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

2011

Department of the Treasury  
Internal Revenue Service

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

For calendar year 2011, or tax year beginning

, 2011, and ending

THE LAWRENCE & NANCY PADFIELD FOUNDATION  
11106 FALCONWING DRIVE  
THE WOODLANDS, TX 77381

G Check all that apply:  Initial return  Initial Return of a former public charity  
 Final return  Amended return  
 Address change  Name change

H Check type of organization:  Section 501(c)(3) exempt private foundation  
 Section 4947(a)(1) nonexempt charitable trust  Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, column (c), line 16) **\$ 922,304.** J Accounting method  Cash  Accrual  
 Other (specify) \_\_\_\_\_

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE	1 Contributions, gifts, grants, etc, received (att sch)	1,500.			
	2 Ck <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	17,606.	17,606.		
	5a Gross rents b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10 b Gross sales price for all assets on line 6a	-16,243.			
	7 Capital gain net income (from Part IV, line 2)		0.		
	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/(loss) (att sch)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	2,863.	17,606.		RECEIVED
	13 Compensation of officers, directors, trustees, etc	0.			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) b Accounting fees (attach sch) SEE ST 1 c Other prof fees (attach sch)	1,500.	1,000.		
	17 Interest				
	18 Taxes (attach schedule)(see instrs) SEE STM 2	1,485.	285.		
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) SEE STATEMENT 3	10,619.	10,619.		
	24 Total operating and administrative expenses. Add lines 13 through 23	13,604.	11,904.		500.
	25 Contributions, gifts, grants paid PART XV	46,040.			46,040.
	26 Total expenses and disbursements. Add lines 24 and 25	59,644.	11,904.	0.	46,540.
	27 Subtract line 26 from line 12: a Excess of revenue over expenses and disbursements b Net investment income (if negative, enter -0-) c Adjusted net income (if negative, enter -0-)	-56,781.	5,702.		

9

Part I 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	1,000,000.	15,251.	15,251.	
	2				
	3				
	4				
	5				
	6				
	7				
	8				
	9				
	10a				
	b				
	c				
	11				
	Less: accumulated depreciation (attach schedule)				
	12				
	13	STATEMENT 4	927,556.	906,641.	
14					
Land, buildings, and equipment: basis					
Less: accumulated depreciation (attach schedule)					
15	SEE STATEMENT 5	412.	412.		
16	Total assets (to be completed by all filers— see the instructions. Also, see page 1, item I)	1,000,000.	943,219.	922,304.	
LIABILITIES	17				
	18				
	19				
	20				
	21				
	22				
	23	Total liabilities (add lines 17 through 22)	0.	0.	
NET ASSETS	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.	<input type="checkbox"/>			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.	<input checked="" type="checkbox"/>			
	27	Capital stock, trust principal, or current funds	1,000,000.	943,219.	
	28	Paid-in or capital surplus, or land, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see instructions)	1,000,000.	943,219.	
	31	Total liabilities and net assets/fund balances (see instructions)	1,000,000.	943,219.	

## Part II 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	1,000,000.
2	Enter amount from Part I, line 27a	2	-56,781.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	943,219.
5	Decreases not included in line 2 (itemize)	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)— Part II, column (b), line 30	6	943,219.

**Part IV: Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)

(b) How acquired  
P — Purchase  
D — Donation(c) Date acquired  
(month, day, year)(d) Date sold  
(month, day, year)**1a SEE STATEMENT 6**

b			
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			
b			
c			
d			
e			

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

(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h)) gain minus column (k), but not less than -0- or Losses (from column (h))
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	<input type="checkbox"/> If gain, also enter in Part I, line 7 <input type="checkbox"/> If (loss), enter -0- in Part I, line 7	2	-16,243.
---	---	---	----------

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):	<input type="checkbox"/> If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	3	0.
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**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.)

N/A

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?  Yes  No

If 'Yes,' the foundation does not qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2010			
2009			
2008			
2007			
2006			

**2 Total of line 1, column (d)**

2

**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

**4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5**

4

**5 Multiply line 4 by line 3**

5

**6 Enter 1% of net investment income (1% of Part I, line 27b)**

6

**7 Add lines 5 and 6**

7

**8 Enter qualifying distributions from Part XII, line 4**

8

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 V 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.	
1b	Date of ruling or determination letter _____ (attach copy of letter if necessary— see instrs)	
1c	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	1 114.
1d	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)	
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2 0.
3	Add lines 1 and 2	3 114.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4 0.
5	<b>Tax based on investment income</b> Subtract line 4 from line 3 If zero or less, enter -0-	5 114.
6	Credits/Payments:	
6a	a 2011 estimated tax pmts and 2010 overpayment credited to 2011	6a 1,200.
6b	b Exempt foreign organizations— tax withheld at source	6b
6c	c Tax paid with application for extension of time to file (Form 8868)	6c
6d	d Backup withholding erroneously withheld	6d
7	Total credits and payments Add lines 6a through 6d	7 1,200.
8	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>	9 0.
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	10 1,086.
11	Enter the amount of line 10 to be <b>Credited to 2012 estimated tax</b> ► <input type="checkbox"/> 1,086.   <b>Refunded</b> ► <input type="checkbox"/> 11 0.	11

**Part VI** 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?

	Yes	No
1a		X

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?

	X
--	---

If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities

c Did the foundation file Form 1120-POL for this year?

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?

3	X
---	---

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

4a	X
----	---

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

4b	N/A
----	-----

b If 'Yes,' has it filed a tax return on Form 990-T for this year?

5	X
---	---

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

6	X
---	---

If 'Yes,' attach the statement required by General Instruction T

7	X
---	---

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:

8a	X
----	---

• By language in the governing instrument, or

8b	X
----	---

• 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?

9	X
---	---

7 Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, column (c), and Part XV

10	X
----	---

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	X
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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

9	X
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10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses

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

11		X
12		X
13	X	
14	LAWRENCE J. PADFIELD 11106 FALCONWING DRIVE THE WOODLANDS TX	Telephone no. (281) 370-0297 ZIP + 4 77381
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 – Check here and enter the amount of tax-exempt interest received or accrued during the year	
16	15	N/A
16	Yes	No
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.

1a	During the year did the foundation (either directly or indirectly):	Yes	No
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
(6)	Agree to pay money or property to a government official? <b>Exception.</b> Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
b	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)?	1b	N/A
Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>			
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?	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 ► 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	N/A
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 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.)	3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	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?	4b	X

**Part VI EBT 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))?
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?
- (3) Provide a grant to an individual for travel, study, or other similar purposes?
- (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)
- (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 Yes  No Yes  No Yes  No Yes  No**b** If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?Organizations relying on a current notice regarding disaster assistance check here ► **c** If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

If 'Yes,' attach the statement required by Regulations section 53.4945-5(d)

N/A  Yes  No**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?

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?

N/A

7b

5b N/A

6b X

**Part VII 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
LAWRENCE JAMES PADFIELD 11106 FALCONWING DRIVE THE WOODLANDS, TX 77381	PRESIDENT 2.00	0.	0.	0.
NANCY JEAN PADFIELD 11106 FALCONWING DRIVE THE WOODLANDS, TX 77381	VICE PRES 1.00	0.	0.	0.
RAE ANN PADFIELD 1532 BLUE BELL LANE ST. LOUIS, MO 63119	TREASURER 1.00	0.	0.	0.
-----	-----	-----	-----	-----

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

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

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

► 0

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

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

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

---

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

---

0

**Part X-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

organizations and other beneficiaries served, conferences convened, research papers produced, etc	
1	N/A
2	
3	
4	

**Part IXB** Summary of Program-Related Investments (see instructions)

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

**Amount**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2		Amount
1	N/A	
2		

All other program-related investments. See instructions.

**Total:** Add lines 1 through 3. ▶ 0

**Total.** Add lines 1 through 3 ► 0.

**BAA**

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

<b>1a</b>	669,894.
<b>1b</b>	311,390.
<b>1c</b>	
<b>1d</b>	981,284.
<b>1e</b>	0.
<b>2</b>	0.
<b>3</b>	981,284.
<b>4</b>	14,719.
<b>5</b>	966,565.
<b>6</b>	48,328.

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

<b>1</b>	48,328.
<b>2a</b>	114.
<b>2b</b>	
<b>2c</b>	114.
<b>3</b>	48,214.
<b>4</b>	
<b>5</b>	48,214.
<b>6</b>	
<b>7</b>	48,214.

**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
  - b Program-related investments – total from Part IX-B
- 2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes
- 3 Amounts set aside for specific charitable projects that satisfy the:
  - a Suitability test (prior IRS approval required)
  - b Cash distribution test (attach the required schedule)
- 4 **Qualifying distributions** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4
- 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)
- 6 **Adjusted qualifying distributions** Subtract line 5 from line 4

<b>1a</b>	46,540.
<b>1b</b>	
<b>2</b>	
<b>3a</b>	
<b>3b</b>	
<b>4</b>	46,540.
<b>5</b>	
<b>6</b>	46,540.

**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 XII Undistributed Income (see instructions)**

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				48,214.
2 Undistributed income, if any, as of the end of 2011			43,853.	
a Enter amount for 2010 only		0.		
b Total for prior years: 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e		0.		
4 Qualifying distributions for 2011 from Part XII, line 4: > \$ 46,540.			43,853.	
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			2,687.	
e Remaining amount distributed out of corpus		0.		
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:				
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 instructions			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				45,527.
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 2006 not applied on line 5 or line 7 (see instructions)		0.		
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a		0.		
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				



**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)				
<i>a Paid during the year</i>				
SEE STATEMENT 9				
<b>Total</b>			► 3a	<b>46,040.</b>
<i>b Approved for future payment</i>				
<b>Total</b>			► 3b	

Part XVI-A Analysis of Income-Producing Activities

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclu- sion 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					
4 Dividends and interest from securities					
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					
8 Gain or (loss) from sales of assets other than inventory					
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)					1,363.
13 Total Add line 12, columns (b), (d), and (e)				13	1,363.

(See worksheet in line 13 instructions to verify calculations )

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

Line No. ▼	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). (See instructions )
N/A	

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

a Transfers from the reporting foundation to a noncharitable exempt organization of:

- (1) Cash
- (2) Other assets

## **b Other transactions**

- (1) Sales of assets to a noncharitable exempt organization
- (2) Purchases of assets from a noncharitable exempt organization
- (3) Rental of facilities, equipment, or other assets
- (4) Reimbursement arrangements
- (5) Loans or loan guarantees
- (6) Performance of services or membership or fundraising solicitation

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

	Yes	No
1a (1)	X	
1a (2)	X	
1b (1)	X	
1b (2)	X	
1b (3)	X	
1b (4)	X	
1b (5)	X	
1b (6)	X	
1c		X

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.

<b>(a) Line no.</b>	<b>(b) Amount involved</b>	<b>(c) Name of noncharitable exempt organization</b>	<b>(d) Description of transfers, transactions, and sharing arrangements</b>
N/A			

**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
N/A		

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) is based on all information of which preparer has any knowledge

**Sign  
Here**

►  Signature of officer or trustee

16

Title

May the IRS discuss this return with the preparer shown below (see instructions)?

Print/Type preparer's name		Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
<b>Paid Preparer Use Only</b>	LOUISE S. ROSENTHAL, CPA		7/20/2012	P00088243	
	Firm's name	► ROSENTHAL & CO., P.C.		Firm's EIN ► 76-0589675	
	Firm's address	► 3900 ESSEX LANE, SUITE 1120 HOUSTON, TX 77027		Phone no (713) 655-0163	

**BAA**

**Form 990-PF (2011)**

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## FEDERAL STATEMENTS

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THE LAWRENCE &amp; NANCY PADFIELD FOUNDATION

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**STATEMENT 1**  
**FORM 990-PF, PART I, LINE 16B**  
**ACCOUNTING FEES**

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	\$ 1,500.	\$ 1,000.	\$ 0.	\$ 500.
TOTAL	<u>\$ 1,500.</u>	<u>\$ 1,000.</u>	<u>\$ 0.</u>	<u>\$ 500.</u>

**STATEMENT 2**  
**FORM 990-PF, PART I, LINE 18**  
**TAXES**

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES PAID	\$ 285.	\$ 285.	\$ 0.	\$ 0.
FOUNDATION EXCISE TAXES	1,200.			
TOTAL	<u>\$ 1,485.</u>	<u>\$ 285.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

**STATEMENT 3**  
**FORM 990-PF, PART I, LINE 23**  
**OTHER EXPENSES**

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	\$ 10,619.	\$ 10,619.	\$ 0.	\$ 0.
TOTAL	<u>\$ 10,619.</u>	<u>\$ 10,619.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

**STATEMENT 4**  
**FORM 990-PF, PART II, LINE 13**  
**INVESTMENTS - OTHER**

	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
<u>OTHER SECURITIES</u>			
EQUITY FUNDS - SEE DETAIL	COST	\$ 632,266.	\$ 598,074.
BOND FUNDS - SEE DETAIL	COST	295,290.	308,567.
TOTAL		<u>\$ 927,556.</u>	<u>\$ 906,641.</u>

LAWRENCE & NANCY PADFIELD FOUNDATION  
 2011 Form 990-PF  
 PAGE 2, PART II, BALANCE SHEETS

EIN 27-2798913

**STATEMENT 4 -**  
Other Securities

Equity Funds.

	BEGINNING OF YEAR	END OF YEAR	
	Book Value	Book Value	Fair Market Value
Invesco Developing Markets Fund CI Y	-	37,164	36,250
AQR Momentum Fund CI L	-	42,052	39,519
American Century Mid Cap Value Fd	-	36,645	32,767
William Blair International Small	-	34,804	30,354
Gateway Fund CI Y	-	42,253	41,706
MSIF Inc International	-	32,314	31,391
Parnassus Small-Cap Fund	-	41,659	34,447
Prudential Jennison Health Sciences	-	27,624	29,200
Ridgeworth Seix Floating Rate High	-	24,044	23,094
Schwab Fundamental US Large Co	-	94,553	89,182
TCW Emerging Markets	-	23,103	22,773
Thornburg International	-	41,229	34,632
SPDR Gold TR	-	23,945	25,534
Vanguard Specialized Port Dividend	-	130,877	127,225
<b>Total Equity Funds</b>	<b>-</b>	<b>632,266</b>	<b>598,074</b>

Bond Funds

Ishares TR Barclays TIPS Bd Fd	-	42,748	45,742
Ishares TR Barclays 7-10 Yr Treas Bd	-	40,614	46,134
Ishares TR Barclays 1-3 Yr Treas Bd	-	80,267	81,036
Ishares TR Barcius 1-3 Yr Cr Bd Fd	-	44,991	45,014
vanguard Bd Index Fd	-	86,670	90,641
<b>Total Bond Funds</b>	<b>-</b>	<b>295,290</b>	<b>308,567</b>

**Total Other Securities**

**-** **927,556** **906,641**

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**STATEMENT 5**  
**FORM 990-PF, PART II, LINE 15**  
**OTHER ASSETS**

	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
AR DIVIDENDS	\$ 412.	\$ 412.
<b>TOTAL</b>	<b>\$ 412.</b>	<b>\$ 412.</b>

**STATEMENT 6**  
**FORM 990-PF, PART IV, LINE 1**  
**CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

<u>ITEM</u>	<u>(A) DESCRIPTION</u>	<u>(B) HOW ACQUIRED</u>	<u>(C) DATE ACQUIRED</u>	<u>(D) DATE SOLD</u>
1	1,357.936 SH AMER CTRY MID CAP VALUE FD	PURCHASED	4/06/2011	10/19/2011
2	125.804 SH GATEWAY FUND CL Y	PURCHASED	4/06/2011	VARIOUS
3	453 SH ISHARES TR MSCI EAFE INDEX FD	PURCHASED	4/06/2011	VARIOUS
4	851 SH ISHARES TR S&P GLBL INFR INDEX	PURCHASED	VARIOUS	VARIOUS
5	660.285 SH PARNASSUS FD SM CAP FD	PURCHASED	4/06/2011	10/19/2011
6	76.439 SH PRUDENTIAL JENNISON HLTH SC FD	PURCHASED	8/17/2011	9/22/2011
7	1,995 SH SPDR GOLD TR	PURCHASED	4/06/2011	VARIOUS
8	1,633.717 SH THORNBURG INTER VALUE FD	PURCHASED	4/06/2011	VARIOUS
9	287 SH VANGUARD EMERG MKTS ETF	PURCHASED	VARIOUS	VARIOUS
10	98 SH VANGUARD SPEC PORT VIPERS	PURCHASED	4/06/2011	VARIOUS
11	66.719 SH WILLIAM BLAIR INTER SMALL CAP GR	PURCHASED	4/06/2011	6/07/2011
12	76 SH ISHARES TR BARCLAYS TIPS BD FD	PURCHASED	4/06/2011	VARIOUS
13	54 SH ISHARES TR BARCLAYS 1-3 YR BD FD	PURCHASED	4/06/2011	VARIOUS
14	130 SH ISHARES TR BARCLAYS 1-3 YR TREAS	PURCHASED	4/06/2011	VARIOUS
15	118 SH ISHARES TR BARCLAYS 7-10 YR TREAS	PURCHASED	6/04/2011	VARIOUS
16	3,095.549 SH RIDGEWORTH FDS SEIX FLRT HI I	PURCHASED	4/06/2011	VARIOUS
17	197 SH VANGUARD BD INDEX FD ETF	PURCHASED	4/06/2011	VARIOUS
18	CAPITAL GAIN DISTRIBUTIONS	PURCHASED	VARIOUS	VARIOUS

<u>ITEM</u>	<u>(E) GROSS SALES</u>	<u>(F) DEPREC. ALLOWED</u>	<u>(G) COST BASIS</u>	<u>(H) GAIN (LOSS)</u>	<u>(I) FMV 12/31/69</u>	<u>(J) ADJ. 12/31/69</u>	<u>(K) BAS. (I) - (J)</u>	<u>(L) EXCESS GAIN (LOSS)</u>
1	15,861.		18,088.	-2,227.				\$ -2,227.
2	3,161.		3,365.	-204.				-204.
3	24,385.		27,597.	-3,212.				-3,212.
4	28,708.		31,418.	-2,710.				-2,710.
5	13,067.		17,002.	-3,935.				-3,935.
6	1,870.		1,897.	-27.				-27.
7	18,473.		16,106.	2,367.				2,367.
8	40,843.		49,747.	-8,904.				-8,904.
9	11,202.		14,044.	-2,842.				-2,842.
10	4,958.		5,510.	-552.				-552.
11	942.		920.	22.				22.
12	8,738.		8,277.	461.				461.
13	5,624.		5,624.	0.				0.
14	10,991.		10,879.	112.				112.
15	12,232.		10,922.	1,310.				1,310.
16	26,884.		27,953.	-1,069.				-1,069.
17	16,496.		15,718.	778.				778.
18	4,389.		0.	4,389.				4,389.
							TOTAL	\$ -16,243.

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**STATEMENT 7**  
**FORM 990-PF, PART XV, LINE 1A**  
**FOUNDATION MANAGERS - 2% OR MORE CONTRIBUTORS**

LAWRENCE JAMES PADFIELD  
 NANCY JEAN PADFIELD

**STATEMENT 8**  
**FORM 990-PF, PART XV, LINE 2A-D**  
**APPLICATION SUBMISSION INFORMATION**

NAME OF GRANT PROGRAM: LAWRENCE AND NANCY PADFIELD FOUNDATION  
 NAME:  
 CARE OF: LAWRENCE & NANCY PADFIELD  
 STREET ADDRESS: 11106 FALCONWING DRIVE  
 CITY, STATE, ZIP CODE: THE WOODLANDS, TX 77381  
 TELEPHONE: (281) 370-0297  
 FORM AND CONTENT: SOLICITATIONS OF CHARITABLE NEEDS INCLUDING INTRODUCTORY LETTER OF QUALIFIED ORGANIZATION.  
 SUBMISSION DEADLINES: NONE  
 RESTRICTIONS ON AWARDS: SUPPORT OF CHARITABLE, RELIGIOUS, EDUCATIONAL AND SCIENTIFIC ENDEAVORS OF QUALIFIED ORGANIZATIONS UNDER PROVISIONS OF SECTION 501(C) (3) OF THE INTERNAL REVENUE CODE.

**STATEMENT 9**  
**FORM 990-PF, PART XV, LINE 3A**  
**RECIPIENT PAID DURING THE YEAR**

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
GOLFERS AGAINST CANCER 1700 LAKE KINGWOOD TR. KINGWOOD, TX 77339	NONE	501C-3	CHARITABLE	\$ 5,000.
ROMO FOUNDATION 9832 WHITCOMB LANE SAINT LOUIS, MO 63123	NONE	501C-3	CHARITABLE	5,000.
NORTHWEST ASSISTANCE MINISTRIES 15555 KUYKENDAHL HOUSTON, TX 77090	NONE	501C-3	CHARITABLE	540.
THE SPIRIT GOLF ASSOCIATION 2441 HIGH TIMBERS, STE 430 THE WOODLANDS, TX 77380	NONE	501C-3	CHARITABLE	7,500.
ALZHEIMER'S ASSOCIATION 2242 W. HOLCOMBE BLVD. HOUSTON, TX 77030	NONE	501C-3	CHARITABLE	10,000.

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**STATEMENT 9 (CONTINUED)**  
**FORM 990-PF, PART XV, LINE 3A**  
**RECIPIENT PAID DURING THE YEAR**

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
SPECIAL OPERATIONS WARRIOR FOUNDATION P.O. BOX 13483 TAMPA, FL 33681	NONE	501C-3	CHARITABLE	\$ 10,000.
THE WOMEN'S HOME 607 WESTHEIMER HOUSTON, TX 77006	NONE	501C-3	CHARITABLE	5,500.
LONE STAR ANIMAL WELFARE LEAGUE P.O. BOX 130175 THE WOODLANDS, TX 77393	NONE	501C-3	CHARITABLE	2,500.
TOTAL				\$ <u>46,040.</u>

Application for Extension of Time To File an  
Exempt Organization Return

OMB No 1545-1709

Department of the Treasury  
Internal Revenue Service

► File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box.

► 

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)

**Do not complete Part II unless** you have already been granted an automatic 3-month extension on a previously filed Form 8868.

**Electronic filing (e-file).** You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit [www.irs.gov/efile](http://www.irs.gov/efile) and click on *e-file for Charities & Nonprofits*.

**Part I Automatic 3-Month Extension of Time.** Only submit original (no copies needed).A corporation required to file Form 990-T and requesting an automatic 6-month extension – check this box and complete Part I only ► 

All other corporations (including 1120-C filers), partnerships, REMICS, and trusts must use Form 7004 to request an extension of time to file income tax returns

Enter filer's identifying number, see instructions

Type or print  File by the due date for filing your return. See instructions	Name of exempt organization or other filer, see instructions  THE LAWRENCE & NANCY PADFIELD FOUNDATION	Employer identification number (EIN) or  [X] 27-2798913
	Number, street, and room or suite number. If a P.O. box, see instructions  5918 CENTER COURT DRIVE	Social security number (SSN)  [ ]
	City, town or post office, state, and ZIP code. For a foreign address, see instructions  SPRING, TX 77379-5531	

Enter the Return code for the return that this application is for (file a separate application for each return)

04

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (section 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ► LAWRENCE J. PADFIELD

Telephone No. ► (281) 370-0297FAX No ►       

- If the organization does not have an office or place of business in the United States, check this box ►

- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN)        If this is for the whole group, check this box ►  If it is for part of the group, check this box ►  and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 8/15, 20 12, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

- calendar year 20 11 or
- tax year beginning       , 20       , and ending       , 20

2 If the tax year entered in line 1 is for less than 12 months, check reason:  Initial return  Final return  
 Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a \$ <u>122.</u>
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b \$ <u>1,200.</u>
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	3c \$ <u>0.</u>

**Caution.** If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

✓