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

2012Department 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 **Oct 1**, 2012, and ending **Sep 30**, 2013

Name of foundation

THE AILEEN AND JACK PRATT FOUNDATION

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

13355 NOEL ROAD

Room/suite

1865

City or town

DALLAS

State ZIP code

TX 75240

G Check all that apply:

☐ Initial return☐ Final return☐ Address change☐ Initial Return of a former public charity☐ Amended return☐ Name change

H Check type of organization

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundationI Fair market value of all assets at end of year
(from Part II, column (c), line 16)**\$ 2,805,476.**

J Accounting method.

☒ Cash☐ Accrual☐ Other (specify)

(Part I, column (d) must be on cash basis.)

A Employer identification number

82-0576238

B Telephone number (see the instructions)

(972) 980-5850C If exemption application is pending, check here ☐D 1 Foreign organizations, check here ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐**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 (att sch)

25,000.2 ☐ If the foundn is not req to att Sch B

3 Interest on savings and temporary cash investments

4 Dividends and interest from securities

5,446.**5,446.****5,446.**

5a Gross rents

b Net rental income or (loss)

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

23,171.**L-6a Stmt**

b Gross sales price for all assets on line 6a

390,105.

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

23,512.

8 Net short-term capital gain

10,012.

9 Income modifications

10a Gross sales less returns and allowances

b Less Cost of goods sold

c Gross profit/(loss) (att sch)

11 Other income (attach schedule)

See Line 11 Stmt

70,387.**70,387.****70,387.**

12 Total. Add lines 1 through 11

124,004.**99,345.****85,845.**

ADMINISTRATIVE AND OPERATING EXPENSES

13 Compensation of officers, directors, trustees, etc

27,325.

14 Other employee salaries and wages

4,034.**27,325.**

15 Pension plans, employee benefits

4,034.**4,034.**

16a Legal fees (attach schedule)

b Accounting fees (attach sch)

2,950.**1,475.****1,475.****1,475.**

c Other prof fees (attach sch)

3,226.**3,226.****0.****0.**

17 Interest

18 Taxes (attach schedule)(see instrs)

3,045.**35.****1,510.**

19 Depreciation (attach sch) and depletion

0.

20 Occupancy

21,083.**21,083.**

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses (attach schedule)

See Line 23 Stmt

7,847.**1,690.****6,157.**

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

69,510.**6,426.****1,475.****61,584.**

25 Contributions, gifts, grants paid

320,791.**320,791.**

26 Total expenses and disbursements. Add lines 24 and 25

390,301.**6,426.****1,475.****382,375.**

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

-266,297.

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

92,919.

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

84,370.

15

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
A S S E T S	1 Cash — non-interest-bearing	5,364.	12,611.	12,611.
	2 Savings and temporary cash investments	121,959.	48,004.	48,004.
	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 instructions)			
	7 Other notes and loans receivable (attach sch)			
	Less: allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments — U.S. and state government obligations (attach schedule)			
	b Investments — corporate stock (attach schedule) L-10b Stmt	295,824.	125,311.	150,871.
	c Investments — corporate bonds (attach schedule)			
	11 Investments — land, buildings, and equipment: basis			
L I A B I L I T I E S	Less: accumulated depreciation (attach schedule)			
	12 Investments — mortgage loans			
	13 Investments — other (attach schedule) L-13 Stmt	2,110,251.	2,081,175.	2,593,990.
	14 Land, buildings, and equipment: basis 29,928.			
	Less: accumulated depreciation (attach schedule) L-14 Stmt 29,928.		0.	0.
	15 Other assets (describe			
	16 Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I)	2,533,398.	2,267,101.	2,805,476.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
N E T A S S E T S F U N D B A L A N C E S	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe			
	23 Total liabilities (add lines 17 through 22)			
	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 X			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	2,533,398.	2,267,101.	
	30 Total net assets or fund balances (see instructions)	2,533,398.	2,267,101.	
	31 Total liabilities and net assets/fund balances (see instructions)	2,533,398.	2,267,101.	

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	2,533,398.
2	Enter amount from Part I, line 27a	2	-266,297.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	2,267,101.
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	2,267,101.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a GAIN FLOW THROUGH FROM INVESTMENT PARTNERSHIP		P	12/31/11	12/31/12
b SECTION 1231 GAINS FROM INVESTMENT PARTNERSHIP		P	12/31/11	12/31/12
c SALE OF PUBLICLY TRADED SECURITIES		P	12/31/11	12/31/12
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 53.		0.	53.
b 288.		0.	288.
c 390,105.		366,934.	23,171.
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			53.
b			288.
c			23,171.
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	23,512.
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 the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2011	225,953.	2,739,231.	0.082488
2010	297,940.	3,044,687.	0.097856
2009	270,890.	2,824,295.	0.095914
2008	307,151.	2,972,198.	0.103341
2007	269,874.	4,639,494.	0.058169

2 Total of line 1, column (d)	2	0.437768
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	0.087554
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	2,698,034.
5 Multiply line 4 by line 3	5	236,224.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	929.
7 Add lines 5 and 6	7	237,153.
8 Enter qualifying distributions from Part XII, line 4	8	382,375.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary — see instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	929.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	929.
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	929.
6 Credits/Payments:			
a 2012 estimated tax pmts and 2011 overpayment credited to 2012	6 a	2,441.	
b Exempt foreign organizations — tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c	0.	
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments. Add lines 6a through 6d	7	2,441.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1,512.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax 1,512. Refunded	11		

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?		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?		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.		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		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If 'Yes,' attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, column (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions)		
TX - Texas		
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	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		X
10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses		X

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Form 990-PF (2012)

Part VIIA Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes,' attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address N/A				
14	The books are in care of JACK E. PRATT, SR. Telephone no. (972) 980-5855			
Located at 13355 NOEL RD, STE. 1865, DALLAS, TX ZIP + 4 75240-6835				
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		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 VIIB Statements Regarding Activities for Which Form 4720 May Be Required

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

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

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Form 990-PF (2012)

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)?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?**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
JACK E. PRATT, SR. 13355 NOEL RD, #1865, DALLAS, TX 75240	DIR, PRES.	3.00	0.	0.
AILEEN PRATT 13355 NOEL RD, #1865, DALLAS, TX 75240	DIR, SEC/TREAS	3.00	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

None

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	1 a	188,221.
b Average of monthly cash balances	1 b	52,318.
c Fair market value of all other assets (see instructions)	1 c	2,498,582.
d Total (add lines 1a, b, and c)	1 d	2,739,121.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	
2 Acquisition indebtedness applicable to line 1 assets	2	
3 Subtract line 2 from line 1d	3	2,739,121.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	41,087.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,698,034.
6 Minimum investment return. Enter 5% of line 5	6	134,902.

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	134,902.
2 a Tax on investment income for 2012 from Part VI, line 5	2 a	929.
b Income tax for 2012. (This does not include the tax from Part VI.)	2 b	
c Add lines 2a and 2b	2 c	929.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	133,973.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	133,973.
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	133,973.

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	1 a	382,375.
b Program-related investments — total from Part IX-B	1 b	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)	3 a	
b Cash distribution test (attach the required schedule)	3 b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	382,375.
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	929.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	381,446.

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				133,973.
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__				
3 Excess distributions carryover, if any, to 2012:				
a From 2007	0.			
b From 2008	307,904.			
c From 2009	0.			
d From 2010	2,200.			
e From 2011	0.			
f Total of lines 3a through e	310,104.			
4 Qualifying distributions for 2012 from Part XII, line 4: \$				
a Applied to 2011, but not more than line 2a				
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				133,973.
e Remaining amount distributed out of corpus	248,402.			
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	558,506.			
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)	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	558,506.			
10 Analysis of line 9.				
a Excess from 2008	307,904.			
b Excess from 2009	0.			
c Excess from 2010	2,200.			
d Excess from 2011	0.			
e Excess from 2012	248,402.			

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

N/A

1 a 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)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years			(e) Total
(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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).)
- JACK PRATT**
- AILEEN PRATT**
- b** List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

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

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

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

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				
AMERICAN RED CROSS 2025 E STREET, NW WASHINGTON DC 20006	N/A	PUBLIC CHAR	HURRICANE SANDY RELIEF	1,000.
ALZHEIMER'S WOMEN'S ASSN FOR RESEARCH & EDU 6500 E. MOCKINGBIRD LANE DALLAS TX 75214	N/A	PUBLIC CHAR	GENERAL BUDGET	1,000.
ANTI-DEFAMATION LEAGUE 605 THIRD AVENUE NEW YORK NY 10158	N/A	PUBLIC CHAR	JURISPRUDENCE AWARD LUNCHEON	3,000.
BAYLOR HEALTH CARE SYSTEM 3600 GASTON, #100 DALLAS TX 75246	N/A	PUBLIC CHAR	GENERAL BUDGET	500.
BUCKNER INTERNATIONAL 5200 SOUTH BUCKNER DALLAS TX 75227	N/A	PUBLIC CHAR	ANNETTE SIMMONS FAMILY PATHWAY	1,000.
BISHOP DUNNE CATHOLIC SCHOOL 3900 RUGGED DRIVE DALLAS TX 75224	N/A	PUBLIC CHAR	GENERAL BUDGET	1,500.
BOYS & GIRLS CLUBS OF GREATER DALLAS 4816 WORTH STREET DALLAS TX 75246	N/A	PUBLIC CHAR	GENERAL BUDGET	2,000.
BOYS TOWN 14100 CRAWFORD BOYS TOWN NE 68010	N/A	PUBLIC CHAR	GENERAL BUDGET	250.
THE CATHOLIC FOUNDATION 5310 HARVEST HILL ROAD DALLAS TX 75230	N/A	PUBLIC CHAR	GENERAL BUDGET	5,000.
See Line 3a statement				305,541.
Total			3a	320,791.
b Approved for future payment				
Total			3b	

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

► **Attach to Form 990, Form 990-EZ, or Form 990-PF**

OMB No 1545-0047

2012

Name of the organization

Employer identification number

THE AILEEN AND JACK PRATT FOUNDATION

82-0576238

Organization type (check one):

Filers of:

Form 990 or 990-EZ

Section:

☐ 501(c)() (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. (Complete Parts I and II.)

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33-1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ► \$ _____

Caution: An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF) but it **must** answer 'No' on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2, of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization

Employer identification number

THE AILEEN AND JACK PRATT FOUNDATION

82-0576238

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	JACK AND AILEEN PRATT 13355 NOEL ROAD, SUITE 1865 DALLAS TX 75240	\$ 25,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Form 990-PF
Part I, Line 6a

Net Gain or Loss From Sale of Assets

2012

Name

Employer Identification Number

THE AILEEN AND JACK PRATT FOUNDATION

82-0576238

Asset Information:

Description of Property: **SALES OF PUBLICLY TRADED SECURITIES**

Date Acquired: **Various**

How Acquired: **Purchased**

Date Sold: **Various**

Name of Buyer: ..

Sales Price: **390,105.**

Cost or other basis (do not reduce by depreciation) ... **366,934.**

Sales Expense: ..

Valuation Method:

Total Gain (Loss): **23,171.**

Accumulation Depreciation:

Description of Property:

Date Acquired: ..

How Acquired: ..

Date Sold:

Name of Buyer: ..

Sales Price:

Cost or other basis (do not reduce by depreciation) ..

Sales Expense: ...

Valuation Method: ...

Total Gain (Loss): ..

Accumulation Depreciation: ..

Description of Property: ...

Date Acquired: ..

How Acquired:

Date Sold: ..

Name of Buyer:

Sales Price: ..

Cost or other basis (do not reduce by depreciation) ...

Sales Expense: ...

Valuation Method: ..

Total Gain (Loss):

Accumulation Depreciation:

Description of Property:

Date Acquired: ..

How Acquired: ..

Date Sold: ..

Name of Buyer:

Sales Price: ..

Cost or other basis (do not reduce by depreciation) ...

Sales Expense: ...

Valuation Method:

Total Gain (Loss): ...

Accumulation Depreciation: ..

Description of Property: ...

Date Acquired: ..

How Acquired: ..

Date Sold: ..

Name of Buyer: ..

Sales Price: ..

Cost or other basis (do not reduce by depreciation)

Sales Expense: ...

Valuation Method: ..

Total Gain (Loss): ..

Accumulation Depreciation: ..

Description of Property:

Date Acquired: ..

How Acquired: ..

Date Sold:

Name of Buyer:

Sales Price: ..

Cost or other basis (do not reduce by depreciation)

Sales Expense: ..

Valuation Method:

Total Gain (Loss):

Accumulation Depreciation:

Description of Property:

Date Acquired: ..

How Acquired: ..

Date Sold: ..

Name of Buyer: ..

Sales Price: ..

Cost or other basis (do not reduce by depreciation) .

Sales Expense: ..

Valuation Method:

Total Gain (Loss): ...

Accumulation Depreciation:

Description of Property: ..

Date Acquired: ..

How Acquired: ..

Date Sold: ..

Name of Buyer: ..

Sales Price:

Cost or other basis (do not reduce by depreciation)

Sales Expense: ..

Valuation Method: ...

Total Gain (Loss): ..

Accumulation Depreciation: ...

Form 990-PF, Page 1, Part I, Line 11

Line 11 Stmt

Other income:	Rev/Exp Book	Net Inv Inc	Adj Net Inc
ANNUITY INCOME	70,319.	70,319.	70,319.
PARTNERSHIP INTEREST INCOME	68.	68.	68.
Total	70,387.	70,387.	70,387.

Form 990-PF, Page 1, Part I, Line 18

Line 18 Stmt

Taxes	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
SEC 4940 EST. TAX	1,500.			
PAYROLL TAXES	1,461.			1,461.
FOREIGN INCOME TAXES	35.	35.		
UNEMPLOYMENT TAXES	49.			49.
Total	3,045.	35.		1,510.

Form 990-PF, Page 1, Part I, Line 23

Line 23 Stmt

Other expenses:	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
BANK CHARGE	3.			3.
INSURANCE	125.			125.
PARKING	960.			960.
REPAIRS & MAINTNANCE	1,250.			1,250.
TELEPHONE	3,149.			3,149.
PARTNERSHIP EXPENSES	1,690.	1,690.		
SUBSCRIPTIONS	170.			170.
PROPERTY TAX EXPENSE	500.			500.
Total	7,847.	1,690.		6,157.

Form 990-PF, Page 11, Part XV, line 3a

Line 3a statement

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Founda- tion status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox Amount
a Paid during the year				
CRYSTAL CHARITY BALL			GENERAL BUDGET	Person or <input type="checkbox"/>
30 HIGHLAND PARK VILLAGE, #206	N/A	PUBLIC CH		Business <input checked="" type="checkbox"/>
DALLAS, TX 75202				3,000.
CAMP SUMMITT			GENERAL BUDGET	Person or <input type="checkbox"/>
17210 CAMPBELL ROAD, STE 180-W	N/A	PUBLIC CH		Business <input checked="" type="checkbox"/>
DALLAS, TX 75252				500.
CATHOLIC DIOCESE OF DALLAS			APPEAL FOR CATHOLIC	Person or <input type="checkbox"/>
P.O. BOX 190507	N/A	PUBLIC CH	MINISTRIES	Business <input checked="" type="checkbox"/>
DALLAS, TX 75219				5,000.

Form 990-PF, Page 11, Part XV, line 3a

Continued

Line 3a statement

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Founda- tion status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox Amount
a Paid during the year				
CHRIST THE KING CHURCH			BUILDING CAMPAIGN	Person or <input type="checkbox"/>
8017 PRESTON ROAD	N/A	PUBLIC CH		Business <input checked="" type="checkbox"/>
DALLAS, TX 75225				33,334.
COMMUNITIES FOUNDATION OF TEXAS			"50TH" COMMITTEE--	Person or <input type="checkbox"/>
8700 N. STEMMONS FWY, STE 125	N/A	PUBLIC CH	JFK MEMORIAL	Business <input checked="" type="checkbox"/>
DALLAS TX 75247				25,000.
DALLAS MORNING NEWS CHARITIES			GENERAL BUDGET	Person or <input type="checkbox"/>
5500 CARUTH HAVEN LANE	N/A	PUBLIC CH		Business <input checked="" type="checkbox"/>
DALLAS TX 75225				1,000.
EQUEST THERAPEUTIC HORSEMANSHIP			GENERAL BUDGET	Person or <input type="checkbox"/>
3800 TROY ROAD	N/A	PUBLIC CH		Business <input checked="" type="checkbox"/>
WYLIE TX 75098				1,000.
FOUNDATION FOR BRAIN HEALTH ADVANCES			GENERAL BUDGET	Person or <input type="checkbox"/>
2200 WEST MOCKINGBIRD LANE	N/A	PUBLIC CH		Business <input checked="" type="checkbox"/>
DALLAS TX 75235				2,000.
JUBILEE PARK & COMMUNITY CENTER			CHILDRENS' EDUCATIONAL	Person or <input type="checkbox"/>
907 BANK STREET	N/A	PUBLIC CH	INITIATIVE FUND	Business <input checked="" type="checkbox"/>
DALLAS, TX 75223				14,285.
LETOT CENTER CAPITAL FOUNDATION			CONSTRUCTION OF GIRLS'	Person or <input type="checkbox"/>
6125 SHERRY LANE	N/A	PUBLIC CH	RESIDENTIAL TREATMENT CE	Business <input checked="" type="checkbox"/>
DALLAS TX 75225				14,285.
MAYOR'S EDUCATION PROGRAMS FUND			MAYOR'S BACK TO SCHOOL	Person or <input type="checkbox"/>
3963 MAPLE AVE, STE 390	N/A	PUBLIC CH	FAIR	Business <input checked="" type="checkbox"/>
DALLAS TX 75219				1,000.
NATIONAL CENTER FOR POLICY ANALYSIS			STUDY VOUCHER SYSTEM	Person or <input type="checkbox"/>
12770 COIT ROAD, STE 800	N/A	PUBLIC CH	FOR PRIVATE SCHOOLS	Business <input checked="" type="checkbox"/>
DALLAS TX 75252				12,500.
NATIONAL FOOTBALL FOUNDATION			GENERAL BUDGET	Person or <input type="checkbox"/>
433 LAS COLINAS BLVD EAST, STE 1130	N/A	PUBLIC CH		Business <input checked="" type="checkbox"/>
IRVING TX 75039				20,000.
NEW FRIENDS NEW LIFE			GENERAL BUDGET	Person or <input type="checkbox"/>
5019 MCKINNEY AVE	N/A	PUBLIC CH		Business <input checked="" type="checkbox"/>
DALLAS TX 75205				1,000.
NORTH TEXAS PUBLIC BROADCASTING, INC			GENERAL BUDGET	Person or <input type="checkbox"/>
3000 HARRY HINES BLVD.	N/A	PUBLIC CH		Business <input checked="" type="checkbox"/>
DALLAS TX 75201				14,285.
OUR LADY OF PERPETUAL HELP			GENERAL BUDGET	Person or <input type="checkbox"/>
7625 CORTLAND AVE	N/A	PUBLIC CH		Business <input checked="" type="checkbox"/>
DALLAS, TX 75235				14,285.
RECONCILIATION OUTREACH			GENERAL BUDGET	Person or <input type="checkbox"/>
4311 BRYAN STREET	N/A	PUBLIC CH		Business <input checked="" type="checkbox"/>
DALLAS TX 75204				2,500.
RETINA FOUNDATION OF THE SOUTHWEST			NEW PEDIATRIC VISION	Person or <input type="checkbox"/>
9900 N. CENTRAL EXPWY	N/A	PUBLIC CH	EVALUATION CENTER	Business <input checked="" type="checkbox"/>
DALLAS TX 75231				14,285.

Form 990-PF, Page 11, Part XV, line 3a

Continued

Line 3a statement

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Founda- tion status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox Amount
a Paid during the year				
<u>JESUIT COLLEGE PREP SCHOOL</u>			<u>BUILDING PROGRAM</u>	Person or <input type="checkbox"/>
<u>12345 INWOOD ROAD</u>	<u>N/A</u>	<u>PUBLIC CH</u>		Business <input checked="" type="checkbox"/>
<u>DALLAS, TX 75244</u>				<u>2,750.</u>
<u>ST. MONICA CATHOLIC CHURCH</u>			<u>CAPITAL CAMPAIGN</u>	Person or <input type="checkbox"/>
<u>9933 MIDWAY ROAD</u>	<u>N/A</u>	<u>PUBLIC CH</u>		Business <input checked="" type="checkbox"/>
<u>DALLAS TX 75220</u>				<u>25,000.</u>
<u>SISTER MARGARET ANN MOSER SCHOLARSHIP FD</u>			<u>SCHOLARSHIP FUND</u>	Person or <input type="checkbox"/>
<u>4900 WALNUT HILL LANE</u>	<u>N/A</u>	<u>PUBLIC CH</u>		Business <input checked="" type="checkbox"/>
<u>DALLAS TX 75229</u>				<u>16,667.</u>
<u>ST. JUDE'S CHILDRENS' HOSPITAL</u>			<u>GENERAL BUDGET</u>	Person or <input type="checkbox"/>
<u>4324 N. BELTLINE RD, STE C-206</u>	<u>N/A</u>	<u>PUBLIC CH</u>		Business <input checked="" type="checkbox"/>
<u>IRVING TX 75038</u>				<u>5,000.</u>
<u>ST. AUGUSTINE CATHOLIC SCHOOL</u>			<u>ANNUAL FUND DRIVE</u>	Person or <input type="checkbox"/>
<u>1054 N. ST. AUGUSTINE DR</u>	<u>N/A</u>	<u>PUBLIC CH</u>		Business <input checked="" type="checkbox"/>
<u>DALLAS TX 75217</u>				<u>2,000.</u>
<u>ST. CECILIA CATHOLIC SCHOOL</u>			<u>TUITION ASSISTANCE</u>	Person or <input type="checkbox"/>
<u>635 MARY CLIFF ROAD</u>	<u>N/A</u>	<u>PUBLIC CH</u>		Business <input checked="" type="checkbox"/>
<u>DALLAS TX 75208</u>				<u>2,500.</u>
<u>TEXAS SCOTTISH RITE HOSPITAL</u>			<u>GENERAL BUDGET</u>	Person or <input type="checkbox"/>
<u>2222 WELBORN</u>	<u>N/A</u>	<u>PUBLIC CH</u>		Business <input checked="" type="checkbox"/>
<u>DALLAS TX 75219</u>				<u>1,000.</u>
<u>ST. JOSEPH'S RESIDENCE</u>			<u>GENERAL BUDGET</u>	Person or <input type="checkbox"/>
<u>330 WEST PEMBROKE AVE</u>	<u>N/A</u>	<u>PUBLIC CH</u>		Business <input checked="" type="checkbox"/>
<u>DALLAS TX 75208</u>				<u>1,000.</u>
<u>ST. PHILIP THE APOSTLE CATHOLIC SCHOOL</u>			<u>PURCHASE SCIENCE</u>	Person or <input type="checkbox"/>
<u>8151 MILITARY PARKWAY</u>	<u>N/A</u>	<u>PUBLIC CH</u>	<u>TEXTBOOKS</u>	Business <input checked="" type="checkbox"/>
<u>DALLAS TX 75227</u>				<u>10,000.</u>
<u>SKY RANCH</u>			<u>SCHOLARSHIP FUND</u>	Person or <input type="checkbox"/>
<u>600 N. PEARL ST, STE 640</u>	<u>N/A</u>	<u>PUBLIC CH</u>		Business <input checked="" type="checkbox"/>
<u>DALLAS TX 75201</u>				<u>5,000.</u>
<u>SPECIAL OLYMPICS OF TEXAS</u>			<u>GENERAL BUDGET</u>	Person or <input type="checkbox"/>
<u>400 S. ZANGS BLVD, STE 926</u>	<u>N/A</u>	<u>PUBLIC CH</u>		Business <input checked="" type="checkbox"/>
<u>DALLAS TX 75208</u>				<u>790.</u>
<u>TEXAS CAN ACADEMY</u>			<u>GENERAL BUDGET</u>	Person or <input type="checkbox"/>
<u>1209 NUECES STREET</u>	<u>N/A</u>	<u>PUBLIC CH</u>		Business <input checked="" type="checkbox"/>
<u>AUSTIN TX 78701</u>				<u>1,500.</u>
<u>THE SALVATION ARMY</u>			<u>GENERAL BUDGET</u>	Person or <input type="checkbox"/>
<u>6500 HARRY HINES BLVD</u>	<u>N/A</u>	<u>PUBLIC CH</u>		Business <input checked="" type="checkbox"/>
<u>DALLAS TX 75225</u>				<u>500.</u>
<u>UNIVERSITY OF TEXAS SOUTHWESTERN MED FOU</u>			<u>GENERAL BUDGET</u>	Person or <input type="checkbox"/>
<u>2305 CEDAR SPRINGS, #150</u>	<u>N/A</u>	<u>PUBLIC CH</u>		Business <input checked="" type="checkbox"/>
<u>DALLAS, TX 75201</u>				<u>7,500.</u>
<u>URSULINE ACADEMY OF DALLAS</u>			<u>SCHOLARSHIP ENDOWMENT &</u>	Person or <input type="checkbox"/>
<u>4900 WALNUT HILL LN,</u>	<u>N/A</u>	<u>PUBLIC CH</u>	<u>CAMPUS RENEWAL</u>	Business <input checked="" type="checkbox"/>
<u>DALLAS, TX 75229</u>				<u>5,000.</u>

Form 990-PF, Page 11, Part XV, line 3a

Continued

Line 3a statement

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Founda- tion status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox Amount
a Paid during the year				
VICTIMS OF WEST, TEXAS EXPLOSION 12345 INWOOD ROAD DALLAS TX 75244	N/A	PUBLIC CH	DISASTER RELIEF	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 500.
VOICE OF HOPE MINISTRIES P.O. BOX 224845 DALLAS TX 75222	N/A	PUBLIC CH	GENERAL BUDGET	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 14,285.
WILKINSON CENTER P.O. BOX 720248 DALLAS TX 75372	N/A	PUBLIC CH	SUPPORT FOOD PANTRY	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 14,290.
YOUNG CATHOLIC PROFESSIONALS 6060 N. CENTRAL EXPWY DALLAS TX 75206	N/A	PUBLIC CH	GENERAL BUDGET	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 10,000.
YMCA CAMP GRADY SPRUCE 9409 GARLAND ROAD, STE 200 DALLAS, TX 75218	N/A	PUBLIC CH	GENERAL BUDGET	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 500.
YMCA TOWN NORTH 4332 NORTHAVEN RD, DALLAS, TX 75229	N/A	PUBLIC CH	GENERAL BUDGET	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 500.

Total

305,541.

Form 990-PF, Page 1, Part I

Line 16b - Accounting Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BYRON A. PARKER, CPA	TAX RETIRM PREP & MISC	2,950.	1,475.	1,475.	1,475.
Total		<u>2,950.</u>	<u>1,475.</u>	<u>1,475.</u>	<u>1,475.</u>

Form 990-PF, Page 1, Part I

Line 16c - Other Professional Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OPPENHEIMER & CO INC	INVESTMENT MANAGEMENT	3,226.	3,226.		
Total		<u>3,226.</u>	<u>3,226.</u>		

Form 990-PF, Line 19
Allocated Depreciation

Description	Date Acquire	Cost or Basis	Prior Yr. Depr	Mthd	Life	Current Depr	Net Invest Income	Adjusted Net Income
COMPUTERS	04/08/03	3417	3417	200DB	5.00	0		
FURNITURE	05/01/03	17545	17545	200DB	7.00	0		
APPLIANCES	03/27/03	981	981	200DB	7.00	0		
OFFICE DECORATIVE ITEMS	06/18/03	3850	3850	200DB	7.00	0		
LEASEHOLD IMPROVEMENTS	04/03/03	4135	4135	200DB	7.00	0		

Total

Form 990-PF, Page 2, Part II, Line 10b
L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
COMMON STOCKS--OPPENHEIMER ACCOUNT G79-1347821	125,311.	150,871.
Total	<u>125,311.</u>	<u>150,871.</u>

Form 990-PF, Page 2, Part II, Line 13
L-13 Stmt

Line 13 - Investments - Other:	End of Year	
	Book Value	Fair Market Value
EXCHANGE TRADED FUNDS--OPPENHEIMER ACCOUNT G79-1347821	149,560.	154,073.
BREITBURN ENERGY PARTNERS LP	8,189.	10,815.
ENTERPRISE PRODUCTS PARTNERS LP	16,258.	26,430.
KINDERMORGAN ENERGY PARTNERS LTD	14,691.	19,558.
PLAINS ALL AMERICAN PIPELINE LP	18,942.	33,913.
QR ENERGY LP	9,537.	9,719.
REGENCY ENERGY PARTNERS LP	12,816.	22,737.
DIRECT OFFSHORE CORPORATE INVESTMENTS	1,113,952.	1,330,424.
JACKSON NATIONAL LIFE INSURANCE COMPANY ANNUITY	750,000.	986,321.
LESS PARTNERSHIP DISTRIBUTIONS IN 2013	-12,770.	0.
Total	<u>2,081,175.</u>	<u>2,593,990.</u>

Form 990-PF, Page 2, Part II, Line 14
L-14 Stmt

Line 14b - Description of Land, Buildings, and Equipment	(a) Cost/Other Basis	(b) Accumulated Depreciation	(c) Book Value
COMPUTERS	3,417.	3,417.	0.
FURNITURE	17,545.	17,545.	0.
APPLIANCES	981.	981.	0.
OFFICE DECORATIVE ITEMS	3,850.	3,850.	0.

Form 990-PF, Page 2, Part II, Line 14

Continued

L-14 Stmt

Line 14b - Description of Land, Buildings, and Equipment	(a) Cost/Other Basis	(b) Accumulated Depreciation	(c) Book Value
LEASEHOLD IMPROVEMENTS	4,135.	4,135.	0.
Total	<u>29,928.</u>	<u>29,928.</u>	<u>0.</u>

Supporting Statement of:

Form 990-PF, p2/Line 1(a)

Description	Amount
JPMORGAN CHASE CHECKING ACCOUNT	5,251.
MERRILL LYNCH	113.
Total	<u>5,364.</u>

Supporting Statement of:

Form 990-PF, p2/Line 10b(a)

Description	Amount
COMMON STOCK--OPPENHEIMER G79-1347821	295,824.
Total	<u>295,824.</u>

Supporting Statement of:

Form 990-PF, p2/Line 13(a)

Description	Amount
BREITBURN ENERGY PARTNERS LP	9,578.
ENTERPRISE PRODUCTS PARTNERS LP	19,290.
KINDERMORGAN ENERGY PARTNERS LTD	18,499.
PLAINS ALL AMERICAN PIPELINE LP	20,550.
QR ENERGY LP	10,879.
REGENCY ENERGY PARTNERS LP	17,503.
DIRECT OFFSHORE CORPORATE INVESTMENTS	1,263,952.
JACKSON NATIONAL LIFE INSURANCE COMPANY ANNUITY	750,000.
Total	<u>2,110,251.</u>

Supporting Statement of:

Form 990-PF, p2/Line 1(b)

Description	Amount
JPMORGAN CHASE CHECKING ACCOUNT	12,611.
Total	<u>12,611.</u>

Supporting Statement of:

Form 990-PF, p2/Line 1(c)

Description	Amount
JPMORGAN CHASE CHECKING ACCOUNT	12,611.
Total	<u>12,611.</u>

Supporting Statement of:

Form 990-PF, p2/Line 2(b)

Description	Amount
MONEY MARKET FUNDS OPPENHEIMER G79-1347318	37,898.
MONEY MARKET FUNDS OPPENHEIMER G79-1347821	10,106.
Total	<u>48,004.</u>

Supporting Statement of:

Form 990-PF, p8/Part X, Line 1c

Description	Amount
EXCHANGE TRADED FUNDS	73,454.
INVESTMENT PARTNERSHIPS	118,034.
DIRECT OVERSEAS INVESTMENTS	1,390,104.
ANNUITY	916,990.
Total	<u>2,498,582.</u>

Supporting Statement of:

Form 990-PF, p12/Line 7 Column (d)

Description	Amount
INTEREST--KINDERMORGAN ENERGY PARTNERS, L.P.	31.
DIVIDENDS--KINDERMORGAN ENERGY PARTNERS, L.P.	16.
INTEREST--REGENCY ENERGY PARTNERS, LP	10.
INTEREST--PLAINS ALL AMERICAN PIPELINE, L.P.	3.
DIVIDENDS--PLAINS ALL AMERICAN PIPELINE, L.P.	7.
INTEREST--ENTERPRISE PRODUCTS PARTNERS L.P.	1.
Total	<u>68.</u>

Form 4562

Department of the Treasury
Internal Revenue Service (99)**Depreciation and Amortization**
(Including Information on Listed Property)

▶ See separate instructions. ▶ Attach to your tax return.

OMB No 1545-0172

2012Attachment
Sequence No 179

Name(s) shown on return

Identifying number

THE AILEEN AND JACK PRATT FOUNDATION**82-0576238**

Business or activity to which this form relates

Form 990-PF page 1

Part I Election To Expense Certain Property Under Section 179

Note: If you have any listed property, complete Part V before you complete Part I.

1	Maximum amount (see instructions)	1	
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation (see instructions)	3	
4	Reduction in limitation Subtract line 3 from line 2. If zero or less, enter -0-	4	
5	Dollar limitation for tax year. Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see instructions	5	
6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost
7	Listed property. Enter the amount from line 29	7	
8	Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction. Enter the smaller of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2011 Form 4562	10	
11	Business income limitation. Enter the smaller of business income (not less than zero) or line 5 (see instrs)	11	
12	Section 179 expense deduction. Add lines 9 and 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2013. Add lines 9 and 10, less line 12	13	

Note: Do not use Part II or Part III below for listed property. Instead, use Part V.

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property) (See instructions.)

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	

Part III MACRS Depreciation (Do not include listed property) (See instructions.)**Section A**

17	MACRS deductions for assets placed in service in tax years beginning before 2012	17	0.
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here <input type="checkbox"/>		

Section B - Assets Placed in Service During 2012 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only - see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19 a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs		S/L	
h Residential rental property			27.5 yrs	MM	S/L	
i Nonresidential real property			39 yrs	MM	S/L	

Section C - Assets Placed in Service During 2012 Tax Year Using the Alternative Depreciation System

20 a Class life					S/L	
b 12-year			12 yrs		S/L	
c 40-year			40 yrs	MM	S/L	

Part IV Summary (See instructions.)

21	Listed property. Enter amount from line 28	21	
22	Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations - see instructions	22	0.
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

Part V Listed Property (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement.)

Note: For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete only 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.

Section A – Depreciation and Other Information (Caution: See the instructions for limits for passenger automobiles)

24 a Do you have evidence to support the business/investment use claimed? <input type="checkbox"/> Yes <input type="checkbox"/> No									24b If 'Yes,' is the evidence written? <input type="checkbox"/> Yes <input type="checkbox"/> No	
(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/ investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/ Convention	(h) Depreciation deduction	(i) Elected section 179 cost		
25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use (see instructions)								25		
26 Property used more than 50% in a qualified business use:										
27 Property used 50% or less in a qualified business use:										
28 Add amounts in column (h), lines 25 through 27. Enter here and on line 21, page 1								28		
29 Add amounts in column (i), line 26. Enter here and on line 7, page 1								29		

Section B – Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other 'more than 5% owner,' or related person. If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles.

	(a) Vehicle 1	(b) Vehicle 2	(c) Vehicle 3	(d) Vehicle 4	(e) Vehicle 5	(f) Vehicle 6
30 Total business/investment miles driven during the year (do not include commuting miles)						
31 Total commuting miles driven during the year						
32 Total other personal (noncommuting) miles driven						
33 Total miles driven during the year. Add lines 30 through 32						
	Yes	No	Yes	No	Yes	No
34 Was the vehicle available for personal use during off-duty hours?						
35 Was the vehicle used primarily by a more than 5% owner or related person?						
36 Is another vehicle available for personal use?						

Section C – Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who are not more than 5% owners or related persons (see instructions).

	Yes	No
37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?		
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners		
39 Do you treat all use of vehicles by employees as personal use?		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?		
41 Do you meet the requirements concerning qualified automobile demonstration use? (See instructions)		

Note: If your answer to 37, 38, 39, 40, or 41 is 'Yes,' do not complete Section B for the covered vehicles.

Part VI Amortization

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
42 Amortization of costs that begins during your 2012 tax year (see instructions):					
43 Amortization of costs that began before your 2012 tax year					43
44 Total. Add amounts in column (f). See the instructions for where to report					44