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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 07/01/12 , and ending 06/30/13

Name of foundation: THE PHYLLIS L SCHOENER FOUNDATION

A Employer identification number: 90-0197155

Number and street (or P O box number if mail is not delivered to street address): 3011 NACOGDOCHES RD., BUILDING 2

Room/suite:

B Telephone number (see instructions): 210-824-3224

City or town, state, and ZIP code: SAN ANTONIO TX 78217

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) ▶ $ 5,632,661

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	435	435		
4	Dividends and interest from securities	173,660	173,660		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	217,348			
b	Gross sales price for all assets on line 6a 1,983,743				
7	Capital gain net income (from Part IV, line 2)		217,348		
8	Net short-term capital gain			0	
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) STMT 1	-12,729	90		
12	**Total.** Add lines 1 through 11	378,714	391,533	0	
Operating and Administrative Expenses 13	Compensation of officers, directors, trustees, etc	0			
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule) STMT 2	2,500	2,500		
c	Other professional fees (attach schedule)				
17	Interest	586	586		
18	Taxes (attach schedule) (see instructions) STMT 3	4,939	452		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (att sch) STMT 4	12,424	12,401		
24	**Total operating and administrative expenses.** Add lines 13 through 23	20,449	15,939	0	0
25	Contributions, gifts, grants paid	264,000			264,000
26	**Total expenses and disbursements.** Add lines 24 and 25	284,449	15,939	0	264,000
27	Subtract line 26 from line 12				
a	**Excess of revenue over expenses and disbursements**	94,265			
b	**Net investment income** (if negative, enter -0-)		375,594		
c	**Adjusted net income** (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see instructions.

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash – non-interest-bearing			
	2	Savings and temporary cash investments	817,699	1,897,644	1,897,644
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶	15,351		
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (att schedule) ▶			
		Less allowance for doubtful accounts ▶ 0			
	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) SEE STMT 5	2,575,955	1,192,953	1,479,305
	c	Investments – corporate bonds (attach schedule) SEE STMT 6	1,800,020	2,300,750	2,255,712
	11	Investments – land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach sch) ▶			
	12	Investments – mortgage loans			
	13	Investments – other (attach schedule) SEE STATEMENT 7	88,057		
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach sch) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers – see the instructions Also, see page 1, item I)	5,297,082	5,391,347	5,632,661
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	5,297,082	5,391,347	
	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 instructions)	5,297,082	5,391,347	
	31	**Total liabilities and net assets/fund balances** (see instructions)	5,297,082	5,391,347	

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	5,297,082
2	Enter amount from Part I, line 27a	2	94,265
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	5,391,347
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	5,391,347

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	SEE WORKSHEET			
b				
c				
d				
e				

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

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

	(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				
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	217,348
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	-15,615

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	208,800	5,379,901	0.038811
2010	7,500	5,297,846	0.001416
2009	24,000	4,464,929	0.005375
2008	142,200	4,332,185	0.032824
2007	72,500	2,676,420	0.027088

2	Total of line 1, column (d)	2	0.105514
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	0.021103
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	5,568,522
5	Multiply line 4 by line 3	5	117,513
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	3,756
7	Add lines 5 and 6	7	121,269
8	Enter qualifying distributions from Part XII, line 4	8	264,000

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

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

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	3,756
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	3,756
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	3,756
6	Credits/Payments				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	3,000		
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	3,000
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	756
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		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	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		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ ______ (2) On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
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		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	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		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
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	X	
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	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities (continued)

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

Website address ▶ N/A

14 The books are in care of ▶ JERRY A. PYLE Telephone no ▶ 210-824-3224

Located at ▶ 3011 NACOGDOCHES RD, BUILDING 2 SAN ANTONIO TX ZIP+4 ▶ 78217

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 |

			Yes	No
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		X
	See the 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 instructions)? N/A | 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? N/A | 1c | | |

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) N/A | 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) N/A | 3b | | |

			Yes	No
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		X

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)? N/A | 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? N/A ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53 4945–5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6b | | X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A | 7b |

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

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

(a) Name and address		(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JERRY A. PYLE 3011 NACOGDOCHES RD,BUILDING 2	SAN ANTONIO TX 78217	PRES/TREAS 1.00	0	0	0
BARBARA A. BLASS 3011 NACOGDOCHES RD,BUILDING 2	SAN ANTONIO TX 78217	SECRETARY 1.00	0	0	0
CAROLINE P. LOCHTE 3011 NACOGDOCHES RD,BUILDING 2	SAN ANTONIO TX 78217	VP/AST TREAS 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 ▶		

Part IX-A Summary of Direct Charitable Activities

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

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

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

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	5,196,967
b	Average of monthly cash balances			1b	456,355
c	Fair market value of all other assets (see instructions)			1c	0
d	**Total** (add lines 1a, b, and c)			1d	5,653,322
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	5,653,322
4	Cash deemed held for charitable activities Enter 1½% of line 3 (for greater amount, see instructions)			4	84,800
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4			5	5,568,522
6	**Minimum investment return.** Enter 5% of line 5			6	278,426

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	278,426
2a	Tax on investment income for 2012 from Part VI, line 5	2a	3,756		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	3,756
3	Distributable amount before adjustments Subtract line 2c from line 1			3	274,670
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	274,670
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	274,670

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	264,000
b	Program-related investments – total from Part IX-B	1b	
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	264,000
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	3,756
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	260,244

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				274,670
2	Undistributed income, if any, as of the end of 2012				
a	Enter amount for 2011 only			263,977	
b	Total for prior years 20____ , 20____ , 20____				
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				
4	Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 264,000				
a	Applied to 2011, but not more than line 2a			263,977	
b	Applied to undistributed income of prior years (Election required – see instructions)				
c	Treated as distributions out of corpus (Election required – see instructions)				
d	Applied to 2012 distributable amount				23
e	Remaining amount distributed out of corpus				
5	Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))				
6	**Enter the net total of each column as indicated below:**				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b	Prior years' undistributed income Subtract line 4b from line 2b				
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				
d	Subtract line 6c from line 6b Taxable amount – see instructions				
e	Undistributed income for 2011. Subtract line 4a from line 2a Taxable amount – see instructions				
f	Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				274,647
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8	Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9	**Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a				
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 foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
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 foundation 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))

N/A

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

N/A

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

JERRY A. PYLE
3011 NACOGDOCHES RD, BUILDING 2 SAN ANTONIO TX 78217

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

SEE STATEMENT 8

c Any submission deadlines

APRIL 30 OF EACH YEAR

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

SEE STATEMENT 9

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 STATEMENT 10				264,000
Total			▶ 3a	264,000
b Approved for future payment N/A				
Total			▶ 3b	

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	435	
4 Dividends and interest from securities			14	173,660	
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			18	217,348	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b ENTERPRISE PRODUCTS PTNRS LP	900099	-4,451			
c NUSTAR ENERGY LP	900099	-8,368			
d ENTERPRISE PRODUCTS PTNRS LP			14	1	
e NUSTAR ENERGY LP			14	89	
12 Subtotal Add columns (b), (d), and (e)		-12,819		391,533	0

13 Total. Add line 12, columns (b), (d), and (e) 13 378,714

(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)
N/A	

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)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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
N/A			

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
N/A		

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) is based on all information of which preparer has any knowledge

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

Barbara A. Blass | 10-16-13 | Trustee

Signature of officer or trustee | Date | Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed
CAROLINE P. LOCHTE	Caroline P. Lochte	10/16/13	
Firm's name ▶ FINDLING, MILAM & PYLE		PTIN	P00104995
Firm's address ▶ 3011 NACOGDOCHES ROAD, BUILDING 2 SAN ANTONIO, TX 78217		Firm's EIN ▶ 74-1470214	Phone no 210-824-3224

DAA

Capital Gains and Losses for Tax on Investment Income

Form 990-PF | For calendar year 2012, or tax year beginning 07/01/12 , and ending 06/30/13 | 2012

Name: THE PHYLLIS L SCHOENER FOUNDATION

Employer Identification Number: 90-0197155

	(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)	32467.532 SHS LORD ABBETT SHORT DUR	P	VARIOUS	06/03/13
(2)	100 SHS CITIGROUP	P	03/05/08	06/03/13
(3)	1000 SHS BANK OF AMERICA	P	03/05/08	06/03/13
(4)	1000 SHS LOWES	P	05/31/11	06/05/13
(5)	5000 SHS DOMINION RES	P	05/31/11	06/05/13
(6)	3000 SHS BANK OF NEW YORK MELL	P	10/27/10	06/06/13
(7)	1000 SHS BHP BILLITON	P	08/14/12	06/10/13
(8)	1000 SHS NUSTAR	P	08/05/11	06/12/13
(9)	1000 SHS ABBVIE	P	05/31/11	06/13/13
(10)	2000 SHS PROCTOR & GAMBLE	P	05/31/11	06/20/13
(11)	500 SHS PHILIP MORRIS	P	08/14/12	06/20/13
(12)	1000 SHS HESS CORP	P	03/05/08	06/20/13
(13)	1000 SHS EXELON	P	08/14/12	06/20/13
(14)	2000 SHS EXELON	P	05/31/11	06/20/13
(15)	3000 SHS EMERSON ELEC	P	02/10/10	06/20/13

	(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)
(1)	149,996		149,278	718
(2)	5,094		40,403	-35,309
(3)	13,286		47,411	-34,125
(4)	40,466		24,402	16,064
(5)	273,484		214,715	58,769
(6)	86,215		105,313	-19,098
(7)	56,146		62,722	-6,576
(8)	43,996		39,983	4,013
(9)	42,235		27,418	14,817
(10)	150,966		129,615	21,351
(11)	43,870		47,189	-3,319
(12)	65,077		67,603	-2,526
(13)	30,004		38,379	-8,375
(14)	60,007		83,345	-23,338
(15)	164,993		144,725	20,268

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))
(1)				718
(2)				-35,309
(3)				-34,125
(4)				16,064
(5)				58,769
(6)				-19,098
(7)				-6,576
(8)				4,013
(9)				14,817
(10)				21,351
(11)				-3,319
(12)				-2,526
(13)				-8,375
(14)				-23,338
(15)				20,268

Capital Gains and Losses for Tax on Investment Income

Form 990-PF | 2012

For calendar year 2012, or tax year beginning 07/01/12 , and ending 06/30/13

Name: THE PHYLLIS L SCHOENER FOUNDATION

Employer Identification Number: 90-0197155

	(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)	2000 SHS COLGATE	P	10/27/10	06/20/13
(2)	1000 SHS BRISTOL MYERS SQ	P	10/27/10	06/20/13
(3)	1000 SHS ABBOTT LABS	P	05/31/11	06/20/13
(4)	1000 SHS TRANSCANADA	P	11/16/10	06/21/13
(5)	2000 SHS CATERPILLAR INC	P	02/10/10	06/21/13
(6)	3000 SHS UNITED TECH	P	02/10/10	06/24/13
(7)	500 SHS HALLIBURTON	P	08/14/12	06/24/13
(8)	1000 SHS ENTERPRISE PRODUCTS	P	05/31/11	06/24/13
(9)	CAPITAL GAIN DISTRIBUTIONS			
(10)				
(11)				
(12)				
(13)				
(14)				
(15)				

	(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)
(1)	112,994		76,074	36,920
(2)	45,110		27,193	17,917
(3)	35,686		25,284	10,402
(4)	43,961		35,453	8,508
(5)	164,493		123,799	40,694
(6)	272,666		210,249	62,417
(7)	20,357		17,702	2,655
(8)	56,350		28,140	28,210
(9)	6,291			6,291
(10)				
(11)				
(12)				
(13)				
(14)				
(15)				

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))
(1)				36,920
(2)				17,917
(3)				10,402
(4)				8,508
(5)				40,694
(6)				62,417
(7)				2,655
(8)				28,210
(9)				6,291
(10)				
(11)				
(12)				
(13)				
(14)				
(15)				

Federal Statements

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

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
ENTERPRISE PRODUCTS PTNRS LP	$ -4,451	$	$
NUSTAR ENERGY LP	-8,368		
ENTERPRISE PRODUCTS PTNRS LP	1	1	
NUSTAR ENERGY LP	89	89	
TOTAL	$ -12,729	$ 90	$ 0

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
INDIRECT ACCOUNTING FEES	$ 2,500	$ 2,500	$	$
TOTAL	$ 2,500	$ 2,500	$ 0	$ 0

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
FOREIGN TAXES	$ 452	$ 452	$	$
EXCISE TAX 6/30/12	1,487			
EXCISE TAX ESTIMATED TAX 6/30/13	3,000			
TOTAL	$ 4,939	$ 452	$ 0	$ 0

Federal Statements

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
	$	$	$	$
EXPENSES				
NONDEDUCTIBLE EXPENSES FROM P	23			
BANK FEES	10	10		
BAD DEBT WRITE OFF	12,391	12,391		
TOTAL	$ 12,424	$ 12,401	$ 0	$ 0

Federal Statements

Statement 5 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
5000 SHS A T & T	$ 159,446	$ 159,446	COST	$ 177,000
1000 SHS ABBOTT LABS	52,702		COST	
1000 SHS BANK OF AMERICA	47,411		COST	
3000 SHS BANK OF NEW YORK MEL	105,313		COST	
1000 SHS BRISTOL MYERS SQ	27,194		COST	
2000 SHS CATERPILLAR	123,799		COST	
100 SHS CITIGROUP	40,403		COST	
1000 SHS COLGATE	76,074		COST	
4000 SHS DOMINION	214,715		COST	
3000 SHS EMERSON	144,725		COST	
2000 SHS EXELON	83,344		COST	
2000 SHS EXXON MOBIL	147,199	147,199	COST	180,700
2000 SHS GENERAL ELECTRIC	74,615	74,615	COST	46,380
1000 SHS GENERAL MILLS	36,273	36,273	COST	48,530
1000 SHS HESS	67,603		COST	
4000 SHS JOHNSON & JOHNSON	261,456	261,456	COST	343,440
1000 SHS LOWES	24,402		COST	
2000 SHS MEDTRONIC INC	85,885	85,885	COST	102,940
1000 SHS MERCK	35,032	35,032	COST	46,450
2000 SHS PEPSICO INC	131,087	131,087	COST	163,580
2000 SHS PFIZER	35,751	35,751	COST	56,020
2000 SHS PROCTOR & GAMBLE	129,615		COST	
3000 SHS TRANSCANADA	35,453		COST	
3000 SHS UNITED PARCEL SVC	205,426	205,426	COST	259,440
3000 SHS UNITED TECHNOLOGIES	210,249		COST	
300 SHS VISA	20,783	20,783	COST	54,825
TOTAL	$ 2,575,955	$ 1,192,953		$ 1,479,305

Federal Statements

Statement 6 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
PIMCO LOW DURATION CLASS A	$ 200,004	$ 200,004	COST	$ 194,682
PIMCO TOTAL RETURN CLASS A	200,004	200,004	COST	194,575
PIMCO REAL RETURN FUND CLASS A	300,004	300,004	COST	287,671
PIMCO FLOATING INCOME FUND CLASS A	300,004	300,004	COST	288,729
LORD ABBETT SHORT DURATION	800,004	1,300,734	COST	1,290,055
TOTAL	$ 1,800,020	$ 2,300,750		$ 2,255,712

Statement 7 - Form 990-PF, Part II, Line 13 - Other Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
ENTERPRISE PRODUCTS PARTNERS LP	$ 35,205	$	COST	$
NUSTAR ENERGY LP	52,852		COST	
TOTAL	$ 88,057	$ 0		$ 0

Federal Statements

Statement 8 - Form 990-PF, Part XV, Line 2b - Application Format and Required Contents

Description
WRITTEN REQUEST DESCRIBING USE AND PURPOSE; PROOF OF TAX EXEMPT STATUS

Form 990-PF, Part XV, Line 2c - Submission Deadlines

Description
APRIL 30 OF EACH YEAR

Statement 9 - Form 990-PF, Part XV, Line 2d - Award Restrictions or Limitations

Description
CHARITABLE,RELIGIOUS,SCIENTIFIC,LITERARY,EDUCATIONAL, TESTING FOR PUBLIC SAFETY, 501(C)(3) EXEMPT ORGANIZATIONS

Federal Statements

Statement 10 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Name / Address	Relationship	Address / Status	Purpose	Amount
REAGAN HIGH SCHOOL BAND SAN ANTONIO TX 78259	NONE	PO BOX 591275 501C3	PROGRAM EXPENSES	5,000
HAVEN FOR HOPE SAN ANTONIO TX 78207	NONE	ONE HAVEN FOR HOPE WAY 501C3	PROGRAM EXPENSES	35,000
JEFFERSON HISTORICAL SOCIETY SAN ANTONIO TX 78201	NONE	PO BOX 5567 501C3	PROGRAM EXPENSES	20,000
MITCHELL LAKE AUDUBON CENTER SAN ANTONIO TX 78221	NONE	10750 PLEASANTON RD 501C3	PROGRAM EXPENSES	20,000
TJHS LASSO ALUMNI ASSOCIATION SAN ANTONIO TX 78269	NONE	PO BOX 690184 501C3	PROGRAM EXPENSES	5,000
UNIVERSITY UNITED METHODIST CHURCH SAN ANTONIO TX 78249	NONE	5084 DE ZAVALA RD 501C3	PROGRAM EXPENSES	40,000
THE FELLOWSHIP OF SAN ANTONIO SAN ANTONIO TX 78258	NONE	23755 CANYON GOLF RD 501C3	PROGRAM EXPENSES	20,000
KLRN PUBLIC TELEVISION SAN ANTONIO TX 78215	NONE	501 BROADWAY 501C3	PROGRAM EXPENSES	15,000
BARSHOP JEWISH COMMUNITY CENTER SAN ANTONIO TX 78231	NONE	12500 NW MILITARY HWY 501C3	PROGRAM EXPENSES	10,000
FOUNDATIONS FOR LAITY RENEWAL KERRVILLE TX 78028	NONE	719 EARL GARRETT ST 501C3	PROGRAM EXPENSES	13,000
MO-RANCH PRESBYTERIAN HUNT TX 78024	NONE	2229 FM 1340 501C3	PROGRAM EXPENSES	20,000
CHRISTIAN SENIOR SERVICES SAN ANTONIO TX 78229	NONE	4306 NW LOOP 410 501C3	PROGRAM EXPENSES	5,000
TEXAS CHILDREN'S CHOIR SAN ANTONIO TX 78239	NONE	8409 CORTO CIRCLE 501C3	PROGRAM EXPENSES	3,000
YELLOWSTONE PARK FOUNDATION BOZEMEN MT 59715	NONE	222 EAST MAIN ST #301 501C3	PROGRAM EXPENSES	20,000
AMERICAN RED CROSS SAN ANTONIO TX 78219	NONE	3642 E HOUSTON ST 501C3	PROGRAM EXPENSES	10,000
ARMY FISHER HOUSES FORT SAM HOUSTON TX 78234	NONE	BLDG 3623 G.C.BEACH RD 501C3	PROGRAM EXPENSES	10,000
KIRBY 4-H CLUB SAN ANTONIO TX 78244	NONE	5949 SUMMER FEST 501C3	PROGRAM EXPENSES	5,000

Federal Statements

Statement 10 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name / Address	Address / Relationship	Status	Purpose	Amount
ST JUDE CHILDREN'S RES HOSPITAL MEMPHIS TN 38105	501 ST JUDE PLACE NONE	501C3	PROGRAM EXPENSES	8,000
TOTAL				264,000