



See a Social Security Number? Say Something!  
Report Privacy Problems to <https://public.resource.org/privacy>  
Or call the IRS Identity Theft Hotline at 1-800-908-4490





| Part II Balance Sheets      |     | Attached schedules and amounts in the description column should be for end-of-year amounts only | Beginning of year | End of year    |                       |
|-----------------------------|-----|---|-------------------|----------------|-----------------------|
|                             |     |   | (a) Book Value    | (b) Book Value | (c) Fair Market Value |
| Assets                      | 1   | Cash non interest bearing   | 6,406.            | 5,744.         | 5,744.                |
|                             | 2   | Savings and temporary cash investments  | 427,707.          | 198,185.       | 198,185.              |
|                             | 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              |                   |                |                       |
|                             | 7   | Other notes and loans receivable ►  |                   |                |                       |
|                             |     | Less allowance for doubtful accounts ►  |                   |                |                       |
|                             | 8   | Inventories for sale or use   |                   |                |                       |
|                             | 9   | Prepaid expenses and deferred charges   |                   |                |                       |
|                             | 10a | Investments U.S. and state government obligations   |                   |                |                       |
|                             | b   | Investments corporate stock   | STMT 6            | 1,411,148.     | 1,759,563.            |
|                             | c   | Investments corporate bonds   |                   |                | 1,915,869.            |
| Liabilities                 | 11  | Investments land, buildings and equipment basis ►   |                   |                |                       |
|                             |     | Less accumulated depreciation ►   |                   |                |                       |
|                             | 12  | Investments mortgage loans  |                   |                |                       |
|                             | 13  | Investments other   |                   |                |                       |
|                             | 14  | Land, buildings, and equipment basis ►  |                   |                |                       |
|                             |     | Less accumulated depreciation ►   |                   |                |                       |
|                             | 15  | Other assets (describe ►)   |                   |                |                       |
|                             | 16  | Total assets (to be completed by all filers)  |                   | 1,845,261.     | 2,119,798.            |
|                             | 17  | Accounts payable and accrued expenses   |                   |                |                       |
|                             | 18  | Grants payable  |                   |                |                       |
| Net Assets or Fund Balances | 19  | Deferred revenue  |                   |                |                       |
|                             | 20  | Loans from officers, directors, trustees, and other disqualified persons                        |                   |                |                       |
|                             | 21  | Mortgages and other notes payable   |                   |                |                       |
|                             | 22  | Other liabilities (describe ►)  |                   |                |                       |
|                             | 23  | Total Liabilities (add lines 17 through 22)   |                   | 0.             | 0.                    |
|                             |     | 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  |                   |                |                       |
| Net Assets or Fund Balances |     | 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  |                   | 0.             | 0.                    |
|                             | 28  | Paid-in or capital surplus, or land, bldg., and equipment fund                                  |                   | 0.             | 0.                    |
|                             | 29  | Retained earnings, accumulated income, endowment, or other funds                                |                   | 1,845,261.     | 1,963,492.            |
|                             | 30  | Total net assets or fund balances   |                   | 1,845,261.     | 1,963,492.            |
|                             | 31  | Total Liabilities and net assets/fund balances  |                   | 1,845,261.     | 1,963,492.            |

## 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<br>(must agree with end of year figure reported on prior year's return) | 1 | 1,845,261. |
| 2 | Enter amount from Part I, line 27a  | 2 | 118,231.   |
| 3 | Other increases not included in line 2 (itemize) ►  | 3 | 0.         |
| 4 | Add lines 1, 2, and 3   | 4 | 1,963,492. |
| 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 | 1,963,492. |

**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<br>P - Purchase<br>D - Donation                                      | (c) Date acquired<br>(mo., day, yr.) | (d) Date sold<br>(mo., day, yr.) |
|---|---|--|---|--------------------------------------|----------------------------------|
| 1a RAYMOND JAMES - SEE STATEMENT D-1  |   |  | P   | 01/01/11                             | 12/31/11                         |
| b ADJUSTMENTS TO BASIS - PTPS   |   |  | P   | 01/01/11                             | 12/31/11                         |
| 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)<br>(e) plus (f) minus (g)  |                                      |                                  |
| a 3,183,378.  |   | 2,973,355.                                   | 210,023.  |                                      |                                  |
| b   |   | <6,616. >                                    | 6,616.  |                                      |                                  |
| c   |   |  |   |                                      |                                  |
| d   |   |  |   |                                      |                                  |
| e   |   |  |   |                                      |                                  |
| 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   |   |                                      |                                  |
| a   |   |  | 210,023.  |                                      |                                  |
| b   |   |  | 6,616.  |                                      |                                  |
| c   |   |  |   |                                      |                                  |
| d   |   |  |   |                                      |                                  |
| e   |   |  |   |                                      |                                  |
| 2 Capital gain net income or (net capital loss)   | { If gain, also enter in Part I, line 7<br>If (loss), enter -0- in Part I, line 7 } |  | 2   | 216,639.                             |                                  |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)<br>If gain, also enter in Part I, line 8, column (c)<br>If (loss), enter -0- in Part I, line 8 |   |  | 3   | N/A                                  |                                  |

**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 instructions before making any entries

| (a)<br>Base period years<br>Calendar year (or tax year beginning in)   | (b)<br>Adjusted qualifying distributions | (c)<br>Net value of noncharitable use assets | (d)<br>Distribution ratio<br>(col (b) divided by col (c)) |
|--|--|--|---|
| 2010   | 120,556.                                 | 1,940,549.                                   | .062125   |
| 2009   | 102,359.                                 | 1,963,145.                                   | .052140   |
| 2008   | 0.                                       | 492,520.                                     | .000000   |
| 2007   |  |  |   |
| 2006   |  |  |   |
| 2 Total of line 1, column (d)  |  |  | 2 .114265   |
| 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 .038088   |
| 4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5   |  |  | 4 2,070,576.  |
| 5 Multiply line 4 by line 3  |  |  | 5 78,864.   |
| 6 Enter 1% of net investment income (1% of Part I, line 27b)   |  |  | 6 2,389.  |
| 7 Add lines 5 and 6  |  |  | 7 81,253.   |
| 8 Enter qualifying distributions from Part XII, line 4   |  |  | 8 120,000.  |

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

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

|  |   |    |          |    |     |        |   |
|--|---|----|----------|----|-----|--------|---|
| 1a Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter N/A on line 1                                 | (attach copy of letter if necessary-see instructions) | 1  | 2,389.   |    |     |        |   |
| Date of ruling or determination letter _____   |   |    |          |    |     |        |   |
| 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 |   |    |          |    |     |        |   |
| 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-)   |   |    |          |    |     |        |   |
| 3 Add lines 1 and 2  | 2,389.  | 2  | 0.       |    |     |        |   |
| 4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)  |   |    |          |    |     |        |   |
| 5 Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0-   |   |    |          |    |     |        |   |
| 6 Credits/Payments   |   |    |          |    |     |        |   |
| a 2011 estimated tax payments and 2010 overpayment credited to 2011  |   |    |          | 6a | 3   | 2,389. |   |
| 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 |
| 8 Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached                                  |   |    |          | 8  | 16. |        |   |
| 9 Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed   | 9   |    |          |    |     |        |   |
| 10 Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid  |   | 10 |          |    |     | 2,405. |   |
| 11 Enter the amount of line 10 to be Credited to 2012 estimated tax ►  |   |    | Refunded |    |     |        |   |

**Part VII-A Statements 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?  | 1a | Yes | No |
| b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?   |    |     |    |
| If the answer is Yes to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities   |    |     |    |
| c Did the foundation file Form 1120 POL for this year?   | 1c | X   |    |
| d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year  |    |     |    |
| (1) On the foundation ► \$ _____ 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  | X   |    |
| 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  |    |     |    |
| 3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes                           | 3  | X   |    |
| 4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?   |    |     |    |
| 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?   | 4b | X   |    |
| If "Yes," attach the statement required by General Instruction T   |    |     |    |
| 5  |    |     |    |
| 6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either   | 5  | X   |    |
| • 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?   |    |     |    |
| 7 Did the foundation have at least \$5,000 in assets at any time during the year?  | 6  | X   |    |
| If "Yes," complete Part II, col (c), and Part XV   |    |     |    |
| 7  |    |     |    |
| 8a Enter the states to which the foundation reports or with which it is registered (see instructions) ►  | 7  | X   |    |
| 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   |    |     |    |
| 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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV | 8b | X   |    |
| 10 Did any persons become substantial contributors during the tax year? If Yes, attach a schedule listing their names and addresses  |    |     |    |
| 9  |    |     |    |
| 10   |    |     |    |

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

|  |   |   |
|--|---|---|
| 11   |   | X |
| 12   |   | X |
| 13   | X |   |
| Website address ► N/A  |   |   |
| 14 The books are in care of ► MAZIE LEFTWICH Telephone no ► 281-844-0212   |   |   |
| Located at ► 1923 STERLING GREEN CT, SUGAR LAND, TX ZIP+4 ► 77479  |   |   |
| 15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990 PF in lieu of Form 1041 - Check here ► <input type="checkbox"/><br>and enter the amount of tax exempt interest received or accrued during the year ► 15 N/A  |   |   |
| 16 At any time during calendar year 2011, 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? Yes No<br>See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ► |   |   |

## Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

| File Form 4720 if any item is checked in the "Yes" column, unless an exception applies  |     |    |
|---|-----|----|
|   | Yes | No |
| 1a During the year did the foundation (either directly or indirectly)   |     |    |
| (1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No  |     |    |
| (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No  |     |    |
| (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No  |     |    |
| (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No  |     |    |
| (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No   |     |    |
| (6) Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No   |     |    |
| b If any answer is "Yes" to 1a(1) (6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d) 3 or in a current notice regarding disaster assistance (see instructions)?<br>Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/> N/A   | 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 2011? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No   | 1c  | X  |
| 2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))   |     |    |
| a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No   |     |    |
| If "Yes," list the years ► _____, _____, _____, _____, _____  |     |    |
| 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) <input type="checkbox"/> N/A   | 2b  |    |
| c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► _____, _____, _____, _____  |     |    |
| 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 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10, 15, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011) <input type="checkbox"/> N/A | 3b  |    |
| 4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/> 4a  |     | X  |
| b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011? <input type="checkbox"/> 4b   |     | X  |

**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**

|   |   |  |   |
|---|---|--|---|
| 5a During the year did the foundation pay or incur any amount to  | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |  |   |
| (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?   | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |  |   |
| (2) 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 |  |   |
| (3) Provide a grant to an individual for travel, study, or other similar purposes?  | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)?  | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?   | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |  |   |
| b If any answer is "Yes" to 5a(1) (5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? | N/A   | 5b   |   |
| Organizations relying on a current notice regarding disaster assistance check here  | <input type="checkbox"/>  |  |   |
| c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?  | N/A   | <input type="checkbox"/> Yes <input type="checkbox"/> 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?  | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |  |   |
| b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?  | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | 6b   | X |
| If Yes to 6b, file Form 8870  |   |  |   |
| 7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?   | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |  |   |
| b If Yes, did the foundation receive any proceeds or have any net income attributable to the transaction?   | N/A   | 7b   |   |

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

## 1 List all officers, directors, trustees, foundation managers and their compensation

| (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 |
|----------------------|---|---|---|---------------------------------------|
| G. BRENT LEFTWICH    | PRESIDENT/DIRECTOR  |   |   |                                       |
| 407 JULIE RIVERS CT  | 5.00  | 0.  | 0.  | 0.                                    |
| SUGAR LAND, TX 77478 |   |   |   |                                       |
| MAZIE LEFTWICH       | SECRETARY/DIRECTOR  |   |   |                                       |
| 407 JULIE RIVERS CT  | 5.00  | 0.  | 0.  | 0.                                    |
| SUGAR LAND, TX 77478 |   |   |   |                                       |
| RUSSELL C. JONES     | DIRECTOR  |   |   |                                       |
| 407 JULIE RIVERS CT  | 1.00  | 0.  | 0.  | 0.                                    |
| SUGAR LAND, TX 77478 |   |   |   |                                       |
|                      |   |   |   |                                       |
|                      |   |   |   |                                       |
|                      |   |   |   |                                       |

## 2 Compensation of five highest-paid employees (other than those included on line 1) 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 |
|---|---|------------------|---|---------------------------------------|
| NOT APPLICABLE  | 0.00  | 0.               | 0.  | 0.                                    |
|   |   |                  |   |                                       |
|   |   |                  |   |                                       |
|   |   |                  |   |                                       |
|   |   |                  |   |                                       |
|   |   |                  |   |                                       |

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 If none, enter "NONE"**

| (a) Name and address of each person paid more than \$50,000 | (b) Type of service | (c) Compensation |
|---|---------------------|------------------|
| NOT APPLICABLE  |                     | 0.               |
|   |                     |                  |
|   |                     |                  |
|   |                     |                  |
|   |                     |                  |
|   |                     |                  |

**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**

|   |             |    |
|---|-------------|----|
| 1 | <b>NONE</b> |    |
|   |             | 0. |
| 2 |             |    |
|   |             |    |
| 3 |             |    |
|   |             |    |
| 4 |             |    |
|   |             |    |

**Part IX-B** **Summary of Program-Related Investments**

Describe the two largest program related investments made by the foundation during the tax year on lines 1 and 2

**Amount**

|              |   |           |
|--------------|---|-----------|
| 1            | <b>NONE</b>   |           |
|              |   | 0.        |
| 2            |   |           |
|              |   |           |
| 3            | All other program related investments. See instructions |           |
| <b>3</b>     | <b>NONE</b>   |           |
|              |   | 0.        |
| <b>Total</b> | <b>Add lines 1 through 3</b>                            | <b>►</b>  |
|              |   | <b>0.</b> |

**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 | 1a | 1,785,007. |
| a Average monthly fair market value of securities  | 1b | 317,101.   |
| b Average of monthly cash balances   | 1c |            |
| c Fair market value of all other assets  | 1d | 2,102,108. |
| d <b>Total</b> (add lines 1a, b, and c)  |    |            |
| 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  | 2,102,108. |
| 4 Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)   | 4  | 31,532.    |
| 5 <b>Net value of noncharitable-use assets</b> Subtract line 4 from line 3 Enter here and on Part V, line 4  | 5  | 2,070,576. |
| 6 <b>Minimum investment return</b> Enter 5% of line 5  | 6  | 103,529.   |

**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  | 103,529. |
| 2a Tax on investment income for 2011 from Part VI, line 5   | 2a | 2,389.   |
| b Income tax for 2011 (This does not include the tax from Part VI )                                       | 2b |          |
| c Add lines 2a and 2b   | 2c | 2,389.   |
| 3 Distributable amount before adjustments Subtract line 2c from line 1                                    | 3  | 101,140. |
| 4 Recoveries of amounts treated as qualifying distributions   | 4  | 0.       |
| 5 Add lines 3 and 4   | 5  | 101,140. |
| 6 Deduction from distributable amount (see instructions)  | 6  | 0.       |
| 7 <b>Distributable amount as adjusted</b> Subtract line 6 from line 5 Enter here and on Part XIII, line 1 | 7  | 101,140. |

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

|  |    |          |
|--|----|----------|
| 1 Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes  | 1a | 120,000. |
| a Expenses, contributions, gifts, etc total from Part I, column (d), line 26   | 1b | 0.       |
| b Program-related investments - total from Part IX-B   | 2  |          |
| 2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes                        | 3a |          |
| 3 Amounts set aside for specific charitable projects that satisfy the  | 3b |          |
| a Suitability test (prior IRS approval required)   | 4  | 120,000. |
| b Cash distribution test (attach the required schedule)  | 5  | 2,389.   |
| 4 <b>Qualifying distributions</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4                  | 6  | 117,611. |
| 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 |    |          |
| 6 <b>Adjusted qualifying distributions</b> Subtract line 5 from line 4   |    |          |

**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)<br>Corpus | (b)<br>Years prior to 2010 | (c)<br>2010 | (d)<br>2011 |
|---|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2011 from Part XI, line 7  |               |                            |             | 101,140.    |
| 2 Undistributed income, if any, as of the end of 2011   |               |                            | 0.          |             |
| a Enter amount for 2010 only  |               |                            |             |             |
| b Total for prior years   |               | 0.                         |             |             |
| 3 Excess distributions carryover, if any, to 2011   |               |                            |             |             |
| a From 2006   |               |                            |             |             |
| b From 2007   |               |                            |             |             |
| c From 2008   |               |                            |             |             |
| d From 2009   | 665.          |                            |             |             |
| e From 2010   | 24,767.       |                            |             |             |
| f Total of lines 3a through e   | 25,432.       |                            |             |             |
| 4 Qualifying distributions for 2011 from Part XII, line 4 ► \$ 120,000.   |               |                            | 0.          |             |
| a Applied to 2010, but not more than line 2a  |               |                            |             |             |
| 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 2011 distributable amount  |               |                            |             | 101,140.    |
| e Remaining amount distributed out of corpus  | 18,860.       |                            |             |             |
| 5 Excess distributions carryover applied to 2011 (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   | 44,292.       |                            |             |             |
| 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 2010 Subtract line 4a from line 2a Taxable amount - see instr  |               |                            | 0.          |             |
| f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012   |               |                            |             | 0.          |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)  | 0.            |                            |             |             |
| 8 Excess distributions carryover from 2006 not applied on line 5 or line 7  | 0.            |                            |             |             |
| 9 Excess distributions carryover to 2012 Subtract lines 7 and 8 from line 6a  | 44,292.       |                            |             |             |
| 10 Analysis of line 9   |               |                            |             |             |
| a Excess from 2007  |               |                            |             |             |
| b Excess from 2008  |               |                            |             |             |
| c Excess from 2009  | 665.          |                            |             |             |
| d Excess from 2010  | 24,767.       |                            |             |             |
| e Excess from 2011  | 18,860.       |                            |             |             |



## 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        |
| <b>a Paid during the year</b>   |   |                                |                                  |               |
| THE EXCHANGE CLUB OF SUGAR LAND<br>4800 SUGAR GROVE BLVD , SUITE 100<br><u>STAFFORD, TX 77477</u>                               | NONE  | RECIPIENT                      | CULTURAL ENRICHMENT              | 10,000.       |
| SUGAR LAND FIRST UNITED METHODIST CHURCH<br>431 ELDRIDGE ROAD<br><u>SUGAR LAND, TX 77478</u>                                    | NONE  | RECIPIENT                      | CULTURAL ENRICHMENT              | 37,000.       |
| SOUTHWEST DISTRICT - TEXAS ANNUAL CONFERENCE - UNITED METHODIST CHURCH<br>3900 LEXINGTON BLVD<br><u>MISSOURI CITY, TX 77459</u> | NONE  | RECIPIENT                      | CULTURAL ENRICHMENT              | 15,000.       |
| LITTLE FOOTPRINTS<br>P O BOX 70348<br><u>HOUSTON, TX 77270</u>  | NONE  | RECIPIENT                      | CULTURAL ENRICHMENT              | 15,000.       |
| FRELSBURG FIRE DEPARTMENT<br>2319 FM 1291<br><u>NEW ULM, TX 78950</u>   | NONE  | RECIPIENT                      | CULTURAL ENRICHMENT              | 43,000.       |
| <b>Total</b>  |   |                                |                                  | ► 3a 120,000. |
| <b>b Approved for future payment</b>  |   |                                |                                  |               |
| NONE  |   |                                |                                  |               |
|   |   |                                |                                  |               |
|   |   |                                |                                  |               |
|   |   |                                |                                  |               |
| <b>Total</b>  |   |                                |                                  | ► 3b 0.       |

## Part XVI-A Analysis of Income-Producing Activities

| Enter gross amounts unless otherwise indicated             | Unrelated business income |               | Excluded by section 512, 513, or 514 | (e)<br>Related or exempt<br>function income |
|--|---------------------------|---------------|--------------------------------------|---|
|  | (a)<br>Business<br>code   | (b)<br>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       |                           |               |                                      |   |
| 4 Dividends and interest from securities                   |                           |               | 14                                   | 6,005.                                      |
| 5 Net rental income or (loss) from real estate             |                           |               | 14                                   | 34,550.                                     |
| a Debt-financed property                                   |                           |               |                                      |   |
| b Not debt-financed property                               |                           |               |                                      |   |
| 6 Net rental income or (loss) from personal property       |                           |               |                                      |   |
| 7 Other investment income                                  |                           |               |                                      |   |
| 8 Gain or (loss) from sales of assets other than inventory |                           |               | 18                                   | 216,639.                                    |
| 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.            | 257,194.                             | 0.  |
| 13 Total Add line 12, columns (b), (d), and (e)            |                           |               | 13                                   | 257,194.                                    |

**Part VIIB Relationship of Activities to the Accomplishment of Exempt Purposes**

| Line No<br>▼ | Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) |
|--------------|--|
| N/A          |  |
|              |  |
|              |  |
|              |  |
|              |  |
|              |  |
|              |  |
|              |  |
|              |  |
|              |  |
|              |  |
|              |  |
|              |  |
|              |  |
|              |  |
|              |  |
|              |  |
|              |  |



## FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

| SOURCE   | AMOUNT |
|--|--------|
| ENERGY TRANSFER PARTNERS, LP                   | 19.    |
| FOUNDERS BANK                                  | 5,253. |
| KINDER MORGAN ENERGY PARTNERS, LP              | 71.    |
| LINN ENERGY, LLC                               | 8.     |
| MARKWEST ENERGY PARTNERS, LP                   | 66.    |
| RAYMOND JAMES                                  | 587.   |
| WILLIAMS PARTNERS, LP                          | 1.     |
| TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A | 6,005. |

## FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

| SOURCE                            | GROSS AMOUNT | CAPITAL GAINS DIVIDENDS | COLUMN (A) AMOUNT |
|-----------------------------------|--------------|-------------------------|-------------------|
| ENERGY TRANSFER PARTNERS, LP      | 36.          | 0.                      | 36.               |
| KINDER MORGAN ENERGY PARTNERS, LP | 32.          | 0.                      | 32.               |
| MARKWEST ENERGY PARTNERS, LP      | 183.         | 0.                      | 183.              |
| RAYMOND JAMES                     | 34,299.      | 0.                      | 34,299.           |
| TOTAL TO FM 990-PF, PART I, LN 4  | 34,550.      | 0.                      | 34,550.           |

## FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 3

| DESCRIPTION                  | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |
|------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| INVESTMENT MANAGER FEES      | 17,496.                      | 17,496.                           |                               | 0.                            |
| TO FORM 990-PF, PG 1, LN 16C | 17,496.                      | 17,496.                           |                               | 0.                            |

|             |       |           |   |
|-------------|-------|-----------|---|
| FORM 990-PF | TAXES | STATEMENT | 4 |
|-------------|-------|-----------|---|

| DESCRIPTION                 | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |
|-----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| US FEDERAL INCOME TAX       | 651.                         | 0.                                |                               | 0.                            |
| CANADIAN INCOME TAX         | 108.                         | 108.                              |                               | 0.                            |
| BRAZIL INCOME TAX           | 45.                          | 45.                               |                               | 0.                            |
| SPAIN INCOME TAX            | 653.                         | 653.                              |                               | 0.                            |
| TO FORM 990-PF, PG 1, LN 18 | 1,457.                       | 806.                              |                               | 0.                            |

|             |                |           |   |
|-------------|----------------|-----------|---|
| FORM 990-PF | OTHER EXPENSES | STATEMENT | 5 |
|-------------|----------------|-----------|---|

| DESCRIPTION                 | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |
|-----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| BANK CHARGES                | 10.                          | 0.                                |                               | 0.                            |
| TO FORM 990-PF, PG 1, LN 23 | 10.                          | 0.                                |                               | 0.                            |

|             |                 |           |   |
|-------------|-----------------|-----------|---|
| FORM 990-PF | CORPORATE STOCK | STATEMENT | 6 |
|-------------|-----------------|-----------|---|

| DESCRIPTION                             | BOOK VALUE | FAIR MARKET<br>VALUE |
|---|------------|----------------------|
| RAYMOND JAMES                           | 1,759,563. | 1,915,869.           |
| TOTAL TO FORM 990-PF, PART II, LINE 10B | 1,759,563. | 1,915,869.           |

|             |  |           |   |
|-------------|--|-----------|---|
| FORM 990-PF | PART XV - LINE 1A<br>LIST OF FOUNDATION MANAGERS | STATEMENT | 7 |
|-------------|--|-----------|---|

## NAME OF MANAGER

G. BRENT LEFTWICH  
MAZIE LEFTWICH

THE JABEZ FOUNDATION

APPLICATION SUBMISSION INSTRUCTIONS

1 Submit a Grant Application to The Jabez Foundation by the appropriate deadline. The Grant Application should include a description of the project, a total estimated cost and benefits to be derived. Grant Applications should be as brief as possible but long enough to explain the project. When an application is received, it will be reviewed for thoroughness and the receipt acknowledged. The Jabez Foundation may request a meeting with the applicant to discuss the application.

2 Completed Grant Applications (which meet grant application guidelines) will be reviewed by the Foundation's Board of Directors on a semi-annual basis and funding priorities will be established. Deadlines for applications are February 1 and September 1, as applicable. Applicants should not contact members of the Board to discuss applications. All applicants will be notified as soon as a decision is made concerning their applications.

3 Grants will be distributed on the applicable grant distribution date. These deadlines are subject to change.

| <u>Application Deadline</u> | <u>Grant Distribution Date</u> |
|-----------------------------|--------------------------------|
| February 1                  | April 1                        |
| September 1                 | November 1                     |

4 Once grants are distributed, each grantee shall execute The Jabez Foundation Grant Agreement as a condition of grant acceptance. A report of the use of funds and effectiveness of the project should be submitted to the Foundation by January 15 of the year following the grant and any subsequent year(s) expenditures.

5 Grant applications should be sent to:

The Jabez Foundation  
Attn: Marie Leitwich, Secretary  
407 Julie Rivers Drive  
Sugar Land, Texas 77478

ATTACHMENT A

**THE JABEZ FOUNDATION**

**GRANT APPLICATION INSTRUCTIONS**

The enclosed application should be used to request a grant

Grant applications may request that grants from The Jabez Foundation for a specific program be made over a multiple year period, not to exceed five (5) years. Organizations may reapply for funding for a specific program after a two year break in funding.

## THE JABEZ FOUNDATION

### GRANT APPLICATION

#### I. IDENTIFICATION OF GRANTEE

A Name of Grantee (exactly as shown on tax-exempt letter, unless a governmental entity)

B Project Name (if different from Grantee), street address, city, state and zip code

C Contact information

Name and Title \_\_\_\_\_

Telephone Number \_\_\_\_\_

Fax Number \_\_\_\_\_

Email Address \_\_\_\_\_

#### II PURPOSE OF GRANT

A What focus area of The Jabez Foundation Mission Statement would the grant serve? (Education, Cultural Activities)

B State the type of project (Capital Improvement, endowment for specific project and program, nonsustaining program, etc.)

C Description of the community need met by the proposal

D How many and who will be served by this project? (Be specific )

E What outcomes are expected as a result of the project?

F The timetable or work plan for the project

G How will the project be evaluated (i.e. what is the measure of the project's success?)

H Description of expenses for which The Jabez Foundation funds will be used

I Exact dollar (\$) amount requested from The Jabez Foundation

1 All at one time - when?

2 If over period of time - what period?

#### III. BACKGROUND OF ORGANIZATION

A Brief description of the purposes and the historical development of the organization

B If the purpose of the organization has changed, why and what is different now?

- C List the Board of Directors, including name and affiliation of each one
- D List all current staff. Specify who will be involved with the project
- E What specific qualifications do they bring to the project?
- F Representative List of Other Donors to the Organization

#### IV FINANCIAL INFORMATION

- A A line item budget for the total project. (please attach)
- B A plan for continuing the project, or the tangible results of the project, after the requested grant funds expire
- C What other foundations, corporations, individual donors or volunteer groups have you approached for funds for this project?
- D How will a grant from The Jabez Foundation to the project leverage additional dollars (other foundation or corporate funds, governmental funds, etc )?

#### V ADDITIONAL INFORMATION (must be provided— please attach to application)

- A A copy of the Grantee Organization's tax-exempt letter from the Internal Revenue Service, including a statement that Grantee is in continuing compliance with its tax-exempt letter (i.e., no revocations, or changes to exempt function)
- B A copy of the Organization's most recent audited financial statement or Form 990
- C A copy of the Organization's current operating and capital expenditure budgets
- D Executed Statement of Potential Grantee

## THE JABEZ FOUNDATION

### **CRITERIA TO BE USED BY BOARD OF DIRECTORS IN EVALUATING A GRANT APPLICATION**

#### I Grantee Organization

##### A Does application meet general guidelines?

- 1 Is applicant a 501(c)(3) organization? (Proof of good standing included with application?)
- 2 Is application complete in all respects, and if not, has the grant committee or staff contacted the applicant organization for more information?
- 3 What is the grant committee or staff recommendation?
- 4 What Board of Directors Member is assigned oversight of project (i.e. expenditure responsibility)?

#### II Purpose of Grant

##### A Is the purpose of the proposed project clear? What Focus area of the Mission Statement does the proposal address?

- 1 Education
- 2 Cultural Activities

##### B What will be the ultimate use of the funds? Is the proposed use in keeping with the Focus of Funds Use of the Mission Statement? Is the need for the proposed project clearly stated and justified? If so, how will the proposed project help meet the need?

- 1 Capital Improvements?
- 2 Endowment for specific projects and programs?
- 3 Non-sustaining program funds?
- 4 Other?

##### C What qualifications do project proponents bring to the project to ensure its success?

#### III Financial Concerns/Expenditure Responsibility

##### A Does the proposed budget for the project seem reasonable?

##### B How will the proposed project be supported after the requested grant expires?