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Form **990-PF**

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

OMB No 1545-0052  
**2012**  
**Open to Public Inspection**

Department of the Treasury  
Internal Revenue Service

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

**For calendar year 2012, or tax year beginning 10-01-2012 , and ending 09-30-2013**

Name of foundation THE NASHER FOUNDATION		<b>A Employer identification number</b> 75-2674048
Number and street (or P O box number if mail is not delivered to street address) Room/suite 500 SOUTH CENTER STREET		<b>B Telephone number (see instructions)</b> (972) 564-0247
City or town, state, and ZIP code FORNEY, TX 75126		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>
<b>G</b> Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		<b>D 1.</b> Foreign organizations, check here <input type="checkbox"/> <b>2.</b> Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<b>H</b> Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> <b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
<b>I</b> Fair market value of all assets at end of year (from Part II, col. (c), line 16) <b>\$</b> 155,245,060	<b>J</b> Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	

<b>Part I Analysis of Revenue and Expenses</b> <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions) )</i>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Revenue</b>	<b>1</b> Contributions, gifts, grants, etc , received (attach schedule)				
	<b>2</b> Check <input checked="" type="checkbox"/> if the foundation is <b>not</b> required to attach Sch B				
	<b>3</b> Interest on savings and temporary cash investments	278	278	278	
	<b>4</b> Dividends and interest from securities. . . . .	2,854,560	2,827,006	2,827,006	
	<b>5a</b> Gross rents . . . . .				
	<b>b</b> Net rental income or (loss) _____				
	<b>6a</b> Net gain or (loss) from sale of assets not on line 10	3,130,632			
	<b>b</b> Gross sales price for all assets on line 6a _____ 56,618,828				
	<b>7</b> Capital gain net income (from Part IV , line 2) . . . . .		3,130,632		
	<b>8</b> Net short-term capital gain . . . . .			347,902	
	<b>9</b> Income modifications . . . . .				
	<b>10a</b> Gross sales less returns and allowances				
<b>b</b> Less Cost of goods sold . . . . .					
<b>c</b> Gross profit or (loss) (attach schedule) . . . . .					
<b>11</b> Other income (attach schedule) . . . . .	913	913	913		
<b>12 Total.</b> Add lines 1 through 11 . . . . .	5,986,383	5,958,829	3,176,099		
<b>Operating and Administrative Expenses</b>	<b>13</b> Compensation of officers, directors, trustees, etc				
	<b>14</b> Other employee salaries and wages . . . . .				
	<b>15</b> Pension plans, employee benefits . . . . .				
	<b>16a</b> Legal fees (attach schedule) . . . . .	124,382	123,574	123,574	808
	<b>b</b> Accounting fees (attach schedule) . . . . .	22,120	16,590	16,590	5,530
	<b>c</b> Other professional fees (attach schedule) . . . . .	685,280	685,280	685,280	
	<b>17</b> Interest . . . . .				
	<b>18</b> Taxes (attach schedule) (see instructions)	85,094	12,866	12,866	
	<b>19</b> Depreciation (attach schedule) and depletion . . . . .	1,609,118			
	<b>20</b> Occupancy . . . . .				
	<b>21</b> Travel, conferences, and meetings . . . . .				
	<b>22</b> Printing and publications . . . . .				
	<b>23</b> Other expenses (attach schedule) . . . . .	297,804	11,623	11,623	286,181
	<b>24 Total operating and administrative expenses.</b> Add lines 13 through 23 . . . . .	2,823,798	849,933	849,933	292,519
	<b>25</b> Contributions, gifts, grants paid . . . . .	5,790,000			5,790,000
<b>26 Total expenses and disbursements.</b> Add lines 24 and 25	8,613,798	849,933	849,933	6,082,519	
<b>27</b> Subtract line 26 from line 12					
<b>a Excess of revenue over expenses and disbursements</b>	-2,627,415				
<b>b Net investment income</b> (if negative, enter -0-)		5,108,896			
<b>c Adjusted net income</b> (if negative, enter -0-)			2,326,166		

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

<b>Part II Balance Sheets</b>		Beginning of year			End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	<b>1</b>	Cash—non-interest-bearing . . . . .	3,200				
	<b>2</b>	Savings and temporary cash investments . . . . .	7,352,292	2,555,937	2,555,937		
	<b>3</b>	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____	1,890				
	<b>4</b>	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____					
	<b>5</b>	Grants receivable . . . . .					
	<b>6</b>	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions) . . . . .					
	<b>7</b>	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____					
	<b>8</b>	Inventories for sale or use . . . . .					
	<b>9</b>	Prepaid expenses and deferred charges . . . . .					
	<b>10a</b>	Investments—U S and state government obligations (attach schedule)	14,074,235	<input checked="" type="checkbox"/>	13,531,893	13,550,858	
	<b>b</b>	Investments—corporate stock (attach schedule) . . . . .	33,270,274	<input checked="" type="checkbox"/>	22,837,320	28,372,141	
	<b>c</b>	Investments—corporate bonds (attach schedule) . . . . .	9,728,670	<input checked="" type="checkbox"/>	8,660,965	8,709,537	
	<b>11</b>	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____					
	<b>12</b>	Investments—mortgage loans . . . . .	3,000,000		2,982,366	2,992,453	
	<b>13</b>	Investments—other (attach schedule) . . . . .	22,625,831	<input checked="" type="checkbox"/>	38,472,789	42,413,883	
	<b>14</b>	Land, buildings, and equipment basis ▶ <u>68,895,662</u> Less accumulated depreciation (attach schedule) ▶ <u>15,076,911</u>	55,431,044	<input checked="" type="checkbox"/>	53,818,751	53,818,751	
<b>15</b>	Other assets (describe ▶ _____)	<input checked="" type="checkbox"/> 2,831,500	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/> 2,831,500	<input checked="" type="checkbox"/> 2,831,500		
<b>16</b>	<b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	148,318,936		145,691,521	155,245,060		
<b>Liabilities</b>	<b>17</b>	Accounts payable and accrued expenses . . . . .					
	<b>18</b>	Grants payable . . . . .					
	<b>19</b>	Deferred revenue . . . . .					
	<b>20</b>	Loans from officers, directors, trustees, and other disqualified persons					
	<b>21</b>	Mortgages and other notes payable (attach schedule) . . . . .					
	<b>22</b>	Other liabilities (describe ▶ _____)					
<b>23</b>	<b>Total liabilities</b> (add lines 17 through 22) . . . . .			0			
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here</b> ▶ <input type="checkbox"/>						
	<b>and complete lines 24 through 26 and lines 30 and 31.</b>						
	<b>24</b>	Unrestricted . . . . .					
	<b>25</b>	Temporarily restricted . . . . .					
	<b>26</b>	Permanently restricted . . . . .					
	<b>Foundations that do not follow SFAS 117, check here</b> ▶ <input checked="" type="checkbox"/>						
	<b>and complete lines 27 through 31.</b>						
	<b>27</b>	Capital stock, trust principal, or current funds . . . . .					
<b>28</b>	Paid-in or capital surplus, or land, bldg, and equipment fund						
<b>29</b>	Retained earnings, accumulated income, endowment, or other funds	148,318,936		145,691,521			
<b>30</b>	<b>Total net assets or fund balances</b> (see page 17 of the instructions) . . . . .	148,318,936		145,691,521			
<b>31</b>	<b>Total liabilities and net assets/fund balances</b> (see page 17 of the instructions) . . . . .	148,318,936		145,691,521			

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

<b>1</b>	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) . . . . .	<b>1</b>	148,318,936
<b>2</b>	Enter amount from Part I, line 27a . . . . .	<b>2</b>	-2,627,415
<b>3</b>	Other increases not included in line 2 (itemize) ▶ _____	<b>3</b>	
<b>4</b>	Add lines 1, 2, and 3 . . . . .	<b>4</b>	145,691,521
<b>5</b>	Decreases not included in line 2 (itemize) ▶ _____	<b>5</b>	
<b>6</b>	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	<b>6</b>	145,691,521

**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)
<b>1 a</b> SALES OF LISTED SECURITIES--LONG TERM	P	2010-12-31	2013-09-30
<b>b</b> SALES OF LISTED SECURITIES--SHORT TERM	P	2013-01-01	2013-09-30
<b>c</b>			
<b>d</b>			
<b>e</b>			

(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)
<b>a</b> 56,270,926	0	53,488,196	2,782,730
<b>b</b> 347,902	0	0	347,902
<b>c</b>			
<b>d</b>			
<b>e</b>			

(i) FMV 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))
<b>a</b> 0	0	0	2,782,730
<b>b</b> 0	0	0	347,902
<b>c</b>			
<b>d</b>			
<b>e</b>			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			
<b>2</b> 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 }	<b>2</b>	3,130,632
<b>3</b> 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 . . . . . }	<b>3</b>	347,902

**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	5,552,117	94,538,972	0.058728
2010	5,050,522	71,478,430	0.070658
2009	4,973,978	65,508,115	0.075929
2008	4,869,434	60,721,134	0.080193
2007	4,407,223	31,787,526	0.138646

  

<b>2</b> Total of line 1, column (d).	<b>2</b>	0.424154
<b>3</b> 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 . . . . .	<b>3</b>	0.084831
<b>4</b> Enter the net value of noncharitable-use assets for 2012 from Part X, line 5. . . . .	<b>4</b>	95,721,751
<b>5</b> Multiply line 4 by line 3. . . . .	<b>5</b>	8,120,172
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b). . . . .	<b>6</b>	51,089
<b>7</b> Add lines 5 and 6. . . . .	<b>7</b>	8,171,261
<b>8</b> Enter qualifying distributions from Part XII, line 4. . . . .	<b>8</b>	6,082,519

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)

Table with 11 rows for excise tax calculation. Includes sub-rows 6a-6d for credits and payments. Total tax due is 1,121 and overpayment is 34,941.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Columns include question number, Yes, and No. Questions cover political activities, unrelated business income, and state reporting.

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

<b>11</b> 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). . . . .	<b>11</b>		<b>No</b>
<b>12</b> 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) . . . . .	<b>12</b>		<b>No</b>
<b>13</b> Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶N/A	<b>13</b>	<b>Yes</b>	
<b>14</b> The books are in care of ▶CARLA BOOTHE Telephone no ▶(214) 369-1234 Located at ▶8080 NORTH CENTRAL EXPWY SUITE 1100 DALLAS TX ZIP+4 ▶75206			
<b>15</b> Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> —Check here . . . . . ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year . . . . . ▶	<b>15</b>		
<b>16</b> 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? . . . . .	<b>16</b>		<b>No</b>
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**

		<b>Yes</b>	<b>No</b>
<b>File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.</b>			
<b>1a</b> During the year did the foundation (either directly or indirectly)			
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(6) Agree to pay money or property to a government official? ( <b>Exception.</b> Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
<b>b</b> If any answer is "Yes" to 1a(1)–(6), did <b>any</b> 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)? . . . . . Organizations relying on a current notice regarding disaster assistance check here. . . . . ▶ <input type="checkbox"/>	<b>1b</b>		
<b>c</b> 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? . . . . .	<b>1c</b>		<b>No</b>
<b>2</b> 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))			
<b>a</b> At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
<b>b</b> Are there any years listed in 2a for which the foundation is <b>not</b> applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to <b>all</b> years listed, answer "No" and attach statement—see instructions) . . . . .	<b>2b</b>		
<b>c</b> If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
<b>3a</b> Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
<b>b</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? ( <i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i> ) . . . . .	<b>3b</b>		
<b>4a</b> Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	<b>4a</b>		<b>No</b>
<b>b</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?	<b>4b</b>		<b>No</b>

**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)?  Yes  No

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?  Yes  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?  Yes  No

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

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

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

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

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

**Total** number of other employees paid over \$50,000.  0

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
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
<b>1</b> THE FOUNDATION EXPENDED FUNDS DURING 2012 RELATING TO THE OPERATION OF A SCULPTURE CENTER OPEN TO THE PUBLIC IN THE ARTS DISTRICT OF DALLAS TEXAS THERE WERE 118,146 VISITORS DURING THE CURRENT TAX YEAR	5,750,000
<b>2</b>	
<b>3</b>	
<b>4</b>	

**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
<b>1</b>	
<b>2</b>	
<b>3</b> All other program-related investments See page 24 of the instructions	

**Total.** Add lines 1 through 3. . . . .

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
<b>a</b>	Average monthly fair market value of securities. . . . .	<b>1a</b>	90,903,566
<b>b</b>	Average of monthly cash balances. . . . .	<b>1b</b>	3,552,781
<b>c</b>	Fair market value of all other assets (see instructions). . . . .	<b>1c</b>	2,723,096
<b>d</b>	<b>Total</b> (add lines 1a, b, and c). . . . .	<b>1d</b>	97,179,443
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). . . . .	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets. . . . .	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d. . . . .	<b>3</b>	97,179,443
<b>4</b>	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	<b>4</b>	1,457,692
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	<b>5</b>	95,721,751
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5. . . . .	<b>6</b>	4,786,088

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

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

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

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
<b>a</b>	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26. . . . .	<b>1a</b>	6,082,519
<b>b</b>	Program-related investments—total from Part IX-B. . . . .	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes. . . . .	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required). . . . .	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule). . . . .	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	6,082,519
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions). . . . .	<b>5</b>	
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4. . . . .	<b>6</b>	6,082,519

**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
<b>1</b> Distributable amount for 2012 from Part XI, line 7				0
<b>2</b> Undistributed income, if any, as of the end of 2012				
<b>a</b> Enter amount for 2011 only. . . . .				
<b>b</b> Total for prior years 20___, 20___, 20___				
<b>3</b> Excess distributions carryover, if any, to 2012				
<b>a</b> From 2007. . . . .				
<b>b</b> From 2008. . . . .				
<b>c</b> From 2009. . . . .				
<b>d</b> From 2010. . . . .				
<b>e</b> From 2011. . . . .				
<b>f</b> Total of lines 3a through e. . . . .				
<b>4</b> Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ <u>6,082,519</u>				
<b>a</b> Applied to 2011, but not more than line 2a				
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions). . . . .				
<b>c</b> Treated as distributions out of corpus (Election required—see instructions). . . . .				
<b>d</b> Applied to 2012 distributable amount. . . . .				
<b>e</b> Remaining amount distributed out of corpus	6,082,519			
<b>5</b> Excess distributions carryover applied to 2012 <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>				
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	6,082,519			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b. . . . .				
<b>c</b> 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. . . . .				
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions . . . . .				
<b>e</b> Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions . . . . .				
<b>f</b> Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013. . . . .				0
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions). . . . .				
<b>8</b> Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions). . . . .				
<b>9</b> Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a. . . . .	6,082,519			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2008. . . . .				
<b>b</b> Excess from 2009. . . . .				
<b>c</b> Excess from 2010. . . . .				
<b>d</b> Excess from 2011. . . . .				
<b>e</b> Excess from 2012. . . . .	6,082,519			

**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			<b>(e) Total</b>
	<b>(a) 2012</b>	<b>(b) 2011</b>	<b>(c) 2010</b>	<b>(d) 2009</b>	
<b>2a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .	2,326,166	2,093,196	2,624,089	1,652,463	8,695,914
<b>b</b> 85% of line 2a . . . . .	1,977,241	1,779,217	2,230,476	1,404,594	7,391,528
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .	6,082,519	5,552,117	5,050,522	4,973,978	21,659,136
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .				112,422	112,422
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c . . . . .	6,082,519	5,552,117	5,050,522	4,861,556	21,546,714
<b>3</b> Complete 3a, b, or c for the alternative test relied upon					
<b>a</b> "Assets" alternative test—enter					
<b>(1)</b> Value of all assets . . . . .					0
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i) . . . . .					0
<b>b</b> "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . . . .	3,190,725	3,151,299	2,382,615	2,183,604	10,908,243
<b>c</b> "Support" alternative test—enter					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . . .					0
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . . .					0
<b>(3)</b> Largest amount of support from an exempt organization . . . . .					0
<b>(4)</b> Gross investment income . . . . .					0

**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) )
- NONE
- 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
- NONE
- 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	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
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i> THE NASHER SCULPTURE CENTER 2001 FLORA DALLAS, TX 75201		PUB CHARITY	VARIOUS EXPENSE PAYMENTS	5,750,000
BOOKER T WASHINGTON HIGH SCHOOL 2501 FLORA STREET DALLAS, TX 75201		PUB CHARITY	GENERAL SUPPORT	40,000
<b>Total . . . . .</b>				<b>5,790,000</b>
<b>b</b> <i>Approved for future payment</i>				
<b>Total . . . . .</b>				<b>3b</b>



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

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... a Transfers from the reporting foundation to a noncharitable exempt organization of (1) Cash (2) Other assets b Other transactions (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees d If the answer to any of the above is "Yes," complete the following schedule

Table with 4 columns: (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 Table with 3 columns: (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 Date Title

Paid Preparer Use Only Print/Type preparer's name BYRON A PARKER CPA Preparer's Signature BYRON A PARKER CPA Date 2014-08-19 Check if self-employed PTIN Firm's name BYRON A PARKER CPA Firm's address FORNEY, TX 75126 Firm's EIN Phone no (972) 564-0247

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

<b>(a) Name and address</b>	<b>(b) Title, and average hours per week devoted to position</b>	<b>(c) Compensation (If not paid, enter -0-)</b>	<b>(d) Contributions to employee benefit plans and deferred compensation</b>	<b>(e) Expense account, other allowances</b>
STEPHEN STAMAS 325 EVANDALE ROAD SCARSDALE, NY 10583	DIR & BD CHM 2 00	0	0	0
DAVID H HAEMISEGGER PO BOX 829007 DALLAS, TX 75382	DIR & PRES 5 00	0	0	0
NANCY N HAEMISEGGER PO BOX 829007 DALLAS, TX 75382	DIRECTOR 1 00	0	0	0
JOHN G HEIMANN 131 EAST 66TH STREET APT 2/3D NEW YORK, NY 10021	DIRECTOR 1 00	0	0	0
ANDREA NASHER 6355 W NORTHWEST HWY DALLAS, TX 75225	DIRECTOR 1 00	0	0	0
WILLIAM JORDAN 3601 TURTLE CREEK BLVD DALLAS, TX 75219	DIRECTOR 1 00	0	0	0
ELLIOT R CATTARULLA 8080 N CENTRAL EXPWY LB 40 DALLAS DALLAS, TX 75206	EXEC DIR 5 00	0	0	0
BYRON A PARKER CPA 8080 N CENTRAL EXPWY LB 40 DALLAS, TX 75206	TREASURER 1 00	0	0	0

## TY 2012 Accounting Fees Schedule

**Name:** THE NASHER FOUNDATION

**EIN:** 75-2674048

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LANE, GORMAN, TRUBITT, L L P AUDIT OF BOOKS AND RECORDS AND RELATED MATTERS	17,100	12,825	12,825	4,275
BYRON A PARKER, CPA TAX RETURN PREP & CONSULTING	5,020	3,765	3,765	1,255

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

## TY 2012 Gain/Loss from Sale of Other Assets Schedule

**Name:** THE NASHER FOUNDATION

**EIN:** 75-2674048

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
SALES OF PUBLICLY TRADED SECURITIES		Purchased			56,618,828			53,488,196	3,130,632	

**TY 2012 Investments Corporate  
Bonds Schedule**

**Name:** THE NASHER FOUNDATION

**EIN:** 75-2674048

<b>Name of Bond</b>	<b>End of Year Book Value</b>	<b>End of Year Fair Market Value</b>
WELLS FARGO ACCOUNT AGG732981	3,156,881	3,137,245
J.P. MORGAN ACCOUNT V37314305	5,504,084	5,572,292

**TY 2012 Investments Corporate  
Stock Schedule****Name:** THE NASHER FOUNDATION**EIN:** 75-2674048

<b>Name of Stock</b>	<b>End of Year Book Value</b>	<b>End of Year Fair Market Value</b>
WELLS FARGO ACCOUNT AGG732981	6,740,297	8,424,618
J.P. MORGAN ACCOUNT W03380305 (FIRST MANHATTAN)	6,073,524	9,045,020
J.P. MORGAN ACCOUNT V65443000	4,814,108	5,150,538
J.P. MORGAN ACCOUNT V65989002	4,727,426	5,240,175
J.P. MORGAN ACCOUNT W48377001	481,965	511,790

**TY 2012 Investments Government  
Obligations Schedule**

**Name:** THE NASHER FOUNDATION

**EIN:** 75-2674048

<b>US Government Securities - End of Year Book Value:</b>	13,381,893
<b>US Government Securities - End of Year Fair Market Value:</b>	13,396,293
<b>State &amp; Local Government Securities - End of Year Book Value:</b>	150,000
<b>State &amp; Local Government Securities - End of Year Fair Market Value:</b>	154,565

**TY 2012 Investments - Other Schedule****Name:** THE NASHER FOUNDATION**EIN:** 75-2674048

<b>Category/ Item</b>	<b>Listed at Cost or FMV</b>	<b>Book Value</b>	<b>End of Year Fair Market Value</b>
WELLS FARGO ACCOUNT AGG732981--DOMESTIC MUTUAL FUNDS		6,531,463	6,542,556
WELLS FARGO ACCOUNT AGG732981--INT'L MUTUAL FUNDS		2,292,895	2,318,734
WELLS FARGO ACCOUNT AGG732981--REAL ESTATE INVESTMENT TRUSTS		992,279	1,094,180
WELLS FARGO ACCOUNT AGG732981--REAL ESTATE FUNDS		1,841,941	1,983,430
AQR MANAGED FUTURES STRATEGY FUND		477,694	496,924
DRIEHAUS ACTIVE INCOME FUND		319,800	320,104
HUSSMAN STRATEGIC GROWTH FUND		288,427	234,870
MERGER FD SH BEN INT		316,950	323,140
JPM LARGE CAP GROWTH FD		2,320,000	2,706,251
SPDR S&P 500 ETF TRUST		2,655,531	3,237,553
ISHARES CORE S&P MID-CAP ETF		1,847,225	3,016,230
ISHARES RUSSELL 2000 VALUE INDEX		418,399	584,938
DODGE & COX INTL STOCK FUND		1,444,468	1,756,636
ISHARES MSCI EAFE INDEX FUND		664,497	824,118
MANNING & NAPIER WORLD OPPORTUNITY FD		1,506,234	1,510,045
MATTHEWS PACIFIC TIGER FD EX JAPAN		1,486,036	1,656,793
OPPENHEIMER DEVELOPING MKT FUND		1,000,000	1,028,990
GATEWAY FUND		150,000	156,686
OCH-ZIFF OZOFII PRIVATE INVESTORS OFFSHORE LTD		1,000,000	1,156,432
BNP BRENT CBEN		200,000	226,595
JPM PARTICIPATING GOLD NOTE 11/07/13		200,000	157,800
DOUBLELINE TOTAL RET BD FUND		500,000	487,979
EATON VANCE FLOATING RATE FUND		1,100,000	1,462,254
FIDELITY ADV HIGH INC FUND		1,011,765	1,116,827
JPM STR INC OPP FD		1,200,000	1,197,792
JPM HIGH YIELD FUND		1,199,000	1,317,807
JPM MANAGED INCOME FUND		4,108,185	4,120,522
JPM INTL CURRENCY INCOME FUND		900,000	865,907
BLUEBAY EMERGING MARKET ENHANCED OPPORTUNITY FUND		500,000	511,790

# TY 2012 Land, Etc. Schedule

**Name:** THE NASHER FOUNDATION

**EIN:** 75-2674048

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
LAND COST- SCULPTURE CENTER	6,718,670		6,718,670	
AUTO	21,806	21,806		
BUILDING	47,665,874	10,294,769	37,371,105	
ELECTRONIC EQUIPMENT	273,216	273,216		
EQUIPMENT--10 YEAR	343,397	340,373	3,024	
EQUIPMENT--5 YEAR	27,379	27,379		
FURNITURE & FIXTURES--15 YEAR	1,123,481	737,494	385,987	
FURNITURE & FIXTURES--5 YEAR	30,430	30,430		
GARDEN	11,705,282	2,926,181	8,779,101	
SIGNAGE	11,572	2,893	8,679	
STREETSCAPE	667,482	145,192	522,290	
PATENT	63,493	33,598	29,895	
WEBSITE	98,040	98,040		
SOFTWARE	145,540	145,540		

## TY 2012 Legal Fees Schedule

**Name:** THE NASHER FOUNDATION

**EIN:** 75-2674048

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LITTLE, PEDERSEN & FANKHAUSER MISCELLANEOUS LEGAL SERVICES	5,450	5,450	5,450	
POWELL & COLEMAN MISCELLANEOUS LEGAL SERVICES	808			808
THOMPSON & KNIGHT LLP SCULPTURE GARDEN DAMAGES CLAIM	26,954	26,954	26,954	
POL SINELLI PC SCULPTURE GARDEN DAMAGES CLAIM	91,170	91,170	91,170	

## TY 2012 Other Assets Schedule

**Name:** THE NASHER FOUNDATION

**EIN:** 75-2674048

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
ART/SCULPTURE	2,831,500	2,831,500	2,831,500

## TY 2012 Other Assets Schedule

**Name:** THE NASHER FOUNDATION

**EIN:** 75-2674048

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
ART/SCULPTURE	2,831,500	2,831,500	2,831,500

## TY 2012 Other Assets Schedule

**Name:** THE NASHER FOUNDATION

**EIN:** 75-2674048

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
ART/SCULPTURE	2,831,500	2,831,500	2,831,500

# TY 2012 Other Expenses Schedule

**Name:** THE NASHER FOUNDATION

**EIN:** 75-2674048

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BANK FEE	356			356
POSTAGE & DELIVERY	22			22
CONTRACT LABOR	63,317	11,623	11,623	51,694
BOARD OF DIRECTORS MEETING EXPENSES	2,581			2,581
INSURANCE EXPENSE	4,486			4,486
MISCELLANEOUS EXPENSES	17			17
CONSERVATION EXPENSES	40,703			40,703
FAX LINE	221			221
ART STORAGE	88,082			88,082
ART SHIPPING	2,286			2,286
ART INSURANCE	63,750			63,750
COLLECTION MANAGEMENT	4,422			4,422
SCULPTURE GARDEN DAMAGE CLAIM--MISC EXP	24,386			24,386
Amortization	3,175			3,175

## TY 2012 Other Income Schedule

**Name:** THE NASHER FOUNDATION

**EIN:** 75-2674048

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
ROYALTY INCOME	6	6	6
OTHER INCOME--J P MORGAN	907	907	907

## TY 2012 Other Professional Fees Schedule

**Name:** THE NASHER FOUNDATION

**EIN:** 75-2674048

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
J P MORGAN INVESTMENT MANAGEMENT EXPENSES	218,972	218,972	218,972	
WELLS FARGO INVESTMENT MANAGEMENT EXPENSES	149,072	149,072	149,072	
FIRST MANHATTAN CO INVESTMENT MANAGEMENT EXPENSES	79,591	79,591	79,591	
RESNICOW-SCHODER CONSULTING	105,410	105,410	105,410	
ALLYN MEDIA CONSULTING	5,157	5,157	5,157	
ARCHIGLAZE NORTH AMERICA CONSULTING	87,500	87,500	87,500	
DR ROBERT E MOON CONSULTING	1,200	1,200	1,200	
BECK ARCHITECTURE INC CONSULTING	116	116	116	
OVE ARUP AND PARTNERS INTL CONSULTING	38,262	38,262	38,262	

# TY 2012 Taxes Schedule

**Name:** THE NASHER FOUNDATION

**EIN:** 75-2674048

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN INCOME TAX	12,866	12,866	12,866	
NET INVESTMENT INCOME TAX	72,228			