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

OMB No 1545 0052

**2012**Department of the Treasury  
Internal Revenue Service

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

For calendar year 2012, or tax year beginning 7/01, 2012, and ending 6/30, 2013

The Charles R. Whitfield Charitable  
Foundation  
4201 Clear Lake Circle  
Fort Worth, TX 76109

**A** Employer identification number  
20-0100958

**B** Telephone number (see the instructions)  
817-924-4212

**C** If exemption application is pending, check here ☐

**D** 1 Foreign organizations, check here ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ☐

**E** If private foundation status was terminated under section 507(b)(1)(A), check here ☐

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

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

**H** Check type of organization: ☒ Section 501(c)(3) exempt private foundation  
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

**I** Fair market value of all assets at end of year (from Part II, column (c), line 16) **J** Accounting method: ☒ Cash ☐ Accrual  
\$ 2,015,196. (Part I, column (d) must be on cash basis) ☐ Other (specify)

**Part I Analysis of Revenue and Expenses**

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

1 Contributions, gifts, grants, etc., received (att sch)

2 Ck ☒ if the foundn is not req to att Sch B

3 Interest on savings and temporary cash investments

4 Dividends and interest from securities

5a Gross rents

b Net rental income or (loss)

6a Net gain/(loss) from sale of assets not on line 10

b Gross sales price for all assets on line 6a 1,698,557.

7 Capital gain net income (from Part IV, line 2)

8 Net short-term capital gain

9 Income modifications

10a Gross sales less returns and allowances

b Less Cost of goods sold

c Gross profit/(loss) (att sch)

11 Other income (attach schedule)

See Statement 1

12 Total. Add lines 1 through 11

13 Compensation of officers, directors, trustees, etc

14 Other employee salaries and wages

15 Pension plans; employee benefits

16a Legal fees (attach schedule)

b Accounting fees (attach sch) See St 2

17 Other prof fees (attach sch)

18 Interest

19 Taxes (attach schedule) (see instrs) See Stm 3

20 Depreciation (attach sch) and depletion

21 Occupancy

22 Travel, conferences, and meetings

23 Printing and publications

24 Other expenses (attach schedule)

See Statement 4

25 Total operating and administrative expenses. Add lines 13 through 23

26 Contributions, gifts, grants paid Part XV

27 Total expenses and disbursements. Add lines 24 and 25

28 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

b Net investment income (if negative, enter -0-)

c Adjusted net income (if negative, enter -0-)

13, 14

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1	Cash — non-interest-bearing		63,686.	77,271.	77,271.
	2	Savings and temporary cash investments		62,883.	67,498.	67,498.
	3	Accounts receivable	131,568.			
		Less allowance for doubtful accounts		167,201.	131,568.	131,568.
	4	Pledges receivable				
		Less allowance for doubtful accounts				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach sch)				
		Less allowance for doubtful accounts				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments — U.S. and state government obligations (attach schedule)		9,546.	8,760.	5,430.
	b	Investments — corporate stock (attach schedule)		1,592,260.	1,578,454.	1,733,285.
	c	Investments — corporate bonds (attach schedule)				
	11	Investments — land, buildings, and equipment basis				
	Less accumulated depreciation (attach schedule)					
12	Investments — mortgage loans					
13	Investments — other (attach schedule)					
14	Land, buildings, and equipment basis	500.				
	Less accumulated depreciation (attach schedule)	See Stmt 5	356.	240.	144.	144.
15	Other assets (describe )					
16	<b>Total assets</b> (to be completed by all filers — see the instructions. Also, see page 1, item I)			1,895,816.	1,863,695.	2,015,196.
LIABILITIES	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, & other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe )	See Statement 6		227.	
	23	<b>Total liabilities</b> (add lines 17 through 22)		0.	227.	
FUNDS ASSETS	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input checked="" type="checkbox"/>					
	24	Unrestricted		1,895,816.	1,863,468.	
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, building, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	<b>Total net assets or fund balances</b> (see instructions)		1,895,816.	1,863,468.	
	31	<b>Total liabilities and net assets/fund balances</b> (see instructions)		1,895,816.	1,863,695.	

## Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year — Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,895,816.
2	Enter amount from Part I, line 27a	2	-32,348.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	1,863,468.
5	Decreases not included in line 2 (itemize)	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	1,863,468.

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a See Statement 7				
b				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss) — [ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 ]	2	67,014.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	8,537.

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2011	112,129.	2,008,916.	0.055816
2010	109,390.	2,287,370.	0.047823
2009	135,867.	2,195,424.	0.061886
2008	156,868.	2,734,816.	0.057360
2007	160,393.	3,160,409.	0.050751

2 Total of line 1, column (d)	2	0.273636
3 Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.054727
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	2,010,180.
5 Multiply line 4 by line 3	5	110,011.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	996.
7 Add lines 5 and 6	7	111,007.
8 Enter qualifying distributions from Part XII, line 4	8	102,088.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary – see instrs)		1	1,993.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	1,993.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	1,993.
6 Credits/Payments			
a 2012 estimated tax pmts and 2011 overpayment credited to 2012	6 a		
b Exempt foreign organizations – tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c		
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments. Add lines 6a through 6d	7		0.
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8		8.
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		2,001.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be Credited to 2013 estimated tax	11	Refunded	

**Part VII-A Statements Regarding Activities**

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation \$ 0. (2) On foundation managers \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) MS		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If 'No,' attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>F.E. Whitfield</u> Telephone no <u>817-924-4212</u> Located at <u>4201 Clear Lake Circle Fort Worth, TX</u> ZIP + 4 <u>76109</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year <u>N/A</u>	15		N/A
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If 'Yes,' enter the name of the foreign country <u>N/A</u>	16		X

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

File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies.

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

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**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required** (continued)**5a** During the year did the foundation pay or incur any amount to

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)

☐ Yes ☒ No

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

☐ Yes ☒ No**b** If any answer is 'Yes' to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

5b N/A

Organizations relying on a current notice regarding disaster assistance check here

☐**c** If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?N/A ☐ Yes ☐ No

If 'Yes,' attach the statement required by Regulations section 53.4945-5(d)

**6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b X

If 'Yes' to 6b, file Form 8870

**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
F. E. Whitfield 4201 Clear Lake Circle Fort Worth, TX 76109	President 4.00	3,300.	0.	0.
Mark Whitfield 11304 E. Richmond Road Glencoe, OK 74032	Treasurer 2.00	3,300.	0.	0.
David Loew 282 Running Deer Grapeland, TX 75844	Director 2.00	3,300.	0.	0.

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

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

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

0

**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
None		
Total number of others receiving over \$50,000 for professional services		0

**Part IX-A** Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

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

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

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

<b>1</b> Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b> Average monthly fair market value of securities	<b>1 a</b>	1,700,793.
<b>b</b> Average of monthly cash balances	<b>1 b</b>	208,287.
<b>c</b> Fair market value of all other assets (see instructions)	<b>1 c</b>	131,712.
<b>d</b> Total (add lines 1a, b, and c)	<b>1 d</b>	2,040,792.
<b>e</b> Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1 e</b>	0.
<b>2</b> Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b> Subtract line 2 from line 1d	<b>3</b>	2,040,792.
<b>4</b> Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	30,612.
<b>5</b> Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	2,010,180.
<b>6</b> Minimum investment return. Enter 5% of line 5	<b>6</b>	100,509.

**Part XI Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

<b>1</b> Minimum investment return from Part X, line 6	<b>1</b>	100,509.
<b>2a</b> Tax on investment income for 2012 from Part VI, line 5	<b>2 a</b>	1,993.
<b>b</b> Income tax for 2012 (This does not include the tax from Part VI)	<b>2 b</b>	
<b>c</b> Add lines 2a and 2b	<b>2 c</b>	1,993.
<b>3</b> Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	98,516.
<b>4</b> Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b> Add lines 3 and 4	<b>5</b>	98,516.
<b>6</b> Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7</b> Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	98,516.

**Part XII Qualifying Distributions** (see instructions)

<b>1</b> Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b> Expenses, contributions, gifts, etc. — total from Part I, column (d), line 26	<b>1 a</b>	102,088.
<b>b</b> Program-related investments — total from Part IX-B	<b>1 b</b>	
<b>2</b> Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b> Amounts set aside for specific charitable projects that satisfy the		
<b>a</b> Suitability test (prior IRS approval required)	<b>3 a</b>	
<b>b</b> Cash distribution test (attach the required schedule)	<b>3 b</b>	
<b>4</b> Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	102,088.
<b>5</b> Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	<b>5</b>	
<b>6</b> Adjusted qualifying distributions. Subtract line 5 from line 4	<b>6</b>	102,088.

**Note.** The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

**Part XIII Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				98,516.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			100,049.	
b Total for prior years 20__, 20__, 20__		0.		
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 102,088.				
a Applied to 2011, but not more than line 2a			100,049.	
b Applied to undistributed income of prior years (Election required — see instructions)		0.		
c Treated as distributions out of corpus (Election required — see instructions)	0.			
d Applied to 2012 distributable amount				2,039.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a) )	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount — see instructions		0.		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount — see instructions			0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				96,477.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				



**Part XV** Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>a</b> Paid during the year See Statement 8				
<b>Total</b>			<b>3 a</b>	102,088.
<b>b</b> Approved for future payment				
<b>Total</b>			<b>3 b</b>	

**Part XVI-A, Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions )
		(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1	Program service revenue					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments			14	9,179.	
4	Dividends and interest from securities			14	46,384.	
5	Net rental income or (loss) from real estate					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income			14	2,686.	
8	Gain or (loss) from sales of assets other than inventory			18	67,014.	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue					
a						
b						
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)				125,263.	
13	<b>Total.</b> Add line 12, columns (b), (d), and (e)				<b>13</b>	<b>125,263.</b>

(See worksheet in line 13 instructions to verify calculations )

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

[illegible]



2012

**Federal Statements**  
The Charles R. Whitfield Charitable  
Foundation

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**Statement 1**  
**Form 990-PF, Part I, Line 11**  
**Other Income**

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
Other Investment Income	\$ 2,686.	\$ 2,686.	
<b>Total</b>	<b>\$ 2,686.</b>	<b>\$ 2,686.</b>	<b>0.</b>

**Statement 2**  
**Form 990-PF, Part I, Line 16b**  
**Accounting Fees**

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Foundation Accounting fees	\$ 8,968.			
<b>Total</b>	<b>\$ 8,968.</b>	<b>\$ 0.</b>		<b>\$ 0.</b>

**Statement 3**  
**Form 990-PF, Part I, Line 18**  
**Taxes**

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
License and Taxes	\$ 488.			
<b>Total</b>	<b>\$ 488.</b>	<b>\$ 0.</b>		<b>\$ 0.</b>

**Statement 4**  
**Form 990-PF, Part I, Line 23**  
**Other Expenses**

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Contract Labor	\$ 7,025.			
Investment Management Fees	25,633.	\$ 25,633.		
Miscellaneous	2.			
Travel and Other	3,411.			
<b>Total</b>	<b>\$ 36,071.</b>	<b>\$ 25,633.</b>		<b>\$ 0.</b>

**Statement 5**  
**Form 990-PF, Part II, Line 14**  
**Land, Buildings, and Equipment**

Category	Basis	Accum. Deprec.	Book Value	Fair Market Value
Machinery and Equipment	\$ 0.	\$ 0.	\$ 0.	\$ 144.
Miscellaneous	500.	356.	144.	0.
Total	<u>\$ 500.</u>	<u>\$ 356.</u>	<u>\$ 144.</u>	<u>\$ 144.</u>

**Statement 6**  
**Form 990-PF, Part II, Line 22**  
**Other Liabilities**

Insurance Escrow	\$ 227.
Total	<u>\$ 227.</u>

**Statement 7**  
**Form 990-PF, Part IV, Line 1**  
**Capital Gains and Losses for Tax on Investment Income**

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold
1	211 Ishares Australia	Purchased	6/25/2012	8/09/2012
2	46 Ishares Korea	Purchased	2/14/2012	8/09/2012
3	20 SPDR Index China	Purchased	10/28/2011	8/09/2012
4	13 Ishares Chile	Purchased	6/25/2012	8/09/2012
5	1590 Direxion SHS Daily	Purchased	6/28/2012	8/09/2012
6	2119 Direxion SHS Daily	Purchased	6/28/2012	8/09/2012
7	3302 Direxion Large Cap	Purchased	6/28/2012	8/09/2012
8	336 Pimco	Purchased	6/25/2012	8/09/2012
9	709 Ishares Russell 1000 Value	Purchased	12/11/2008	8/09/2012
10	654 Ishares Russell 1000 Growth	Purchased	12/11/2008	8/09/2012
11	432 Ishares Russell 2000 Growth	Purchased	12/11/2008	8/09/2012
12	914 Ishares Peru	Purchased	12/12/2011	8/09/2012
13	833 Ishares Chile	Purchased	6/25/2012	8/16/2012
14	248.394 Goldman Sachs	Purchased	4/25/2008	8/20/2012
15	627 Ishares Barclays	Purchased	5/14/2012	8/22/2012
16	4875.4850 Goldman Sachs	Purchased	12/01/2008	9/17/2012
17	316 Ishares Barclays	Purchased	5/14/2012	9/19/2012
18	17 Ishares Korea	Purchased	2/14/2012	9/19/2012
19	2148 Ishares Australia	Purchased	6/25/2012	9/19/2012
20	451 Ishares Turkey	Purchased	8/09/2012	9/19/2012
21	137.0050 Goldman Sachs	Purchased	1/02/2009	9/27/2012
22	409 Ishares Iboxx	Purchased	6/25/2012	10/01/2012
23	523 SPDR Barclays	Purchased	6/25/2012	10/01/2012
24	1274 Proshares Ultrashort Lehman	Purchased	8/22/2012	10/01/2012
25	349 Ishares Global	Purchased	8/22/2012	10/01/2012
26	663 Vanguard All World	Purchased	6/08/2010	11/05/2012
27	28 Ishares Russell 2000 Growth	Purchased	12/11/2008	11/05/2012
28	184 Barclays Bank	Purchased	8/09/2012	11/05/2012
29	263 Vanguard Equity	Purchased	8/09/2012	11/05/2012
30	195 Ishares Russell 1000 Growth	Purchased	12/11/2008	11/05/2012
31	250 Ishares Russell 1000 Value	Purchased	12/11/2008	11/05/2012



**Statement 7 (continued)**  
**Form 990-PF, Part IV, Line 1**  
**Capital Gains and Losses for Tax on Investment Income**

<u>Item</u>	<u>(a) Description</u>	<u>(b) How Acquired</u>	<u>(c) Date Acquired</u>	<u>(d) Date Sold</u>
32	119 Ishares Russell 2000 Value	Purchased	12/01/2008	11/05/2012
33	41 Vanguard Reit Vipers	Purchased	12/10/2008	11/05/2012
34	2282 Ishares Italy	Purchased	8/09/2012	11/07/2012
35	2822 Ishares Japan	Purchased	9/19/2012	11/07/2012
36	918 Ishares Brazil	Purchased	8/16/2012	11/07/2012
37	1714 Market Vectors Russia	Purchased	9/19/2012	12/04/2012
38	199.978 Goldman Sachs	Purchased	2/02/2009	1/03/2013
39	528 SPDR Barclays	Purchased	8/22/2012	1/07/2013
40	725 Ishares Barclays	Purchased	10/01/2012	1/07/2013
41	10 Wisdomtree Emerging	Purchased	9/19/2012	1/07/2013
42	5 Ishares Iboxx	Purchased	6/25/2012	1/07/2013
43	67 Ishares Turkey	Purchased	11/07/2012	1/25/2013
44	419 ishares South Korea	Purchased	2/14/2012	1/25/2013
45	460 ishares South Korea	Purchased	6/25/2012	2/15/2012
46	1100 Ishares India	Purchased	1/25/2013	2/15/2013
47	392 SPDR Index China	Purchased	10/28/2011	4/26/2013
48	1162 Ishares Peru	Purchased	12/04/2012	4/26/2013
49	76 Ishares Thailand	Purchased	11/07/2012	4/26/2013
50	166 Wisdomtree Japan	Purchased	2/15/2013	4/26/2013
51	478.684 Goldman Sachs	Purchased	2/02/2009	5/29/2013
52	323 Ishares Barclays	Purchased	10/01/2012	5/31/2013
53	664 Wisdomtree Emerging	Purchased	9/19/2012	5/31/2013
54	91 Ishares Sweden	Purchased	4/26/2013	6/06/2013
55	782 Ishares Turkey	Purchased	11/07/2012	6/06/2013
56	84 Ishares Switzerland	Purchased	4/26/2013	6/06/2013
57	416 Ishares Iboxx	Purchased	9/19/2012	6/06/2013
58	632 Ishares Thailand	Purchased	6/07/2013	6/19/2013
59	67 Ishares Switzerland	Purchased	4/26/2013	6/19/2013
60	29 Ishares Sweden	Purchased	4/26/2013	6/19/2013
61	511 Pimco	Purchased	5/31/2013	6/25/2013
62	1000 General Electric	Purchased	12/09/2011	7/16/2012
63	400 American Axel	Purchased	9/21/2011	8/27/2012
64	100 American Axel	Purchased	9/21/2011	8/27/2012
65	1014 Taiwan Semiconductor	Purchased	8/14/2009	8/31/2012
66	83 Agenus	Purchased	6/03/2009	9/19/2012
67	2000 Aradigm	Purchased	7/12/2011	9/19/2012
68	1000 Cambrex	Purchased	6/08/2011	9/19/2012
69	1000 Chiquita	Purchased	1/22/2010	9/19/2012
70	800 Hecla	Purchased	4/20/2012	9/19/2012
71	200 Hecla	Purchased	4/20/2012	9/19/2012
72	800 Green Mountain Coffee	Purchased	7/30/2012	12/06/2012
73	100 Green Mountain Coffee	Purchased	7/30/2012	12/06/2012
74	1000 Clearwire Corp	Purchased	12/31/2011	12/14/2012
75	300 Research in Motion	Purchased	11/30/2012	12/19/2012
76	5 Insured Municipals	Purchased	6/30/2004	1/08/2013
77	400 Community Health Sys	Purchased	3/13/2012	1/28/2013
78	100 Community Health Sys	Purchased	3/13/2012	1/28/2013
79	1000 Keryx	Purchased	4/05/2010	1/28/2013
80	66 Star Bulk Carriers	Purchased	8/14/2009	1/28/2013
81	200 Tenet	Purchased	4/12/2011	1/28/2013
82	500 YPF Sociedad	Purchased	6/18/2012	1/28/2013
83	1800 Supervalu	Purchased	5/21/2012	3/21/2013
84	400 Energy Transfer	Purchased	10/12/2012	3/25/2013
85	100 Energy Transfer	Purchased	10/12/2012	3/25/2013
86	1000 Micron Technology	Purchased	9/27/2012	3/25/2013
87	1000 Telefonica	Purchased	5/18/2010	3/25/2013

**Statement 7 (continued)**  
**Form 990-PF, Part IV, Line 1**  
**Capital Gains and Losses for Tax on Investment Income**

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold
88	700 Energy Solutions	Purchased	3/06/2012	3/27/2013
89	889 RR Donnelley	Purchased	10/25/2010	4/12/2013
90	111 RR Donnelley	Purchased	10/25/2010	4/12/2013
91	2000 Lodgenet	Purchased	2/23/2011	4/16/2013
92	1000 Rite Aid	Purchased	3/06/2012	5/06/2013
93	300 Energy Transfer	Purchased	3/06/2012	5/28/2013

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i) - (j)	(l) Gain (Loss)
1	4,977.		4,684.	293.				\$ 293.
2	2,599.		2,333.	266.				266.
3	1,294.		1,272.	22.				22.
4	790.		815.	-25.				-25.
5	20,717.		27,750.	-7,033.				-7,033.
6	27,594.		36,982.	-9,388.				-9,388.
7	63,430.		78,278.	-14,848.				-14,848.
8	34,030.		33,978.	52.				52.
9	49,493.		35,435.	14,058.				14,058.
10	42,414.		23,926.	18,488.				18,488.
11	39,265.		21,276.	17,989.				17,989.
12	36,753.		36,924.	-171.				-171.
13	49,973.		52,202.	-2,229.				-2,229.
14	1,798.		1,808.	-10.				-10.
15	67,000.		65,895.	1,105.				1,105.
16	36,030.		32,146.	3,884.				3,884.
17	33,662.		33,603.	59.				59.
18	1,033.		1,008.	25.				25.
19	52,680.		47,686.	4,994.				4,994.
20	25,962.		25,264.	698.				698.
21	1,002.		693.	309.				309.
22	37,446.		36,871.	575.				575.
23	20,882.		20,421.	461.				461.
24	19,747.		20,840.	-1,093.				-1,093.
25	17,901.		17,714.	187.				187.
26	28,687.		26,121.	2,566.				2,566.
27	2,583.		1,379.	1,204.				1,204.
28	7,796.		7,838.	-42.				-42.
29	10,909.		10,806.	103.				103.
30	12,626.		7,134.	5,492.				5,492.
31	17,915.		12,495.	5,420.				5,420.
32	8,638.		5,663.	2,975.				2,975.
33	2,625.		1,343.	1,282.				1,282.
34	28,441.		25,344.	3,097.				3,097.
35	25,654.		26,724.	-1,070.				-1,070.
36	49,532.		50,610.	-1,078.				-1,078.
37	47,173.		53,476.	-6,303.				-6,303.
38	1,468.		1,026.	442.				442.
39	21,653.		20,855.	798.				798.
40	77,646.		77,579.	67.				67.
41	535.		527.	8.				8.
42	470.		451.	19.				19.
43	4,903.		4,054.	849.				849.
44	26,023.		24,848.	1,175.				1,175.
45	27,581.		25,715.	1,866.				1,866.

	(e)	(f)	(g)	(h)	(i)	(j)	(k)	(l)
Item	Gross Sales	Deprec. Allowed	Cost Basis	Gain (Loss)	FMV 12/31/69	Adj. Bas. 12/31/69	Excess (i) - (j)	Gain (Loss)
46	27,769.		28,600.	-831.				\$ -831.
47	26,878.		25,009.	1,869.				1,869.
48	46,506.		51,711.	-5,205.				-5,205.
49	7,102.		5,745.	1,357.				1,357.
50	7,896.		6,797.	1,099.				1,099.
51	3,585.		2,537.	1,048.				1,048.
52	34,118.		35,036.	-918.				-918.
53	34,257.		35,001.	-744.				-744.
54	3,040.		2,855.	185.				185.
55	49,472.		47,323.	2,149.				2,149.
56	2,494.		2,489.	5.				5.
57	38,318.		38,862.	-544.				-544.
58	50,841.		48,080.	2,761.				2,761.
59	1,998.		1,985.	13.				13.
60	954.		910.	44.				44.
61	52,332.		53,945.	-1,613.				-1,613.
62	19,155.		17,239.	1,916.				1,916.
63	4,243.		3,206.	1,037.				1,037.
64	1,062.		802.	260.				260.
65	14,533.		11,081.	3,452.				3,452.
66	323.		1,542.	-1,219.				-1,219.
67	200.		455.	-255.				-255.
68	12,264.		4,660.	7,604.				7,604.
69	7,048.		15,900.	-8,852.				-8,852.
70	5,105.		3,312.	1,793.				1,793.
71	1,272.		1,013.	259.				259.
72	30,741.		14,672.	16,069.				16,069.
73	3,839.		1,834.	2,005.				2,005.
74	2,969.		2,361.	608.				608.
75	3,967.		2,766.	1,201.				1,201.
76	101.		786.	-685.				-685.
77	15,173.		9,421.	5,752.				5,752.
78	3,794.		2,600.	1,194.				1,194.
79	5,220.		3,478.	1,742.				1,742.
80	419.		3,592.	-3,173.				-3,173.
81	7,488.		5,470.	2,018.				2,018.
82	7,667.		5,920.	1,747.				1,747.
83	7,200.		9,565.	-2,365.				-2,365.
84	19,395.		17,120.	2,275.				2,275.
85	4,843.		4,650.	193.				193.
86	9,584.		6,188.	3,396.				3,396.
87	14,092.		19,404.	-5,312.				-5,312.
88	2,522.		2,779.	-257.				-257.
89	10,458.		16,491.	-6,033.				-6,033.
90	1,307.		2,438.	-1,131.				-1,131.
91	0.		6,940.	-6,940.				-6,940.
92	2,438.		1,805.	633.				633.
93	1,245.		1,376.	-131.				-131.
							Total \$	67,014.

**Statement 8**  
**Form 990-PF, Part XV, Line 3a**  
**Recipient Paid During the Year**

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
First United Methodist Church 400 West Seventh Street Stillwater, OK 74074	None	N/A	General Religious	\$ 26,558.
Jewel Charity Ball 600 Bailey Avenue Fort Worth, TX 76107	None	N/A	Benefit Childrens Hospital	10,000.
University of The Cumberlands 6191 College Station Drive Williamsburg, KY 40769	None	N/A	Scholarship Fund	40,000.
Light On A Hill Church 212 W. Chestnut Street Grapeland, TX 75844	None	N/A	General Religious	10,015.
Cook Children's Medical Center 801 Seventh Avenue Fort Worth, TX 76104	None	N/A	Benefit Children's Hospital	2,000.
Grapeland Teen Center 210 W. Chestnut Street Grapeland, TX 75844	None	N/A	Youth Center	10,015.
United Methodist Women 800 W 5th Street Fort Worth, TX 76102	None	N/A	General Religious	1,500.
Fort Worth Airpower Foundation 750 North Fwy Fort Worth, TX 76102	None	N/A	Assist Military and Veterans	2,000.
Total				\$ <u>102,088.</u>