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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012, or tax year beginning 07-01-2012 , and ending 06-30-2013

Name of foundation
The Ewing Halsell Foundation

A Employer identification number
30-0654055

Number and street (or P O box number if mail is not delivered to street address) 711 Navarro No 737 | Room/suite

B Telephone number (see instructions)
(210) 223-2649

City or town, state, and ZIP code
San Antonio, TX 78205

C If exemption application is pending, check here ☐

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

D 1. Foreign organizations, check here ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ☐

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 159,426,713

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

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

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	525,724	525,724		
	4	Dividends and interest from securities	1,238,611	1,238,611		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	2,121,556			
	b	Gross sales price for all assets on line 6a 22,070,249				
	7	Capital gain net income (from Part IV, line 2)		2,121,556		
	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 or (loss) (attach schedule)				
	11	Other income (attach schedule)	3,373,919	3,373,919		
	12	**Total.** Add lines 1 through 11	7,259,810	7,259,810		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	196,500	0		0
	14	Other employee salaries and wages	82,200	20,550		61,650
	15	Pension plans, employee benefits	14,349	3,587		10,761
	16a	Legal fees (attach schedule)	23,044	5,761		17,283
	b	Accounting fees (attach schedule)	32,300	32,300		0
	c	Other professional fees (attach schedule)	546,981	546,981		0
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	374,226	297,121		10,286
	19	Depreciation (attach schedule) and depletion	10,067	10,067		
	20	Occupancy	69,778	17,445		52,334
	21	Travel, conferences, and meetings	7,036	1,759		5,277
	22	Printing and publications				
	23	Other expenses (attach schedule)	193,388	108,047		85,341
	24	**Total operating and administrative expenses.** Add lines 13 through 23	1,549,869	1,043,618		242,932
	25	Contributions, gifts, grants paid	7,816,000			7,816,000
	26	**Total expenses and disbursements.** Add lines 24 and 25	9,365,869	1,043,618		8,058,932
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-2,106,059			
	b	**Net investment income** (if negative, enter -0-)		6,216,192		
	c	**Adjusted net income** (if negative, enter -0-)				

Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
1	Cash—non-interest-bearing	12,066,104	8,367,363	8,367,363
2	Savings and temporary cash investments			
3	Accounts receivable ▶ Less allowance for doubtful accounts ▶			
4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges	15,043	26,295	26,295
10a	Investments—U S and state government obligations (attach schedule)	2,673,781	4,901,685	4,730,832
b	Investments—corporate stock (attach schedule)	38,097,395	40,081,311	51,583,687
c	Investments—corporate bonds (attach schedule)	8,355,490	7,233,528	7,007,894
11	Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
12	Investments—mortgage loans			
13	Investments—other (attach schedule)	64,542,117	63,060,423	73,169,363
14	Land, buildings, and equipment basis ▶ 144,849 Less accumulated depreciation (attach schedule) ▶ 103,570	51,346	41,279	41,279
15	Other assets (describe ▶)	0	0	14,500,000
16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	125,801,276	123,711,884	159,426,713
17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)	24,277	40,944	
23	**Total liabilities** (add lines 17 through 22)	24,277	40,944	
	Foundations that follow SFAS 117, check here ▶ ☑ **and complete lines 24 through 26 and lines 30 and 31.**			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted	125,776,999	123,670,940	
	Foundations that do not follow SFAS 117, check here ▶ ☐ **and complete lines 27 through 31.**			
27	Capital stock, trust principal, or current funds			
28	Paid-in or capital surplus, or land, bldg , and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds			
30	**Total net assets or fund balances** (see page 17 of the instructions)	125,776,999	123,670,940	
31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	125,801,276	123,711,884	

Side labels: Assets (lines 1–16); Liabilities (lines 17–23); Net Assets or Fund Balances (lines 24–31)

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	125,776,999
2	Enter amount from Part I, line 27a	2	-2,106,059
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	123,670,940
5	Decreases not included in line 2 (itemize) ▶	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	123,670,940

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	Publicly traded securities			
b	Publicly traded securities			
c	Private equity and investment partnerships	P		
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	4,502,574		4,513,485	-10,911
b	12,399,085		11,170,361	1,228,724
c	5,168,590		4,264,847	903,743
d				
e				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
a				-10,911
b				1,228,724
c				903,743
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	2,121,556
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☑ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	8,068,603	148,084,456	0 054486
2010	7,487,895	150,591,441	0 049723
2009	7,370,896	149,452,912	0 049319
2008	7,101,414	145,410,922	0 048837
2007	7,391,281	143,917,117	0 051358

2	**Total** of line 1, column (d).	2	0 253723
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 050745
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	141,689,465
5	Multiply line 4 by line 3.	5	7,190,032
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	62,162
7	Add lines 5 and 6.	7	7,252,194
8	Enter qualifying distributions from Part XII, line 4.	8	8,058,932

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ____________ **(attach copy of letter if necessary–see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☑ and enter 1% of Part I, line 27b			1	62,162
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	0
3	Add lines 1 and 2			3	62,162
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	62,162
6	Credits/Payments				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	80,000		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c			
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	80,000
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	17,838
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 17,838	**Refunded** ▶		11	0

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ 0 **(2)** On foundation managers ▶ $ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶TX			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

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

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

Website address ▶N/A

14 The books are in care of ▶Jackie Moczygemba Telephone no ▶(210) 223-2649

Located at ▶711 Navarro Suite 737 San Antonio TX ZIP+4 ▶78205

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** —Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 | |

16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No

See instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ▶

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☑ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b		No
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☑ No			
	If "Yes," list the years ▶ 20____ , 20____ , 20____ , 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____ , 20____ , 20____ , 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		No

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☑ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No			
	(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☑ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	**5b**		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**		No
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	**7b**		

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
See Additional Data Table				

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
BBR Partners 140 East 45th Street 26th Floor New York, NY 10017	Investment Managers	150,000
Pershing - Gardner Russo 223 East Chestnut Street Lancaster, PA 17602	Investment Managers	116,416
Goldman Sachs Yachtman 1000 Louisiana St Ste 550 Houston, TX 77002	Investment Managers	104,924
Goldman Sachs Mid Cap 1000 Louisiana St Ste 550 Houston, TX 77002	Investment Managers	102,107
Randy Boatright PO Box 17962 San Antonio, TX 78217	O&G Lease Monitoring & Operations	66,000
Total number of others receiving over $50,000 for professional services. . . . . ▶		0

Part IX-A Summary of Direct Charitable Activities

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes			
a	Average monthly fair market value of securities		1a	129,347,173
b	Average of monthly cash balances		1b	0
c	Fair market value of all other assets (see instructions)		1c	14,500,000
d	**Total** (add lines 1a, b, and c)		1d	143,847,173
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0		
2	Acquisition indebtedness applicable to line 1 assets		2	0
3	Subtract line 2 from line 1d		3	143,847,173
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	2,157,708
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	141,689,465
6	**Minimum investment return.** Enter 5% of line 5		6	7,084,473

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

1	Minimum investment return from Part X, line 6		1	7,084,473
2a	Tax on investment income for 2012 from Part VI, line 5	2a 62,162		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	62,162
3	Distributable amount before adjustments Subtract line 2c from line 1		3	7,022,311
4	Recoveries of amounts treated as qualifying distributions		4	0
5	Add lines 3 and 4		5	7,022,311
6	Deduction from distributable amount (see instructions)		6	0
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1		7	7,022,311

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26	1a	8,058,932
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	8,058,932
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	62,162
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	7,996,770

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				7,022,311
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			4,414,864	
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 ▶ $ 8,058,932				
a Applied to 2011, but not more than line 2a			4,414,864	
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.				3,644,068
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				3,378,243
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . .	0			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2008. . . .				
b Excess from 2009. . . .				
c Excess from 2010. . . .				
d Excess from 2011. . . .				
e Excess from 2012. . . .				

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

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

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

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

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

1 Information Regarding Foundation Managers:

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

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

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

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

Jackie Moczygemba Foundation Manage
711 Navarro Street Ste 737
San Antonio, TX 78205
(210) 223-2640

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

Call the Foundation Manager to discuss project/program and setup a meeting, then submit the following 1 Proposal Letter (1-5 Narrative format) 2 IRS Determination Letter 3 Supplemental information that is relevant to request

c Any submission deadlines

Not accepting any new grant applications at this time

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

The Foundation, by the terms of its governing documents, can only provide funds that will be expended in Texas

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Additional Data Table				
Total . . . . ▶ **3a**				7,816,000
b *Approved for future payment* See Additional Data Table				
Total . . . . ▶ **3b**				25,360,000

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments			14	525,724	
4 Dividends and interest from securities. . . .			14	1,238,611	
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.			01	3,373,919	
8 Gain or (loss) from sales of assets other than inventory			18	2,121,556	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .		0		7,259,810	0

13 Total. Add line 12, columns (b), (d), and (e). **13** 7,259,810

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

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

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?. ☐ Yes ☑ No

b If "Yes," complete the following schedule

(a) Name of organization	**(b)** Type of organization	**(c)** Description of relationship

Sign Here

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

******	2014-02-06	******
Signature of officer or trustee	Date	Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ▶ ☐	PTIN
David S Owens	David S Owens	2014-02-06		P00387441

Firm's name ▶	Owens Consortium PLLC	Firm's EIN ▶ 26-3843250
Firm's address ▶	200 Concord Plaza Ste 550 San Antonio, TX 78216	Phone no (210) 384-0333

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(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
Edward H Austin Jr 711 Navarro St Ste 737 San Antonio, TX 78205	Director 1 25	25,000	0	0
Jackie Moczygemba 711 Navarro St Ste 737 San Antonio, TX 78205	Foundation Manager 40 00	96,500	12,063	0
William Harte 711 Navarro St Ste 737 San Antonio, TX 78205	Director 0 75	25,000	0	0
William Scanlan 711 Navarro St Ste 737 San Antonio, TX 78205	Director 0 50	25,000	0	0
Hugh A Fitzsimons Jr 711 Navarro St Ste 737 San Antonio, TX 78205	Director 0 50	25,000	0	0

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
Alamo Area Council of Boy Scouts 2226 NW Military Highway San Antonio, TX 78213		Public Charity	Support of Youth Activities	5,000
Alamo Public Telecommunications Council (KLRN) 501 Broadway San Antonio, TX 78205		Public Charity	Sponsoring NOVA and Nature Programming	57,000
American Red Cross - San Antonio Area Chapter 3642 East Houston St San Antonio, TX 78219		Public Charity	Support for Eagle Pass Flood Relief	25,000
BASIS TX 1800 E Chandler Blvd Chandler, AZ 85225		Public Charity	Support for Expansion into San Antonio	400,000
Bexar County Performing Arts Center 700 N St Marys 125 San Antonio, TX 78205		Public Charity	General Support	700,000
Children's Bereavement Center 205 West Olmos Dr San Antonio, TX 78212		Public Charity	Program Support	75,000
Cibolo Nature Center 140 City Park Blvd Boerne, TX 78006		Public Charity	Support for Children's Education Programs	75,000
Girl Scouts of South Texas 811 N Coker Loop San Antonio, TX 78216		Public Charity	Youth Programs	5,000
IDEA Public Schools 14001 North 29th St Edinburg, TX 78539		Public Charity	Support of Expansion in San Antonio	2,000,000
McNay Art Museum 6000 N New Braunfels San Antonio, TX 78209		Public Charity	General Support	5,000
P16 Plus 1142 E Commerce Ste 200 San Antonio, TX 78205		Public Charity	Program Support	150,000
Project GRAD USA 2855 Mangum Road Ste A522 Houston, TX 77092		Public Charity	Expansion program into San Antonio area	300,000
Reasoning Mind 2000 Bering Dr Ste 300 Houston, TX 77057		Public Charity	Program Support	500,000
Salvation Army of San Antonio 2802 W Ashby Place San Antonio, TX 78228		Public Charity	Program Support	5,000
San Antonio Children's Museum 305 E Houston St San Antonio, TX 78205		Public Charity	Capital Campaign	500,000

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
San Antonio Livestock Exposition Inc 3201 E Houston St San Antonio, TX 78220		Public Charity	Support of Youth Scholarships	5,000
San Antonio Museum of Art 200 W Jones Ave San Antonio, TX 78215		Public Charity	Program Support	5,000
Southwest School of Art 300 Augusta St San Antonio, TX 78205		Public Charity	Program Support	334,000
St Mary's Hall 9401 Starcrest Dr San Antonio, TX 78217		Public Charity	Capital Campaign	600,000
Teach For America 315 West 36th Street New York, NY 10018		Public Charity	Program Support	1,000,000
Texas Agricultural Land Trust 4040 Broadway St 430 San Antonio, TX 78209		Public Charity	Outreach & Development Program	200,000
Texas Military Institute 20955 West Tejas Trail San Antonio, TX 78257		Public Charity	Scholarship Support	100,000
Texas Public Radio 8401 Datapoint Dr San Antonio, TX 78229		Public Charity	Support for Programming	5,000
The Carver Academy 217 Robinson Pl San Antonio, TX 78202		Public Charity	Scholarship Support	200,000
Trinity University 1 Trinity Place San Antonio, TX 78212		Public Charity	Support for Principal Fellows Program	500,000
United Way of San Antonio and Bexar County 700 S Alamo St San Antonio, TX 78293		Public Charity	Program Support	10,000
University of Texas at San Antonio One UTSA Circle San Antonio, TX 78249		Public Charity	Program Support and Mexico Center Operating	45,000
YMCA of Greater San Antonio 3233 N St Marys San Antonio, TX 78212		Public Charity	Youth Programs	5,000
Youth Orchestra of San Antonio 106 Auditorium Circle San Antonio, TX 78205		Public Charity	Support of Youth Programs	5,000
Total . . . . ▶ **3a**				7,816,000

Form 990PF Part XV Line 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 *Approved for future payment*				
BASIS TX1800 E Chandler Blvd Chandler, AZ 85225		Public Charity	Support for expansion into San Antonio	1,600,000
Carpe Diem SchoolsOne Riverwalk Place 700 North St Marys St Ste 800 San Antonio, TX 78205		Public Charity	Support for expansion into San Antonio	1,000,000
Cibolo Nature Center140 City Park Blvd Boerne, TX 78006		Public Charity	Support for Children's Education Programs	150,000
Great Hearts Academies of Texas 3102 N 56th St Ste 300 Phoenix, AZ 85018		Public Charity	Support for Expansion of Charter School	2,000,000
IDEA Public Schools14001 North 29th St Edinburg, TX 78539		Public Charity	Support of Expansion into San Antonio	7,000,000
KIPP San Antonio731 Fredericksburg Road San Antonio, TX 78201		Public Charity	Support for Expansion Campaign	5,000,000
Main Plaza Conservancy111 Soledad St Ste 825 San Antonio, TX 78205		Public Charity	Program Support	80,000
P16 Plus1142 E Commerce Ste 200 San Antonio, TX 78205		Public Charity	Program Support	150,000
Reasoning Mind2000 Bering Dr Ste 300 Houston, TX 77057		Public Charity	Program Expansion into San Antonio	500,000
Rocketship Education350 Twin Dolphin Dr Ste 109 Redwood City, CA 94065		Public Charity	Support for expansion into San Antonio	1,000,000
San Antonio Academy117 East French Place San Antonio, TX 78212		Public Charity	Capital Campaign	1,000,000
San Antonio Area Foundation110 Broadway 230 San Antonio, TX 78205		Public Charity	Program Support	30,000
San Antonio Children's Museum305 E Houston St San Antonio, TX 78205		Public Charity	Capital Campaign	1,000,000
St Mary's Hall9401 Starcrest Dr San Antonio, TX 78217		Public Charity	Program Support	150,000
St Paul's Episcopal Montessori School 1018 East Grayson St San Antonio, TX 78208		Public Charity	Expansion of school	200,000
Teach For America315 West 36th Street New York, NY 10018		Public Charity	Program Expansion in San Antonio	2,000,000
Texas Agricultural Land Trust4040 Broadway St 430 San Antonio, TX 78209		Public Charity	Outreach & Development Program	200,000
Texas Native Seeds700 University Blvd MSC 218 Kingsville, TX 78363		Public Charity	Program Support	100,000
The Carver Academy217 Robinson Pl San Antonio, TX 78202		Public Charity	Scholarship Support	200,000
Trinity University1 Trinity Place San Antonio, TX 78212		Public Charity	Program Support	2,000,000
Total . . . . ▶ **3b**				25,360,000

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TY 2012 Accounting Fees Schedule

Name: The Ewing Halsell Foundation

EIN: 30-0654055

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Accounting	32,300	32,300		0

TY 2012 Investments Corporate Bonds Schedule

Name: The Ewing Halsell Foundation

EIN: 30-0654055

Name of Bond	End of Year Book Value	End of Year Fair Market Value
4.7% Burlington North	111,355	111,200
5.3% Comcast Corp	254,335	256,449
6.95% Conoco	104,537	95,787
3.4% JP Morgan Chase	228,628	234,610
7.45% Kellogg Co	48,495	45,197
5.8% McDonalds Corp	161,010	174,852
6% Morgan Stanley	107,520	107,186
5.625% Morgan Stanley	52,010	53,704
5% Pepsico Inc	154,340	170,001
6.625% Time Warner	41,816	40,836
4.6% Wells Fargo & Co MTN	100,085	109,132
6.375% Wisconsin P&L	69,555	62,586
Banc of Amer Var 2047	223,477	215,226
5.186% Bear Stearns	66,285	62,241
5.23% CS First Boston	143,649	138,406
5.15% Morgan Stanley	22,082	16,247
4.935% Wachovia Bank	273,281	265,175
5.156% LB-UBS COML MTG	166,811	161,859
3.25% Walmart Stores Inc	99,619	103,318
5.05% IBM Intl Group	0	0
6% Kraft Foods Inc	0	0
4.875% Phillip Morris Intl	0	0
7.375% Coca-Cola	0	0
4.15% VodaFone Group	0	0
3.25% Shell Intl Finance B	0	0
5.6% Abbott Laboratories	0	0
5% Time Warner	0	0
8.875% Ace Ina Hldg	77,151	71,048
8.5% Altria Group	177,177	174,727
4.875% American Express	221,764	220,322

Name of Bond	End of Year Book Value	End of Year Fair Market Value
6.55% Ameritech Cap	57,790	54,442
3.625% Apache Corp	109,375	102,799
3.85% Apple Inc	40,379	35,567
2.05% BB&T Corporation	152,196	151,345
4.25% Berkshire Hath	114,797	106,732
6.625% Bestfoods Mtn	70,656	63,981
7.25% Boeing Co	104,104	96,765
3.625% BP Cap Mkts	222,649	220,601
6.8% Bristol Myers Squ	91,792	83,263
7.35% Capital One FNC	160,515	158,538
6.125% Citigroup Inc	119,062	113,419
3% Cme Group Inc	81,974	75,034
5.8% Commonwlth Edison	154,453	145,252
5.50% Csx Corp	50,558	50,192
8.1% Deere & Co	61,388	57,004
5.5% Eli Lilly	63,198	57,473
4.875% Emerson Electric	77,702	74,223
2.625% Eog Resources	75,065	69,959
7% Equitable Cos Inc	23,276	21,266
5.95% Florida P & L	66,574	60,536
5.5% Gen Elec Cap Corp	149,944	140,956
5.15% Goldman Sachs Gp	192,408	188,904
6.7% Halliburton	69,977	63,103
7% Ibm Corp	70,760	65,593
4.95% Key Bank NA	108,942	107,178
2.125% Lockheed Martin	103,746	102,198
5.35% Markel Corp	46,003	43,247
6.875% Merrill Lynch	122,308	114,933
7.717% Metlife Inc	131,634	125,292
8.5% New Amer Hldgs I	34,065	32,247

Name of Bond	End of Year Book Value	End of Year Fair Market Value
7.8% Norfolk Southern	69,653	63,962
6.25% Parker Hannifin	70,472	61,539
7.2% Pfizer	74,511	66,873
6.7% Pnc Funding Corp	127,459	119,824
5.25% Potash Saskatche	130,359	129,968
6.1% Prudential Finl	135,705	130,821
4.45% Schwab Charles	115,762	108,785
6.125% Snap-On Inc	124,293	117,052
6.5% Sysco Corp	68,792	63,227
2.05% Thermo Fisher	101,151	100,778
7.875% Union Pacific	64,530	61,893
1.95% Verizon Comm Inc	212,970	212,091
7.102% New Jersey St	58,267	51,674
4.915% Greenwich Cap	47,332	47,256

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TY 2012 Investments Corporate Stock Schedule

Name: The Ewing Halsell Foundation

EIN: 30-0654055

Name of Stock	End of Year Book Value	End of Year Fair Market Value
E.I. Du Pont De Nemours $3.50pfd	51,000	87,290
Exxon Mobil Corp	3,300,080	4,517,500
Alphatec Hldgs Inc	1,035,000	615,000
Wells Fargo & Co	549,332	619,050
Frac Kinder Morgan Mgmt	73	0
Kinder Morgan Inc	2,799,326	3,815,000
Kinder Morgan Mgmt LLC	0	334
3M Company	192,078	247,678
Abbott Laboratories	146,125	163,587
Agilent Technologies	0	0
Allergan Inc	150,696	179,431
Amgen Inc	184,096	288,087
Apple Inc	67,334	281,536
Borgwarner Inc	0	0
Broadcom Corp Cl A	0	0
Caterpillar Inc	217,089	254,069
Chevron Corp	202,150	306,501
Covidien PLC	0	0
CVS Caremark Corp	200,187	263,886
Danaher Corp DE	0	0
Dow Chemical Co	0	0
E I Du Pont De Nemours & Co	186,419	200,020
EMC Corp	0	0
Fidelity Natl Information	119,508	114,811
Genuine Parts Co	138,582	249,434
Halliburton Co Holdings Co	0	0
Home Depot Inc	112,406	351,326
Honeywell Intl Inc	85,913	176,928
Intel Corp	223,698	249,932
Intl Business Machines Corp	237,337	350,687

Name of Stock	End of Year Book Value	End of Year Fair Market Value
Intuit Inc	0	0
Johnson Controls Inc	0	0
KLA-Tencor Corp	0	0
Microchip Technology Inc	127,670	216,050
Microsoft Corp	237,334	276,705
Monsanto Co	187,636	262,314
National Oilwell Varco Inc	172,318	265,610
Nike Inc	149,960	398,637
Novartis	177,650	215,666
Occidental Petroleum Corp	0	0
Parker-Hannifin Corp	166,123	217,035
Praxair Inc	159,337	204,985
Qualcomm Inc	224,854	202,208
SAP AG Sponsor ADR	0	0
Schlumberger Ltd	199,628	197,423
Sigma-Aldrich Corp	0	0
Starbucks Corp	154,958	414,678
Starwood Htls & Rsts	186,556	259,711
T Rowe Price Group Inc	155,118	236,802
Target Corporation	0	0
United Parcel Service Cl B	0	0
VF Corporation	0	0
United Technologies Corp	178,396	233,279
Visa Inc Cl A	103,004	255,850
Altria Group Inc	331,025	453,995
Anheuser Busch	389,585	591,203
Berkshire Hathaway Inc Cl A	722,354	1,011,600
Berkshire Hathaway Inc Cl B	392,003	559,600
British American Tobacco	330,199	425,142
Brown Forman Corp Cl A	266,526	380,588

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CIE Financiere Riche Mont Ag Zug	578,928	927,450
Comcast Corp	151,494	277,690
Diageo PLC	231,980	334,995
Hasbro Inc	34,854	42,589
Heineken	678,682	861,362
Martin Marietta Matls Inc	263,596	295,260
Mastercard Inc	390,278	793,385
Nestle SA ADR	1,112,653	1,250,592
Pernod Ricard	584,767	697,545
Philip Morris Intl Inc	864,324	1,178,032
Sabmiller	582,164	803,031
Scripps Networks Interactive Inc	134,043	183,590
Unilever NV New York	469,194	567,047
Washington Post Co Cl B	80,650	97,238
Wells Fargo & Co	613,698	826,432
Apollo Group Class A	75,231	33,136
Avon Products Inc	99,283	108,199
Bard C R Inc	300,142	353,645
Becton Dickinson & Co	47,175	58,310
Cisco Systems Inc	307,734	452,266
Clorox Co	159,472	193,966
Coca-Cola Company	352,680	400,467
Comcast Corporation	77,885	141,622
ConocoPhillips	220,112	246,235
Corning Incorporated	83,397	74,423
Exxon Mobil Corporation	117,369	131,008
H & R Block Inc	0	0
Hewlett-Packard Co	103,817	83,317
Johnson & Johnson	259,006	347,733
Microsoft Corporation	370,176	474,303

Name of Stock	End of Year Book Value	End of Year Fair Market Value
News Corporation	0	0
Pepsico Inc	557,749	698,896
Pfizer Inc	0	0
Procter & Gamble Co	593,434	717,547
Research In Motion Limited	14,044	21,757
Stryker Corp	209,913	257,507
Sysco Corp	312,307	363,633
The Bank of NY Mellon Corp	57,587	83,870
U.S. Bank Corp	130,139	181,536
UnitedHealth Group Incorporated	0	0
Viacom Inc	167,767	261,841
Walmart Stores Inc	71,830	97,582
Abbvie Inc	109,379	144,070
Agilent Technologies	215,886	229,837
Airgas Inc	123,133	157,795
Alexion Pharmaceuticals	27,331	46,581
Altera Corp	134,320	128,958
Amphenol Corp Cl A	132,198	200,966
Amylin Pharmaceuticals	0	0
AVON Products Inc	0	0
Bard C R Inc	164,957	191,929
Bed Bath & Beyond Inc	0	0
Biomarin Pharmaceutical	38,859	59,865
C H Robinson Worldwide	0	0
Cameron International Corp	129,410	153,328
Carefusion Corp	98,864	143,089
CB Richard Ellis Group, Inc	213,001	249,088
Church & Dwight	95,090	110,399
Citrix Systems Inc	0	0
Cognizant Technology	63,657	67,025

Name of Stock	End of Year Book Value	End of Year Fair Market Value
Coinstar Inc	104,842	118,005
Core Laboratories	0	0
Crown Castle Intl Corp	0	0
Deckers Outdoors Corp	155,363	114,355
Dicks Sporting Goods Inc	64,074	86,303
Discovery Communications	53,901	105,124
Dril-Quip Inc	63,615	85,595
Dunkin Brands Group	49,316	70,824
Ecolab Inc	93,872	148,972
Edwards Lifesciences Corp	0	0
Equinix Inc	194,372	253,990
Estee Lauder Cos	71,986	81,884
Family Dollar Stores	0	0
First Republic Bank	106,559	131,602
Fleetcor Technologies Inc	35,236	78,861
Genpact Limited	61,645	76,133
Graco Inc	118,798	140,263
Hain Celestial Group	105,481	131,580
Henry Schein Inc	86,434	126,473
HMSC Holdings	86,959	79,383
Intercontinental Exchange Inc	165,473	227,177
Intl Flavors & Fragrance	98,808	130,313
Juniper Networks	89,231	77,124
Kennametal Inc	117,912	118,664
Lazard Ltd	0	0
Linear Technology Corp	73,669	81,858
Lululemon Athletica Inc	47,646	63,273
Marriot Intl	71,054	101,006
Mettler-Toldeo Intl	36,185	45,672
Micros Systems Inc	130,282	110,896

Name of Stock	End of Year Book Value	End of Year Fair Market Value
MSCI Inc	187,915	182,020
Netapp Inc	0	0
Newell Rubbermaid Inc	0	0
Northern Trust Corp	0	0
Nvidia Corp	0	0
Pandora Media	57,762	94,300
Petsmart Inc	102,836	167,475
Pioneer Natural Resources	98,671	135,920
Principal Financial Group Inc	0	0
PVH Corp	113,633	225,465
Quanta Services Inc	64,366	83,667
Rackspace Hosting Inc	123,014	103,667
Ralph Lauren Corp	0	0
Reald Inc	0	0
Ritchie Bros Auctioneers Inc	0	0
Rockwell Automation Inc	98,489	102,761
Roper Inds Inc	68,927	105,835
Rosetta Resources	0	0
ROVI Corp	0	0
Salesforce.com Inc	79,307	101,559
SBA Communications Corp	169,023	312,045
Scripps Networks Interactive	76,126	114,026
Shire Limited	0	0
SLM Corp	79,045	92,012
Southwestern Energy Co	0	0
St. Jude Medical Inc	0	0
Tiffany & Co	71,791	79,839
Treehouse Foods	60,943	67,113
Price T Rowe Group	0	0
TW Telecom Inc	84,612	129,360

Name of Stock	End of Year Book Value	End of Year Fair Market Value
Urban Outfitters Inc	0	0
Verifone Systems Inc	0	0
Vertex Pharmaceuticals	91,503	137,383
Whiting Petroleum Corp	117,301	105,684
Xilinx Inc	187,691	221,776
Accenture Plc Ireland Cl A	142,089	160,111
Ace Ltd	110,945	116,324
Anadarko Pete	154,203	175,727
Baxter Intl Inc	221,406	222,703
Blackrock Inc	160,232	190,069
Cisco Sys Inc	207,351	257,951
Comcast Corp Class A	197,800	248,621
Covidien PLC	172,295	232,508
Ecolab Inc	162,419	180,177
Ensco Plc Class A	179,125	175,813
Fluor Corp New	160,622	155,985
KLA-Tencor Corp	116,040	216,232
Marsh & McLennan Cos Inc	83,581	97,006
McDonalds Corp	174,449	184,140
Northern Trust Corp	177,165	177,753
Thermo Fisher Scientific Inc	159,120	205,228
Union Pacific Corp	158,995	196,707
Walt Disney Co Hldg Co	160,574	194,818
C.H. Robinson Worldwide Inc	102,084	99,387
Dell Inc.	49,850	71,114
Oracle Corporation	185,266	187,024
Sigma-Aldrich Corporation	39,363	41,416
Twenty-First Century Fox Inc	386,466	778,336
Wellpoint Inc	86,490	123,087
Wells Fargo & Co	59,875	65,619

Name of Stock	End of Year Book Value	End of Year Fair Market Value
Ariad Pharmaceuticals Inc	30,459	29,768
Beam Inc	102,628	111,010
Cepheid Inc	89,616	89,010
Chipotle Mexican Grill Inc	73,216	95,824
Dollar General Corporation	184,863	191,987
Fifth & Pacific Companies Inc	91,419	100,485
Hubbell Incorporated Class B Cmn	128,357	130,086
L Brands Inc	157,226	163,707
Medivation Inc	64,877	65,042
Mednax Inc	41,953	47,438
Monster Beverage Corp	69,906	85,709
Northern Trust Corp	120,776	130,662
Pharmacyclics Inc	37,720	36,715
Price T Rowe Group	89,600	131,101
Regeneron Pharmaceutical Inc	67,463	66,115
Teleflex Inc	37,343	33,863
Ulta Salon Cosmetics & fragran	36,865	50,260
W.W. Grainger Incorporated	75,165	74,393
Lazard Ltd	135,730	119,148
Core Laboratories N.V.	59,575	96,456
Ritchie Bros. Auctioneers Inc	100,366	87,874
Sensata Technologies Hldg	160,858	160,994
Shire Limited Sponsored Adr	89,630	96,346
Accenture Plc Cl A	42,521	41,377
American Express Company	29,273	35,511
Amerisourcebergen Corp	27,963	33,498
Bank of NY Mellon CP	46,824	46,984
Berkshire Hathaway B	52,211	58,758
Cintas Corp	27,599	28,463
Comerica Incorporated	33,988	38,834

Name of Stock	End of Year Book Value	End of Year Fair Market Value
Covidien Plc F	38,057	37,704
Danone Spon Adr F	28,098	31,500
Devon Energy	47,684	42,801
Expeditors Intl Wash	35,189	32,334
Glaxosmithkline Plc Adr F	29,672	32,481
Illinois Tool Works Inc	46,199	50,148
Ingersoll Rand Cl A	27,845	29,148
Microsoft Corp	23,799	29,363
Nestle S A Reg B Adr F	29,198	27,957
Omnicom Group Inc	40,323	44,009
Paccar Inc	26,393	29,513
Potash Corp Sask Inc F	43,195	39,083
Schlumberger Ltd F	42,310	39,413
Sysco Corporation	28,046	29,890
TE Connectivity Ltd F	38,895	43,263
Time Warner Inc	32,098	34,692
Wal-Mart Stores Inc	38,283	40,970
Willis Grp Hldgs Public F	26,219	28,546
3M Company	67,179	71,078
AFLAC Inc	24,937	29,641
Accenture Plc Cl A	25,123	23,747
Alexion Pharma Inc	10,405	9,685
Allied World Assurance	24,984	24,708
Apple Inc	24,998	23,395
Becton Dickinson & Co	24,790	25,696
Blackrock Inc	24,531	25,685
Celegene Corp	20,226	20,472
CF Industries Holdings	25,437	24,868
Coach Inc	24,874	28,545
Coznizant Tech Sol Cl A	20,722	20,671

Name of Stock	End of Year Book Value	End of Year Fair Market Value
Conocophillips	24,972	25,713
Cullen Frost Bankers	25,109	27,042
Cyberonics Inc	10,564	11,431
Discover Financial Services	25,093	27,631
EMC Corp Mass	24,984	25,628
Franklin Resources Inc	25,094	23,123
Gamestop Corp Cl A	21,161	29,211
Geospace Technologies	11,065	8,290
Google Inc Cl A	17,790	20,249
Hollyfrontier Corp	25,099	22,460
Las Vegas Sands Corp	20,843	18,790
Lilly & Eli Company	25,079	21,858
Madden Steven Ltd	25,179	26,851
Microsoft Corp	24,945	30,227
National Oilwell Varco	20,760	21,015
Omnicom Group Inc	25,029	26,720
Oracle Corporation	25,052	23,954
Pepsico Incorporated	24,871	25,764
Priceline.com Inc	24,851	29,760
Pub Svc Ent Group Inc	25,030	23,842
Qualcomm Inc	24,893	23,214
Raytheon Company	24,879	28,432
Schlumberger Ltd F	24,999	24,006
Starbucks Corp	18,202	20,636
Suntrust Banks Inc	25,104	27,939
Wabtec	25,190	27,249

TY 2012 Investments Government Obligations Schedule

Name:	The Ewing Halsell Foundation
EIN:	30-0654055
US Government Securities - End of Year Book Value:	4,901,685
US Government Securities - End of Year Fair Market Value:	4,730,832
State & Local Government Securities - End of Year Book Value:	0
State & Local Government Securities - End of Year Fair Market Value:	0

TY 2012 Investments - Other Schedule

Name: The Ewing Halsell Foundation

EIN: 30-0654055

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
Addison Clark Offshore Fund, Ltd.	FMV	3,000,000	3,231,408
AKO Capital, LP	FMV	2,704,947	3,466,946
Alden Global Distressed Opportunities, LP	FMV	1,666,388	2,444,364
Alden Global Value Recovery, LP	FMV	1,333,612	1,311,811
Amiya Global Emerging Opportunities Fund, Ltd	FMV	3,000,000	2,938,032
Axial Capital Institutional, LP	FMV	3,000,000	2,524,945
BBR Absolute Return, LP	FMV	4,900,000	5,214,085
Cadian Offshore	FMV	3,000,000	3,380,898
Hayman Capital Offshore Partners, LP	FMV	2,865,000	3,684,000
Hoplite Offshore Fund, Ltd	FMV	0	0
Indus Asia Pacific, LP	FMV	2,400,000	2,623,733
Indus Japan, LP	FMV	2,400,000	3,103,272
L-R Global Partners, LP	FMV	2,738,575	1,212,964
Long Pond Offshore, Ltd.	FMV	3,000,000	3,828,996
Merchants Gate Offshore, Ltd.	FMV	2,000,000	1,959,227
Nightscape Global Value Fund	FMV	2,000,000	2,055,880
North Tide Capital Offshore, Ltd	FMV	2,000,000	2,622,392
PFM Healthcare Offshore	FMV	3,000,000	4,026,838
Sabretooth Offshore Fund, Ltd	FMV	11,937	2,824
Senator Global Offshore Fund	FMV	2,881,437	4,458,004
SEG Partners Offshore Ltd	FMV	3,000,000	3,487,000
Tiger Accelerator Fund LP	FMV	3,000,027	3,196,971
Ivy Investment Strategy Fund	FMV	6,358,500	9,075,702
Adelphi Europe Partners, LP Fund	FMV	2,800,000	3,319,071

TY 2012 Legal Fees Schedule

Name: The Ewing Halsell Foundation

EIN: 30-0654055

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Legal Fees	23,044	5,761		17,283

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TY 2012 Other Assets Schedule

Name: The Ewing Halsell Foundation

EIN: 30-0654055

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
Mineral Interests	0	0	14,500,000

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TY 2012 Other Expenses Schedule

Name: The Ewing Halsell Foundation

EIN: 30-0654055

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Telephone	3,305	826		2,479
Insurance	57,856	14,464		43,392
Office Expense	2,520	630		1,890
Contract Services	81,883	78,180		3,703
Parking	3,893	973		2,920
Dues & Subscriptions	24,679	6,170		18,509
Internet/Computer Expense	6,000	1,500		4,500
Leased Equipment	4,184	1,046		3,138
Bank Charges	413	103		310
Misc Expense	6,000	1,500		4,500
L-R Global Partners - Portfolio Deductions	2,449	2,449		0
L-R Global Partners - Other Deductions	206	206		0

TY 2012 Other Income Schedule

Name: The Ewing Halsell Foundation

EIN: 30-0654055

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
Oil & Gas Royalties	3,373,716	3,373,716	3,373,716
Settlement Proceeds	203	203	203

TY 2012 Other Liabilities Schedule

Name: The Ewing Halsell Foundation

EIN: 30-0654055

Description	Beginning of Year - Book Value	End of Year - Book Value
Payroll Taxes Payable	3,948	4,588
Federal Taxes Payable	20,329	36,356

TY 2012 Other Professional Fees Schedule

Name: The Ewing Halsell Foundation

EIN: 30-0654055

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Investment Management Services	546,981	546,981		0

TY 2012 Taxes Schedule

Name: The Ewing Halsell Foundation

EIN: 30-0654055

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Payroll Taxes	13,671	3,418		10,253
Royalty Taxes	141,131	141,131		0
Production Taxes	152,561	152,561		0
Excise Taxes	66,818	0		0
Other Taxes	45	11		33