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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 04-01-2012 , and ending 03-31-2013

Name of foundation NINA HEARD ASTIN CHARITABLE TRUST WELLS FARGO BANK NA TTEE 33-6405-00		A Employer identification number 74-1721901	
Number and street (or P O box number if mail is not delivered to street address) PO DRAWER 913		Room/suite	
City or town, state, and ZIP code BRYAN, TX 778050913		B Telephone number (see instructions) (979) 776-3276	
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		C If exemption application is pending, check here ☐	
H Check type of organization ☐ Section 501(c)(3) exempt private foundation ☒ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 7,837,833		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 ☐	
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				
	4 Dividends and interest from securities.	186,291	186,291		
	5a Gross rents	106,559	106,559		
	b Net rental income or (loss) <u>88,860</u>				
	6a Net gain or (loss) from sale of assets not on line 10	134,784			
	b Gross sales price for all assets on line 6a <u>1,851,876</u>				
	7 Capital gain net income (from Part IV , line 2)		134,784		
	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)				
	12 Total. Add lines 1 through 11	427,634	427,634		
	13 Compensation of officers, directors, trustees, etc	83,002	62,251		20,751
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	2,540	1,905		635
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	7,437	0		0
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	17,874	17,874		0
	24 Total operating and administrative expenses. Add lines 13 through 23	110,853	82,030		21,386
	25 Contributions, gifts, grants paid	227,750			227,750
	26 Total expenses and disbursements. Add lines 24 and 25	338,603	82,030		249,136
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	89,031			
	b Net investment income (if negative, enter -0-)		345,604		
	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		1	1
	2	Savings and temporary cash investments	432,698	420,371	420,371
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____	3,255		
	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	3,215		
	10a	Investments—U S and state government obligations (attach schedule)	460,446	☒ 155,363	160,071
	b	Investments—corporate stock (attach schedule)	5,553,139	☒ 5,966,801	6,661,452
	c	Investments—corporate bonds (attach schedule).			
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)	☒ 1	☒ 1	☒ 595,938	
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	6,452,754	6,542,537	7,837,833	
Liabilities	17	Accounts payable and accrued expenses		752	
	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	752	
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	0	0	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	6,452,754	6,541,785	
	30	Total net assets or fund balances (see page 17 of the instructions)	6,452,754	6,541,785	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	6,452,754	6,542,537	

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 6,452,754
2	Enter amount from Part I, line 27a	2 89,031
3	Other increases not included in line 2 (itemize) ▶ _____	3 0
4	Add lines 1, 2, and 3	4 6,541,785
5	Decreases not included in line 2 (itemize) ▶ _____	5 0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6 6,541,785

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)
1 a	WELLS FARGO INVESTMENTS-SHORT TERM	P	2012-04-01	2013-03-31
b	WELLS FARGO INVESTMENTS-LONG TERM	P	2010-01-01	2013-03-31
c	K-1 LONG TERM CAP LOSS	P	2010-01-10	2013-03-31
d	CAPITAL GAINS DIVIDENDS	P		
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 166,777		161,969	4,808
b 1,672,616		1,516,778	155,838
c		38,345	-38,345
d 12,483			12,483
e			

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			4,808
b			155,838
c			-38,345
d			12,483
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	134,784
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 }		3	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	184,191	6,793,432	0 027113
2010	178,266	6,538,299	0 027265
2009	230,579	5,967,461	0 038639
2008	273,449	5,192,736	0 052660
2007	246,847	7,274,840	0 033932

2 Total of line 1, column (d).	2	0 179609
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 035922
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	7,096,134
5 Multiply line 4 by line 3.	5	254,907
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	3,456
7 Add lines 5 and 6.	7	258,363
8 Enter qualifying distributions from Part XII, line 4.	8	249,136

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 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	6,912
c		All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2		Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0
3		Add lines 1 and 2.		3	6,912
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0
5		Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	6,912
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	6,169	
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	6,169
8		Enter any penalty for underpayment of estimated tax Check here ☒ if Form 2220 is attached		8	9
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	752
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	
11		Enter the amount of line 10 to be Credited to 2013 estimated tax	Refunded	11	

Part VII-A

Statements Regarding Activities

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 \$ _____ 0 (2) On foundation managers \$ _____ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.	2		No
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? If "Yes," attach the statement required by General Instruction T.	5		No
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 ▶WELLS FARGO BANK NA - TRUST DEPT Telephone no ▶(979) 776-3237 Located at ▶3000 BRIARCREST DRIVE MAC T5177-020 BRYAN TX ZIP +4 ▶77802			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶			✓
	and enter the amount of tax-exempt interest received or accrued during the year ▶	15		0
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		No
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?.	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?. ☐ 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		
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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i>).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		No

Part VII-B

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

5a	During the year did the foundation pay or incur any amount to			
(1)	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ 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
WELLS FARGO BANK NA PO BOX 41629 AUSTIN, TX 787049926	TRUSTEE 2 00	83,002	0	0
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000.				0

Part VIII

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

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

Part IX-A

Summary of Direct Charitable Activities

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

Part IX-B

Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See page 24 of the instructions.	
3	
Total. Add lines 1 through 3.	0

Part X

Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	6,774,799
b	Average of monthly cash balances.	1b	429,398
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	7,204,197
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	7,204,197
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	108,063
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	7,096,134
6	Minimum investment return. Enter 5% of line 5.	6	354,807

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	354,807
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	6,912
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	6,912
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	347,895
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	347,895
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	347,895

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	249,136
b	Program-related investments—total from Part IX-B.	1b	0
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	249,136
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	249,136
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				347,895
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			71,484	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007.				
b From 2008.				
c From 2009.				
d From 2010.				
e From 2011.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 249,136				
a Applied to 2011, but not more than line 2a			71,484	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	 0			
d Applied to 2012 distributable amount.				177,652
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2012	0			0
(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:	0			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions.		0		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions.			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013.				170,243
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).	0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions).	0			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a.	0			
10 Analysis of line 9				
a Excess from 2008.				
b Excess from 2009.				
c Excess from 2010.				
d Excess from 2011.				
e Excess from 2012.				

Part 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

See Additional Data Table

b

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

See Additional Data Table

c

Any submission deadlines

See Additional Data Table

d

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

See Additional Data Table

Form 990-PF (2012)

Part XV

Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	227,750
b Approved for future payment				
Total			3b	0

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments. . . .						
3 Interest on savings and temporary cash investments						
4 Dividends and interest from securities. . . .				14	186,291	
5 Net rental income or (loss) from real estate						
a Debt-financed property.				15	88,860	
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	134,784	
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). . .			0		409,935	0
13 Total. Add line 12, columns (b), (d), and (e).				13		409,935

(See worksheet in line 13 instructions to verify calculations)

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)

[illegible]

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

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

*****	2013-08-05	*****
Signature of officer or trustee	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	Preparer's Signature	Date	Check if self-employed ☒	PTIN P00962478
	WILLIAM V MILBERGER	WILLIAM V MILBERGER	2013-08-05		
	Firm's name ☐	DURST MILBERGER NESBITT & ASK LLP 304 POST OFFICE		Firm's EIN ☐	74-2075264
	Firm's address ☐	BRYAN, TX 778012141		Phone no	(979) 822-0175

Form 990PF Part XV Line 2a - 2d - Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

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

WELLS FARGO BANK TRUST DEPT
3000 BRIARCREST
BRYAN, TX 77805
(979) 776-3267

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

OTHER APPLICATIONS ARE ACCEPTED BY LETTER OF REQUEST AND SHOULD INCLUDE THE LOCATION, TYPE OF ORGANIZATION, AND PURPOSE OF REQUEST

c Any submission deadlines

NO DEADLINE FOR OTHER REQUESTS MAY 1 FOR SCHOLARSHIPS

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

ALL OTHER AWARDS MUST BE TO INCOME TAX QUALIFYING CHARITIES

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

BRYAN HIGH SCHOOL COUNSELORS
3401 E 29TH STREET
BRYAN, TX 77802
(979) 774-3276

b The form in which applications should be submitted and information and materials they should include
FOR SCHOLARSHIP APPLICATIONS CONTACT THE HIGH SCHOOL COUNSELORS

c Any submission deadlines
MAY 1 FOR SCHOLARSHIPS

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors
SCHOLARSHIP APPLICANTS MUST BE SENIORS AT BRYAN HIGH SCHOOL OR A&M CONSOLIDATED HIGH SCHOOL

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

AM CONSOLIDATED HIGH SCHOOL
701 WEST LOOP SOUTH
BRYAN, TX 77840
(979) 696-0544

b The form in which applications should be submitted and information and materials they should include
FOR SCHOLARSHIP APPLICATIONS CONTACT THE HIGH SCHOOL COUNSELORS

c Any submission deadlines
MAY 1 FOR SCHOLARSHIPS

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

SCHOLARSHIP APPLICANTS MUST BE SENIORS AT BRYAN HIGH SCHOOL OR A&M CONSOLIDATED HIGH SCHOOL

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
BLINN COLLEGE 2423 BLINN BLVD BRYAN,TX 77805	NONE	PUBLIC	SCHOLARSHIP	5,250
BOYS & GIRLS CLUB OF BRAZOS COUNTY PO BOX 524 BRYAN,TX 77806	NONE	PUBLIC	GENERAL OPERATING EXPENSES	50,000
BRIGHAM YOUNG UNIVERSITY 150 EAST BULLDOG BOULEVARD PROVO,UT 84602	NONE	PUBLIC	SCHOLARSHIP	2,250
BRAZOS VALLEY REHAB 1318 MEMORIAL BRYAN,TX 77802	NONE	PUBLIC	GENERAL OPERATING EXPENSES	35,000
FIRST PRESBYTERIAN CHURCH 1100 CARTER CREEK PKWY BRYAN,TX 77802	NONE	PUBLIC	GENERAL OPERATING EXPENSES	35,000
GOODLAND PRESBYTERIAN CHILDREN'S HOME 1216 N 4200 RD HUGO,OK 74743	NONE	PUBLIC	GENERAL OPERATING EXPENSES	7,000
PRESBYTERIAN MO-RANCH ASSEMBY 2229 FM 1340 HUNT,TX 78024	NONE	PUBLIC	GENERAL OPERATING EXPENSES	5,000
SAVANNAH COLLEGE OF ART & DESIGN PO BOX 3146 SAVANNAH,GA 31402	NONE	PUBLIC	SCHOLARSHIP	2,250
TEXAS A&M UNIVERSITY TAMU CAMPUS COLLEGE STATION,TX 77843	NONE	PUBLIC	SCHOLARSHIP	32,250
TEXAS STATE UNIVERSITY 601 UNIVERSITY DRIVE SAN MARCOS,TX 786664684	NONE	PUBLIC	SCHOLARSHIP	1,500
UNIVERSITY OF CALIFORNIA AT LOS ANGELES 405 HILGARD AVE LOS ANGELES,CA 90095	NONE	PUBLIC	SCHOLARSHIP	750
UNIVERSITY OF MARY HARDIN-BAYLOR 900 COLLEGE STREET BELTON,TX 76513	NONE	PUBLIC	SCHOLARSHIP	3,000
UNIVERSITY OF TEXAS PO BOX 7458 AUSTIN,TX 78713	NONE	PUBLIC	SCHOLARSHIP	3,750
JOHN HOPKINS UNIVERSITY 3400 N CHARLES ST BALTIMORE,MD 21218	NONE	PUBLIC	SCHOLARHSIP	1,500
SAM HOUSTON STATE UNIVERSITY 1806 AVENUE J HUNTSVILLE,TX 77340	NONE	PUBLIC	SCHOLARSHIP	750

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
UNIVERSITY OF HOUSTON 4800 CALHOUN ROAD HOUSTON,TX 77004	NONE	PUBLIC	SCHOLARSHIP	1,500
ABILENE CHRISTIAN UNIVERSITY 1600 CAMPUS CT ABILENE,TX 79601	NONE	PUBLIC	SCHOLARSHIP	1,500
PRESBYTERIAN CHILDREN'S HOME 4407 BEE CAVE RD STE 520 AUSTIN,TX 78746	NONE	PUBLIC	OPERATING EXPENSES	7,000
HABITAT FOR HUMANITY 119 LAKE STREET BRYAN,TX 77801	NONE	PUBLIC	GENERAL OPERATING EXPENSES	10,000
HEALTH FOR ALL 214 N MAIN BRYAN,TX 77803	NONE	PUBLIC	GENERAL OPERATING EXPENSES	10,000
HOSPICE BRAZOS VALLEY 502 W 26ST STREET BRYAN,TX 77803	NONE	PUBLIC	GENERAL OPEARTING EXPENSE	7,500
ST JOSEPH FOUNDATION PO BOX 993 BRYAN,TX 77802	NONE	PUBLIC	GENERAL OPERATING EXPENSES	5,000
Total			3a	227,750

TY 2012 Accounting Fees Schedule

Name: NINA HEARD ASTIN CHARITABLE TRUST
WELLS FARGO BANK NA TTEE 33-6405-00
EIN: 74-1721901

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	2,540	1,905		635

TY 2012 Distribution from Corpus Election

Name: NINA HEARD ASTIN CHARITABLE TRUST
WELLS FARGO BANK NA TTEE 33-6405-00

EIN: 74-1721901

Election: ELECTION UNDER IRC REG 53.4942(A)-3(D)(2) - THE NINA HEARD
ASTIN CHARITABLE TRUST HEREBY ELECTS UNDER REG 53.4942
(A)-3(D)(2) TO TREAT ITS CURRENT YEAR QUALIFYING
DISTRIBUTIONS IN EXCESS OF THE IMMEDIATELY PRECEDING
TAX YEAR'S UNDISTRIBUTED INCOME AS BEING MADE OUT OF
CORPUS.

TY 2012 Investments Corporate
Stock Schedule

Name: NINA HEARD ASTIN CHARITABLE TRUST
WELLS FARGO BANK NA TTEE 33-6405-00
EIN: 74-1721901

Name of Stock	End of Year Book Value	End of Year Fair Market Value
3M CO	13,774	16,691
AFFILIATED MANAGERS GROUP	6,113	15,664
AFLAC	7,457	13,889
APACHE CORP	17,888	14,660
APPLE INC	16,134	33,200
BERKSHIRE HATHAWAY 4.85% 1-15-15	101,704	107,683
BERKSHIRE HATHAWAY INC	19,094	25,946
BHP BILLITON LIMITED	12,915	9,991
BOEING CO	10,993	13,564
CAPITAL ONE FINANCIAL CORP	5,552	12,858
CHEVRON CORP	15,561	23,408
CISCO SYSTEMS INC	17,716	21,208
COMCAST CORP CLASS A	8,722	21,074
CREDIT SUISSE COMMODITY RETURN #2156	299,130	260,583
CVS CORP	5,763	17,322
DIAGO PLC ADR	6,681	15,604
DREYFUS EMERGING MARKETS	298,646	304,086
EMC CORP MASS	5,417	10,966
GOLDMAN SACHS GROUP	12,607	12,361
INTEL CORP	9,078	11,878
ISHARES S&P 400 GROWTH	153,900	207,202
ISHARES S&P MIDCAP 400 VALUE	110,492	156,077
JOHNSON CONTROLS	20,727	20,411
JP MORGAN CHASE	16,494	21,642
LAUDUS MONDRIAN	265,189	254,621
MERGER FD SH BEN INT	135,454	135,309
MICROSOFT	8,892	11,842
NESTLE SA REGISTERED SHARES ADR	8,312	16,016
ORACLE CORP	10,837	14,322
RIDGEWORTH SEIX HIGH YIELD BOND FUND	330,155	367,093

Name of Stock	End of Year Book Value	End of Year Fair Market Value
SCHLUMBERGER LTD	16,843	18,423
SPDR DJ WILSHIRE INTERNATIONAL REAL	147,879	209,545
TARGET	11,255	19,851
TEVA PHARMACEUTICAL INDUSTRIES ADR	14,929	12,380
THERMO FISHER SCIENTIFIC INC	11,094	17,210
UNION PACIFIC CORP	15,728	28,055
UNITEDHEALT GROUP INC	8,551	16,648
US BANCORP DEL NEW	13,202	16,252
VANGUARD EMERGING MARKETS ETF	358,512	378,463
VANGUARD INTERMEDIATE TERM B	436,125	448,337
VANGUARD REIT VIPER	81,307	206,794
VODAFONE GROUP PLC NEW	0	21,641
WALT DISNEY CO	9,734	0
ASGI MESIROW INSIGHT FUND -HEDGE	266,197	276,323
ANHEUSER-BUSCH INBEV	11,748	19,512
CELANESE CORP	11,265	10,748
TJX COS INC	9,473	15,100
DRIEHAUS ACTIVE INCOME FUND	197,718	200,383
PIMCO FOREIGN BD FD	257,138	263,174
UNITED PARCEL SERVICE	11,003	14,002
GOOGLE INC	13,624	18,266
GILEAD SCIENCES INC	9,091	20,065
VANGUARD ST BOND ETF	1,161,438	1,163,745
COACH INC	15,761	14,397
MONSTER BEVERAGE CORP	9,836	10,264
CME GROUP INCE	15,369	17,256
MCKESSON CORP	13,789	15,330
EATON CORP PLC	10,787	12,556
HSBC - ADR SPONSORED ADR	8,239	8,054
TOTAL SA - ADR SPONSORED ADR	12,015	12,523

Name of Stock	End of Year Book Value	End of Year Fair Market Value
VANGUARD MSCI EAFE ETF	376,994	375,010
GATEWAY FUND	269,503	272,367
ISHARES CORE S&P	123,302	175,299
ISHARES CORE S&P SMALL	85,751	186,308
DIFFERENCE IN ROC / WASH SALES	204	0

TY 2012 Investments Government Obligations Schedule

Name: NINA HEARD ASTIN CHARITABLE TRUST
WELLS FARGO BANK NA TTEE 33-6405-00

EIN: 74-1721901

US Government Securities - End of Year Book Value:	155,363
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US Government Securities - End of Year Fair Market Value:	160,071
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State & Local Government Securities - End of Year Book Value:	0
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State & Local Government Securities - End of Year Fair Market Value:	0
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TY 2012 Other Assets Schedule

Name: NINA HEARD ASTIN CHARITABLE TRUST
WELLS FARGO BANK NA TTEE 33-6405-00
EIN: 74-1721901

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
MINERAL INTEREST	1	1	595,938

TY 2012 Other Expenses Schedule

Name: NINA HEARD ASTIN CHARITABLE TRUST
WELLS FARGO BANK NA TTEE 33-6405-00
EIN: 74-1721901

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MISCELLANEOUS EXPENSE	22	22		0
K-1 INVESTMENT EXPENSE	153	153		0
MISC ROYALTY EXPENSES	8,488	8,488		0
SEVERANCE TAXES & MISC ROYALTY EXPENSES	4,967	4,967		0
OIL & GAS PROPERTY TAXES	4,244	4,244		0

TY 2012 Taxes Schedule**Name:** NINA HEARD ASTIN CHARITABLE TRUST

WELLS FARGO BANK NA TTEE 33-6405-00

EIN: 74-1721901

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FORM 990-PF EXCISE TAX	6,912	0		0
EXCISE TAX	9	0		0
FORM 990-PF EXCISE TAX 2011	516	0		0