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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012, or tax year beginning 12-01-2012 , and ending 11-30-2013

Name of foundation THE RACHAEL AND BEN VAUGHAN FOUNDATION		A Employer identification number 74-6040479	
Number and street (or P O box number if mail is not delivered to street address) P O BOX 460968		B Telephone number (see instructions) (210) 222-0335	
City or town, state, and ZIP code SAN ANTONIO, TX 782460968		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <div><input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change</div> <div><input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change</div>		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) <input checked="" type="checkbox"/> \$ 7,045,771		J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) <input type="checkbox"/> (Part I, column (d) must be on cash basis.)	

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	2,100			
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	4	4		
	4 Dividends and interest from securities.	131,252	131,252		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	65,772			
	b Gross sales price for all assets on line 6a _____ 348,565				
	7 Capital gain net income (from Part IV , line 2)		65,772		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	87	87		
	12 Total. Add lines 1 through 11	199,215	197,115		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	1,950	975		975
	14 Other employee salaries and wages	8,550	855		7,695
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	3,826	194		826
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	2,698	416		2,282
	24 Total operating and administrative expenses. Add lines 13 through 23	17,024	2,440		11,778
	25 Contributions, gifts, grants paid	285,493			285,493
	26 Total expenses and disbursements. Add lines 24 and 25	302,517	2,440		297,271
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-103,302			
	b Net investment income (if negative, enter -0-)		194,675		
c Adjusted net income (if negative, enter -0-)					

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	12,545	6,928	6,928
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	3,635	1,829	1,829
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)			
	c	Investments—corporate bonds (attach schedule).			
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	4,181,166	4,085,591	7,037,014
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
Liabilities	15	Other assets (describe ▶ _____)			
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	4,197,346	4,094,348	7,045,771
	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)	0	304	
	23	Total liabilities (add lines 17 through 22)	0	304	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> 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 ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	2,736,525	2,736,525	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	1,460,821	1,357,519	
	30	Total net assets or fund balances (see page 17 of the instructions)	4,197,346	4,094,044	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	4,197,346	4,094,348	

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	4,197,346
2	Enter amount from Part I, line 27a	2	-103,302
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	4,094,044
5	Decreases not included in line 2 (itemize) ▶ _____	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	4,094,044

Part IV

Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1 a	VANGUARD SHORT-TERM INVEST-GR ADM 26,536 313 SHS	P	2009-12-22	2013-10-28
b	CAPITAL GAINS DIVIDENDS	P		
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 285,000		282,793	2,207
b 63,565			63,565
c			
d			
e			

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

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			2,207
b			63,565
c			
d			
e			

2	Capital gain net income or (net capital loss)	<div><div>If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7</div></div>	2	65,772
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) <div>If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8</div>		3	

Part V

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	283,231	5,932,182	0 047745
2010	243,568	5,805,937	0 041952
2009	233,648	5,146,080	0 045403
2008	285,706	4,367,876	0 065411
2007	309,589	5,837,883	0 053031

2	Total of line 1, column (d).	2	0 253542
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 050708
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	6,629,372
5	Multiply line 4 by line 3.	5	336,162
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	1,947
7	Add lines 5 and 6.	7	338,109
8	Enter qualifying distributions from Part XII, line 4. 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	8	297,271

Part VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a		Exempt operating foundations described in section 4940(d)(2), check here <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		Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	3,894
c		All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2		Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0
3		Add lines 1 and 2.		3	3,894
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0
5		Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	3,894
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	3,829	
b		Exempt foreign organizations—tax withheld at source	6b		
c		Tax paid with application for extension of time to file (Form 8868)	6c		
d		Backup withholding erroneously withheld	6d		
7		Total credits and payments Add lines 6a through 6d.		7	3,829
8		Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached		8	8
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	73
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	
11		Enter the amount of line 10 to be Credited to 2013 estimated tax	Refunded	11	

Part VII-AStatements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?			No
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file Form 1120-POL for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ _____ 0 (2) On foundation managers \$ _____ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) TX _____			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ▶RBVFOUNDATION ORG				
14	The books are in care of ▶BEN F VAUGHAN III PRESIDENT Telephone no ▶(210) 222-0335 Located at ▶P O BOX 460968 SAN ANTONIO TX ZIP +4 ▶782460968			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶	15		
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country ▶				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? <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 page 20 of the instructions)?. . . Organizations relying on a current notice regarding disaster assistance check here. ▶ <input type="checkbox"/>	1b		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?.	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?. <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).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?. <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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i>).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a

During the year did the foundation pay or incur any amount to

(1)

Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

Yes

No

(2)

Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

Yes

No

(3)

Provide a grant to an individual for travel, study, or other similar purposes?

Yes

No

(4)

Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions).

Yes

No

(5)

Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

Yes

No

b

If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

5b

Organizations relying on a current notice regarding disaster assistance check here.

c

If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

Yes

No

If "Yes," attach the statement required by Regulations section 53.4945–5(d).

6a

Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

Yes

No

b

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

6b

No

If "Yes" to 6b, file Form 8870.

7a

At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

Yes

No

b

If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

7b

Part VIII

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

1

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

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

2

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

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

Total

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

0

Form 990-PF (2012)

Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	6,696,137
b	Average of monthly cash balances.	1b	34,190
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	6,730,327
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	6,730,327
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	100,955
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	6,629,372
6	Minimum investment return. Enter 5% of line 5.	6	331,469

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	331,469
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	3,894
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	3,894
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	327,575
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	327,575
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	327,575

Part XII

Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26.	1a	297,271
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	297,271
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	297,271
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				327,575
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			282,463	
b Total for prior years 20__, 20__, 20__		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007.				
b From 2008.				
c From 2009.				
d From 2010.				
e From 2011.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 297,271				
a Applied to 2011, but not more than line 2a			282,463	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2012 distributable amount.				14,808
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
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				312,767
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	0			
10 Analysis of line 9				
a Excess from 2008. . . .				
b Excess from 2009. . . .				
c Excess from 2010. . . .				
d Excess from 2011. . . .				
e Excess from 2012. . . .				

Part XIV

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

1a

If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling.

b

Check box to indicate whether the organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	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 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))

BEN F VAUGHAN III

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

JAMES C VAUGHAN GRANTS RBV FOUNDATION
P O BOX 460968
SAN ANTONIO, TX 782460968
(210) 222-0335

b

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

THE INITIAL GRANT INQUIRY APPLICATION (DOWNLOADED FROM HTTP://WWW.RBVFOUNDATION.ORG/MAKING) MUST BE COMPLETE AND SUBMITTED BY JUNE 1ST TO GRANTS@RBVFOUNDATION.ORG. IF INVITED TO SUBMIT A FINAL GRANT APPLICATION (DOWNLOADED FROM HTTP://WWW.RBVFOUNDATION.ORG/MAKING) MUST BE COMPLETE AND SUBMITTED BY AUGUST 10TH TO GRANTS@RBVFOUNDATION.ORG

c

Any submission deadlines

INITIAL INQUIRY APPLICATIONS DUE BY JUNE 1ST AND FINAL GRANT APPLICATIONS DUE BY AUGUST 10TH

d

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

GRANTS ARE AWARDED IN THE AREA OF HEALTH CARE, HUMAN RIGHTS, RELIGIOUS SUPPORT, SUBSTANCE ABUSE, EDUCATION, ENVIROMENTAL PRESERVATION AND POVERTY REDUCTION

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)				
a Paid during the year See Additional Data Table				
Total			3a	285,493
b Approved for future payment				
Total			3b	0

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a	_____					
b	_____					
c	_____					
d	_____					
e	_____					
f	_____					
g	Fees and contracts from government agencies					
2	Membership dues and assessments. . . .					
3	Interest on savings and temporary cash investments			14	4	
4	Dividends and interest from securities. . . .			14	131,252	
5	Net rental income or (loss) from real estate					
a	Debt-financed property.					
b	Not debt-financed property.					
6	Net rental income or (loss) from personal property					
7	Other investment income.			14	87	
8	Gain or (loss) from sales of assets other than inventory			18	65,772	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory. .					
11	Other revenue a _____					
b	_____					
c	_____					
d	_____					
e	_____					
12	Subtotal. Add columns (b), (d), and (e). .		0		197,115	0
13	Total. Add line 12, columns (b), (d), and (e).			13		197,115

[illegible]

<p>1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?</p> <p>a Transfers from the reporting foundation to a noncharitable exempt organization of</p> <p>(1) Cash.</p> <p>(2) Other assets.</p> <p>b Other transactions</p> <p>(1) Sales of assets to a noncharitable exempt organization.</p> <p>(2) Purchases of assets from a noncharitable exempt organization.</p> <p>(3) Rental of facilities, equipment, or other assets.</p> <p>(4) Reimbursement arrangements.</p> <p>(5) Loans or loan guarantees.</p> <p>(6) Performance of services or membership or fundraising solicitations.</p> <p>c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.</p> <p>d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received</p>		Yes	No
	1a(1)		No
	1a(2)		No
	1b(1)		No
	1b(2)		No
	1b(3)		No
	1b(4)		No
	1b(5)		No
	1b(6)		No
	1c		No

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? . . . ☐ Yes ☒ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

**Sign
Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.

*****	2014-03-29	*****
Signature of officer or trustee	Date	Title

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

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

**Paid
Preparer
Use
Only**

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed <input checked="" type="checkbox"/>	PTIN P00405546
	SANDRA SCHIEFFER	SANDRA SCHIEFFER			
	Firm's name <input type="checkbox"/>	MANGUMSCHIEFFERBRADLEY & CO LLC		Firm's EIN <input type="checkbox"/> 26-3059342	
		7373 BROADWAY SUITE 109			
	Firm's address <input type="checkbox"/>	SAN ANTONIO, TX 78209		Phone no (210) 477-8797	

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

(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
BEN F VAUGHAN III P O BOX 460968 SAN ANTONIO,TX 782460968	PRESIDENT & TRUSTEE 1 00	0	0	0
DAPHNE VAUGHAN P O BOX 460968 SAN ANTONIO,TX 782460968	SECRETARY/TREASURER & TRUSTEE 0 15	0	0	0
BEN F VAUGHAN IV P O BOX 460968 SAN ANTONIO,TX 782460968	VICE PRES & TRUSTEE 1 00	0	0	0
GENEVIEVE VAUGHAN P O BOX 460968 SAN ANTONIO,TX 782460968	VICE PRES & TRUSTEE 1 00	0	0	0
WILLIAM R WARD JR P O BOX 460968 SAN ANTONIO,TX 782460968	ASST SEC & ASST TREAS 1 50	1,950	0	0

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)				
a <i>Paid during the year</i>				
AGE OF CENTRAL TEXAS 3710 CEDAR ST BOX 2 AUSTIN,TX 78705	NONE	PUBLIC CHARITY	TACKLING THE CHALLENGES OF AGING WITH EXPERT SOLUTIONS	5,000
ANN RICHARDS SCHOOL FOUNDATION 2206 PRATHER LANE AUSTIN,TX 78704	NONE	PUBLIC CHARITY	EDUCATE YOUUNG WOMEN TO SUCCEED IN COLLEGE, CAREERS,	10,000
ARC OF CAPITAL AREA 2818 SAN GABRIEL AUSTIN,TX 78705	NONE	PUBLIC CHARITY	FOR THE FAMILY CIRCLE PROGRAM	5,000
AUSTIN DOG ALLIANCE 1705 PASEO CORTO DR CEDAR PARK,TX 78613	NONE	PUBLIC CHARITY	IMPROVE THE HEALTH & WELL BEING OF INDIVIDUALS & FAMILIES THROUGH PROGRAMS INCORPORATING THE CONNECTIONS BETWEEN DOGS AND HUMANS	3,000
AUSTIN PETS ALIVE 1156 WEST CENTER CHAVEZ AUSTIN,TX 78703	NONE	PUBLIC CHARITY	PROVIDE AN ARRAY OF ANIMAL CONTROL, HEALTH, AND PET-OWNER SERVICES TO THE PUBLIC	2,000
BASTROP COUNTY WOMEN'S SHELTER P O BOX 736 BASTROP,TX 78602	NONE	PUBLIC CHARITY	TO SUPPORT CRISIS AND RESIDENTIAL SERVICES FOR DOMESTIC ASSAULT VICTIMS	1,000
BLUE LAPIS LIGHT INC PO BOX 1821 AUSTIN,TX 78767	NONE	PUBLIC CHARITY	SUPPORT AERIAL DANCE AND MOVEMENT CLASSES	5,000
BOY SCOUTS OF AMERICA 2226 N W MILITARY HIGHWAY SAN ANTONIO,TX 78213	NONE	PUBLIC CHARITY	HELP PREPARE YOUNG PEOPLE TO MAKE ETHICAL AND MORAL CHOICES OVER THEIR LIFETIMES	1,000
BREAKTHROUGH 1050 EAST 11TH ST STE 350 AUSTIN,TX 78702	NONE	PUBLIC CHARITY	SUPPORT SATURDAYS AT ST STEPHEN'S PROGRAM	5,000
CAPITAL AREA FOOD BANK OF TEXAS INC 8201 S CONGRESS AVE AUSTIN,TX 78745	NONE	PUBLIC CHARITY	KIDS CAFE PROGRAM	5,000
CAPITAL IDEA P O BOX 1784 AUSTIN,TX 78767	NONE	PUBLIC CHARITY	LIFT WORKING ADULTS OUT POVERTY AND INTO LIVING WAGE CAREERS THROUGH EDUCATION	5,000
CARITAS OF AUSTIN P O BOX 1947 AUSTIN,TX 78767	NONE	PUBLIC CHARITY	EMERGENCY SERVICES FOR LOW INCOME FAMILIES	5,000
CASA MARIANELLA 821 GUNTER ST AUSTIN,TX 78702	NONE	PUBLIC CHARITY	FOR IMMIGRANT SHELTERS	3,000
CASA OF NUECES COUNTY INC P O BOX 4 CORPUS CHRISTI,TX 78403	NONE	PUBLIC CHARITY	ADVOCATE FOR FOSTER CHILDREN IN CRISIS AND FIND PERMANENT HOMES	3,000
CATHOLIC EXTENSION 150 S WACKER DR SUITE 2000 CHICAGO,IL 60606	NONE	PUBLIC CHARITY	SUPPORT AND STRENGTHEN POOR MISSION DIOCESES	3,000

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)				
a Paid during the year				
COMMUNITY PARTNERSHIP FOR THE HOMELESS P O BOX 685065 AUSTIN,TX 787685065	NONE	PUBLIC CHARITY	PROVIDE FINANCIAL ASSISTANCE TO HOMELESS AND HELP THEM ATTAIN HOUSING	2,000
CONSPIRARE 1033 LA POSADA DRIVE SUITE 130 AUSTIN,TX 78752	NONE	PUBLIC CHARITY	SUPPORT PROGRAM 'BIG SINGS' COMMUNITY OUTREACH PROGR	7,000
CORPORATE ACCOUNTABILITY INTERNATIONAL 10 MILK ST SUITE 610 BOSTON,MA 02108	NONE	PUBLIC CHARITY	ENCOURAGE CORPORATIONS TO STOP ABUSIVE PRACTICES	5,000
CORPUS CHRISTI HOPE HOUSE INC 658 ROBINSON ST CORPUS CHRISTI,TX 78404	NONE	PUBLIC CHARITY	GENERAL SUPPORT	2,000
COURT APPOINTED SPECIAL ADVOCATES OF TRAVIS COUNTY 7701 N LAMAR STE 301 AUSTIN,TX 78752	NONE	PUBLIC CHARITY	SUPPORT CHILD ADVOCACY PROGRAMS	3,000
DANCE BRIGADE 3316 24 STREET SAN FRANCISCO,CA 94110	NONE	PUBLIC CHARITY	ENGAGE ARTISTS IN THE EXPLORATION OF CONTEMPORARY SOCIAL ISSUES THROUGH ALL ASPECTS OF DANCE	8,000
ECOLOGY ACTION OF TEXAS 707 E 9TH STREET AUSTIN,TX 78701	NONE	PUBLIC CHARITY	EDUCATE PEOPLE TO CREATE A HEALTHIER ENVIRONMENT THROUGH WASTE PREVENTION	10,000
EMANCIPET INC 7010 EASY WIND DR SUITE 260 AUSTIN,TX 78752	NONE	PUBLIC CHARITY	MAKE SPAY/NEUTER AND PREVENTIVE VETERINARY CARE AFFORDABLE AND ACCESSIBLE	5,000
FAMILY ELDERCARE INC 1700 RUTHERFORD LANE AUSTIN,TX 78754	NONE	PUBLIC CHARITY	SUPPORT PROGRAM THAT HELPS LOW INCOME OLDER ADULTS W	3,000
FOUNDATION COMMUNITIES INC 3036 S FIRST ST AUSTIN,TX 78704	NONE	PUBLIC CHARITY	EXPAND CHILDRENS HOME INITIATIVE	8,000
GIRL SCOUTS OF CENTRAL TEXAS INC 12012 PARK THIRTY-FIVE CIRCLE AUSTIN,TX 78753	NONE	PUBLIC CHARITY	HELP GIRLS BUILD COURAGE, CONFIDENCE, AND CHARACTER THROUGH LEADERSHIP PROGRAMS	1,000
GLOBAL EXCHANGE 2017 MISSION ST 2ND FLOOR SAN FRANCISCO,CA 94110	NONE	PUBLIC CHARITY	PROMOTE HUMAN RIGHTS AND ALLEVIATE POVERTY IN THE GLOBAL SOUTH	5,000
HAVEN FOR HOPE OF BEXAR COUNTY 1 HAVEN FOR HOPE WAY SAN ANTONIO,TX 78207	NONE	PUBLIC CHARITY	SUPPORT WORK WITH HOMELESS INDIVIDUALS	2,500
HEALY-MURPHY CENTER INC 618 LIVE OAK SAN ANTONIO,TX 78202	NONE	PUBLIC CHARITY	GENERAL SUPPORT FOR QUALITY, AFFORDABLE CHILD CARE	1,000
HOPE SPRINGS INSTITUTE 4988 MINERAL SPRINGS ROAD PEEBLES,OH 45660	NONE	PUBLIC CHARITY	BUILD WOMENS LEADERSHIP OF MARGINALIZED IN SOUTH AFRICA	5,000


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)				
a <i>Paid during the year</i>				
INTERNATIONAL MEDIA PROJECT 1714 FRANKLIN ST 100-251 OAKLAND,CA 94942	NONE	PUBLIC CHARITY	FOR THE WOMEN RISING RADIO PROGRAM & WEBSITE	4,500
KIPP AUSTIN PUBLIC SCHOOLS INC 8509 FM 969 BLDG C AUSTIN,TX 78724	NONE	PUBLIC CHARITY	WORK TO CLOSE PROGRESS GAP FOR LOW INCOME MINORITY STUDENTS	10,000
LA POSADA PROVIDENCIA 1610 MARYDALE ROAD SAN BENITO,TX 78586	NONE	PUBLIC CHARITY	CLIENT MEDICAL & DENTAL ASSISTANCE	3,500
LEAGUE OF WOMEN VOTERS OF TEXAS 1212 GUADALUPE AUSTIN,TX 78701	NONE	PUBLIC CHARITY	PROMOTE PROGRAMS THAT HELP INFLUENCE PUBLIC POLICY THROUGH EDUCATION AND ADVOCACY	1,000
MANOS DE CRISTO INC 4911 HARMON AVE AUSTIN,TX 78751	NONE	PUBLIC CHARITY	DENTAL SERVICES TO LOW INCOME INDIVIDUALS & FAMILIES	6,000
MASSACHUSETTS EYE AND EAR INFIRMARY BERMAN-GUND LAB 243 CHARLES ST BOSTON,MA 02114	NONE	PUBLIC CHARITY	SUPPORT PROJECT ON USHER SYNDROME TYPE 1B	7,500
MEALS ON WHEELS AND MORE INC 3227 E 5TH ST AUSTIN,TX 78702	NONE	PUBLIC CHARITY	SUPPORT THE 'HANDY WHEELS' PROGRAM	5,000
MERCED HOUSING TEXAS 212 W LAUREL STEET SAN ANTONIO,TX 78212	NONE	PUBLIC CHARITY	SUPPORT QUALITY, AFFORDABLE HOUSING TO POOR PEOPLE	5,000
MOBILE LOAVES & FISHES 903 S CAPITAL OF TEXAS HIGHWAY AUSTIN,TX 78746	NONE	PUBLIC CHARITY	SERVE MEALS TO HOMELESS	3,000
NATIONAL WILDLIFE FEDERATION 44 EAST AVENUE STE 200 AUSTIN,TX 78701	NONE	PUBLIC CHARITY	SUPPORT TEXAS LIVING WATERS WORKS	7,500
NEW RADIO & PERFORMING ARTS INC 124 BOURNE STREET ROSLINDALE,TX 021312202	NONE	PUBLIC CHARITY	PUBLIC AWARENESS OF THE ARTS	4,993
PEACE DEVELOPMENT FUND INC PO BOX 1280 AMHERST,MA 01004	NONE	PUBLIC CHARITY	PROMOTE GENDER EQUALITY & CULTURE OF NON VIOLENCE	5,000
PEEWEE'S PET ADOPTION WORLD AND SANCTUARY INC 1307 SARATOGA CORPUS CHRISTI,TX 78417	NONE	PUBLIC CHARITY	PROMOTE THE HUMANE AND PROPER TREATMENT OF ALL ANIMALS	2,000
PEOPLES COMMUNITY CLINIC INC 2909 N IH-35 AUSTIN,TX 78722	NONE	PUBLIC CHARITY	SUPPORT HEALTHY MOTHERS AND HAPPY BABIES	5,000
ROB & BESSIE WILDER WILDLIFE P O BOX 1400 SINTON,TX 78387	NONE	PUBLIC CHARITY	GENERAL SUPPORT	2,000

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)				
a <i>Paid during the year</i>				
SAINT MARY'S HALL INC 9401 STARCREST DR SAN ANTONIO,TX 78217	NONE	PUBLIC CHARITY	GENERAL SUPPORT	15,000
SETON HOME FOR PREGNANT WOMEN 1115 MISSION ROAD SAN ANTONIO,TX 78210	NONE	PUBLIC CHARITY	SERVICES FOR PREGNANT OR PARENTING HOMELESS WOMEN	2,500
SHARE FOUNDATION 2425 COLLEGE AVE BERKELEY,CA 94704	NONE	PUBLIC CHARITY	TO EDUCATE SALVADORAN WOMEN ABOUT NEW LAWS	3,000
SPRAY NEUTER INJECT PROJECT SAN ANTONIO 6338 N NEW BRAUNFELS 185 SAN ANTONIO,TX 78209	NONE	PUBLIC CHARITY	FOR THE BIG FIX CLINIC	10,000
ST EDWARD UNIVERSITY 3001 SOUTH CONGRESS AVENUE AUSTIN,TX 78704	NONE	PUBLIC CHARITY	PROMOTE EXCELLENCE IN TEACHING AND LEARNING	5,000
ST JAMES EPISCOPAL SCHOOL 1941 WEBBERVILLE RD AUSTIN,TX 78721	NONE	PUBLIC CHARITY	TUITION ASSISTANCE FOR LOW INCOME STUDENTS	3,500
TEXAS BIOMEDICAL RESEARCH P O BOX 760549 SAN ANTONIO,TX 782450549	NONE	PUBLIC CHARITY	IMPROVE THE HEALTH OF THE GLOBAL COMMUNITY THROUGH BIOMEDICAL RESEARCH	1,000
TEXAS CONVERSATION ALLIANCE PO BOX 822554 DALLAS,TX 75382	NONE	PUBLIC CHARITY	EDUCATE DALLAS CITIZENS TO ENSURE REGION'S WATER FUT	7,000
THE SATYANA INSTITUTE P O BOX 17904 BOULDER,CO 80308	NONE	PUBLIC CHARITY	ENVIROMENTAL EDUCATION	2,000
THE SETON FUND OF THE DAUGHTERS OF CHARITY 1201 WEST 38TH STREET AUSTIN,TX 787051056	NONE	PUBLIC CHARITY	HELP CARE AND IMPROVE THE HEALTH OF THE POOR AND THE VULNERABLE	5,000
THERAPY PET PALS OF TEXAS INC 3930 BEE CAVE RD STE C AUSTIN,TX 78746	NONE	PUBLIC CHARITY	PROGRAM OF VOLUNTEER PET TEAMS VISITING NURSING HOME	2,000
TRINITY CENTER 304 E 7TH STREET AUSTIN,TX 78701	NONE	PUBLIC CHARITY	PROGRAMS FOR THE POOR AND HOMELESS	5,000
VINCARE SERVICES OF AUSTIN FOUNDATION 2026 GUADALUPE STEET AUSTIN,TX 78705	NONE	PUBLIC CHARITY	PROVIDE AFFORDABLE TRANSITIONAL HOUSING FOR HOMELESS MOTHERS & CHILDREN	10,000
WILD CAT CONSERVATION INC PO BOX 1206 KINGSVILLE,TX 78364	NONE	PUBLIC CHARITY	FOR 'NONINVASIVE MONITORING FOR OCELOTS	5,000
WOMEN'S SCHOOL OF HEALING ARTS & SCIENCES 63 ARTHUR DR SANTA ROSA,CA 95403	NONE	PUBLIC CHARITY	EMPOWERMENT CLASSES, SPIRITUAL EDUCATION AND COMMUNITY FOR WOMEN	8,000

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)				
a <i>Paid during the year</i>				
WOMENS SHELTER OF SOUTH TEXAS PO BOX 3368 CORPUS CHRISTI, TX 78463	NONE	PUBLIC CHARITY	FOR EMERGENCY SHELTER & SUPPORTIVE SERVICES PROGRAM	1,000
Total  3a				285,493

**TY 2012 All Other Program
Related Investments Schedule**

Name: THE RACHAEL AND BEN VAUGHAN FOUNDATION
EIN: 74-6040479

Category	Amount
NOT APPLICABLE	0

TY 2012 Investments - Other Schedule**Name:** THE RACHAEL AND BEN VAUGHAN FOUNDATION**EIN:** 74-6040479

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
FIRST EAGLE GLOBAL CLASS I	FMV	1,490,954	2,644,825
CHEVRON	FMV	41,906	244,880
VANGUARD SHORT TERM CORPORATE BOND	FMV	78,234	79,366
VANGUARD TOTAL STOCK MARKET INDEX	FMV	2,474,497	4,067,943

TY 2012 Other Expenses Schedule**Name:** THE RACHAEL AND BEN VAUGHAN FOUNDATION**EIN:** 74-6040479

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
DUES	500	0		500
INSURANCE	2,186	416		1,770
OFFICE EXPENSE	12	0		12

TY 2012 Other Income Schedule

Name: THE RACHAEL AND BEN VAUGHAN FOUNDATION

EIN: 74-6040479

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
OTHER INVESTMENT INCOME	87	87	87

TY 2012 Other Liabilities Schedule

Name: THE RACHAEL AND BEN VAUGHAN FOUNDATION

EIN: 74-6040479

Description	Beginning of Year - Book Value	End of Year - Book Value
PAYROLL LIABILITY	0	304

TY 2012 Taxes Schedule**Name:** THE RACHAEL AND BEN VAUGHAN FOUNDATION**EIN:** 74-6040479

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXCISE TAX ON INVESTMENT INCOME	2,806	0		0
PAYROLL TAX	1,020	194		826