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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
COMMONWEALTH FOUNDATION

A Employer identification number
74-6047137

Number and street (or P O box number if mail is not delivered to street address)
PO BOX 221020

Room/suite

B Telephone number (see instructions)
(915) 351-8272

City or town, state, and ZIP code
EL PASO, TX 79913

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)* ▶$ 306,860

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	5,730	5,730		
	4	Dividends and interest from securities	3,340	3,340		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	22,360			
	b	Gross sales price for all assets on line 6a 277,078				
	7	Capital gain net income (from Part IV, line 2)		22,360		
	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)				
	12	**Total.** Add lines 1 through 11	31,430	31,430		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0	0		0
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	3,194	3,194		3,194
	c	Other professional fees (attach schedule)	1,683	1,683		1,683
	17	Interest				
	18	Taxes (attach schedule) (see instructions)				
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)				
	24	**Total operating and administrative expenses.** Add lines 13 through 23	4,877	4,877		4,877
	25	Contributions, gifts, grants paid	32,000			32,000
	26	**Total expenses and disbursements.** Add lines 24 and 25	36,877	4,877		36,877
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-5,447			
	b	**Net investment income** (if negative, enter -0-)		26,553		
	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	End of year (c) Fair Market Value
Assets				
1	Cash—non-interest-bearing	0		
2	Savings and temporary cash investments	16,235	12,269	12,269
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			
10a	Investments—U S and state government obligations (attach schedule)			
b	Investments—corporate stock (attach schedule)	139,013	131,204	154,160
c	Investments—corporate bonds (attach schedule)	108,034	104,218	104,205
11	Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
12	Investments—mortgage loans			
13	Investments—other (attach schedule)	0	10,089	9,731
14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)	26,495	26,495	26,495
16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	289,777	284,275	306,860
Liabilities				
17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances				
	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☑ and complete lines 27 through 31.			
27	Capital stock, trust principal, or current funds	419,266	419,266	
28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
29	Retained earnings, accumulated income, endowment, or other funds	-129,489	-134,991	
30	**Total net assets or fund balances** (see page 17 of the instructions)	289,777	284,275	
31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	289,777	284,275	

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	289,777
2	Enter amount from Part I, line 27a	2	-5,447
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	284,330
5	Decreases not included in line 2 (itemize) ▶	5	55
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	284,275

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1 a	CHARLES SCHWAB STOCKS SHORT TERM	P	2012-07-30	2012-06-30
b	CHARLES SCHWAB STOCKS LONG TERM	P	2010-07-30	2012-06-30
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	200,623		192,439	8,184
b	76,455		62,279	14,176
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(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	
a				8,184
b				14,176
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	22,360
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	34,612	302,488	0 114424
2010	31,476	321,707	0 097841
2009	41,074	322,507	0 127358
2008	22,955	332,511	0 069035
2007	22,909	422,109	0 054273

2	**Total** of line 1, column (d)	2	0 462931
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 092586
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	294,148
5	Multiply line 4 by line 3	5	27,234
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	266
7	Add lines 5 and 6	7	27,500
8	Enter qualifying distributions from Part XII, line 4	8	36,877

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	266
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	266
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	266
6	Credits/Payments				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a			
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	0
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	266
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶		**Refunded** ▶	11	

Part VII-A **Statements Regarding Activities**

			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 ▶TAMMY VASILATOS CPA LLC Telephone no ▶(915) 351-8272

Located at ▶118 MESA PARK DR SUITE 300 EL PASO TX ZIP +4 ▶79912

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☑ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b		
	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
SHARON FASHING 4516 CUMBERLAND CIRCLE EL PASO,TX 79903	PRES/TREAS 1 00	0	0	0
DIANIA MINICA 6289 QUAY RD TUCUMCARI,NM 88401	SEC 1 00	0	0	0

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

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

Total number of other employees paid over $50,000 ▶ 0

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".

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

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

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	265,100
b	Average of monthly cash balances	1b	33,527
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	298,627
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	298,627
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	4,479
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	294,148
6	**Minimum investment return.** Enter 5% of line 5	6	14,707

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	14,707
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a: 266		
b	Income tax for 2012 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	266
3	Distributable amount before adjustments Subtract line 2c from line 1	3	14,441
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	14,441
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	14,441

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	36,877
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	36,877
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	266
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	36,611

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				14,441
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			0	
b Total for prior years 20___, 20___, 20___		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007. . . 1,986				
b From 2008. . . 6,419				
c From 2009. . . 25,311				
d From 2010. . . 15,837				
e From 2011. . . 19,596				
f **Total** of lines 3a through e.	69,149			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 36,877				
a Applied to 2011, but not more than line 2a			0	
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.				14,441
e Remaining amount distributed out of corpus	22,436			
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	91,585			
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				0
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)	1,986			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	89,599			
10 Analysis of line 9				
a Excess from 2008. . . 6,419				
b Excess from 2009. . . 25,311				
c Excess from 2010. . . 15,837				
d Excess from 2011. . . 19,596				
e Excess from 2012. . . 22,436				

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 of the person to whom applications should be addressed

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Additional Data Table				
Total . . . . ▶ **3a**				32,000
b *Approved for future payment*				
Total . . . . ▶ **3b**				0

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					5,730
4 Dividends and interest from securities. . . .					3,340
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory					22,360
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		0	31,430

13 Total. Add line 12, columns (b), (d), and (e). **13** 31,430

(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)
4	INTEREST & DIVIDEND INCOME USED TO SUPPORT CHARITABLE ORGANIZATIONS
8	GAIN ON SALE OF ASSETS USED TO SUPPORT CHARITABLE ORGANIZATIONS
3	INTEREST ON SAVINGS USED TO SUPPORT CHARITABLE ORGANIZATIONS
7	GAIN ON SALE OF ASSETS USED TO SUPPORT CHARITABLE ORGANIZATIONS

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

Signature of officer or trustee | 2013-10-25 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
TAMMY VASILATOS	TAMMY VASILATOS	2013-10-25		P00556104

Firm's name ► TAMMY VASILATOS CPA LLC | Firm's EIN ► 20-5675104

Firm's address ► 118 MESA PARK DR SUITE 300 EL PASO, TX 79912 | Phone no (915) 351-8272

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*				
DALLAM PLA 401 DENROCK AVE DALHART,TX 79902		PUBLIC	OPERATIONS	1,500
BOYS & GIRLS CLUB OF EL PASO 801 S FLORENCE EL PASO,TX 79901		PUBLIC	OPERATIONSOPERATIONS	2,000
DALHART CHRISTIAN ACADEMY 1000 16TH ST DALHART,TX 79022		PUBLIC	OPERATIONS	1,500
EL PASO DRIVE A MEAL 4120 RIO BRAVO SUITE 112 EL PASO,TX 79902		PUBLIC	OPERATIONS	1,000
BOY SCOUTS OF AMERICA-YUCCA COUNCIL 7601 LOCKHEED EL PASO,TX 79925		PUBLIC	OPERATIONS	2,000
GREENWOOD HIGH SCHOOL CLASS OF 2016 2700 FM 1379 MIDLAND,TX 79706		PUBLIC	OPERATIONS	500
MESALANDS DINASAUR MUSEUM 222 EAST LAUGHLIN STREET TUCUMCARI,NM 88401		PUBLIC	OPERATIONS	1,000
NM CLASSIC CAR SHOW BENEFITTING MAKE A WISH FOUNDATION OF NM 207 LAKESHORE SR ALTO,NM 88312		PUBLIC	OPERATIONS	2,000
RADFORD SCHOOL 2001 RADFORD STREET EL PASO,TX 79903		PUBLIC	PROPERTY IMPROVEMENTS	17,500
RESCUE MISSION OF EL PASO 1949 W PAISANO DRIVE EL PASO,TX 79922		PUBLIC	OPERATIONS	2,000
RIO GRANDE CANCER FOUNDATION 10460 VISTA DEL SOL DRIVE STE 101 EL PASO,TX 79925		PUBLIC	OPERATIONS	1,000
Total . . . . ▶ **3a**				32,000

TY 2012 Accounting Fees Schedule

Name: COMMONWEALTH FOUNDATION

EIN: 74-6047137

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
	3,194	3,194		3,194

TY 2012 Investments Corporate Bonds Schedule

Name: COMMONWEALTH FOUNDATION

EIN: 74-6047137

Name of Bond	End of Year Book Value	End of Year Fair Market Value
GOVERNMENT NATIONAL MTG	2,368	931
MYRTLE BEACH SC	20,509	20,788
MERRILL LYNCH	0	0
SONOMA COUNTY	18,678	20,627
JOHN HANCOCK	10,132	10,163
PRINCIPAL LIFE	10,349	10,253
PROTECTIVE INS VAR	10,101	10,317
PRUDENTIAL FINL	10,201	10,117
SOUTHWEST AIRLINES	10,928	10,482
KIRKLAND WASH	10,952	10,527

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TY 2012 Investments Corporate Stock Schedule

Name: COMMONWEALTH FOUNDATION

EIN: 74-6047137

Name of Stock	End of Year Book Value	End of Year Fair Market Value
APPLE COMPUTER	6,474	4,758
CLIFFS NATURAL RES INC	0	0
UNITED PARCEL SERVICE	2,757	3,113
CONOCO PHILLIPS	0	0
COSTCO WHOLESALE CORP	2,755	3,759
COVIDIEN LTD	0	0
CROWN HOLDINGS INC	0	0
DISNEY	2,066	4,105
DU PONT	0	0
P P G INDUSTRIES	1,260	2,635
UNION PACIFIC CORP	0	0
WYNDHAM WORLDWIDE	0	0
YUMS BRANDS INC	0	0
AFLAC INC	0	0
ALLERGAN INC	0	0
ALPS TRUST ETF	0	0
AMGEN	0	0
ANHEUSER-BUSCH	0	0
B&G FOODS INC	0	0
CERNER CORP	0	0
CHEVRON	3,335	4,024
COACH	0	0
COMMUNITY HEALTH	0	0
CREE INC	2,179	4,085
CULLEN FROST BANKERS	0	0
DIAGEO PLC NEW ADR	0	0
DISCOVER FINANCIAL SVCS	3,463	6,384
HOME DEPOT	1,480	3,176
INTUIT	0	0
INTUITIVE SURGICAL	0	0

Name of Stock	End of Year Book Value	End of Year Fair Market Value
MCKESSON CORP	3,597	4,695
NOBEL	0	0
NU SKIN ENTERPRISES	0	0
PUBLIC STORAGE	0	0
QUALCOMM INC	0	0
TEXAS CAPITAL BANCSHARES	0	0
US BANCORP	0	0
VISA INC	0	0
SOUTHWEST AIRLINES	3,529	5,607
ACCENTURE PLC CL A	2,884	3,094
AFC ENTERPRISES INC	3,175	3,163
AKAMAI TECHNOLOGIES	3,181	2,893
AMERICAN INT'L GROUP INC	3,063	3,531
ANHEUSER-BUSCH	3,003	3,069
BAXTER INTERNATIONAL INC	2,824	2,979
BROOKDALE SENIOR LIVING	2,434	3,697
CVS CAREMARK CORP	2,891	3,545
CARMAX INC	3,413	3,831
CELGENE CORP	2,322	3,509
CISCO SYSTEMS INC	2,975	3,480
COCA COLA COMPANY	2,459	2,567
CONTINENTAL RESOURCES	2,907	3,098
DAVITA HEALTHCARE PTNR	3,013	2,899
EOG RESOURCES	2,995	3,160
EBAY INC	3,090	3,051
FRANKLIN RESOURCES	3,306	3,264
GENERAL ELECTRIC	2,927	3,061
GILEAD	2,292	3,486
HERTZ GLOBAL HLDGS INC	3,189	3,150
HONDA MOTOR CO LTD ADR	3,235	3,092

Name of Stock	End of Year Book Value	End of Year Fair Market Value
JOHNSON & JOHNSON	2,439	3,005
MEAD JOHNSON NUTRITION	2,873	2,852
NATIONAL OILWELL VARCO	3,162	3,032
PENTAIR LTD	2,764	3,288
PHILLIPS 66	2,843	2,592
REGENERON PHARMS INC	2,106	2,699
SCRIPPS NTWK INTERACTIV	3,111	3,138
SPIRIT AIRLINES	3,179	3,521
TIME WARNER INC	3,186	3,527
TRAVELERS CO INC	2,387	2,637
TUPPERWARE BRANDS CORP	2,897	3,418
UNILEVER	2,833	3,066
WELLS FARGO	2,951	3,425

TY 2012 Investments - Other Schedule

Name: COMMONWEALTH FOUNDATION

EIN: 74-6047137

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
OMEGA HEALTHCARE INVS INC	AT COST	3,466	3,319
KINDER MORGAN	AT COST	3,453	3,281
THERMO FISHER SCIENTIFIC	AT COST	3,170	3,131

TY 2012 Other Assets Schedule

Name: COMMONWEALTH FOUNDATION

EIN: 74-6047137

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
OVERRIDING ROYALTY	26,495	26,495	26,495

TY 2012 Other Decreases Schedule

Name: COMMONWEALTH FOUNDATION

EIN: 74-6047137

Description	Amount
FEDERAL INCOME TAXES	54
PENALTIES	1

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TY 2012 Other Professional Fees Schedule

Name: COMMONWEALTH FOUNDATION

EIN: 74-6047137

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
	1,683	1,683		1,683

COMMONWEALTH FOUNDATION
STOCKS SOLD
6/30/2013

Stock	Shares	Aquired Date	Sell Date	Sale Price	Aquired Price	Short Term (Gain)/Loss
SHORT TERM						
Intuitive Surgical New	6	06/08/12	07/11/12	3,291 24	3,145 94	145 30
Cree Inc	96	02/17/12	07/13/12	2,224 91	2,611 18	(386 27)
B & G Foods Inc	146	04/23/12	08/03/12	4,096 98	3,236 48	860 50
Nu Skin Enterprises Cl A	70	05/30/12	08/10/12	3,163 57	3,054 90	108 67
Allergan Inc	41	09/01/11	08/20/12	3,534 61	3,319 29	215 32
Allergan Inc	30	10/21/11	08/20/12	2,586 36	2,566 62	19 74
Buffalo Wild Wings Inc	29	07/17/12	08/20/12	2,116 27	2,426 15	(309 88)
Coach Inc	54	11/22/11	08/21/12	3,059 06	3,326 99	(267 93)
Visa Inc Cl A	27	09/19/11	08/24/12	3,432 30	2,435 32	996 98
Anheuser-Busc Inbev	59	11/02/11	08/28/12	4,742 21	3,344 33	1,397 88
Disney Walt Co	67	04/11/11	08/28/12	3,280 99	2,840 32	440 67
Disney Walt Co	8	08/26/11	08/28/12	391 70	254 32	137 38
Intuit Inc	46	02/15/12	09/04/12	2,700 44	2,615 36	85 08
Cerner Corp	39	06/18/12	09/24/12	2,846 66	3,143 72	(297 06)
Texas Capital Bancshares	80	05/30/12	09/24/12	3,789 57	3,013 94	775 63
Camden Property Trust	35	07/13/12	09/10/12	2,413 50	2,408 49	5 01
Avalonbay Cmntys Inc	17	07/13/12	09/18/12	2,388 56	2,438 04	(49 48)
Cabelas Inc	75	07/17/12	10/02/12	4,032 41	2,915 42	1,116 99
Mosaic Co New	55	08/20/12	10/12/12	2,973 39	3,219 88	(246 49)
Amgen Incorporated	38	05/15/12	10/19/12	3,323 34	2,673 71	649 63
Western Digital Corp	73	08/20/12	10/19/12	2,644 67	3,227 26	(582 59)
McDonald's Corp	35	07/17/12	10/30/12	3,039 83	3,215 02	(175 19)
Qualcomm Inc	53	11/10/11	10/30/12	3,040 50	3,021 01	19 49
Qualcomm Inc	32	02/15/12	10/30/12	1,835 77	1,984 95	(149 18)
Public Storage	23	06/18/12	10/19/12	3,155 29	3,153 98	1 31
Healthcare SVC Group Inc	152	07/17/12	11/14/12	3,486 70	3,215 40	271 30
Coca Cola Ent New	113	07/13/12	11/19/12	3,365 16	3,174 35	190 81
Newmont Mining Corp	46	10/19/12	11/19/12	2,120 32	2,576 96	(456 64)
Vodafone Group New ADR	85	10/10/12	11/29/12	2,130 60	2,468 26	(337 66)
Community Health Systems	113	05/15/12	12/04/12	3,320 49	2,675 67	644 82
National Oilwell Varco	41	09/10/12	12/07/12	2,803 97	3,234 03	(430 06)
Under Armour Inc CL A	45	10/19/12	12/07/12	2,332 78	2,620 79	(288 01)
Prosperity Bancshares	67	09/10/12	12/10/12	2,747 44	2,924 36	(176 92)
Tivo Inc	234	10/02/12	12/20/12	2,956 22	2,430 16	526 06
Intuitive Surgical New	5	10/30/12	12/27/12	2,482 04	2,738 20	(256 16)
Alps Trust ETF	331	06/20/12	12/20/12	5,204 01	5,307 37	(103 36)
Alps Trust ETF	225	08/03/12	12/26/12	4,093 51	4,172 38	(78 87)
Amazon Com Inc	11	10/19/12	01/02/13	2,691 08	2,696 36	(5 28)
A T & T Inc New	64	10/10/12	01/11/13	2,185 73	2,465 21	(279 48)
Target Corporation	46	08/28/12	01/11/13	2,774 42	2,906 52	(132 10)
Facebook	78	12/04/12	01/18/13	2,426 58	2,127 84	298 74
Cree	54	11/14/12	01/24/13	1,795 31	1,690 20	105 11
Facebook Inc Class A	104	12/04/12	02/01/13	3,216 70	2,790 74	425 96
Hancock Holding Co	91	09/18/12	02/05/13	2,719 74	2,931 56	(211 82)
AFLAC Inc	77	03/29/12	02/12/13	3,844 65	3,608 59	236 06
Noble Corp	91	02/23/12	02/21/13	3,542 04	3,494 45	47 59
Corning Inc	234	12/04/12	02/25/13	2,954 42	2,900 92	53 50

Medtronic Inc	80	08/20/12	02/25/13	3,556 41	3,239 72	316 69
Total SA ADR	57	10/02/12	03/11/13	2,895 72	2,949 88	(54 16)
Cree Inc	25	11/14/12	03/15/13	1,305 06	787 98	517 08
Joy Global Inc	48	02/15/13	03/25/13	2,791 89	2,998 73	(206 84)
Apple	5	02/12/13	04/01/13	2,299 65	2,300 48	(0 83)
Goldman Sachs Group Inc	22	01/08/13	04/01/13	3,201 59	2,885 85	315 74
Amphenol Corp Cl A	52	08/21/12	04/10/13	3,724 97	3,251 00	473 97
Michael Kors Hldgs	46	10/19/12	04/10/13	2,484 07	2,595 10	(111 03)
Fedex Corporation	29	01/08/13	04/17/13	2,777 89	2,753 16	24 73
Google Inc Class A	4	04/01/13	04/23/13	3,050 88	3,256 10	(205 22)
Nestle SA Reg B Adr	47	08/24/12	04/23/13	3,266 91	2,936 36	330 55
Marathon Oil Corp	90	02/07/12	04/29/13	2,811 42	2,733 88	77 54
Regeneron Pharms Inc Regn	5	03/06/13	05/03/13	1,313 70	877 59	436 11
Palo Alto Networks Inc Panw	54	03/06/13	05/15/13	2,818 39	3,083 80	(265 41)
Procter & Gamble PG	47	01/09/13	05/21/13	3,697 41	3,246 64	450 77
Xylem Inc Xyl	99	11/29/12	05/23/13	2,760 28	2,594 16	166 12
Nextera Energy Inc	46	7/10/2012	5/29/2013	3,470 07	3,164 07	306 00
Novartis A G Spon ADR	54	8/29/2012	5/29/2013	3,909 19	3,203 57	705 62
SPDR S&P Homebuilders	113	3/26/2013	6/4/2013	3,379 41	3,391 59	(12 18)
Biogen Idec Inc	15	6/19/2012	6/19/2013	3,086 37	2,342 37	744 00
CBRE Group Inc	125	4/24/2013	6/20/2013	2,724 14	3,104 23	(380 09)
				200,623 46	192,439 20	$ 8,184 26

LONG TERM						**Long Term (Gain)/Loss**
Cliffs Natural Res Inc	63	05/12/12	07/03/12	2,919 86	3,587 91	(668 05)
Crown Holdings Inc	88	04/29/11	07/17/12	2,917 34	3,307 77	(390 43)
Yum Brands Inc	75	02/15/11	07/17/12	4,716 06	3,809 07	906 99
Wyndham Worldwide Corp	72	08/20/10	08/03/12	3,736 77	1,881 36	1,855 41
Costco Whsl Corp	44	12/08/10	08/07/12	4,187 05	3,051 84	1,135 21
Apple Inc	5	08/25/10	08/24/12	3,271 23	1,253 05	2,018 18
Cullen Frost Bankers	66	08/26/11	09/10/12	3,714 90	3,168 97	545 93
Home Depot Inc	54	07/05/11	10/02/12	3,226 23	1,949 40	1,276 83
Union Pacific Corp	29	12/06/10	10/02/12	3,438 99	2,771 51	667 48
United Parcel Service B	40	05/04/10	10/10/12	2,912 40	2,796 75	115 65
United Parcel Service B	31	11/10/10	10/10/12	2,257 00	3,190 90	(933 90)
Du Pont E I De Nemour & Co	80	08/20/10	10/30/12	3,598 49	3,338 04	260 45
Covidien PLC New	58	01/25/11	11/14/12	3,112 50	2,740 50	372 00
Wyndham Worldwide Corp	56	08/20/10	11/30/12	2,740 12	1,462 77	1,277 35
Apple Inc	6	08/25/10	01/08/13	3,246 63	1,503 66	1,742 97
P P G Industries Inc	31	08/12/10	02/12/13	4,248 09	2,170 31	2,077 78
ConocoPhillips	60	07/14/10	02/15/13	3,466 04	3,151 68	314 36
Merrill Lynch	10,000	08/15/10	02/05/13	10,000 00	10,153 84	(153 84)
U S Bancorp Del New	111	03/29/12	04/17/13	3,757 49	3,569 93	187 56
Diageo PLC New Adr	42	6/29/2011	6/4/2013	4,987 86	3,419 65	1,568 21
				76,455 05	62,278 91	$ 14,176 14