Supplementary Information - Grants and Contributions Paid During the Year

Recipient	Foundation Status	Purpose of Grant	Amount
Tahirih Justice Center 1717 Saint James Place Houston, TX 77056	Public	Help provide funds for general operating expenses to provide holistic legal representation and targeted education to immigrant women and girls, including mothers and children at risk, who are fleeing horrific forms of violence and abuse	7,500
Women for Women International 4455 Connecticut Avenue, NW - Suite 200 Washington, DC 20008	Public	Help provide funds to support training in rights awareness education, life skills, market based vocational skills and business training for women survivors of conflict and violence in Rwanda	10,000
Total Grants and Contributions Paid			160,500

Form **8868**

(Rev January 2013)

Department of the Treasury

Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing *(e-file)*. You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions) For more details on the electronic filing of this form, visit *www irs gov/efile* and click on *e-file for Charities & Nonprofits*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed)

A corporation required to file Form 990-T and requesting an automatic 6-month extension—check this box and complete Part I only ▶ [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions Journey Charitable Foundation	Employer identification number (EIN) or 76-0574341
File by the due date for filing your return See instructions	Number, street, and room or suite no If a P O box, see instructions 9129 Briar Forest Drive	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions Houston TX 77024-7213	

Enter the Return code for the return that this application is for (file a separate application for each return) 04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ Ms Francine Fleming

Telephone No ▶ 713-266-7309 FAX No ▶

- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box ▶ [ ] If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 8/15/2013 , to file the exempt organization return for the organization named above The extension is for the organization's return for

▶ [X] calendar year 2012 or

▶ [ ] tax year beginning ______ , and ending ______

2 If the tax year entered in line 1 is for less than 12 months, check reason [ ] Initial return [ ] Final return [ ] Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	**3a**	$
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit	**3b**	$ 2,844
c	**Balance due.** Subtract line 3b from line 3a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	**3c**	$

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

For Privacy Act and Paperwork Reduction Act Notice, see instructions.

HTA

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box ▶ [X]

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1)

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed)

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization Journey Charitable Foundation	Employer identification number (EIN) or 76-0574341
File by the due date for filing your return See instructions	Number, street, and room or suite no If a P O box, see instructions 9129 Briar Forest Drive	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions Houston TX 77024-7213	

Enter the Return code for the return that this application is for (file a separate application for each return) 04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ▶ Ms Francine Fleming
  Telephone No ▶ 713-266-7309 FAX No ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box ▶ [ ] If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until 11/15/2013

5 For calendar year 2012 , or other tax year beginning ______ , and ending ______

6 If the tax year entered in line 5 is for less than 12 months, check reason [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension All of the information needed to file a complete tax return has not yet been received

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	**8a**	$
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	**8b**	$ 2,844
c	**Balance due.** Subtract line 8b from line 8a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	**8c**	$

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ▶ Title ▶ Date ▶