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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 11-01-2012, and ending 10-31-2013

Name of foundation USD FOUNDATION, A Employer identification number 27-1561110, B Telephone number (713) 221-1139, G Check all that apply, H Check type of organization, I Fair market value of all assets at end of year \$ 2,208,478

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Revenue (1-12) and Operating and Administrative Expenses (13-26), ending with Excess of revenue over expenses and disbursements (-207,645).

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 . . . . .						
	<b>2</b> Savings and temporary cash investments . . . . .	1,492,249	210,270	210,270			
	<b>3</b> Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____						
	<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)						
	<b>b</b> Investments—corporate stock (attach schedule) . . . . .	0 <input type="checkbox"/>	376,571	376,571			
	<b>c</b> Investments—corporate bonds (attach schedule) . . . . .	850,257 <input type="checkbox"/>	1,365,279	1,365,279			
	<b>11</b> Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____						
	<b>12</b> Investments—mortgage loans . . . . .						
	<b>13</b> Investments—other (attach schedule) . . . . .	0 <input type="checkbox"/>	241,358	241,358			
	<b>14</b> Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____						
<b>15</b> Other assets (describe ▶ _____)	<input type="checkbox"/> 3,411	<input type="checkbox"/> 15,000	<input type="checkbox"/> 15,000				
<b>16 Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	2,345,917	2,208,478	2,208,478				
<b>Liabilities</b>	<b>17</b> Accounts payable and accrued expenses . . . . .						
	<b>18</b> Grants payable . . . . .		60,000				
	<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 Total liabilities</b> (add lines 17 through 22) . . . . .	0	60,000					
<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 . . . . .	0	0				
	<b>28</b> Paid-in or capital surplus, or land, bldg, and equipment fund	0	0				
	<b>29</b> Retained earnings, accumulated income, endowment, or other funds	2,345,917	2,148,478				
<b>30 Total net assets or fund balances</b> (see page 17 of the instructions) . . . . .	2,345,917	2,148,478					
<b>31 Total liabilities and net assets/fund balances</b> (see page 17 of the instructions) . . . . .	2,345,917	2,208,478					

**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>	2,345,917
<b>2</b>	Enter amount from Part I, line 27a . . . . .	<b>2</b>	-207,645
<b>3</b>	Other increases not included in line 2 (itemize) ▶ _____ <input type="checkbox"/>	<b>3</b>	10,206
<b>4</b>	Add lines 1, 2, and 3 . . . . .	<b>4</b>	2,148,478
<b>5</b>	Decreases not included in line 2 (itemize) ▶ _____	<b>5</b>	0
<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>	2,148,478

**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>1a</b>	See Additional Data Table			
<b>b</b>				
<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>	See Additional Data Table			
<b>b</b>				
<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			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(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		
<b>a</b>	See Additional Data Table			
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
<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>	-1,254
<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>	

**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	428,888	2,518,279	0.170310
2010	102,621	2,768,451	0.037068
2009	73,750	2,673,778	0.027583
2008			
2007			
<b>2</b>	<b>Total</b> of line 1, column (d).		<b>2</b> 0.234961
<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> 0.078320
<b>4</b>	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.		<b>4</b> 2,233,971
<b>5</b>	Multiply line 4 by line 3.		<b>5</b> 174,965
<b>6</b>	Enter 1% of net investment income (1% of Part I, line 27b).		<b>6</b> 124
<b>7</b>	Add lines 5 and 6.		<b>7</b> 175,089
<b>8</b>	Enter qualifying distributions from Part XII, line 4.		<b>8</b> 296,765

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)**

<b>1a</b>	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 instructions)		
<b>b</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 . . . . .	<b>1</b>	124
<b>c</b>	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
<b>2</b>	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	<b>2</b>	0
<b>3</b>	Add lines 1 and 2. . . . .	<b>3</b>	124
<b>4</b>	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	<b>4</b>	0
<b>5</b>	<b>Tax based on investment income.</b> Subtract line 4 from line 3 If zero or less, enter -0- . . . . .	<b>5</b>	124
<b>6</b>	Credits/Payments		
<b>a</b>	2012 estimated tax payments and 2011 overpayment credited to 2012	<b>6a</b>	
<b>b</b>	Exempt foreign organizations—tax withheld at source . . . . .	<b>6b</b>	
<b>c</b>	Tax paid with application for extension of time to file (Form 8868)	<b>6c</b>	300
<b>d</b>	Backup withholding erroneously withheld . . . . .	<b>6d</b>	
<b>7</b>	Total credits and payments Add lines 6a through 6d. . . . .	<b>7</b>	300
<b>8</b>	Enter any <b>penalty</b> for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	<b>8</b>	
<b>9</b>	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . . . .	<b>9</b>	
<b>10</b>	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . . . .	<b>10</b>	176
<b>11</b>	Enter the amount of line 10 to be <b>Credited to 2013 estimated tax</b> ▶ 176 <b>Refunded</b> ▶	<b>11</b>	0

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1a</b> 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? . . . . .		No
<b>b</b> Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? . . . . . <i>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.</i>		No
<b>c</b> Did the foundation file <b>Form 1120-POL</b> for this year? . . . . .		No
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year <b>(1)</b> On the foundation ▶ \$ <u>0</u> <b>(2)</b> On foundation managers ▶ \$ <u>0</u>		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ \$ <u>0</u>		
<b>2</b> Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . . <i>If "Yes," attach a detailed description of the activities.</i>		No
<b>3</b> 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? <i>If "Yes," attach a conformed copy of the changes</i> . . . . .		No
<b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .		No
<b>b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year? . . . . .		
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . <i>If "Yes," attach the statement required by General Instruction T.</i>		No
<b>6</b> 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? . . . . .		No
<b>7</b> Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	Yes	
<b>8a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) ▶TX _____		
<b>b</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? <i>If "No," attach explanation .</i>	Yes	
<b>9</b> 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)? <i>If "Yes," complete Part XIV</i> . . . . .		No
<b>10</b> Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i> 📄	Yes	

**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 ▶US DEVELOPMENT GROUP LLC Telephone no ▶(713) 221-1139 Located at ▶9590 NEW DECADE DRIVE PASADENA TX ZIP+4 ▶77507			
<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**

		Yes	No
<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)**

<p><b>5a</b> During the year did the foundation pay or incur any amount to</p> <p><b>(1)</b> Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>(2)</b> Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>(3)</b> Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>(4)</b> 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). . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>(5)</b> Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>b</b> If any answer is "Yes" to 5a(1)–(5), did <b>any</b> 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)? . . . . . <b>5b</b></p> <p>Organizations relying on a current notice regarding disaster assistance check here. . . . . <input type="checkbox"/></p> <p><b>c</b> 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? . . . . . <input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</p> <p><b>6a</b> Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>b</b> Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . . . <b>6b</b> <span style="float:right"><b>No</b></span></p> <p>If "Yes" to 6b, file Form 8870.</p> <p><b>7a</b> At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>b</b> If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? . . . . . <b>7b</b></p>	
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**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
DAN BORGEN 9590 NEW DECADE DRIVE PASADENA, TX 77507	DIRECTOR 0 00	0	0	0
DALE NORRIS 920 MAIN STREET SUITE 1950 KANSAS CITY, MO 64105	DIRECTOR 0 00	0	0	0
CLYDE CRUTCHMER 1648 SOUTH BOSTON AVENUE TULSA, OK 74119	DIRECTOR 0 00	0	0	0
MICHAEL RCURRY 9590 NEW DECADE DRIVE PASADENA, TX 77507	SECRETARY 0 00	0	0	0

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

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

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

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

**Total** number of others receiving over \$50,000 for professional services. . . . . **0**

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

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
<b>1</b> _____	
<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. . . . . **0**

**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>	851,260
<b>b</b>	Average of monthly cash balances. . . . .	<b>1b</b>	1,416,731
<b>c</b>	Fair market value of all other assets (see instructions). . . . .	<b>1c</b>	0
<b>d</b>	<b>Total</b> (add lines 1a, b, and c). . . . .	<b>1d</b>	2,267,991
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). . . . .	<b>1e</b>	0
<b>2</b>	Acquisition indebtedness applicable to line 1 assets. . . . .	<b>2</b>	0
<b>3</b>	Subtract line 2 from line 1d. . . . .	<b>3</b>	2,267,991
<b>4</b>	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	<b>4</b>	34,020
<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>	2,233,971
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5. . . . .	<b>6</b>	111,699

**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>	111,699
<b>2a</b>	Tax on investment income for 2012 from Part VI, line 5. . . . .	<b>2a</b>	124
<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>	124
<b>3</b>	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	<b>3</b>	111,575
<b>4</b>	Recoveries of amounts treated as qualifying distributions. . . . .	<b>4</b>	0
<b>5</b>	Add lines 3 and 4. . . . .	<b>5</b>	111,575
<b>6</b>	Deduction from distributable amount (see instructions). . . . .	<b>6</b>	0
<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>	111,575

**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>	296,765
<b>b</b>	Program-related investments—total from Part IX-B. . . . .	<b>1b</b>	0
<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>	296,765
<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>	124
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4. . . . .	<b>6</b>	296,641

**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				111,575
<b>2</b> Undistributed income, if any, as of the end of 2012				
<b>a</b> Enter amount for 2011 only. . . . .			0	
<b>b</b> Total for prior years 20___, 20___, 20___		0		
<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. . . . . 228,789				
<b>f</b> <b>Total</b> of lines 3a through e. . . . .	228,789			
<b>4</b> Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 296,765				
<b>a</b> Applied to 2011, but not more than line 2a			0	
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions). . . . .		0		
<b>c</b> Treated as distributions out of corpus (Election required—see instructions). . . . .	0			
<b>d</b> Applied to 2012 distributable amount. . . . .				111,575
<b>e</b> Remaining amount distributed out of corpus	185,190			
<b>5</b> Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
<b>6</b> <b>Enter the net total of each column as indicated below:</b>				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	413,979			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b. . . . .		0		
<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. . . . .		0		
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions . . . . .		0		
<b>e</b> Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions . . . . .			0	
<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). . . . .	0			
<b>8</b> Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions). . . . .	0			
<b>9</b> <b>Excess distributions carryover to 2013.</b> Subtract lines 7 and 8 from line 6a . . . . .	413,979			
<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. . . . . 228,789				
<b>e</b> Excess from 2012. . . . . 185,190				

**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 . . . . .					
<b>b</b> 85% of line 2a . . . . .					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c . . . . .					
<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 . . . . .					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)					
<b>b</b> "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . . . .					
<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) . . . . .					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . . .					
<b>(3)</b> Largest amount of support from an exempt organization					
<b>(4)</b> Gross investment income					

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

**1 Information Regarding Foundation Managers:**

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

MICHAEL RCURRY

**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

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**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> See Additional Data Table				
<b>Total</b> . . . . .			<b>3a</b>	296,765
<b>b</b> <i>Approved for future payment</i> BOYS & GIRLS CLUB OF AMERICA 1275 PEACHTREE STREET ATLANTA, GA 303093506	NONE	501 (C) (3)	CHARITABLE CONTRIBUTION	60,000
<b>Total</b> . . . . .			<b>3b</b>	60,000



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 Preparer's Signature Date Check if self-employed PTIN Firm's name Firm's address Firm's EIN Phone no

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d**

<b>(a)</b> 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>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo , day, yr )	<b>(d)</b> Date sold (mo , day, yr )
180 SHS AMER BEACON INT'L EQ-INS	P	2013-05-13	2013-06-06
224 SHS ARTISAN SM CAP VAL-INST	P	2013-05-13	2013-06-06
70 SHS CALAMOS MKT NEUT INC	P	2013-05-13	2013-06-06
510 SHS FORUM ABSOLUTE STRATEGIES	P	2013-05-13	2013-06-06
1,100 SHS HUSSMAN STRATEGIC GROWTH	P	2013-05-13	2013-06-06
60 SHS IPATH S&P 500 DYNAMIC VIX ETN	P	2013-05-15	2013-06-10
800 SHS ISHARES GOLD TRUST	P	2013-05-15	2013-06-10
990 SHS JPM RSRCH MKT NTRL-INST	P	2013-05-13	2010-06-06
1,440 SHS MAINSTAY LG CAP GRWTH-1	P	2013-05-13	2010-06-06
68 SHS NEUB BERM GENESIS-INS	P	2013-05-13	2013-06-06
464 SHS PERMANENT PORTFOLIO	P	2013-05-13	2013-06-06
306 SHS T ROWE PRICE GWTH STK-1	P	2013-05-13	2013-06-06

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h**

<b>(e)</b> Gross sales price	<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)
3,146		3,256	-110
3,810		3,797	13
891		897	-6
5,778		5,768	10
11,429		11,335	94
2,443		2,396	47
10,848		10,975	-127
15,068		14,984	84
12,715		13,176	-461
3,711		3,749	-38
21,771		22,112	-341
12,711		13,130	-419

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l**

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			<b>(l)</b> Gains (Col (h) gain minus col (k), but not less than -0-) <b>or</b> Losses (from col (h))
<b>(i)</b> F M V as of 12/31/69	<b>(j)</b> Adjusted basis as of 12/31/69	<b>(k)</b> Excess of col (i) over col (j), if any	
			-110
			13
			-6
			10
			94
			47
			-127
			84
			-461
			-38
			-341
			-419

**Form 990PF Part XV Line 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>				
ASSISTANCE LEAGUE OF THE BAY AREA PO BOX 591131 HOUSTON, TX 77259	NONE	501 (C) (3)	CHARITABLE CONTRIBUTION	5,000
BOYS & GIRLS CLUB OF AMERICA 1275 PEACHTREE STREET ATLANTA, GA 303093506	NONE	501 (C) (3)	CHARITABLE CONTRIBUTION	25,000
GRACE COMMUNITY CHURCH OF MAGNOLIA 13248 ROSCOE BLVD SUN VALLEY, CA 91352	NONE	501 (C) (3)	CHARITABLE CONTRIBUTION	10,000
HOUSTON GOLF ASSOCIATION 5810 WILSON ROAD STE 112 HUMBLE, TX 77396	NONE	501 (C) (3)	CHARITABLE CONTRIBUTION	30,000
INTERFAITH CARING MINISTRIES 151 PARK AVENUE LEAGUE CITY, TX 77573	NONE	501 (C) (3)	CHARITABLE CONTRIBUTION	7,125
JOHN CARROLL UNIVERSITY 1 JOHN CARROLL BLVD UNIVERSITY HEIGHTS, OH 441184581	NONE	501 (C) (3)	CHARITABLE CONTRIBUTION	50,000
NATIONAL MS SOCIETY 8111 N STADIUM DR SUITE 100 HOUSTON, TX 77054	NONE	501 (C) (3)	CHARITABLE CONTRIBUTION	2,000
POTTER'S HOUSE ASSOCIATION PO BOX 106- DEPARTMENT A PEWAUKEE, WI 530720106	NONE	501 (C) (3)	CHARITABLE CONTRIBUTION	4,560
PREGNANCY ASSISTANCE CENTER NORTH PO BOX 7035 THE WOODLANDS, TX 77387	NONE	501 (C) (3)	CHARITABLE CONTRIBUTION	9,000
PRESBYTERIAN CHURCH IN AMERICA 1700 NORTH BROWN ROAD STE 105 LAWRENCEVILLE, GA 30043	NONE	501 (C) (3)	CHARITABLE CONTRIBUTION	5,000
RONALD MCDONALD HOUSE 1907 HOLCOMBE BLVD HOUSTON, TX 77030	NONE	501 (C) (3)	CHARITABLE CONTRIBUTION	1,000
ROTARY CLUB OF PASADENA 4506 HAMPTON CT PASADENA, TX 77504	NONE	501 (C) (3)	CHARITABLE CONTRIBUTION	1,500
ST JUDE CHILDREN'S RESEARCH HOSPITAL 4543 POST OAK PLACE SUITE 125 HOUSTON, TX 77027	NONE	501 (C) (3)	CHARITABLE CONTRIBUTION	480
STARFISH KENYA 760 CLEAR LAKE CITY BLVD WEBSTER, TX 77598	NONE	501 (C) (3)	CHARITABLE CONTRIBUTION	7,500
THE CARL MCCAIN MEMORIAL FOUNDATION PO BOX 4648 HOUSTON, TX 77002	NONE	501 (C) (3)	CHARITABLE CONTRIBUTION	2,500

**Form 990PF Part XV Line 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 ROSE 12700 NORTH FEATHERWOOD SUITE 260 HOUSTON, TX 77034	NONE	501 (C) (3)	CHARITABLE CONTRIBUTION	1,500
LEAGUE CITY UNITED METHODIST CHURCH 1411 WEST MAIN ST LEAGUE CITY, TX 77573	NONE	501 (C) (3)	CHARITABLE CONTRIBUTION	8,600
LIFEHOUSE OF HOUSTON PO BOX 77227 HOUSTON, TX 77227	NONE	501 (C) (3)	CHARITABLE CONTRIBUTION	5,000
NEW HOPE CHURCH 3640 COUNTRY ROAD 58 MANVEL, TX 77578	NONE	501 (C) (3)	CHARITABLE CONTRIBUTION	10,000
ALZHEIMER'S ASSOCIATION OF HOUSTON & SOUTHEAST TEXAS 2242 WEST HOLCOMBE BLVD HOUSTON, TX 770302008	NONE	501 (C) (3)	CHARITABLE CONTRIBUTION	700
BILLY GRAHAM EVANGELISTIC ASSOCIATION 1 BILL GRAHAM PARKWAY CHARLOTTE, NC 28201	NONE	501 (C) (3)	CHARITABLE CONTRIBUTION	10,000
CITIZENS FOR ANIMAL PROTECTION 17555 KATY FREEWAY HOUSTON, TX 77094	NONE	501 (C) (3)	CHARITABLE CONTRIBUTION	100
COVENANT HOUSE 461 EIGHTH AVE NEW YORK, NY 10001	NONE	501 (C) (3)	CHARITABLE CONTRIBUTION	1,000
ERIN E OLMSTED MEMORIAL SCHOLARSHIP 15336 TEEBROOK DRIVE ORLAND PARK, IL 60462	NONE	501 (C) (3)	CHARITABLE CONTRIBUTION	100
CHRIS GATLING PUMAS 1418 CLINTON AVE IRVINGTON, NJ 07111	NONE	501 (C) (3)	CHARITABLE CONTRIBUTION	500
HOQUIAM HIGH SCHOOL BAND 501 WEMERSON AVE HOQUIAM, WA 98550	NONE	501 (C) (3)	CHARITABLE CONTRIBUTION	2,000
INTERNATIONAL JUSTICE MISSION PO BOX 96961 WASHINGTON, DC 200906961	NONE	501 (C) (3)	CHARITABLE CONTRIBUTION	600
KAVOOKJIAN FIELD & HIGHLANDS LIVING WAR MEMORIAL FUND PO BOX 155 HIGHLANDS, NJ 07732	NONE	509 (A) (2)	CHARITABLE CONTRIBUTION	2,500
MIDAMERICA NAZARENE UNIVERSITY 2030 E COLLEGE WAY OLATHE, KS 660621899	NONE	501 (C) (3)	CHARITABLE CONTRIBUTION	1,000
NO KID GOES HUNGRY ORGANIZATION 1030 15TH STREET NW STE 1100 W WASHINGTON, DC 20005	NONE	501 (C) (3)	CHARITABLE CONTRIBUTION	100

**Form 990PF Part XV Line 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>				
SAFEHOME PO BOX 4563 OVERLAND PARK,KS 66204	NONE	501 (C) (3)	CHARITABLE CONTRIBUTION	75,000
SAN JACINTO BAPTIST CHURCH 310 P ST DEER PARK,TX 77536	NONE	501 (C) (3)	CHARITABLE CONTRIBUTION	9,400
SAN JACINTO FRIENDS OF THE NRA 9055 AIRPORT RD CONROE,TX 77303	NONE	501 (C) (3)	CHARITABLE CONTRIBUTION	2,500
ST MICHAEL CATHOLIC CHURCH 434 WEST 34TH STREET NEW YORK,NY 100012321	NONE	501 (C) (3)	CHARITABLE CONTRIBUTION	5,400
SWIM ACROSS AMERICA ONE INTERNATIONAL PLACE STE 4600 BOSTON,MA 02110	NONE	501 (C) (3)	CHARITABLE CONTRIBUTION	100
<b>Total . . . . .</b>				<b>296,765</b>

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

**Schedule of Contributors**

OMB No 1545-0047

▶ Attach to Form 990, 990-EZ, or 990-PF.

**2012**

Department of the Treasury  
Internal Revenue Service

**Name of the organization**

USD FOUNDATION

**Employer identification number**

27-1561110

Organization type (check one)

**Filers of:**

**Section:**

Form 990 or 990-EZ

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<sup>1</sup>/<sub>3</sub>% 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).

**Name of organization**  
USD FOUNDATION

**Employer identification number**  
27-1561110

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	MICHAEL R CURRY 9590 NEW DECADE DRIVE  PASADENA, TX 77507	\$ 190,000	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 )

Name of organization  
USD FOUNDATION

Employer identification number  
27-1561110

Part II Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____

Name of organization  
USD FOUNDATION

Employer identification number  
27-1561110

**Part III** Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry  
For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this information once. See instructions.) \$  
Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	_____ _____	_____ _____	_____ _____

(e) Transfer of gift	
Transferee's name, address, and ZIP 4	Relationship of transferor to transferee
_____ _____	_____ _____

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	_____ _____	_____ _____	_____ _____

(e) Transfer of gift	
Transferee's name, address, and ZIP 4	Relationship of transferor to transferee
_____ _____	_____ _____

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	_____ _____	_____ _____	_____ _____

(e) Transfer of gift	
Transferee's name, address, and ZIP 4	Relationship of transferor to transferee
_____ _____	_____ _____

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	_____ _____	_____ _____	_____ _____

(e) Transfer of gift	
Transferee's name, address, and ZIP 4	Relationship of transferor to transferee
_____ _____	_____ _____

## TY 2012 Accounting Fees Schedule

**Name:** USD FOUNDATION

**EIN:** 27-1561110

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ROSEN SEYMOUR SHAPSS MARTIN & COMPANY	6,619	993		0

## TY 2012 Investments Corporate Bonds Schedule

**Name:** USD FOUNDATION

**EIN:** 27-1561110

Name of Bond	End of Year Book Value	End of Year Fair Market Value
25,000 SHS CREDIT SUISSE NY	25,093	25,093
25,000 SHS GOLDMAN SACHS GROUP INC	25,673	25,673
25,000 SHS AT & T INC	25,986	25,986
25,000 SHS ROYAL BANK OF CANADA	25,283	25,283
50,000 SHS CATERPILLAR FINANCIAL SE	50,397	50,397
25,000 SHS HSBC USA INC	25,575	25,575
25,000 SHS EMERSON ELECTRIC	26,248	26,248
25,000 SHS IBM CORP	25,133	25,133
25,000 SHS GOLDMAN SACHS GROUP INC	26,113	26,113
25,000 SHS PEPSICO INC	25,054	25,054
25,000 SHS PACCAR FINANCIAL CORP	25,107	25,107
25,000 SHS AMER EXPRESS CREDIT CO	25,933	25,933
25,000 SHS GENERAL ELEC CAP CORP	25,713	25,713
25,000 SHS BERKSHIRE HATHAWAY FIN	25,976	25,976
25,000 SHS OCCIDENTAL PETROLEUM COR	25,904	25,904
25,000 SHS GOLDMAN SACHS GROUP INC	52,774	52,774
25,000 SHS JOHN DEERE CAPITAL CORP	25,665	25,665
25,000 SHS TORONTO DOMINION BANK	26,002	26,002
25,000 SHS BECTON DICKINSON	25,565	25,565
25,000 SHS BEAR STEARNS COS LLC	24,815	24,815
25,000 SHS WELLS FARGO CO	26,189	26,189
25,000 SHS BANK OF MONTREAL	25,987	25,987
25,000 SHS LOWES COMPANIES INC	25,200	25,200
25,000 SHS AT & T INC	25,138	25,138
25,000 SHS BB T CORPORATION	24,990	24,990
25,000 SHS JPMORGAN CHASE CO	25,318	25,318
25,000 SHS BANK OF NEW YORK MELLON	24,614	24,614
25,000 SHS BAXTER INTERNATIONAL INC	25,065	25,065
25,000 SHS STATOILHYDRO ASA	25,392	25,392
25,000 SHS SANOFI	25,195	25,195

Name of Bond	End of Year Book Value	End of Year Fair Market Value
25,000 SHS BHP BILLITON FIN USA LTD	25,214	25,214
25,000 SHS BP CAPITAL MARKETS PLC	25,430	25,430
25,000 SHS WESTPAC BANKING CORP	25,447	25,447
25,000 SHS TOTAL CAPITAL CANADA LTD	24,837	24,837
25,000 SHS BANK OF NAVA SCOTIA	24,646	24,646
1,500.003 SHS NUVEEN SHORT TERM BOND FUND CL I	15,045	15,045
1,794.974 SHS OPPENHEIMER SR FLOAT RAT Y	15,024	15,024
3,517 SHS TCW EMERGING MKTS INC-1	30,000	30,000
6,916 SHS TEMPLETON GLOBAL BOND-ADV	90,600	90,600
223 SHS ISHARES TIPS BOND ETF	25,181	25,181
655 SHS ISHARES US PREFERRED STOCK EFT	25,021	25,021
4,843 SHS CAVANAL HILL INTRMD BD	50,270	50,270
2,955 SHS FEDERATED HI YLD BD-INST	30,318	30,318
11,094 SHS PIMCO TOTAL RETURN-INST	120,925	120,925
1,428 SHS VANGUARD GNMA-ADMIRAL	15,151	15,151
437 SHS VANGUARD LONG TRM TREAS	5,073	5,073

**TY 2012 Investments Corporate  
Stock Schedule****Name:** USD FOUNDATION**EIN:** 27-1561110

<b>Name of Stock</b>	<b>End of Year Book Value</b>	<b>End of Year Fair Market Value</b>
305 SHS IPATH S&P 500 DYNAMIC VIX ETN	10,968	10,968
170 SHS ISHARES CORE S&P MIDCAP ETF	21,852	21,852
160 SHS ISHARES S&P MIDCAP ETF	22,957	22,957
387 SHS POWERSHARES QQQ	32,040	32,040
838 SHS ARTISAN MID CAP VAL-INST	22,768	22,768
2,423 SHS BLACKROCK EQUITY DIVIDEND-1	56,189	56,189
329 SHS FIDELITY CONTRAFUND INC	32,186	32,186
102 SHS HARBOR INTERNATIONAL-INST	7,221	7,221
691 SHS JPM INTL VAL-INST	10,565	10,565
253 MFS INT'L NEW DISCOVERY-1	7,297	7,297
1,398 SHS OPEENHEIMER DEV MKTS FD	52,928	52,928
285 SHS T ROWE PRICE NEW HORIZONS	13,139	13,139
417 SHS VANGUARD INSTL INDX-INST	67,170	67,170
175 SHS VANGUARD SM CAP INDX-INST	8,869	8,869
463 SHS VANGUARD SM CP VAL INDX-INST	10,422	10,422

## TY 2012 Investments - Other Schedule

**Name:** USD FOUNDATION

**ETIN:** 27-1561110

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
1,448 UNITS CALAMOS MKT NEUT INC-I	AT COST	18,780	18,780
860 UNITS CALDWELL & ORKIN MKT OPP	AT COST	18,782	18,782
866 UNITS DIAMOND HILL LONG/SHORT-1	AT COST	18,991	18,991
1,112 UNITS FORUM ABSOLUTE STRATEGIES-1	AT COST	12,343	12,343
1,162 UNITS MERGER FD	AT COST	18,906	18,906
5,103 UNITS PIMCO ALL ASSET-INST	AT COST	63,685	63,685
2,166 UNITS PIMCO RR STRAT-INST	AT COST	12,238	12,238
5,947.126 UNITS SALIENT RISK PARITY-1 FD	AT COST	58,520	58,520
1,382 UNITS NEUBERGER BERMAN R/E-INST	AT COST	19,113	19,113

## TY 2012 Other Assets Schedule

**Name:** USD FOUNDATION

**EIN:** 27-1561110

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
PREPAID INTEREST	3,411	0	0
DUE FROM AFFILIATE	0	15,000	15,000

## TY 2012 Other Expenses Schedule

**Name:** USD FOUNDATION

**EIN:** 27-1561110

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FILING FEES	219	0		0
PERSONNEL EXPENSES	51,250	5,125		0
INVESTMENT FEES	6,204	6,204		0

**TY 2012 Other Increases Schedule**

**Name:** USD FOUNDATION

**ETIN:** 27-1561110

Description	Amount
UNREALIZED GAINS (LOSSES)	10,206

## TY 2012 Substantial Contributors Schedule

**Name:** USD FOUNDATION

**EIN:** 27-1561110

Name	Address
MICHAEL R CURRY	9590 NEW DECADE DRIVE PASADENA, TX 77507

# TY 2012 Taxes Schedule

**Name:** USD FOUNDATION

**EIN:** 27-1561110

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL EXCISE TAX	9	0		0