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Part III

Statement of Program Service Accomplishments

Check if Schedule O contains a response to any question in this Part III

1

Briefly describe the organization’s mission

The Foundation solicits charitable contributions and provides funding to enhance the rule of law and the system of justice in Texas, especially for programs that relate to the administration of justice, ethics in the legal profession, legal assistance for the needy, the encouragement of legal research, publications & forums, and the education of the public

2

Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ?

YesNo

If “Yes,” describe these new services on Schedule O

3

Did the organization cease conducting, or make significant changes in how it conducts, any program services?

YesNo

If “Yes,” describe these changes on Schedule O

4

Describe the organization’s program service accomplishments for each of its three largest program services, as measured by expenses Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported

4a

(Code ) (Expenses \$ 938,395 including grants of \$ 748,581 ) (Revenue \$ )

Enhance the rule of law and the system of justice in Texas, especially programs for administration of justice, ethics in the legal profession, legal assistance for the needy, legal research, publications & forums, and education of the public

4b

(Code ) (Expenses \$ including grants of \$ ) (Revenue \$ )

4c

(Code ) (Expenses \$ including grants of \$ ) (Revenue \$ )

4d

Other program services (Describe in Schedule O )
















(Expenses \$ including grants of \$ ) (Revenue \$ )

4e

Total program service expenses ▶ 938,395

Part IV

Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A 	1 Yes	
2 Is the organization required to complete Schedule B, Schedule of Contributors (see instructions)? 	2 Yes	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I	3	No
4 <b>Section 501(c)(3) organizations.</b> Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If "Yes," complete Schedule C, Part II	4	No
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If "Yes," complete Schedule C, Part III	5	No
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I 	6	No
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? If "Yes," complete Schedule D, Part II 	7	No
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III 	8	No
9 Did the organization report an amount in Part X, line 21 for escrow or custodial account liability, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV 	9	No
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? If "Yes," complete Schedule D, Part V 	10 Yes	
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI 	11a Yes	
b Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII 	11b	No
c Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII 	11c	No
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part IX 	11d	No
e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X 	11e Yes	
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If "Yes," complete Schedule D, Part X 	11f	No
12a Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI and XII 	12a Yes	
b Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional 	12b	No
13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E	13	No
14a Did the organization maintain an office, employees, or agents outside of the United States?	14a	No
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? If "Yes," complete Schedule F, Parts I and IV	14b	No
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? If "Yes," complete Schedule F, Parts II and IV	15	No
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? If "Yes," complete Schedule F, Parts III and IV	16	No
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I (see instructions)	17	No
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II	18	No
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III	19	No
20a Did the organization operate one or more hospital facilities? If "Yes," complete Schedule H	20a	No
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?	20b	

Part IV

Checklist of Required Schedules (continued)

21	Did the organization report more than \$5,000 of grants and other assistance to any government or organization in the United States on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i> . . . . .	21	Yes	
22	Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i> . . . . .	22		No
23	Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i> . . . . .	23		No
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25</i> . . . . .	24a		No
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception? . . . .	24b		No
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds? . . . . .	24c		No
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year? . . . .	24d		No
25a	<b>Section 501(c)(3) and 501(c)(4) organizations.</b> Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i> . . . . .	25a		No
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i> . . . . .	25b		No
26	Was a loan to or by a current or former officer, director, trustee, key employee, highest compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II</i> . . . . .	26		No
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III</i> . . . . .	27		No
28	Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)			
a	A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i> . . . . .	28a		No
b	A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i> . . . . .	28b		No
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV</i> . . . .	28c		No
29	Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i> . . . .	29		No
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i> . . . . .	30		No
31	Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i> . . . . .	31		No
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i> . . . . .	32		No
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i> . . . . .	33		No
34	Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1</i> . . . . .	34	Yes	
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a		No
b	If 'Yes' to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i> . . . . .	35b		No
36	<b>Section 501(c)(3) organizations.</b> Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i> . . . . .	36	Yes	
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i> . . . .	37		No
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? <b>Note.</b> All Form 990 filers are required to complete Schedule O . . . . .	38	Yes	

Part V

Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response to any question in this Part V

☐

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable.	7	
1b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable.	0	
c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?		1c	Yes
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return.	2a	0
b If at least one is reported on line 2a, did the organization file all required federal employment tax returns? <b>Note.</b> If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions).		2b	No
3a Did the organization have unrelated business gross income of \$1,000 or more during the year?		3a	No
b If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O.		3b	No
4a At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		4a	No
b If "Yes," enter the name of the foreign country: _____ See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.			
5a Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		5a	No
b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		5b	No
c If "Yes," to line 5a or 5b, did the organization file Form 8886-T?		5c	
6a Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?		6a	No
b If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		6b	
7 Organizations that may receive deductible contributions under section 170(c).			
a Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?		7a	Yes
b If "Yes," did the organization notify the donor of the value of the goods or services provided?		7b	Yes
c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		7c	No
d If "Yes," indicate the number of Forms 8282 filed during the year.		7d	0
e Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		7e	No
f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		7f	No
g If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?		7g	No
h If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?		7h	No
8 Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		8	No
9 Sponsoring organizations maintaining donor advised funds.			
a Did the organization make any taxable distributions under section 4966?		9a	No
b Did the organization make a distribution to a donor, donor advisor, or related person?		9b	No
10 Section 501(c)(7) organizations. Enter			
a Initiation fees and capital contributions included on Part VIII, line 12.		10a	
b Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities.		10b	
11 Section 501(c)(12) organizations. Enter			
a Gross income from members or shareholders.		11a	
b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them).		11b	
12a Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?		12a	No
b If "Yes," enter the amount of tax-exempt interest received or accrued during the year.		12b	
13 Section 501(c)(29) qualified nonprofit health insurance issuers.			
a Is the organization licensed to issue qualified health plans in more than one state? <b>Note.</b> See the instructions for additional information the organization must report on Schedule O.		13a	No
b Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans.		13b	
c Enter the amount of reserves on hand.		13c	
14a Did the organization receive any payments for indoor tanning services during the tax year?		14a	No
b If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O.		14b	

Part VI

Governance, Management, and Disclosure

For each "Yes" response to lines 2 through 7b below, and for a "No" response to lines 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

Check if Schedule O contains a response to any question in this Part VI

Section A. Governing Body and Management

			Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year	1a	17	
	If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O			
b	Enter the number of voting members included in line 1a, above, who are independent	1b	17	
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2		No
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?	3		No
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4		No
5	Did the organization become aware during the year of a significant diversion of the organization's assets?	5		No
6	Did the organization have members or stockholders?	6		No
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	7a	Yes	
b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	7b		No
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following			
a	The governing body?	8a	Yes	
b	Each committee with authority to act on behalf of the governing body?	8b	Yes	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O	9		No

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

			Yes	No
10a	Did the organization have local chapters, branches, or affiliates?	10a		No
b	If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?	10b		
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	11a	Yes	
b	Describe in Schedule O the process, if any, used by the organization to review this Form 990			
12a	Did the organization have a written conflict of interest policy? If "No," go to line 13	12a	Yes	
b	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	Yes	
c	Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	12c	Yes	
13	Did the organization have a written whistleblower policy?	13	Yes	
14	Did the organization have a written document retention and destruction policy?	14	Yes	
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?			
a	The organization's CEO, Executive Director, or top management official	15a	Yes	
b	Other officers or key employees of the organization	15b	Yes	
	If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions)			
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	16a		No
b	If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?	16b		

Section C. Disclosure

17	List the States with which a copy of this Form 990 is required to be filed	
18	Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply. <input type="checkbox"/> Own website <input checked="" type="checkbox"/> Another's website <input checked="" type="checkbox"/> Upon request <input type="checkbox"/> Other (explain in Schedule O)	
19	Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year	
20	State the name, physical address, and telephone number of the person who possesses the books and records of the organization Andrea Stone 515 Congress Avenue Suite 1755 Austin, TX (512) 480-8000	

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

Check if Schedule O contains a response to any question in this Part VII

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

**1a** Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
- List all of the organization's **current** key employees, if any. See instructions for definition of "key employee."
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.
- List all of the organization's **former** officers, key employees, or highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

List persons in the following order: individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees; and former such persons.

☐ Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W- 2/1099- MISC)	(E) Reportable compensation from related organizations (W- 2/1099- MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
(1) Barbara Young Trustee	3 00 0 00	X						0	0	0
(2) D Gibson Walton Past Chair	4 00 0 00	X						0	0	0
(3) Randall Sorrels Trustee	3 00 0 00	X						0	0	0
(4) Myla Ramsey Trustee	3 00 0 00	X						0	0	0
(5) Sharon Millians Trustee	3 00 0 00	X						0	0	0
(6) Roland Johnson Trustee	3 00 0 00	X						0	0	0
(7) Mike Heiskell Trustee	3 00 0 00	X						0	0	0
(8) Marjorie Hass Trustee	3 00 0 00	X						0	0	0
(9) Sonia Falcon Trustee	3 00 0 00	X						0	0	0
(10) Harper Estes Trustee	3 00 0 00	X						0	0	0
(11) Allan DuBois Trustee	3 00 0 00	X						0	0	0
(12) Shannon Dacus Trustee	3 00 0 00	X						0	0	0
(13) Patricia Chamblin Trustee	3 00 0 00	X						0	0	0
(14) Neal Adams Trustee	3 00 0 00	X						0	0	0
(15) Tim Mountz Sec/Treasurer	4 00 0 00	X		X				0	0	0
(16) G Thomas Vick Jr Chair Elect	4 00 0 00	X		X				0	0	0
(17) John Ellis Jr Chairman	4 00 0 00	X		X				0	0	0



## Part VII

[illegible]

<b>1b</b>	<b>Sub-Total . . . . .</b>			
<b>c</b>	<b>Total from continuation sheets to Part VII, Section A . . . . .</b>			
<b>d</b>	<b>Total (add lines 1b and 1c) . . . . .</b>		110,806	14,059

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization: 0

		Yes	No
3	Did the organization list any <b>former</b> officer, director or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i> . . . . .	3	No
4	For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? <i>If "Yes," complete Schedule J for such individual</i> . . . . .	4	No
5	Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? <i>If "Yes," complete Schedule J for such person</i> . . . . .	5	No

## **Section B. Independent Contractors**

**1** Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of services	(C) Compensation
State Bar of Texas 1414 Colorado Street Austin TX 78701	TBF staff & support	305,749

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization ►1

Part VIII

Statement of Revenue

Check if Schedule O contains a response to any question in this Part VIII

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514	
Contributions, Gifts, Grants and Other Similar Amounts	1a	Federated campaigns . . .	1a				
	b	Membership dues . . . . .	1b				
	c	Fundraising events . . . . .	1c				
	d	Related organizations . . . .	1d	130,000			
	e	Government grants (contributions)	1e				
	f	All other contributions, gifts, grants, and similar amounts not included above	1f	1,148,933			
	g	Noncash contributions included in lines 1a-1f \$					
	h	Total. Add lines 1a-1f . . . . .		1,278,933			
Program Service Revenue	2a		Business Code				
	b						
	c						
	d						
	e						
	f	All other program service revenue					
	g	Total. Add lines 2a-2f . . . . .		0			
	Other Revenue	3	Investment income (including dividends, interest, and other similar amounts) . . . . .		476,813		476,813
4		Income from investment of tax-exempt bond proceeds . .		0			
5		Royalties . . . . .		0			
6a		Gross rents	(i) Real	(ii) Personal			
b		Less rental expenses					
c		Rental income or (loss)					
d		Net rental income or (loss) . . . . .			0		
7a		Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other			
b		Less cost or other basis and sales expenses					
c		Gain or (loss)					
d		Net gain or (loss) . . . . .			352,065		352,065
8a		Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c) See Part IV, line 18 . . . . .	a				
b		Less direct expenses . . . . .	b				
c		Net income or (loss) from fundraising events . .			0		
9a		Gross income from gaming activities See Part IV, line 19 . . . . .	a				
b		Less direct expenses . . . . .	b				
c		Net income or (loss) from gaming activities . .			0		
10a		Gross sales of inventory, less returns and allowances .	a				
b		Less cost of goods sold . . . . .	b				
c		Net income or (loss) from sales of inventory . .			0		
	Miscellaneous Revenue	Business Code					
11a	Other revenues		1,614			1,614	
b	Annual dinner		116,135			116,135	
c							
d	All other revenue . . . . .						
e	Total. Add lines 11a-11d . . . . .		117,749				
12	Total revenue. See Instructions . . . . .		2,225,560			946,627	

Part IX

Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A).

Check if Schedule O contains a response to any question in this Part IX

☒

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.		(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1	Grants and other assistance to governments and organizations in the United States. See Part IV, line 21.	748,581	748,581		
2	Grants and other assistance to individuals in the United States. See Part IV, line 22.	0			
3	Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16.	0			
4	Benefits paid to or for members.	0			
5	Compensation of current officers, directors, trustees, and key employees.	0			
6	Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B).	0			
7	Other salaries and wages.	0			
8	Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions).	0			
9	Other employee benefits.	0			
10	Payroll taxes.	0			
11	Fees for services (non-employees):				
a	Management.	0			
b	Legal.	0			
c	Accounting.	14,390		14,390	
d	Lobbying.	0			
e	Professional fundraising services. See Part IV, line 17.	0			
f	Investment management fees.	0			
g	Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O).	0			
12	Advertising and promotion.	0			
13	Office expenses.	0			
14	Information technology.	0			
15	Royalties.	0			
16	Occupancy.	36,276	7,255	25,393	3,628
17	Travel.	19,970	2,551	4,249	13,170
18	Payments of travel or entertainment expenses for any federal, state, or local public officials.	0			
19	Conferences, conventions, and meetings.	51,992	5,199	20,798	25,995
20	Interest.	0			
21	Payments to affiliates.	0			
22	Depreciation, depletion, and amortization.	1,559	1,013	312	234
23	Insurance.	0			
24	Other expenses. Itemize expenses not covered above (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O):				
a	Printing and Publications	52,694	13,174	31,616	7,904
b	Annual dinner	75,068	30,027	37,534	7,507
c	Investment management fees	102,118		102,118	
d	SBOT reimbursement for staff	304,749	75,060	121,031	108,658
e	All other expenses	158,114	55,535	94,051	8,528
25	<b>Total functional expenses.</b> Add lines 1 through 24e.	1,565,511	938,395	451,492	175,624
26	<b>Joint costs.</b> Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input checked="" type="checkbox"/> if following SOP 98-2 (ASC 958-720).				

Part X

Balance Sheet

Check if Schedule O contains a response to any question in this Part X

☒

					(A)		(B)
					Beginning of year		End of year
Assets	1	Cash—non-interest-bearing . . . . .			92,986	1	123,018
	2	Savings and temporary cash investments . . . . .			291,753	2	361,815
	3	Pledges and grants receivable, net . . . . .			50,000	3	30,000
	4	Accounts receivable, net . . . . .				4	0
	5	Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L . . . . .				5	0
	6	Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions) Complete Part II of Schedule L . . . . .				6	0
	7	Notes and loans receivable, net . . . . .				7	0
	8	Inventories for sale or use . . . . .				8	0
	9	Prepaid expenses and deferred charges . . . . .			7,833	9	16,943
	10a	Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a	30,598			
	b	Less accumulated depreciation . . . . .	10b	22,812	9,345	10c	7,786
	11	Investments—publicly traded securities . . . . .			18,531,391	11	22,133,430
	12	Investments—other securities See Part IV, line 11 . . . . .				12	0
	13	Investments—program-related See Part IV, line 11 . . . . .				13	0
	14	Intangible assets . . . . .				14	0
	15	Other assets See Part IV, line 11 . . . . .			239,027	15	260,035
	16	Total assets. Add lines 1 through 15 (must equal line 34) . . . . .			19,222,335	16	22,933,027
Liabilities	17	Accounts payable and accrued expenses . . . . .			26,089	17	66,328
	18	Grants payable . . . . .				18	
	19	Deferred revenue . . . . .			79,760	19	75,560
	20	Tax-exempt bond liabilities . . . . .				20	
	21	Escrow or custodial account liability Complete Part IV of Schedule D . . . . .				21	
	22	Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L . . . . .				22	
	23	Secured mortgages and notes payable to unrelated third parties . . . . .				23	
	24	Unsecured notes and loans payable to unrelated third parties . . . . .				24	
	25	Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule D . . . . .			19,447	25	46,936
	26	Total liabilities. Add lines 17 through 25 . . . . .			125,296	26	188,824
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.						
	27	Unrestricted net assets . . . . .			4,823,048	27	5,696,062
	28	Temporarily restricted net assets . . . . .			748,799	28	3,419,049
	29	Permanently restricted net assets . . . . .			13,525,192	29	13,629,092
	Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.						
	30	Capital stock or trust principal, or current funds . . . . .				30	
	31	Paid-in or capital surplus, or land, building or equipment fund . . . . .				31	
	32	Retained earnings, endowment, accumulated income, or other funds . . . . .				32	
	33	Total net assets or fund balances . . . . .			19,097,039	33	22,744,203
	34	Total liabilities and net assets/fund balances . . . . .			19,222,335	34	22,933,027

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response to any question in this Part XI . . . . .

1	Total revenue (must equal Part VIII, column (A), line 12) . . . . .	1	2,225,560
2	Total expenses (must equal Part IX, column (A), line 25) . . . . .	2	1,565,511
3	Revenue less expenses Subtract line 2 from line 1 . . . . .	3	660,049
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A)) . . . . .	4	19,097,039
5	Net unrealized gains (losses) on investments . . . . .	5	2,987,253
6	Donated services and use of facilities . . . . .	6	
7	Investment expenses . . . . .	7	
8	Prior period adjustments . . . . .	8	
9	Other changes in net assets or fund balances (explain in Schedule O) . . . . .	9	-138
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	22,744,203

Part XII Financial Statements and Reporting

Check if Schedule O contains a response to any question in this Part XII . . . . .

		Yes	No
1	Accounting method used to prepare the Form 990 <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O		
2a	Were the organization's financial statements compiled or reviewed by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		No
2b	Were the organization's financial statements audited by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both <input checked="" type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	Yes	
2c	If "Yes," to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O	Yes	
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?		No
3b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits		

SCHEDULE A  
(Form 990 or 990EZ)

Department of the Treasury  
Internal Revenue Service

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

► Attach to Form 990 or Form 990-EZ. ► See separate instructions.

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization  
Texas Bar Foundation

Employer identification number  
74-6074796

Part I

Reason for Public Charity Status (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is (For lines 1 through 11, check only one box )

- 1

☐

A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i).**
- 2

☐

A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E )
- 3

☐

A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii).**
- 4

☐

A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii).** Enter the hospital's name, city, and state \_\_\_\_\_
- 5

☐

An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv).** (Complete Part II )
- 6

☐

A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**
- 7

☒

An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi).** (Complete Part II )
- 8

☐

A community trust described in **section 170(b)(1)(A)(vi)** (Complete Part II )
- 9

☐

An organization that normally receives (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See **section 509(a)(2).** (Complete Part III )
- 10

☐

An organization organized and operated exclusively to test for public safety See **section 509(a)(4).**
- 11

☐

An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2) See **section 509(a)(3).** Check the box that describes the type of supporting organization and complete lines 11e through 11h  

a

☐

Type I

b

☐

Type II

c

☐

Type III - Functionally integrated

d

☐

Type III - Non-functionally integrated
- e

☐

By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2)
- f

☐

If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box
- g

☐

Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?  

(i)

A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?

(ii)

A family member of a person described in (i) above?

(iii)

A 35% controlled entity of a person described in (i) or (ii) above?
- h

☐

Provide the following information about the supported organization(s)

	Yes	No
11g(i)		
11g(ii)		
11g(iii)		

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1- 9 above or IRC section (see instructions))	(iv) Is the organization in col (i) listed in your governing document?		(v) Did you notify the organization in col (i) of your support?		(vi) Is the organization in col (i) organized in the U S ?		(vii) Amount of monetary support
			Yes	No	Yes	No	Yes	No	
Total									

Part II

Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)  
(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support						
Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")	1,075,993	1,010,121	1,031,187	1,121,522	1,278,933	5,517,756
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						0
3 The value of services or facilities furnished by a governmental unit to the organization without charge						0
4 Total. Add lines 1 through 3	1,075,993	1,010,121	1,031,187	1,121,522	1,278,933	5,517,756
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						0
6 Public support. Subtract line 5 from line 4						5,517,756

Section B. Total Support						
Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
7 Amounts from line 4	1,075,993	1,010,121	1,031,187	1,121,522	1,278,933	5,517,756
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	478,981	393,062	394,883	456,206	476,813	2,199,945
9 Net income from unrelated business activities, whether or not the business is regularly carried on						0
10 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV.)	68,417	79,070	75,870	89,928	117,749	431,034
11 Total support (Add lines 7 through 10)						8,148,735
12 Gross receipts from related activities, etc. (see instructions)					12	
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and stop here . . . . .						▶

Section C. Computation of Public Support Percentage				
14	Public support percentage for 2012 (line 6, column (f) divided by line 11, column (f))	<table><tr><td>14</td><td>67 710 %</td></tr></table>	14	67 710 %
14	67 710 %			
15	Public support percentage for 2011 Schedule A, Part II, line 14	<table><tr><td>15</td><td>68 340 %</td></tr></table>	15	68 340 %
15	68 340 %			
16a	<b>33 1/3% support test—2012.</b> If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and <b>stop here.</b> The organization qualifies as a publicly supported organization	<input type="checkbox"/>		
b	<b>33 1/3% support test—2011.</b> If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and <b>stop here.</b> The organization qualifies as a publicly supported organization	<input type="checkbox"/>		
17a	<b>10%-facts-and-circumstances test—2012.</b> If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and <b>stop here.</b> Explain in Part IV how the organization meets the "facts-and-circumstances" test The organization qualifies as a publicly supported organization	<input type="checkbox"/>		
b	<b>10%-facts-and-circumstances test—2011.</b> If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and <b>stop here.</b> Explain in Part IV how the organization meets the "facts-and-circumstances" test The organization qualifies as a publicly supported organization	<input type="checkbox"/>		
18	<b>Private foundation.</b> If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions	<input type="checkbox"/>		

Part IIISupport Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support						
Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support (Subtract line 7c from line 6.)						

Section B. Total Support						
Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support. (Add lines 9, 10c, 11, and 12.)						
14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and stop here ▶						

Section C. Computation of Public Support Percentage		
15 Public support percentage for 2012 (line 8, column (f) divided by line 13, column (f))	15	
16 Public support percentage from 2011 Schedule A, Part III, line 15	16	

Section D. Computation of Investment Income Percentage		
17 Investment income percentage for 2012 (line 10c, column (f) divided by line 13, column (f))	17	
18 Investment income percentage from 2011 Schedule A, Part III, line 17	18	
19a 33 1/3% support tests—2012. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization ▶		
b 33 1/3% support tests—2011. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3% and line 18 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization ▶		
20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ▶		



**Part IV** **Supplemental Information.** Complete this part to provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See instructions).

Facts And Circumstances Test

Explanation

SCHEDULE D  
(Form 990)

Department of the Treasury  
Internal Revenue Service

Supplemental Financial Statements

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization Texas Bar Foundation	Employer identification number 74-6074796
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Part I

Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

	(a) Donor advised funds	(b) Funds and other accounts
1	Total number at end of year	
2	Aggregate contributions to (during year)	
3	Aggregate grants from (during year)	
4	Aggregate value at end of year	
5	Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? <div><input type="checkbox"/> Yes<input type="checkbox"/> No</div>	
6	Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit? <div><input type="checkbox"/> Yes<input type="checkbox"/> No</div>	

Part II

Conservation Easements. Complete if the organization answered "Yes" to Form 990, Part IV, line 7.

1

Purpose(s) of conservation easements held by the organization (check all that apply)

☐ Preservation of land for public use (e g , recreation or education)☐ Preservation of an historically important land area☐ Protection of natural habitat☐ Preservation of a certified historic structure☐ Preservation of open space

2

Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year

	Held at the End of the Year
a	Total number of conservation easements
b	Total acreage restricted by conservation easements
c	Number of conservation easements on a certified historic structure included in (a)
d	Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register

3

Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ▶\_\_\_\_\_

4

Number of states where property subject to conservation easement is located ▶\_\_\_\_\_

5

Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?

☐ Yes☐ No

6

Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ▶\_\_\_\_\_

7

Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ▶\$ \_\_\_\_\_

8

Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)?

☐ Yes☐ No

9

In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements

Part III

Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets. Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

1a

If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items

b

If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items

(i) Revenues included in Form 990, Part VIII, line 1

▶\$ \_\_\_\_\_

(ii) Assets included in Form 990, Part X

▶\$ \_\_\_\_\_

2

If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items

a

Revenues included in Form 990, Part VIII, line 1

▶\$ \_\_\_\_\_

b

Assets included in Form 990, Part X

▶\$ \_\_\_\_\_

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Cat No 52283D

Schedule D (Form 990) 2012

Part III

Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

- 3

Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply)
- a

☐ Public exhibition

b

☐ Scholarly research

c

☐ Preservation for future generations

d

☐ Loan or exchange programs

e

☐ Other
- 4

Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII
- 5

During the year, did the organization solicit or receive donations of art, historical treasures or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection?

☐ Yes

☐ No

Part IV

Escrow and Custodial Arrangements. Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

- 1a

Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X?

☐ Yes

☐ No
- b

If "Yes," explain the arrangement in Part XIII and complete the following table
- c

Beginning balance

d

Additions during the year

e

Distributions during the year

f

Ending balance

	Amount
1c	
1d	
1e	
1f	
- 2a

Did the organization include an amount on Form 990, Part X, line 21?

☐ Yes

☐ No
- b

If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided in Part XIII

☐

Part V

Endowment Funds. Complete if the organization answered "Yes" to Form 990, Part IV, line 10.

	(a)Current year	(b)Prior year	b (c)Two years back	(d)Three years back	(e)Four years back
1a Beginning of year balance . . . . .	18,823,144	20,531,379	17,346,426	15,257,106	17,828,369
b Contributions . . . . .	103,900	91,310	201,095	127,126	246,125
c Net investment earnings, gains, and losses	3,698,643	-1,627,474	3,417,721	2,254,201	-2,335,468
d Grants or scholarships . . . . .	158,051	172,071	433,863	292,007	481,920
e Other expenditures for facilities and programs . . . . .					
f Administrative expenses . . . . .					
g End of year balance . . . . .	22,467,636	18,823,144	20,531,379	17,346,426	15,257,106

- 2

Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as
- a

Board designated or quasi-endowment ▶ 24 300 %

b

Permanent endowment ▶ 75 700 %

c

Temporarily restricted endowment ▶  
The percentages in lines 2a, 2b, and 2c should equal 100%
- 3a

Are there endowment funds not in the possession of the organization that are held and administered for the organization by
- (i) unrelated organizations . . . . .

3a(i)

☐ Yes

☐ No

(ii) related organizations . . . . .

3a(ii)

☐ Yes

☐ No
- b

If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?

☐ Yes

☐ No
- 4

Describe in Part XIII the intended uses of the organization's endowment funds

Part VI

Land, Buildings, and Equipment. See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land . . . . .				
b Buildings . . . . .				
c Leasehold improvements . . . . .				
d Equipment . . . . .		7,463	1,991	5,472
e Other . . . . .		23,135	20,821	2,314
Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c).) . . . . . ▶				7,786



**Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return**

<b>1</b>	Total revenue, gains, and other support per audited financial statements . . . . .	<b>1</b>	5,110,557
<b>2</b>	Amounts included on line 1 but not on Form 990, Part VIII, line 12		
<b>a</b>	Net unrealized gains on investments . . . . .	<b>2a</b>	2,987,253
<b>b</b>	Donated services and use of facilities . . . . .	<b>2b</b>	
<b>c</b>	Recoveries of prior year grants . . . . .	<b>2c</b>	
<b>d</b>	Other (Describe in Part XIII ) . . . . .	<b>2d</b>	-138
<b>e</b>	Add lines <b>2a</b> through <b>2d</b> . . . . .	<b>2e</b>	2,987,115
<b>3</b>	Subtract line <b>2e</b> from line <b>1</b> . . . . .	<b>3</b>	2,123,442
<b>4</b>	Amounts included on Form 990, Part VIII, line 12, but not on line <b>1</b>		
<b>a</b>	Investment expenses not included on Form 990, Part VIII, line 7b . . . . .	<b>4a</b>	102,118
<b>b</b>	Other (Describe in Part XIII ) . . . . .	<b>4b</b>	
<b>c</b>	Add lines <b>4a</b> and <b>4b</b> . . . . .	<b>4c</b>	102,118
<b>5</b>	Total revenue Add lines <b>3</b> and <b>4c</b> . (This must equal Form 990, Part I, line 12 ) . . . . .	<b>5</b>	2,225,560

**Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return**

<b>1</b>	Total expenses and losses per audited financial statements . . . . .	<b>1</b>	1,463,393
<b>2</b>	Amounts included on line 1 but not on Form 990, Part IX, line 25		
<b>a</b>	Donated services and use of facilities . . . . .	<b>2a</b>	
<b>b</b>	Prior year adjustments . . . . .	<b>2b</b>	
<b>c</b>	Other losses . . . . .	<b>2c</b>	
<b>d</b>	Other (Describe in Part XIII ) . . . . .	<b>2d</b>	
<b>e</b>	Add lines <b>2a</b> through <b>2d</b> . . . . .	<b>2e</b>	
<b>3</b>	Subtract line <b>2e</b> from line <b>1</b> . . . . .	<b>3</b>	1,463,393
<b>4</b>	Amounts included on Form 990, Part IX, line 25, but not on line <b>1</b> :		
<b>a</b>	Investment expenses not included on Form 990, Part VIII, line 7b . . . . .	<b>4a</b>	102,118
<b>b</b>	Other (Describe in Part XIII ) . . . . .	<b>4b</b>	
<b>c</b>	Add lines <b>4a</b> and <b>4b</b> . . . . .	<b>4c</b>	102,118
<b>5</b>	Total expenses Add lines <b>3</b> and <b>4c</b> . (This must equal Form 990, Part I, line 18 ) . . . . .	<b>5</b>	1,565,511

**Part XIII Supplemental Information**

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9, Part III, lines 1a and 4, Part IV, lines 1b and 2b, Part V, line 4, Part X, line 2, Part XI, lines 2d and 4b, and Part XII, lines 2d and 4b. Also complete this part to provide any additional information.

Identifier	Return Reference	Explanation
Part V, Line 4	Part V, Line 4 Intended uses of the endowment fund	To support Texas Bar Foundation



**Part III**

**Grants and Other Assistance to Individuals in the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 22.  
Part III can be duplicated if additional space is needed.

(a)Type of grant or assistance	(b)Number of recipients	(c)Amount of cash grant	(d)Amount of non-cash assistance	(e)Method of valuation (book, FMV, appraisal, other)	(f)Description of non-cash assistance

Part IV Supplemental Information.		
Complete this part to provide the information required in Part I, line 2, Part III, column (b), and any other additional information		
Identifier	Return Reference	Explanation

SCHEDULE O  
(Form 990 or 990-EZ)

Department of the Treasury  
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on  
Form 990 or to provide any additional information.  
▶ Attach to Form 990 or 990-EZ.

OMB No 1545-0047

2012

Open to Public  
Inspection

Name of the organization Texas Bar Foundation	Employer identification number 74-6074796
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Identifier	Return Reference	Explanation
Form 990, Part XI, Line 9	Other Changes In Net Assets Or Fund Balances - Other Decreases	Change in cash surrender value = -\$138
Form 990, Part IX, Line 24e	Form 990, Part IX, Line 24e Other Expenses	Wichita Falls Area Com Fdn Column (A) - Total = \$38095, Column (B) - Program Services = \$38095, Column (C) - Management & General = \$0, Column (D) - Fundraising = \$0
Form 990, Part IX, Line 24e	Form 990, Part IX, Line 24e Other Expenses	Telephone Column (A) - Total = \$8673, Column (B) - Program Services = \$867, Column (C) - Management & General = \$6939, Column (D) - Fundraising = \$867
Form 990, Part IX, Line 24e	Form 990, Part IX, Line 24e Other Expenses	Supplies Column (A) - Total = \$12832, Column (B) - Program Services = \$5147, Column (C) - Management & General = \$5124, Column (D) - Fundraising = \$2561
Form 990, Part IX, Line 24e	Form 990, Part IX, Line 24e Other Expenses	Software, equip rental, maint Column (A) - Total = \$30752, Column (B) - Program Services = \$8365, Column (C) - Management & General = \$19599, Column (D) - Fundraising = \$2788
Form 990, Part IX, Line 24e	Form 990, Part IX, Line 24e Other Expenses	SBOT reimbursement for accting Column (A) - Total = \$1000, Column (B) - Program Services = \$0, Column (C) - Management & General = \$1000, Column (D) - Fundraising = \$0
Form 990, Part IX, Line 24e	Form 990, Part IX, Line 24e Other Expenses	Postage and Shipping Column (A) - Total = \$12688, Column (B) - Program Services = \$328, Column (C) - Management & General = \$10048, Column (D) - Fundraising = \$2312
Form 990, Part IX, Line 24e	Form 990, Part IX, Line 24e Other Expenses	Parking Column (A) - Total = \$6600, Column (B) - Program Services = \$12, Column (C) - Management & General = \$6588, Column (D) - Fundraising = \$0
Form 990, Part IX, Line 24e	Form 990, Part IX, Line 24e Other Expenses	Miscellaneous Column (A) - Total = \$13283, Column (B) - Program Services = \$2721, Column (C) - Management & General = \$10562, Column (D) - Fundraising = \$0
Form 990, Part IX, Line 24e	Form 990, Part IX, Line 24e Other Expenses	Banking Column (A) - Total = \$34191, Column (B) - Program Services = \$0, Column (C) - Management & General = \$34191, Column (D) - Fundraising = \$0
Form 990, Part VI, Line 19	Form 990, Part VI, Line 19 Other Organization Documents Publicly Available	Available upon request
Form 990, Part VI, Line 15a	Form 990, Part VI, Line 15a Compensation Review & Approval Process - CEO, Top Management	The Foundation's independent Board draws upon other board experience, business experience, discussions with other organizations, and any other sources considered necessary to determine compensation for the Executive Director and any other officers
Form 990, Part VI, Line 12c	Form 990, Part VI, Line 12c Explanation of Monitoring and Enforcement of Conflicts	Conflict of Interest Policy Members of the Board of Trustees of the Texas Bar Foundation have a fiduciary responsibility to the Texas Bar Foundation * Board members acting in their official capacity must exercise their authority exclusively for the benefit of the Texas Bar Foundation and may not engage in activities to their own benefit which are detrimental to the Foundation * Annually Board members shall disclose interests that could give rise to conflicts * The Secretary/Treasurer is charged with monitoring compliance with the Conflict of Interest policy The full Board is charged with enforcing compliance Annually at the January Board meeting the Secretary/Treasurer will report on matters which may have arisen during the year
Form 990, Part VI, Line 11b	Form 990, Part VI, Line 11b Form 990 Review Process	The Audit Committee met via conference call with the CPA that prepared the Foundation's Form 990 to review the return The draft was then distributed to the entire Board electronically The entire Board had an opportunity to comment on the return before it was finalized and filed



SCHEDULE R  
(Form 990)

Department of the Treasury  
Internal Revenue Service

Related Organizations and Unrelated Partnerships

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 33, 34, 35, 36, or 37.  
▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization  
Texas Bar Foundation

Employer identification number  
74-6074796

Part I Identification of Disregarded Entities (Complete if the organization answered "Yes" to Form 990, Part IV, line 33.)

(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity

Part II Identification of Related Tax-Exempt Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No
(1) State Bar of Texas  1414 Colorado Street  Austin, TX 78701 74-6000148	Administrative agency of the judicial branch in Texas	TX	Gov't		N/A		No

Part III

Identification of Related Organizations Taxable as a Partnership (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income(related, unrelated, excluded from tax under sections 512- 514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V—UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	

Part IV

Identification of Related Organizations Taxable as a Corporation or Trust (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end- of-year assets	(h) Percentage ownership	(i) Section 512 (b)(13) controlled entity?	
								Yes	No

Part V

Transactions With Related Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34, 35b, or 36.)

Note. Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule

1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

a Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity

b Gift, grant, or capital contribution to related organization(s)

c Gift, grant, or capital contribution from related organization(s)

d Loans or loan guarantees to or for related organization(s)

e Loans or loan guarantees by related organization(s)

f Dividends from related organization(s)

g Sale of assets to related organization(s)

h Purchase of assets from related organization(s)

i Exchange of assets with related organization(s)

j Lease of facilities, equipment, or other assets to related organization(s)

k Lease of facilities, equipment, or other assets from related organization(s)

l Performance of services or membership or fundraising solicitations for related organization(s)

m Performance of services or membership or fundraising solicitations by related organization(s)

n Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)

o Sharing of paid employees with related organization(s)

p Reimbursement paid to related organization(s) for expenses

q Reimbursement paid by related organization(s) for expenses

r Other transfer of cash or property to related organization(s)

s Other transfer of cash or property from related organization(s)

Yes

No

1a

1b

1c

1d

1e

1f

1g

1h

1i

1j

1k

1l

1m

1n

1o

1p

1q

1r

1s

No

No

Yes

No

No

No

No

No

No

No

No

No

Yes

No

Yes

Yes

No

No

No

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds

(a) Name of other organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1) State Bar of Texas	p	305,749	
(2) State Bar of Texas	o	304,749	
(3) State Bar of Texas	m	1,000	
(4) State Bar of Texas	c	130,000	

Schedule R (Form 990) 2012

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization. See instructions regarding exclusion for certain investment partnerships.

[illegible]

**Software ID:** 12000229  
**Software Version:** 2012v2.0  
**EIN:** 74-6074796  
**Name:** Texas Bar Foundation

**Part VII** Supplemental Information

Complete this part to provide additional information for responses to questions on Schedule R (see instructions)

Identifier	Return Reference	Explanation	
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Hester Capital Management LLC  
**REALIZED GAINS AND LOSSES**  
*Texas Bar Foundation*  
**14**  
*From 06-01-12 Through 12-31-12*

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
09-19-07	06-11-12	2,300	iShares Tr D1 Home Constn	56,618	33,763		-22,855
10-29-07	06-13-12	1,250	iShares Inc MSCI France Index Fund	49,724	23,514		-26,211
09-26-07	06-13-12	750	iShares Inc MSCI France Index Fund	28,613	14,108		-14,504
09-21-07	06-13-12	1,500	iShares Inc MSCI France Index Fund	56,896	28,217		-28,679
01-05-10	06-13-12	375	iShares Inc MSCI France Index Fund	10,042	7,054		-2,988
01-05-10	06-13-12	375	iShares Inc MSCI France Index Fund	10,033	7,054		-2,979
06-04-07	06-20-12	1,400	SPDR Index Shs 1 ds Intl RI ETF	98,462	49,932		-48,530
06-06-07	06-20-12	700	SPDR Index Shs Fds Intl RI. ETF	48,279	24,966		-23,313
12-10-07	06-20-12	1,000	SPDR Index Shs Fds Intl RI FFF	62,063	35,666		-26,397
07-07-09	06-25-12	983	FNMA Pool #725419 4 500% Due 10-01-33	989	983		-6
07-19-07	06-26-12	1,000	News Corp	22,808	21,516		-1,293
05-02-07	06-26-12	2,475	News Corp	53,828	53,251		-577
10-26-10	06-28-12	200	McCormick & Co Inc	8,663	11,802		3,140
04-20-10	06-28-12	675	McCormick & Co Inc	26,346	39,833		13,487
04-20-10	06-29-12	25	McCormick & Co Inc	976	1,499		523
03-25-10	06-29-12	2,650	McCormick & Co Inc	101,706	158,874		57,168
08-18-11	06-30-12	250,000	FNMA Multi-Step Cpn (c 06/30/12 @ 100)(cpn 3 3% to 9/15) 3 300% Due 09-30-25	250,577	250,000	-577	
12-18-02	07-02-12	550	Coca Cola Co	24,656	43,169		18,513
07-17-08	07-05-12	200	CVS Caremark Corporation	7,619	9,627		2,008
11-05-04	07-15-12	121,205	U S Treasury Inflation Protected TIP 3 000% Due 07-15-12	117,369	127,899		10,530
01-29-08	07-16-12	50	Kimberly Clark Corp	3,258	4,264		1,006
09-17-08	07-16-12	300	Kimberly Clark Corp	19,473	25,586		6,114
07-16-09	07-17-12	10	Tyco International Ltd	282	523		241
07-17-09	07-17-12	100	Tyco International Ltd	2,812	5,227		2,415
05-05-09	07-17-12	750	Tyco International Ltd	18,985	39,202		20,218
01-06-09	07-17-12	600	Tyco International Ltd	14,663	31,362		16,698
01-09-09	07-17-12	300	Tyco International Ltd	7,044	15,681		8,637
01-08-09	07-17-12	300	Tyco International Ltd	7,042	15,681		8,639
04-22-09	07-17-12	750	Tyco International Ltd	17,322	39,202		21,880
10-31-95	07-17-12	219	Tyco International Ltd	3,855	11,425		7,571
11-21-95	07-17-12	110	Tyco International Ltd	1,877	5,731		3,853
08-15-95	07-17-12	487	Tyco International Ltd	8,115	25,469		17,353
06-22-95	07-17-12	487	Tyco International Ltd	7,960	25,469		17,509
06-29-95	07-17-12	487	Tyco International Ltd	7,615	25,469		17,854
05-19-10	07-18-12	300	Illinois Tool Wks Inc	14,228	15,781		1,553
11-23-10	07-18-12	350	Illinois Tool Wks Inc	16,338	18,411		2,073
05-25-10	07-18-12	500	Illinois Tool Wks Inc	22,502	26,301		3,799
07-13-06	07-18-12	300	Illinois Tool Wks Inc	13,418	15,781		2,363
09-30-11	07-20-12	100,000	FHLB Multi-Step Cpn (c 7/20/12 @100) (cpn 1 5% to 10/12, 1 75 to 10/13) 1 500% Due 10-20-21	100,000	100,000	0	

Hester Capital Management LLC  
**REALIZED GAINS AND LOSSES**  
*Texas Bar Foundation*  
**14**  
*From 06-01-12 Through 12-31-12*

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
03-22-07	07-24-12	350	General Dynamics Corp	27,096	22,102		-4,995
02-22-11	07-24-12	150	General Dynamics Corp	11,475	9,472		-2,002
01-28-11	07-24-12	200	General Dynamics Corp	14,868	12,630		-2,238
03-15-11	07-24-12	600	General Dynamics Corp	44,382	37,889		-6,494
04-04-11	07-24-12	150	General Dynamics Corp	10,927	9,472		-1,454
08-03-09	07-24-12	450	General Dynamics Corp	25,218	28,416		3,198
08-17-09	07-24-12	300	General Dynamics Corp	16,553	18,944		2,392
03-04-03	07-24-12	1,750	General Dynamics Corp	50,560	110,508		59,949
07-07-09	07-25-12	750	FNMA Pool #725419 4 500% Due 10-01-33	754	750		-4
01-13-05	08-17-12	100	Viacom Inc New	4,575	5,132		557
03-10-05	08-17-12	650	Viacom Inc New	26,668	33,360		6,691
07-07-09	08-25-12	887	FNMA Pool #725419 4 500% Due 10-01-33	893	887		-5
07-13-06	08-27-12	400	Illinois Tool Wks Inc	17,890	24,057		6,167
04-10-12	08-28-12	150,000	Anna, TX ISD PSF-GTD (callable 2/15/21 @22 81) 0 000% Due 02-15-46	23,284	24,681	1,396	
04-10-12	08-28-12	430,000	Anna, TX ISD PSF-GTD (callable 2/15/21 @24 597) 0 000% Due 02-15-45	71,982	76,295	4,313	
09-04-07	09-17-12	150	Accenture PLC Ireland	6,201	9,885		3,684
12-02-10	09-25-12	200	Exxon Mobil Corp	14,319	18,463		4,144
07-07-09	09-25-12	1,072	FNMA Pool #725419 4 500% Due 10-01-33	1,078	1,072		-6
09-04-07	09-28-12	175	Accenture PLC Ireland	7,235	12,090		4,856
10-19-07	09-28-12	450	Accenture PLC Ireland	17,905	31,089		13,184
09-22-05	10-10-12	302	Intel Corp	7,413	6,580		-833
09-27-05	10-10-12	1,500	Intel Corp	35,901	32,684		-3,218
10-19-05	10-10-12	1,400	Intel Corp	32,651	30,505		-2,146
10-27-04	10-10-12	4,600	Intel Corp	100,037	100,229		192
01-12-07	10-10-12	600	Intel Corp	13,042	13,073		31
11-21-06	10-10-12	2,348	Intel Corp	50,933	51,161		228
12-02-10	10-17-12	300	Exxon Mobil Corp	21,479	28,028		6,550
09-29-89	10-17-12	175	Exxon Mobil Corp	1,033	16,350		15,317
06-19-12	10-19-12	60,000	FHLB Multi-Step Cpn (c 01/19/13 @100)(cpn 1 50 to 7/16, 2 00 to 7/18) 1 500% Due 07-19-22	60,000	60,000	0	
05-06-10	10-22-12	200	International Flavors & Fragra	9,251	12,788		3,537
03-23-10	10-22-12	150	International Flavors & Fragra	6,876	9,591		2,715
02-20-08	10-23-12	250	Hanesbrands Inc	6,831	8,250		1,420
02-15-08	10-23-12	850	Hanesbrands Inc	21,776	28,051		6,275
02-11-08	10-23-12	200	Hanesbrands Inc	5,106	6,600		1,494
02-15-12	10-25-12	2,200	Ingram Micro Inc	43,061	33,688	-9,373	
05-09-12	10-25-12	1,325	Ingram Micro Inc	24,704	20,289	-4,415	
04-09-12	10-25-12	1,575	Ingram Micro Inc	29,133	24,117	-5,016	
06-22-11	10-25-12	925	Ingram Micro Inc	16,436	14,164		-2,271
06-21-11	10-25-12	4,170	Ingram Micro Inc	73,452	63,853		-9,598
07-07-09	10-25-12	1,329	FNMA Pool #725419 4 500% Due 10-01-33	1,337	1,329		-8
06-21-11	10-26-12	1,155	Ingram Micro Inc	20,345	17,624		-2,721
04-10-08	11-05-12	200,000	Pitney Bowes Inc 4 750% Due 01-15-16	195,548	209,900		14,352

**Hester Capital Management LLC**  
**REALIZED GAINS AND LOSSES**  
**Texas Bar Foundation**  
**14**  
*From 06-01-12 Through 12-31-12*

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
05-08-12	11-21-12	100,000	FNMA Multi-Step Cpn (c 11/21/12 @100)(cpn 1.0% to 5/13, 2.0% to 5/14) 1.000% Due 05-21-27	100,000	100,000	0	
07-07-09	11-25-12	1,066	FNMA Pool #725419 4.500% Due 10-01-33	1,072	1,066		-6
03-05-08	11-30-12	11,000	Vulcan Materials 5.600% Due 11-30-12	11,373	11,000		-373
04-10-08	12-01-12	200,000	Walt Disney Company 4.700% Due 12-01-12	205,852	200,000		-5,852
09-22-10	12-05-12	700	Republic Svcs Inc	22,064	20,289		-1,775
05-04-10	12-05-12	125	Republic Svcs Inc	3,771	3,623		-148
01-16-08	12-13-12	500	iShares Inc MSCI Brazil (Free) Index Fund	36,684	26,986		-9,698
07-26-07	12-13-12	700	iShares Inc MSCI Brazil (Free) Index Fund	44,114	37,781		-6,333
08-10-07	12-13-12	550	iShares Inc MSCI Brazil (Free) Index Fund	32,146	29,685		-2,461
08-16-07	12-13-12	250	iShares Inc MSCI Brazil (Free) Index Fund	12,393	13,493		1,100
04-16-09	12-13-12	1,000	iShares Inc MSCI Brazil (Free) Index Fund	44,766	53,973		9,207
04-20-09	12-13-12	500	iShares Inc MSCI Brazil (Free) Index Fund	20,810	26,986		6,176
02-04-10	12-18-12	1,000	iShares Inc MSCI Chile Investable Mkt Idx	53,715	62,890		9,175
02-05-10	12-18-12	800	iShares Inc MSCI Chile Investable Mkt Idx	42,030	50,312		8,282
10-19-07	12-19-12	500	Accenture PLC Ireland	19,894	35,375		15,481
11-01-07	12-20-12	450	iShares Inc MSCI Mex Invest	27,157	31,792		4,635
05-06-08	12-20-12	500	iShares Inc MSCI Mex Invest	30,125	35,324		5,200
02-21-08	12-20-12	600	iShares Inc MSCI Mex Invest	33,923	42,389		8,466
05-02-07	12-20-12	1,300	iShares Inc MSCI Mex Invest	73,216	91,843		18,627
05-02-12	12-20-12	3,175	Market Vectors E.F.F. Tr Russia	92,996	94,860	1,864	
07-12-07	12-20-12	1,200	iShares Inc MSCI Canada Index Fund	37,260	33,963		-3,297
07-02-07	12-20-12	1,200	iShares Inc MSCI Canada Index Fund	36,144	33,963		-2,181
08-01-07	12-20-12	1,500	iShares Inc MSCI Canada Index Fund	44,822	42,454		-2,368
08-11-09	12-20-12	450	iShares Inc MSCI Canada Index Fund	10,475	12,736		2,261
10-26-07	12-21-12	1,000	PowerShares ETF Tr GldDg China	37,209	18,703		-18,506
01-16-08	12-21-12	1,300	PowerShares ETF Tr GldDg China	38,285	24,314		-13,970
02-07-08	12-21-12	900	PowerShares ETF Tr GldDg China	24,084	16,833		-7,251
11-23-10	12-21-12	3,150	PowerShares ETF Tr GldDg China	84,188	58,915		-25,273
08-01-07	12-21-12	1,600	PowerShares ETF Tr GldDg China	41,363	29,925		-11,438
03-19-08	12-21-12	350	PowerShares ETF Tr GldDg China	8,186	6,546		-1,640



Hester Capital Management LLC  
**REALIZED GAINS AND LOSSES**  
*Texas Bar Foundation*  
**14**  
*From 06-01-12 Through 12-31-12*

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
03-20-08	12-21-12	350	PowerShares ETF Tr GldDg China	8,039	6,546		-1,493
04-16-09	12-21-12	1,000	PowerShares ETF Tr GldDg China	17,650	18,703		1,053
04-28-09	12-21-12	800	PowerShares FTF Tr GldDg China	13,349	14,963		1,613
07-07-09	12-25-12	1,008	FNMA Pool #725419 4.500% Due 10-01-33	1,014	1,008		-6
06-19-12	12-28-12	37,500	FHLB Multi-Step Cpn (c 12/28/12 @ 100)(cpn 1.25 to 6/28/14, 1.50 to 6/16) 1.250% Due 06-28-22	37,500	37,500	0	
TOTAL GAINS						7,573	513,354
TOTAL LOSSES						-19,382	-350,393
						<b>-11,808</b>	<b>162,961</b>
TOTAL REALIZED GAIN/LOSS				151,153			

# Luther King Capital Management

## Texas Bar Foundation

Period Ending: 05/31/2013

Texas Bar Foundation  
EIN 74-6074796

2012 Form 990, Part VIII  
Realized Gains (Losses)

### Realized Gain/Loss

01/01/2013 - 05/31/2013

Purchase	Date	Quantity	Security	Cost Basis	Proceeds	Gain/Loss	
						Short Term	Long Term
Sell							
	4/10/2008	55,000	E I DU PONT DE NEMOURS	57,200.00	55,000.00	0.00	(2,200.00)
	6/19/2012	40,000	FEDERAL HOME LOAN BANKS	40,000.00	40,000.00	0.00	0.00
	7/7/2009	934	FNMA PASS-THRU LNG 30 YEAR	933.96	933.96	0.00	0.00
	5/6/2010	1,625	AECOM TECHNOLOGY CORP	45,362.85	48,378.41	0.00	3,015.56
	12/16/2010	850	AECOM TECHNOLOGY CORP	23,988.96	25,305.63	0.00	1,316.67
	7/7/2009	986	FNMA PASS-THRU LNG 30 YEAR	985.55	985.55	0.00	0.00
	7/7/2009	1,318	FNMA PASS-THRU LNG 30 YEAR	1,317.66	1,317.66	0.00	0.00
	10/24/2011	1,950	MARKET VECTORS ETF TR VECT POL	43,103.19	38,199.64	0.00	(4,903.55)
	4/10/2012	975	EQUITABLE RESOURCES INC	46,320.89	65,479.52	19,158.63	0.00
	5/16/2012	75	EQUITABLE RESOURCES INC	3,512.23	5,036.89	1,524.66	0.00
	2/11/2008	650	HANESBRANDS INC	16,596.06	30,068.97	0.00	13,472.91
	2/11/2008	250	HANESBRANDS INC	6,370.98	11,564.99	0.00	5,194.01
	9/12/2008	350	HANESBRANDS INC	8,330.74	16,190.99	0.00	7,860.25
	2/19/2009	100,000	COCA COLA ENTERPRISES INC	99,494.00	106,818.00	0.00	7,324.00
	10/23/2007	2,000	ISHARES MSCI AUSTRALIA INDEX	65,523.20	54,223.38	0.00	(11,299.82)
	11/9/2007	1,100	ISHARES MSCI AUSTRALIA INDEX	35,774.20	29,822.86	0.00	(5,951.34)
	11/16/2007	1,100	ISHARES MSCI AUSTRALIA INDEX	34,925.00	29,822.86	0.00	(5,102.14)
	12/13/2007	1,000	ISHARES MSCI AUSTRALIA INDEX	31,400.00	27,111.69	0.00	(4,288.31)
	5/8/2012	125	ISHARES MSCI AUSTRALIA INDEX	2,825.24	3,388.96	563.72	0.00
	4/10/2008	200,000	WAL-MART STORES INC	201,794.00	200,000.00	0.00	(1,794.00)
	12/10/2007	1,750	ISHARES MSCI UNITED KINGDOM IN	45,920.00	31,691.79	0.00	(14,228.21)
	12/13/2007	850	ISHARES MSCI UNITED KINGDOM IN	21,557.45	15,393.15	0.00	(6,164.30)
	3/18/2008	1,000	ISHARES MSCI UNITED KINGDOM IN	21,260.00	18,109.59	0.00	(3,150.41)
	3/20/2008	500	ISHARES MSCI UNITED KINGDOM IN	10,470.00	9,054.80	0.00	(1,415.20)
	8/2/2012	750	THERMO FISHER SCIENTIFIC	40,493.70	62,275.30	21,781.60	0.00
	7/11/2007	275	BARCLAYS BK PLC IPMS INDIA ETN	17,047.25	15,789.35	0.00	(1,257.90)
	8/20/2007	500	BARCLAYS BK PLC IPMS INDIA ETN	29,410.00	28,707.90	0.00	(702.10)
	4/16/2009	400	BARCLAYS BK PLC IPMS INDIA ETN	14,536.00	22,966.32	0.00	8,430.32
	12/18/2009	600	BARCLAYS BK PLC IPMS INDIA ETN	36,654.24	34,449.49	0.00	(2,204.75)
	10/23/2012	325	BARCLAYS BK PLC IPMS INDIA ETN	18,568.94	18,660.14	91.20	0.00
	7/13/2006	800	ILLINOIS TOOL WORKS INC	35,780.96	48,513.95	0.00	12,732.99
	9/24/2009	375	ILLINOIS TOOL WORKS INC	15,877.31	22,740.92	0.00	6,863.61
	9/29/1989	625	EXXON MOBIL CORPORATION	3,687.94	54,589.21	0.00	50,901.27
	7/7/2009	902	FNMA PASS-THRU LNG 30 YEAR	907.08	901.73	0.00	(5.35)

# Luther King Capital Management

Period Ending: 05/31/2013

## Texas Bar Foundation

Texas Bar Foundation  
 EIN 74-6074796

2012 Form 990, Part VIII  
 Realized Gains (Losses)

### Realized Gain/Loss

Purchase Sell										Gain/Loss	
Date	Date	Quantity	Security	Cost Basis	Proceeds	Short Term	Long Term				
5/14/2007	4/25/2013	75	ACCENTURE PLC	2,848.58	5,947.88	0.00	3,099.30				
5/15/2007	4/25/2013	700	ACCENTURE PLC	26,835.76	55,513.51	0.00	28,677.75				
10/19/2007	4/25/2013	50	ACCENTURE PLC	1,989.41	3,965.25	0.00	1,975.84				
5/8/2012	4/25/2013	1,225	ISHARES MSCI AUSTRALIA INDEX	27,687.33	33,698.99	6,011.66	0.00				
5/16/2012	4/25/2013	1,425	ISHARES MSCI AUSTRALIA INDEX	31,153.07	39,200.87	8,047.80	0.00				
4/20/2009	4/30/2013	1,000	ISHARES MSCI AUSTRALIA INDEX	13,800.00	28,039.37	0.00	14,239.37				
6/8/2009	4/30/2013	500	ISHARES MSCI AUSTRALIA INDEX	8,360.00	14,019.68	0.00	5,659.68				
5/16/2012	4/30/2013	1,175	ISHARES MSCI AUSTRALIA INDEX	25,687.61	32,946.26	7,258.65	0.00				
7/7/2009	5/28/2013	836	FNMA PASS-THRU LNG 30 YEAR	836.07	836.07	0.00	0.00				
4/6/2005	5/30/2013	250	INTL BUSINESS MACHINES	22,299.15	52,677.31	0.00	30,378.16				
<b>Total Realized Gain/Loss</b>				<b>\$1,239,426.55</b>	<b>\$1,440,338.80</b>	<b>\$64,437.92</b>	<b>\$136,474.33</b>				

### Net Realized Gain/Loss

Gain/Loss (6/1/12-12/31/12): \$151,153 (page A-4)  
 Gain/Loss (1/1/13-5/31/13): 200,912 (page A-6)  
**Total Gain/Loss: \$352,065**

**\$200,912.25**



Texas Bar Foundation  
EIN 74-6074796

**Frost National Bank**  
Cullen/Frost Bankers, Inc.

2012 Form 990, Part X  
Investments - Publicly Traded Securities

**FINANCIAL MANAGEMENT GROUP**

ACCOUNT NO. STATEMENT PERIOD: 4/30/13 THRU 5/31/13 PAGE 3

TX BAR FOUNDATION 501(C3) CUSTODIAL

**P O R T F O L I O H O L D I N G S**

SHARES OR FACE VALUE		TAX COST/ UNIT COST	MKT VALUE/ UNIT PRICE	EST INCOME/ INC RATE(%)
<b>CASH &amp; EQUIVALENTS</b>				
	CASH BALANCE			
	INCOME	2,897,822.06	2,897,822.06	
	PRINCIPAL	2,897,822.06-	2,897,822.06-	
		<hr/>	<hr/>	
		0.00	0.00	
	CASH EQUIVALENT			
361,814.46	INVESCO STIC PRIME INSTITUTIONAL* (PRINCIPAL)	361,814.46 1.00	361,814.46 1.00	180.91 0.05
	TOTAL CASH & EQUIVALENTS	361,814.46	361,814.46	180.91
<b>EQUITIES</b>				
	STOCK/OPTIONS			
2,675.00	ABBVIE INC COM*	118,552.52	114,195.75	4,280.00
		44.32	42.69	3.75
2,325.00	ACCENTURE PLC CLASS A*	93,345.53	190,905.75	3,118.88
		40.15	82.11	1.63
8,525.00	AECOM TECHNOLOGY CORP COM	214,471.36	262,484.75	0.00
		25.16	30.79	0.00
2,850.00	AFFILIATED MANAGERS GROUP	138,972.19	467,400.00	0.00
		48.76	164.00	0.00
7,400.00	AMDOCS LIMITED	204,542.71	264,180.00	0.00
		27.64	35.70	0.00
2,975.00	APACHE CORP COM*	245,717.16	244,336.75	2,380.00
		82.59	82.13	0.97
5,275.00	BAKER HUGHES INC COM*	260,777.31	239,907.00	3,165.00
		49.44	45.48	1.32
825.00	CELGENE CORP COM *	91,557.18	102,011.25	0.00
		110.98	123.65	0.00
1,000.00	CHEVRON CORPORATION COM*	104,743.10	122,750.00	4,000.00
		104.74	122.75	3.26
2,450.00	CHICAGO BRIDGE & IRON CO NV SHARE	112,107.35	155,085.00	471.40
		45.76	63.30	0.30
17,600.00	CISCO SYSTEM INC COM*	353,781.63	424,424.00	11,968.00
		20.10	24.11	2.82
7,500.00	COCA COLA CO COM*	160,571.20	299,925.00	8,400.00
		21.41	39.99	2.80



**Frost National Bank**  
Cullen/Frost Bankers, Inc.

**FINANCIAL MANAGEMENT GROUP**

ACCOUNT NO. STATEMENT PERIOD: 4/30/13 THRU 5/31/13 PAGE 4

TX BAR FOUNDATION 501(C3) CUSTODIAL

P O R T F O L I O H O L D I N G S

SHARES OR FACE VALUE		TAX COST/ UNIT COST	MKT VALUE/ UNIT PRICE	EST INCOME/ INC RATE(%)
<b>EQUITIES</b>				
4,925.00	CON-WAY INC COM	175,941.28	187,248.50	1,970.00
		35.72	38.02	1.05
1,700.00	COVANCE INC COM	125,852.70	126,786.00	0.00
		74.03	74.58	0.00
5,600.00	COVIDIEN PLC*	219,971.42	356,160.00	4,873.37
		39.28	63.60	1.37
6,400.00	CVS CAREMARK CORP COM *	219,581.80	368,512.00	5,760.00
		34.31	57.58	1.56
2,800.00	DENTSPLY INTERNATIONAL INC NEW COM	116,764.48	116,928.00	700.00
		41.70	41.76	0.60
4,100.00	EMERSON ELECTRIC CO COM*	157,270.77	235,586.00	6,724.00
		38.36	57.46	2.85
3,000.00	EQT CORPORATION COM	89,986.57	239,640.00	360.00
		30.00	79.88	0.15
15,175.00	EXPRESS INC COM	275,403.59	330,815.00	0.00
		18.15	21.80	0.00
3,100.00	EXPRESS SCRIPTS HLDG CO COM*	176,195.32	192,572.00	0.00
		56.84	62.12	0.00
2,054.00	EXXON MOBIL CORP COM*	80,111.83	185,825.38	5,176.08
		39.00	90.47	2.79
13,200.00	GENERAL ELECTRIC CO COM*	240,778.59	307,824.00	10,032.00
		18.24	23.32	3.26
10,575.00	GENTEX CORP COM*	225,556.78	241,850.25	5,922.00
		21.33	22.87	2.45
5,475.00	GUGGENHEIM CHINA SM CAP INDEX ETF	118,727.57	133,097.25	1,719.15
		21.69	24.31	1.29
5,450.00	HANESBRANDS INC*	138,212.24	271,737.00	4,360.00
		25.36	49.86	1.60
5,800.00	HESS CORPORATION COM	314,694.15	390,978.00	2,320.00
		54.26	67.41	0.59
3,350.00	HSBC HOLDINGS PLC SPON ADR NEW*	177,256.68	183,781.00	3,015.00
		52.91	54.86	1.64
2,475.00	ILLINOIS TOOL WORKS INC COM *	102,621.30	173,571.75	3,762.00
		41.46	70.13	2.17
3,250.00	INT'L FLAVORS & FRAGRANCES INC COM	140,693.84	260,942.50	4,420.00
		43.29	80.29	1.69
1,150.00	INTL BUSINESS MACHINES CORP COM *	99,054.50	239,223.00	4,370.00
		86.13	208.02	1.83
4,350.00	ISHARES FTSE/XINHUA CHINA 25 ETF	192,583.50	156,643.50	4,075.95
		44.27	36.01	2.60



Texas Bar Foundation  
EIN 74-6074796

**Frost National Bank**  
Cullen/Frost Bankers, Inc.

2012 Form 990, Part X  
Investments - Publicly Traded Securities

**FINANCIAL MANAGEMENT GROUP**

ACCOUNT NO. STATEMENT PERIOD: 4/30/13 THRU 5/31/13 PAGE 5

TX BAR FOUNDATION 501(C3) CUSTODIAL

P O R T F O L I O H O L D I N G S

SHARES OR FACE VALUE		TAX COST/ UNIT COST	MKT VALUE/ UNIT PRICE	EST INCOME/ INC RATE (%)
<b>EQUITIES</b>				
3,600.00	ISHARES INC MSCI GERMANY INDEX ETF	119,078.42	94,140.00	2,091.60
		33.08	26.15	2.22
19,450.00	ISHARES INC MSCI JAPAN INDEX ETF	185,260.81	210,838.00	3,676.05
		9.52	10.84	1.74
9,200.00	ISHARES MSCI AUSTRIA CAPPED INV ETF	158,147.08	163,944.00	3,238.40
		17.19	17.82	1.98
1,700.00	ISHARES MSCI EAFE INDEX FUND ETF*	136,214.03	102,119.00	2,990.30
		80.13	60.07	2.93
3,250.00	ISHARES MSCI EMERGING MKTS INDX ETF*	126,016.80	133,883.75	2,421.25
		38.77	41.19	1.81
19,425.00	ISHARES MSCI HONG KONG INDEX ETF	327,247.95	382,672.50	9,751.35
		16.85	19.70	2.55
3,150.00	ISHARES MSCI ISRAEL CAPPED ETF	150,833.08	139,230.00	3,269.70
		47.88	44.20	2.35
14,000.00	ISHARES MSCI SINGAPORE INDEX FD ETF	195,196.40	189,420.00	7,588.00
		13.94	13.53	4.01
4,800.00	ISHARES MSCI SOUTH KOREA CAP IND ETF	258,796.46	276,672.00	1,752.00
		53.92	57.64	0.63
7,500.00	ISHARES MSCI SWEDEN INDEX FUND ETF	185,700.59	245,625.00	6,855.00
		24.76	32.75	2.79
6,500.00	ISHARES MSCI SWITZERLAND CAP IND ETF	189,735.00	193,245.00	4,114.50
		29.19	29.73	2.13
14,550.00	ISHARES MSCI TAIWAN INDEX FUND ETF	199,722.35	198,462.00	3,943.05
		13.73	13.64	1.99
5,100.00	ISHARES S&P SMALL CAP 600/GROWTH ETF	314,209.71	497,403.00	5,722.20
		61.61	97.53	1.15
2,750.00	ISHARES S&P SMALLCAP 600 VALUE ETF	202,950.00	258,225.00	4,290.00
		73.80	93.90	1.66
2,500.00	JPMORGAN CHASE & CO COM*	113,283.25	136,475.00	3,800.00
		45.31	54.59	2.78
3,000.00	KIMBERLY CLARK CORP COM*	176,285.09	290,490.00	9,720.00
		58.76	96.83	3.35
10,700.00	M D U RESOURCES GROUP INC COM	215,445.34	276,702.00	7,383.00
		20.14	25.86	2.67
8,050.00	MANITOWOC INC COM (THE)	144,949.85	169,130.50	644.00
		18.01	21.01	0.38
1,800.00	MCDONALD'S CORP COM *	134,111.11	173,826.00	5,544.00
		74.51	96.57	3.19
2,575.00	MERCK & CO INC NEW COM*	120,647.76	120,252.50	4,429.00
		46.85	46.70	3.68



Texas Bar Foundation  
EIN 74-6074796

**Frost National Bank**  
Cullen/Frost Bankers, Inc.

2012 Form 990, Part X  
Investments - Publicly Traded Securities

**FINANCIAL MANAGEMENT GROUP**

ACCOUNT NO. STATEMENT PERIOD: 4/30/13 THRU 5/31/13 PAGE 6

TX BAR FOUNDATION 501(C3) CUSTODIAL

P O R T F O L I O H O L D I N G S

SHARES OR FACE VALUE		TAX COST/ UNIT COST	MKT VALUE/ UNIT PRICE	EST INCOME/ INC RATE(%)
<b>EQUITIES</b>				
8,250.00	METLIFE INC COM*	326,840.47	364,732.50	9,075.00
		39.62	44.21	2.49
8,450.00	MICROSOFT CORP COM*	226,866.49	294,905.00	7,774.00
		26.85	34.90	2.64
12,025.00	NEWS CORP CLASS A COM	191,105.58	386,122.75	2,044.25
		15.89	32.11	0.53
7,125.00	NOBLE CORPORATION COM	264,715.60	276,093.75	0.00
		37.15	38.75	0.00
2,800.00	OWENS CORNING INC COM	126,248.64	122,360.00	0.00
		45.09	43.70	0.00
3,800.00	PAREXEL INTL CORP COM	152,258.95	173,622.00	0.00
		40.07	45.69	0.00
5.00	PEPSICO INC COM*	415.78	403.85	11.35
		83.16	80.77	2.81
2,000.00	PRICE T ROWE GROUP INC COM	149,432.00	151,820.00	3,040.00
		74.72	75.91	2.00
3,100.00	PROASSURANCE CORPORATION COM	110,186.17	155,620.00	3,100.00
		35.54	50.20	1.99
4,000.00	QUALCOMM INC COM*	258,734.10	253,920.00	5,600.00
		64.68	63.48	2.21
2,675.00	RAYMOND JAMES FINANCIAL INC COM	119,261.40	117,619.75	1,498.00
		44.58	43.97	1.27
6,725.00	REPUBLIC SERVICES INC COM	148,084.33	229,322.50	6,321.50
		22.02	34.10	2.76
1,500.00	SPDR DOW JONES REIT ETF*	111,764.70	116,925.15	3,306.00
		74.51	77.95	2.83
1,000.00	SPDR GOLD TRUST ETF*	167,989.90	133,920.00	0.00
		167.99	133.92	0.00
9,100.00	STAPLES INC COM*	169,401.34	136,545.50	4,368.00
		18.62	15.01	3.20
3,725.00	THERMO FISHER SCIENTIFIC INC COM	154,034.70	328,917.50	2,235.00
		41.35	88.30	0.68
6,000.00	TRIMBLE NAV LTD COM	184,546.68	167,400.00	0.00
		30.76	27.90	0.00
7,100.00	VALASSIS COMMUNICATIONS INC COM	180,410.95	184,529.00	8,804.00
		25.41	25.99	4.77
4,500.00	VANGUARD SMALL-CAP ETF*	296,227.95	426,195.00	6,682.50
		65.83	94.71	1.57
5,000.00	VIACOM INC CL B	175,172.76	329,450.00	6,000.00
		35.03	65.89	1.82



**Frost National Bank**  
Cullen/Frost Bankers, Inc.

**FINANCIAL MANAGEMENT GROUP**

ACCOUNT NO. STATEMENT PERIOD: 4/30/13 THRU 5/31/13 PAGE 7

TX BAR FOUNDATION 501(C3) CUSTODIAL

P O R T F O L I O H O L D I N G S

SHARES OR FACE VALUE		TAX COST/ UNIT COST	MKT VALUE/ UNIT PRICE	EST INCOME/ INC RATE (%)
<b>EQUITIES</b>				
7,950.00	VODAFONE GROUP PLC SPON ADR*	188,985.32	230,232.00	15,621.61
		23.77	28.96	6.79
3,375.00	WELLS FARGO & CO NEW COM*	119,677.50	136,856.25	4,050.00
		35.46	40.55	2.96
3,825.00	WESCO INTL INC COM	175,900.43	284,044.50	0.00
		45.99	74.26	0.00
10,250.00	WESTERN UNION CO COM*	151,140.09	167,895.00	5,125.00
		14.75	16.38	3.05
3,200.00	WOODWARD INC COM	126,051.52	125,280.00	1,024.00
		39.39	39.15	0.82
		13,415,682.58	17,134,813.63	296,246.44
TOTAL EQUITIES		13,415,682.58	17,134,813.63	296,246.44
<b>FIXED INCOME - TAX EXEMPT</b>				
MUNICIPAL BONDS - TAX EXEMPT				
100,000.00	CORPUS CHRISTI TEXAS UTILITY SYSTEM REVENUE DATED 4/1/2012 5.00% DUE 7/15/2029 CALLABLE ANNUALLY STARTING 7/15/2020 @ 100	110,793.08	112,924.00	5,000.00
		110.79	112.92	4.43
200,000.00	UNIVERSITY TEXAS PERMANENT UNIVERSITY FUND SERIES B DATED 4/1/2004 4 75% DUE 7/1/2030 CALLABLE SEMI-ANNUALLY STARTING 7/1/2014 @ 100	199,500.00	207,540.00	9,500.00
		99.75	103.77	4.58
		310,293.08	320,464.00	14,500.00
TOTAL FIXED INCOME-TAX EXEMPT		310,293.08	320,464.00	14,500.00





Texas Bar Foundation  
EIN 74-6074796

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2012 Form 990, Part X  
Investments - Publicly Traded Securities

**FINANCIAL MANAGEMENT GROUP**

ACCOUNT NO. STATEMENT PERIOD: 4/30/13 THRU 5/31/13 PAGE 8

TX BAR FOUNDATION 501(C3) CUSTODIAL

P O R T F O L I O H O L D I N G S

SHARES OR FACE VALUE		TAX COST/ UNIT COST	MKT VALUE/ UNIT PRICE	EST INCOME/ INC RATE(%)
FIXED INCOME				
U.S. GOVERNMENT & AGENCIES				
200,000.00	FEDERAL HOME LN BKS STEP 1% 10/09/20	200,000.00	198,982.00	2,000.00
		100.00	99.49	1.01
100,000.00	FEDERAL HOME LN BKS STEP 2% 4/25/22	100,000.00	100,348.00	2,000.00
		100.00	100.35	1.99
62,500.00	FEDERAL HOME LN STEP 1 25% 6/28/22	62,500.00	61,720.00	781.25
		100.00	98.75	1.27
150,000.00	FEDERAL NATL MTG STEP 1% 9/27/27	150,000.00	149,953.50	1,500.00
		100.00	99.97	1.00
250,000.00	FEDERAL NATL MTG STEP 2% 12/27/27	250,000.00	239,992.50	5,000.00
		100.00	96.00	2.08
19,937.34	FNMA POOL #725419 4.5% 10/01/33	20,055.72	21,370.83	897.18
		100.59	107.19	4.20
225,000.00	GNMA REMIC 09-69 TG 5% 2/20/38	230,625.00	250,092.00	11,250.00
		102.50	111.15	4.50
123,479.00	U S TREAS INFL INDEX 2% 7/15/14	15,573.00	127,820.52	2,469.58
		12.61	103.52	1.93
221,772.25	U S TREAS INFL INDEX 1.875% 7/15/13	27,968.50	222,100.47	4,158.23
		12.61	100.15	1.87
		1,056,722.22	1,372,379.82	30,056.24
MUNICIPAL BONDS - TAXABLE				
100,000.00	ARLINGTON TEXAS INDEPENDENT SCHOOL DISTRICT QUALIFIED SCHOOL CONSTRUCTION BONDS SERIES B TAXABLE DATED 5/1/2011 4.616% DUE 2/15/2026 CALLABLE ANNUALLY STARTING 2/15/2021	100,000.00	108,945.00	4,616.00
		100.00	108.94	4.24
100,000.00	DALLAS TEXAS INDEPENDENT SCHOOL DISTRICT SCHOOL BUILDING SERIES C BUILD AMERICA BONDS PSF TAXABLE DATED 11/15/2010 6 45% DUE 2/15/2035 CALLABLE ANNUALLY STARTING 2/15/2021	124,048.00	121,145.00	6,450.00
		124.05	121.14	5.32
215,000.00	DUNCANVILLE TEXAS TAXABLE DATED 10/1/2010 4.25% DUE 8/15/2020 CALLABLE ANNUALLY STARTING 8/15/2015 @ 100	217,287.60	223,634.40	9,137.50
		101.06	104.02	4.09



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2012 Form 990, Part X  
Investments - Publicly Traded Securities

**FINANCIAL MANAGEMENT GROUP**

ACCOUNT NO. STATEMENT PERIOD: 4/30/13 THRU 5/31/13 PAGE 9

TX BAR FOUNDATION 501(C3) CUSTODIAL

P O R T F O L I O H O L D I N G S

SHARES OR FACE VALUE		TAX COST/ UNIT COST	MKT VALUE/ UNIT PRICE	EST INCOME/ INC RATE (%)
FIXED INCOME				
215,000.00	JACKSONVILLE TEXAS INDEPENDENT SCHOOL DISTRICT QUALIFIED SCHOOL CONSTRUCTION BOND PSF-GTD TAXABLE DATED 7/15/2011 4.40% DUE 2/15/2026 CALLABLE ANNUALLY STARTING 8/15/2021	215,000.00 100.00	230,675.65 107.29	9,460.00 4.10
200,000.00	SAN ANTONIO TEXAS INDEPENDENT SCHOOL DISTRICT BUILD AMERICA BONDS PSF DATED 12/1/2010 6.097% DUE 8/15/2031 CALLABLE TAXABLE	202,114.00 101.06	232,986.00 116.49	12,194.00 5.23
100,000.00	WAUWATOSA WISCONSIN SERIES B BUILD AMERICA BONDS TAXABLE DATED 10/25/2010 4.75% DUE 10/1/2028 CALLABLE ANNUALLY STARTING 10/1/2020 @ 100	100,000.00 100.00	107,473.00 107.47	4,750.00 4.42
		958,449.60	1,024,859.05	46,607.50
CORPORATE BONDS				
200,000.00	AMERICAN EXPRESS CREDIT CORPORATION SERIES MTN DATED 3/26/2012 2.375% DUE 3/24/2017	209,430.00 104.71	207,074.00 103.54	4,750.00 2.29
200,000.00	BB&T CORPORATION SERIES MTN DATED 8/14/2012 1.60% DUE 8/15/2017 CALLABLE ON 7/14/2017 @ 100	201,390.00 100.69	200,270.00 100.13	3,200.00 1.60
50,000.00	CATERPILLAR INCORPORATED DATED 6/26/2012 0.95% DUE 6/26/2015	50,264.50 100.53	50,357.50 100.71	475.00 0.94
200,000.00	CELGENE CORPORATION DATED 8/9/2012 1.90% DUE 8/15/2017	203,666.00 101.83	200,916.00 100.46	3,800.00 1.89
150,000.00	CISCO SYSTEMS INCORPORATED DATED 2/17/2009 4.95% DUE 2/15/2019	148,798.50 99.20	174,436.50 116.29	7,425.00 4.26
100,000.00	EMERSON ELECTRIC COMPANY DATED 4/17/2009 4.125% DUE 4/15/2015	101,420.00 101.42	106,187.00 106.19	4,125.00 3.88



Texas Bar Foundation  
EIN 74-6074796

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2012 Form 990, Part X  
Investments - Publicly Traded Securities

**FINANCIAL MANAGEMENT GROUP**

ACCOUNT NO. STATEMENT PERIOD: 4/30/13 THRU 5/31/13 PAGE 10

TX BAR FOUNDATION 501(C3) CUSTODIAL

P O R T F O L I O H O L D I N G S

SHARES OR FACE VALUE		TAX COST/ UNIT COST	MKT VALUE/ UNIT PRICE	EST INCOME/ INC RATE(%)
FIXED INCOME				
50,000.00	GENERAL ELECTRIC CAPITAL CORPORATION DATED 7/2/2012 1.625% DUE 7/2/2015	50,109.00 100.22	50,805.50 101.61	812.50 1.60
200,000.00	GENERAL ELECTRIC COMPANY DATED 12/6/2007 5.25% DUE 12/6/2017	198,480.00 99.24	231,064.00 115.53	10,500.00 4.54
150,000.00	HEWLETT-PACKARD COMPANY DATED 12/5/2008 6.125% DUE 3/1/2014	151,050.00 100.70	155,596.50 103.73	9,187.50 5.90
250,000.00	MERCK & COMPANY INCORPORATED DATED 2/17/2005 4.75% DUE 3/01/2015	252,107.00 100.84	267,962.50 107.18	11,875.00 4.43
100,000.00	PANHANDLE-PLAINS HIGHER EDUCATION AUTHORITY SERIES 2011-1 CLASS A2 DATED 5/24/2011 FLOATING RATE DUE 7/1/2024 (PAYS QUARTERLY ON 1ST, 0 DAY DELAY)	101,375.00 101.37	101,056.00 101.06	1,233.60 1.22
150,000.00	UNILEVER CAPITAL CORPORATION DATED 2/12/2009 4.80% DUE 2/15/2019	149,890.50 99.93	173,575.50 115.72	7,200.00 4.15
100,000.00	WAL-MART STORES INCORPORATED DATED 1/23/2009 3.00% DUE 2/3/2014	99,861.00 99.86	101,735.00 101.73	3,000.00 2.95
50,000.00	WELLS FARGO & COMPANY SERIES MTN DATED 5/7/2012 2.10% DUE 5/8/2017	50,229.32 100.46	51,127.50 102.25	1,050.00 2.05
		1,968,070.82	2,072,163.50	68,633.60
FOREIGN BONDS				
200,000.00	TEVA PHARMACEUTICAL FINANCE II BV / TEVA PHARMACEUTICAL FINANCE III LLC DATED 6/18/2010 3.00% DUE 6/15/2015	209,338.00 104.67	208,750.00 104.37	6,000.00 2.87
	TOTAL FIXED INCOME	4,192,580.64	4,678,152.37	151,297.34
TOTAL PORTFOLIO				
		18,280,370.76	22,495,244.46	462,224.69
	<b>Less Cash Equivalents</b>		<b>(361,814.46)</b>	
	<b>Total Investments</b>		<b>\$ 22,133,430.00</b>	

<u>Docket Number</u>	<u>Grant Amount</u>	<u>Organization Name</u>	<u>Project Title</u>	<u>Program Area</u>	<u>Organization Tax ID</u>
04 13	\$ 7,500	Travis County Domestic Violence and Sexual Assault Survival Center	Legal Advocacy	Victim Services or Service for Moderate Income	74-1977853
05 13	12,395	Legal Aid Society of Lubbock	Holistic Legal Services		75-1253155
06 13	20,000	Fort Bend Lawyers Care	Pro Se Initiative	Legal Services for Underserved or Underprivileged	20-4370198
10 13	10,000	AIDS Services of Austin	Capital Area AIDS Legal Project (CAALP)	Legal Services for Underserved or Underprivileged	74-2440845
11 13	10,000	League of Women Voters - Texas Education Fund	2013 Texas Constitutional Amendment Election Public Education Project	Education	74-6076962
12 13	6,500	The Parenting Center	Family Transitions Program	Victim Services or Service for Moderate Income	23-7454254
13 13	7,500	Center for Family Relations d/b/a San Antonio Kids Exchange	Supervised Visitation Assistance Program	Victim Services or Service for Moderate Income	74-2780384
14 13	5,000	Oficina Legal del Pueblo Unido , D B A Texas Civil Rights Project	Justice for Veterans Campaign	Legal Services for Underserved or Underprivileged	74-1995879
15 13	10,000	Baylor University School of Law	Veterans' Assistance Clinic	Legal Services for Underserved or Underprivileged	74-1159753
16 13	5,000	Houston Bar Foundation	Outreach Strategy to Raise Veteran Legal Services Awareness	Legal Services for Underserved or Underprivileged	76-0029594
18 13	3,000	Amarillo Area Bar Foundation	Trial Academy	Administration of Justice	20-1081641
19 13	1,000	Corpus Christi Bar Foundation	Region 2 High School Mock Trial Scholarships		26-4512892
21 13	15,000	Smith County Bar Foundation	Volunteer Attorney Program	Legal Services for Underserved or Underprivileged	81-0585550

<u>Docket Number</u>	<u>Grant Amount</u>	<u>Organization Name</u>	<u>Project Title</u>	<u>Program Area</u>	<u>Organization Tax ID</u>
22 13	15,000	Tarrant County Bar Foundation	Tarrant County Volunteer Attorney Services	Legal Services for Underserved or Underprivileged	75-2748222
24 13	10,000	International Rescue Committee, Dallas Regional Office	Pathways to Citizenship for Refugees in the United States	Legal Services for Underserved or Underprivileged	13-5660870
26 13	20,000	The Bernardo Kohler Center, Inc	Casitas	Legal Services for Underserved or Underprivileged	74-3009319
27 13	5,000	Tahirih Justice Center	Culturally and Linguistically Appropriate Services for Immigrant Women and Girls Fleeing Violence	Victim Services or Service for Moderate Income	54-1858176
28 13	10,000	Protex A Network for Progressive Texas	Deferred Action Community Education Project	Legal Services for Underserved or Underprivileged	74-2969471
29 13	7,500	Catholic Charities of Dallas, Immigration and Legal Services	Legal Assistance for Deferred Action Status for Childhood Arrivals (DACA)	Legal Services for Underserved or Underprivileged	75-2745221
30 13	20,000	University of Texas at San Antonio	Mentoring Delinquent Foster Youth	Legal Services for Underserved or Underprivileged	74-1717115
32 13	20,000	Children's Advocacy Centers of Texas, Inc	Ensuring Access to Justice New Multi-Session Forensic Interview Protocol	Victim Services or Service for Moderate Income	75-2581804
33 13	25,500	Children at Risk, Inc	Texas Juvenile Specialty Courts Initiative	Research Publications Forums	76-0360533
37 13	5,000	Center for Child Protection	Acceso a la Justicia (Access to Justice)	Victim Services or Service for Moderate Income	74-2562585
42 13	20,000	Innocence Project of Texas	Statewide DNA Review	Legal Service Criminal	20-5992659
44 13	5,300	Bexar County Women's Bar Foundation	Elder Law Handbook Project	Education	74-2510475
45 13	10,000	Austin Young Lawyers Association Foundation	Re-entry Resource Guide	Education	74-2583979

<u>Docket Number</u>	<u>Grant Amount</u>	<u>Organization Name</u>	<u>Project Title</u>	<u>Program Area</u>	<u>Organization Tax ID</u>
46 13	44,500	Texas Young Lawyers Association	Slavery Out of the Shadows Spotlight on Human Trafficking	Education	74-60001484
47 13	10,000	Texas Fair Defense Project	Gideon v Wainwright 50th Anniversary Educational Campaign	Administration of Justice	38-3740913
49 13	5,000	Child Advocates Incorporated	2012 Court Services Project	Victim Services or Service for Moderate Income	76-0111345
50 13	6,800	Bluebonnet Childrens Center	Champions for Children - CASA Volunteer Recruitment	Victim Services or Service for Moderate Income	74-2999054
51 13	20,000	CASA of Travis County	Crossover Court Youth Advocacy	Victim Services or Service for Moderate Income	74-2369123
53 13	9,000	Amarillo Area Court Appointed Special Advocates, Inc	Child Advocacy Program Expansion	Victim Services or Service for Moderate Income	75-2560069
55 13	7,500	Court Appointed Special Advocates (CASA) of Collin County, Inc	Advocate Training	Victim Services or Service for Moderate Income	75-2391961
56 13	22,500	State Bar of Texas	I was the First Vote for Me!	Education	
57 13	30,000	Texas Center for the Judiciary, Inc	Annual Judicial Conference - Texas Bar Foundation Day		74-2131161
58 13	2,500	Texas Council on Family Violence	Approaching the Bench A Judicial Summit on Family Violence	Administration of Justice	06-1826451
59 13	20,000	Dallas Children's Advocacy Center	25th Annual Crimes Against Children Conference	Victim Services or Service for Moderate Income	75-2303404
61 13	9,500	Texas Legal Services Center	Healthcare Exchange Education and Outreach for Texans	Education	74-2220750
62 13	18,000	Advocacy Alliance Center of Texas	Public Education and Community Awareness Initiative	Education	45-2784807
63 13	11,620	Texas RioGrande Legal Aid, Inc	TRLA Rural Outreach Initiative	Legal Services for Underserved or Underprivileged	74-1675230

<u>Docket Number</u>	<u>Grant Amount</u>	<u>Organization Name</u>	<u>Project Title</u>	<u>Program Area</u>	<u>Organization Tax ID</u>
67 13	3,000	Community Justice Foundation	Community Justice Program	Legal Services for Underserved or Underprivileged	32-0092986
68 13	9,000	South Texas College of Law	Clinical Technology Initiative	Legal Services for Underserved or Underprivileged	74-1554976
69 13	15,000	St Edward's University	Center for the Study of School Law Conflict Resolution for Educators Training Seminars	Education	74-1109641
71 13	17,075	Texas Appleseed	Appearing in Court for School-based Misdemeanor Tickets	Legal Services for Underserved or Underprivileged	74-2804268
73 13	15,000	Dallas Urban Debate Alliance	Middle School Expansion Project	Education	38-3785200
74 13	10,000	GENaustin	The 180 Program	Education	74-2837732
75 13	12,500	Lexi's Place	Transitional Specialist for Disadvantaged Girls Aging Out of State Protective Care	Legal Services for Underserved or Underprivileged	90-0660936
76 13	18,750	Legal Charitable Foundation of El Paso	Project FUTURE		26-1530532
77 13	25,000	Hope's Door, Inc	Legal Representation for Domestic Violence Victims	Victim Services or Service for Moderate Income	75-2038796
78 13	10,000	Alliance for Children, Inc	Equal Justice Understanding is Key	Victim Services or Service for Moderate Income	75-2363035
79 13	12,000	Texas Muslim Women's Foundation, Inc	Legal Services for Victims of Domestic Violence with Special Language Needs	Victim Services or Service for Moderate Income	20-3060929
80 13	10,500	Saheli	Legal Advocacy for Limited English Proficient Survivors of Domestic Violence	Victim Services or Service for Moderate Income	74-2675273
81 13	10,000	Family Violence Prevention Services, Inc	Expanding Legal Services for Domestic Violence Victims	Victim Services or Service for Moderate Income	74-1994151

<u>Docket Number</u>	<u>Grant Amount</u>	<u>Organization Name</u>	<u>Project Title</u>	<u>Program Area</u>	<u>Organization Tax ID</u>
82 13	15,000	Casa Marianella	Immigration Legal Services	Legal Services for Underserved or Underprivileged	74-2377341
85 13	10,000	Refugee & Immigrant Center for Education and Legal Services	Shelter Help Desk for Immigrant Victims of Crime and Abuse	Legal Services for Underserved or Underprivileged	74-2436920
86 13	10,000	KIND Inc	Pro Bono Legal Services for Unaccompanied Immigrant and Refugee Children in Dallas	Victim Services or Service for Moderate Income	26-2763038
87 13	6,300	Grassroots Leadership	Texas Detention Visitation Program	Legal Services for Underserved or Underprivileged	58-1581743
89 13	10,400	CASA of Central Texas, Inc	Education, communication and records confidentiality support for Court Appointed Special Advocate staff and volunteers who are helping abused and neglected children involved in the Child Protection Court	Victim Services or Service for Moderate Income	74-2403373
90 13	10,000	CASA of Kleberg county	Court Appointed Special Advocates	Victim Services or Service for Moderate Income	74-2992670
91 13	10,000	Child Advocates San Antonio (CASA)	Crossover Youth Practice Model	Victim Services or Service for Moderate Income	74-2494625
92 13	3,000	Voices for Children Inc - CASA of Brazos Valley	Guardian ad Litem Representation	Victim Services or Service for Moderate Income	74-2970407
94 13	5,000	Ft Bend County Child Advocates Inc	Therapist and Criminal Court Advocate	Victim Services or Service for Moderate Income	76-0337426
750,640		Subtotal			
(14,939)		Less rescinded and returned grants			
12,880		Miscellaneous other grants and awards			
748,581		Total grants reported on Form 990, Part IX			