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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

, and ending

Name of foundation <b>BP FOUNDATION, INC.</b>		A Employer identification number <b>36-6046879</b>
Number and street (or P O box number if mail is not delivered to street address) <b>501 WESTLAKE PARK BLVD, 25TH FLOOR</b>		B Telephone number <b>(281) 366-2000</b>
City or town, state, and ZIP code <b>HOUSTON, TX 77079</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> Foreign organizations meeting the 85% test, 2. check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ <b>62,303,190.</b>	J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
<i>(Part I, column (d) must be on cash basis.)</i>		

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>1</b> Contributions, gifts, grants, etc., received	<b>3,491,282.</b>		<b>N/A</b>	
<b>2</b> Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
<b>3</b> Interest on savings and temporary cash investments	<b>584,812.</b>	<b>584,812.</b>		
<b>4</b> Dividends and interest from securities	<b>7.</b>	<b>7.</b>		
<b>5a</b> Gross rents				
<b>b</b> Net rental income or (loss)				
<b>6a</b> Net gain or (loss) from sale of assets not on line 10	<b>3,124,574.</b>			
<b>b</b> Gross sales price for all assets on line 6a <b>145167444.</b>				
<b>7</b> Capital gain net income (from Part IV, line 2)		<b>3,124,574.</b>		
<b>8</b> Net short-term capital gain				
<b>9</b> Income modifications				
<b>10a</b> Gross sales less returns and allowances				
<b>b</b> Less Cost of goods sold				
<b>c</b> Gross profit or (loss)				
<b>11</b> Other income				
<b>12 Total.</b> Add lines 1 through 11	<b>7,200,675.</b>	<b>3,709,393.</b>		
<b>13</b> Compensation of officers, directors, trustees, etc	<b>320,231.</b>	<b>0.</b>		<b>320,231.</b>
<b>14</b> Other employee salaries and wages	<b>52,560.</b>	<b>0.</b>		<b>52,560.</b>
<b>15</b> Pension plans, employee benefits	<b>131,499.</b>	<b>0.</b>		<b>131,499.</b>
<b>16a</b> Legal fees <b>STMT 1</b>	<b>5,720.</b>	<b>0.</b>		<b>0.</b>
<b>b</b> Accounting fees <b>STMT 2</b>	<b>33,440.</b>	<b>0.</b>		<b>33,440.</b>
<b>c</b> Other professional fees <b>STMT 3</b>	<b>244,446.</b>	<b>191,322.</b>		<b>53,124.</b>
<b>17</b> Interest				
<b>18</b> Taxes <b>STMT 4</b>	<b>95,976.</b>	<b>0.</b>		<b>0.</b>
<b>19</b> Depreciation and depletion				
<b>20</b> Occupancy				
<b>21</b> Travel, conferences, and meetings	<b>46,459.</b>	<b>0.</b>		<b>46,459.</b>
<b>22</b> Printing and publications				
<b>23</b> Other expenses <b>STMT 5</b>	<b>216,077.</b>	<b>0.</b>		<b>216,077.</b>
<b>24 Total operating and administrative expenses.</b> Add lines 13 through 23	<b>1,146,408.</b>	<b>191,322.</b>		<b>853,390.</b>
<b>25</b> Contributions, gifts, grants paid	<b>22,042,894.</b>			<b>20,179,496.</b>
<b>26 Total expenses and disbursements.</b> Add lines 24 and 25	<b>23,189,302.</b>	<b>191,322.</b>		<b>21,032,886.</b>
<b>27 Subtract line 26 from line 12:</b>				
<b>a</b> Excess of revenue over expenses and disbursements	<b>&lt;15988627.&gt;</b>			
<b>b</b> Net investment income (if negative, enter -0-)		<b>3,518,071.</b>		
<b>c</b> Adjusted net income (if negative, enter -0-)			<b>N/A</b>	

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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				
	2	Savings and temporary cash investments		14,263,176.	11,349,474.	11,349,474.
	3	Accounts receivable ▶ 262,267.				
		Less: allowance for doubtful accounts ▶		139,890.	262,267.	262,267.
	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 STMT 7		26,462,511.	8,994,283.	8,994,283.
	b	Investments - corporate stock STMT 8		0.	84,000.	84,000.
	c	Investments - corporate bonds STMT 9		43,085,918.	41,612,986.	41,612,986.
11	Investments - land, buildings, and equipment basis ▶					
	Less: accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other STMT 10		148.	180.	180.	
14	Land, buildings, and equipment: basis ▶					
	Less: accumulated depreciation ▶					
15	Other assets (describe ▶ )					
<b>16 Total assets (to be completed by all filers)</b>				<b>83,951,643.</b>	<b>62,303,190.</b>	<b>62,303,190.</b>
Liabilities	17	Accounts payable and accrued expenses		4,479,814.	245,587.	
	18	Grants payable		12,583,768.	10,753,523.	
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶ STATEMENT 11)		32,518.	3,794,047.	
<b>23 Total liabilities (add lines 17 through 22)</b>				<b>17,096,100.</b>	<b>14,793,157.</b>	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted		66,855,543.	47,510,033.	
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg., and equipment fund				
29	Retained earnings, accumulated income, endowment, or other funds					
<b>30 Total net assets or fund balances</b>				<b>66,855,543.</b>	<b>47,510,033.</b>	
<b>31 Total liabilities and net assets/fund balances</b>				<b>83,951,643.</b>	<b>62,303,190.</b>	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	66,855,543.
2	Enter amount from Part I, line 27a	2	<15,988,627.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	50,866,916.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 6	5	3,356,883.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	47,510,033.

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

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
<b>1a PUBLICLY TRADED SECURITIES</b>				
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 145,167,444.		142,042,870.	3,124,574.	
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a			3,124,574.	
b				
c				
d				
e				
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7		2	3,124,574.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). 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) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	32,158,399.	100,242,784.	.320805
2009	38,411,773.	132,609,636.	.289660
2008	54,633,140.	179,801,646.	.303852
2007	58,124,908.	171,340,388.	.339236
2006	43,936,076.	86,393,210.	.508559
2 Total of line 1, column (d)			2 1.762112
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 .352422
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 70,731,879.
5 Multiply line 4 by line 3			5 24,927,470.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 35,181.
7 Add lines 5 and 6			7 24,962,651.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			8 21,032,886.

**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. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	70,361.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3	Add lines 1 and 2	3	70,361.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	70,361.
6	Credits/Payments:		
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	33,640.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	55,000.
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	88,640.
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	18,279.
11	Enter the amount of line 10 to be: Credited to 2012 estimated tax <input type="checkbox"/> 18,279. Refunded <input checked="" type="checkbox"/>	11	0.

**Part VII-A Statements Regarding Activities**

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		X
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		X

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)			X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	X		
14	The books are in care of ▶ <u>PATRICE HENRY</u> Telephone no. ▶ <u>(281) 366-2000</u> Located at ▶ <u>501 WESTLAKE PARK BLVD, 24TH FLOOR, HOUSTON, TX</u> ZIP+4 ▶ <u>77079</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15   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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶		Yes	No
		16		X

**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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input 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)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1b	X
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 ▶ _____, _____, _____		
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.) 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.) N/A	3b	
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 VII-B** Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?  Yes  No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?  Yes  No
- (3) Provide a grant to an individual for travel, study, or other similar purposes?  Yes  No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?  Yes  No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?  Yes  No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?  Yes  No

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?  Yes  No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?  Yes  No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?  Yes  No

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?  Yes  No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?  Yes  No

N/A

5b	X	
6b		X
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
SEE STATEMENT 12		320,231.	110526.	0.

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
NONE				

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

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
VANDERBILT CAPITAL ADVISORS , NEW YORK, NY 10166	INVESTMENT MGMT. FEES	150,804.
CHARITIES AID FOUNDATION , WEST MAILING, KENT ME 19 4TA UNITED KINGDOM	MATCHING GIFT ADMIN	86,073.
THE JK GROUP, INC. , PLAINSBORO, NJ 08536	MATCHING GIFT ADMIN.	78,311.

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 N/A	
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 N/A	
2	
All other program-related investments. See instructions.	
3	

Total. Add lines 1 through 3 ▶ 0.

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	53,931,869.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	17,877,145.
<b>c</b>	Fair market value of all other assets	<b>1c</b>	
<b>d</b>	Total (add lines 1a, b, and c)	<b>1d</b>	71,809,014.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0.
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	71,809,014.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	1,077,135.
<b>5</b>	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	70,731,879.
<b>6</b>	Minimum investment return. Enter 5% of line 5	<b>6</b>	3,536,594.

**Part XI** Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here  and do not complete this part.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	3,536,594.
<b>2a</b>	Tax on investment income for 2011 from Part VI, line 5	<b>2a</b>	70,361.
<b>b</b>	Income tax for 2011. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	70,361.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	3,466,233.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	0.
<b>5</b>	Add lines 3 and 4	<b>5</b>	3,466,233.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	0.
<b>7</b>	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	3,466,233.

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

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	21,032,886.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	0.
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	21,032,886.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	<b>5</b>	0.
<b>6</b>	Adjusted qualifying distributions. Subtract line 5 from line 4	<b>6</b>	21,032,886.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

**Part XIII** Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7 ...				3,466,233.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006	42727264.			
b From 2007	51468077.			
c From 2008	45656451.			
d From 2009	31804593.			
e From 2010	27179900.			
f Total of lines 3a through e	198,836,285.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ \$ 21,032,886.				
a Applied to 2010, but not more than line 2a			0.	
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				3,466,233.
e Remaining amount distributed out of corpus	17,566,653.			
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	216,402,938.			
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	42,727,264.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	173,675,674.			
10 Analysis of line 9:				
a Excess from 2007	51468077.			
b Excess from 2008	45656451.			
c Excess from 2009	31804593.			
d Excess from 2010	27179900.			
e Excess from 2011	17566653.			

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling [ ]  
 b Check box to indicate whether the foundation is a private operating foundation described in section [ ] 4942(j)(3) or [ ] 4942(j)(5)

	Tax year				(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

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

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**  
 Check here  if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number of the person to whom applications should be addressed:  
 N/A

b The form in which applications should be submitted and information and materials they should include:  
 N/A

c Any submission deadlines:  
 N/A

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:  
 N/A

**Part XV** Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a Paid during the year</b>				
SEE ATTACHED STATEMENT	N/A			20,179,496.
<b>Total</b>			▶ 3a	20,179,496.
<b>b Approved for future payment</b>				
NONE				
<b>Total</b>			▶ 3b	0.





**Schedule B**

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

Department of the Treasury  
Internal Revenue Service**Schedule of Contributors**

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

OMB No 1545-0047

**2011**

Name of the organization

BP FOUNDATION, INC.

Employer identification number

36-6046879

Organization type (check one):

**Filers of:****Section:**

Form 990 or 990-EZ

 501(c)( ) (enter number) organization 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation 527 political organization

Form 990-PF

 501(c)(3) exempt private foundation 4947(a)(1) nonexempt charitable trust treated as a private foundation 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

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

**Special Rules**

- For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. . . . . ▶ \$ \_\_\_\_\_

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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

Name of organization <b>BP FOUNDATION, INC.</b>	Employer identification number <b>36-6046879</b>
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**Part I Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	BP AMERICA INC. 501 WESTLAKE PARK BLVD, 25TH FLOOR HOUSTON, TX 77079	\$ 2,882,986.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	BP AMERICA INC. 501 WESTLAKE PARK BLVD, 25TH FLOOR HOUSTON, TX 77079	\$ 248,433.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3	BP AMERICA INC. 501 WESTLAKE PARK BLVD, 25TH FLOOR HOUSTON, TX 77079	\$ 359,863.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization <b>BP FOUNDATION, INC.</b>	Employer identification number <b>36-6046879</b>
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**Part II** Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	108,139 SHARES OF TESLA MOTORS INC. _____ _____	\$ 2,882,986.	04/01/11
2	101,817 SHARES OF PHOENIX COMPANIES INC. _____ _____	\$ 248,433.	07/13/11
3	5,090 SHARES OF VIRTUS INVESTMENT PARTNERS INC _____ _____	\$ 359,863.	07/13/11
	_____ _____ _____	\$ _____	_____
	_____ _____ _____	\$ _____	_____
	_____ _____ _____	\$ _____	_____

Name of organization <b>BP FOUNDATION, INC.</b>	Employer identification number <b>36-6046879</b>
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**Part III** Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once) ▶ \$ \_\_\_\_\_  
 Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
<b>(e) Transfer of gift</b>			
<b>Transferee's name, address, and ZIP + 4</b>		<b>Relationship of transferor to transferee</b>	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
<b>(e) Transfer of gift</b>			
<b>Transferee's name, address, and ZIP + 4</b>		<b>Relationship of transferor to transferee</b>	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
<b>(e) Transfer of gift</b>			
<b>Transferee's name, address, and ZIP + 4</b>		<b>Relationship of transferor to transferee</b>	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
<b>(e) Transfer of gift</b>			
<b>Transferee's name, address, and ZIP + 4</b>		<b>Relationship of transferor to transferee</b>	

FORM 990-PF	LEGAL FEES			STATEMENT 1
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	5,720.	0.		0.
TO FM 990-PF, PG 1, LN 16A	5,720.	0.		0.

FORM 990-PF	ACCOUNTING FEES			STATEMENT 2
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
AUDIT FEES	20,940.	0.		20,940.
TAX FEES	12,500.	0.		12,500.
TO FORM 990-PF, PG 1, LN 16B	33,440.	0.		33,440.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISORY FEE	150,804.	150,804.		0.
CUSTODIAN FEE	40,518.	40,518.		0.
CONSULTING FEES	53,124.	0.		53,124.
TO FORM 990-PF, PG 1, LN 16C	244,446.	191,322.		53,124.

FORM 990-PF	TAXES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAX	95,976.	0.		0.
TO FORM 990-PF, PG 1, LN 18	95,976.	0.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MATCHING GIFT ADMINISTRATION	180,336.	0.		180,336.
INDIANA SECRETARY OF STATE	10.	0.		10.
MEMBERSHIP FEES	15,000.	0.		15,000.
MISCELLANEOUS EXPENSE	20,731.	0.		20,731.
TO FORM 990-PF, PG 1, LN 23	216,077.	0.		216,077.

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	6
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DESCRIPTION	AMOUNT
UNREALIZED GAIN(LOSS) FOR YEAR	535,045.
BASIS DIFFERENCE BETWEEN TAX AND FMV AT DATE OF CONTRIBUTION	2,821,838.
TOTAL TO FORM 990-PF, PART III, LINE 5	3,356,883.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 7

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED STATEMENT	X		8,994,283.	8,994,283.
TOTAL U.S. GOVERNMENT OBLIGATIONS			8,994,283.	8,994,283.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			8,994,283.	8,994,283.

FORM 990-PF CORPORATE STOCK STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED STATEMENT	84,000.	84,000.
TOTAL TO FORM 990-PF, PART II, LINE 10B	84,000.	84,000.

FORM 990-PF CORPORATE BONDS STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED STATEMENT	41,612,986.	41,612,986.
TOTAL TO FORM 990-PF, PART II, LINE 10C	41,612,986.	41,612,986.

FORM 990-PF OTHER INVESTMENTS STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ACCRUED RECEIVABLES	FMV	180.	180.
TOTAL TO FORM 990-PF, PART II, LINE 13		180.	180.

FORM 990-PF	OTHER LIABILITIES	STATEMENT 11
DESCRIPTION	BOY AMOUNT	EOY AMOUNT
GRANTS PAYABLE	32,518.	3,742,047.
TAXES PAYABLE	0.	52,000.
TOTAL TO FORM 990-PF, PART II, LINE 22	32,518.	3,794,047.

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT 12
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
RAY C. DEMPSEY 1101 NEW YORK AVE NW WASHINGTON, DC 20005	PRESIDENT/DIRECTOR 0.50	0.	0.	0.
MARK E. THOMPSON 30 S. WACKER DRIVE CHICAGO, IL 60606	TREASURER 0.50	0.	0.	0.
DONALD L. KETTERING 30 S. WACKER DRIVE CHICAGO, IL 60606	ASSISTANT TREASURER 0.50	0.	0.	0.
GREG T. WILLIAMSON 30 S. WACKER DRIVE CHICAGO, IL 60606	ASSISTANT TREASURER 0.50	0.	0.	0.
ANDREW P. HOPWOOD 501 WESTLAKE PARK BLVD HOUSTON, TX 77079	CHAIRMAN/DIRECTOR 0.50	0.	0.	0.
CLARE BEBBINGTON 1 ST. JAMES' SQUARE LONDON	DIRECTOR 0.50	0.	0.	0.
IRIS M. CROSS 1250 POYDRAS ST NEW ORLEANS, LA 70113	DIRECTOR 0.50	0.	0.	0.
SHERRY STRASNER 501 WESTLAKE PARK BLVD HOUSTON, TX 77079	ASSOCIATE DIRECTOR 40.00	91,891.	35,499.	0.

BP FOUNDATION, INC.

36-6046879

BEN E. CANNON 501 WESTLAKE PARK BLVD HOUSTON, TX 77079	EXECUTIVE DIRECTOR 40.00	228,340.	75,027.	0.
DALE P. SHRALLOW 501 WESTLAKE PARK BLVD HOUSTON, TX 77079	GENERAL TAX OFFICER 0.50	0.	0.	0.
STEVEN L. BRAY 1 ST. JAMES' SQUARE LONDON	CORPORATE SECRETARY 0.50	0.	0.	0.
BRENDA H. PENNINGTON 501 WESTLAKE PARK BLVD HOUSTON, TX 77079	ASSISTANT SECRETARY 0.50	0.	0.	0.
DON ELDRED 501 WESTLAKE PARK BLVD HOUSTON, TX 77079	CFO/DIRECTOR 0.50	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		<u>320,231.</u>	<u>110526.</u>	<u>0.</u>

* * SECURITIES * *	UNIT COST MARKET PRICE SHARES/PAR	COST	MARKET VALUE ACCRUED INCOME	UNREALIZED GAIN (LOSS)
<b>EQUITIES</b>				
<b>COMMON STOCK</b>				
PHOENIX COMPANIES INC COM STK USD0 01 71902E109	2.44 1.68 50,000	122,000.00	84,000.00 0.00	(38,000.00)
<b>TOTAL COMMON STOCK</b>		122,000.00	84,000.00 0.00	(38,000.00)
<b>TOTAL EQUITIES</b>		122,000.00	84,000.00 0.00	(38,000.00)
<b>FIXED INCOME</b>				
<b>GOVERNMENT BONDS</b>				
FEDERAL NATIONAL MORTGAGE ASSOC 0.75% BD SEMI-ANN. 0.750% 12/18/2013 31398A5W8	100.533 100.382 1,200,000	1,206,396.00	1,204,584.00 325.00	(1,812.00)
U S TREAS SEC STRIPPED INT PMT TINT 15/F SEMI-ANN. 0.000% 02/15/2013 912833DD9	98.3562 99.793 1,900,000	1,868,767.36	1,896,067.00 0.00	27,299.64
U S TREAS SEC STRIPPED INT PMT TINT 15/N SEMI-ANN. 0.000% 11/15/2012 912833JZ4	98.836 99.911 3,000,000	2,965,080.00	2,997,330.00 0.00	32,250.00
UNITED STATES TREAS NTS 0.375% 31/OCT/20 SEMI-ANN. 0.375% 10/31/2012 912828PD6	100.0313 100.199 1,500,000	1,500,468.75	1,502,985.00 958.10	2,516.25
UNITED STATES TREAS NTS 0.750% 15/DEC/20 SEMI-ANN. 0.750% 12/15/2013 912828PL8	99.0938 100.965 1,380,000	1,367,493.75	1,393,317.00 480.74	25,823.25
<b>TOTAL GOVERNMENT BONDS</b>		8,908,205.86	8,994,283.00 1,763.84	86,077.14

* * SECURITIES * *	UNIT COST MARKET PRICE SHARES/PAR	COST	MARKET VALUE ACCRUED INCOME	UNREALIZED GAIN (LOSS)
<b>MORTGAGE BACKED SECURITIE</b>				
FHLMC MORTPASS ARM 01/SEP/2035 1G PN# 1G MONTHLY FLOATING 09/01/2035 3128QJHC3	100.4687 100.8720 44,179.5400	44,386.63	44,564.79 182.90	178.16
FHLMC MORTPASS ARM 01/SEP/2035 1H PN# 1H MONTHLY FLOATING 09/01/2035 3128NGC29	100.1367 105.4460 80,130.4300	80,239.98	84,494.33 334.83	4,254.35
FHLMCGLD MORTPASS 5.5% 01/AUG/2038 G0 PN MONTHLY 5.500% 08/01/2038 3128M6NC8	108.6563 108.644 751,281.9500	816,314.80	816,222.76 3,443.38	(92.04)
FNMA MORTPASS ARM 01/MAR/2036 S1 PN# 868 MONTHLY FLOATING 03/01/2036 31409DVP5	100.1406 106.1570 56,756.5200	56,836.31	60,251.02 122.88	3,414.71
FNMA MORTPASS ARM 01/SEP/2035 LB PN# 833 MONTHLY FLOATING 09/01/2035 31407KT25	100.6132 105.6650 57,909.6400	58,264.76	61,190.22 114.76	2,925.46
FNMA MORTPASS 4.5% 01/MAR/2025 CI PN# 93 MONTHLY 4.500% 03/01/2025 31412RE94	106.8594 106.638 614,984.8100	657,168.92	655,807.50 2,306.19	(1,361.42)
TOTAL MORTGAGE BACKED SECURITIE		1,713,211.40	1,722,530.62 6,504.94	9,319.22
<b>CORPORATE BONDS</b>				
AMER EXPRESS CRED FRMTN 24/JUN/2014 USD QUARTERLY FLOATING 06/24/2014 0258M0DB2	100.00 98.079 560,000	560,000.00	549,242.40 88.59	(10,757.60)
AMERICAN HONDA FINANCE CORP 1.85% BDS 19 SEMI-ANN. 1.850% 09/19/2014 02666QJ53	100.909 100.469 850,000	857,726.50	853,986.50 4,411.74	(3,740.00)
AMGEN INC 0.375% SNR NTS 01/FEB/2013 USD SEMI-ANN. 0.375% 02/01/2013 031162AQ3	98.60 100.375 350,000	345,100.00	351,312.50 546.88	6,212.50
ANZ NATIONAL(INTL) FRN 20/DEC/2013 USD10 QUARTERLY FLOATING 12/20/2013 00182EAN9	100.00 99.441 935,000	935,000.00	929,773.35 487.18	(5,226.65)

** SECURITIES **	UNIT COST MARKET PRICE SHARES/PAR	COST	MARKET VALUE ACCRUED INCOME	UNREALIZED GAIN (LOSS)
BANK OF AMERICA CORP FRN 11/JUL/2014 USD QUARTERLY FLOATING 07/11/2014 06051GEL9	100.00 89.956 435,000	435,000.00	391,308.60 1,923.32	(43,691.40)
BANK OF MONTREAL 2.125% BDS 28/JUN/2013 SEMI-ANN. 2.125% 06/28/2013 063679CG7	102.403 101.621 300,000	307,209.00	304,863.00 53.13	(2,346.00)
BERKSHIRE HATHAWAY FIN CORP GTD SR NT FL QUARTERLY FLOATING 01/10/2014 084664BP5	100.00 99.459 275,000	275,000.00	273,512.25 451.69	(1,487.75)
BK OF NY MELLON CP FR MTN 31/JAN/2014 US QUARTERLY FLOATING 01/31/2014 06406HBV0	100.00 99.631 700,000	700,000.00	697,417.00 841.48	(2,583.00)
BNP PARIBAS FRN 10/JAN/2014 USD1000 QUARTERLY FLOATING 01/10/2014 05567LS57	100.00 92.226 1,375,000	1,375,000.00	1,268,107.50 4,043.69	(106,892.50)
BOEING CO 1.875% 20/NOV/2012 SEMI-ANN. 1.875% 11/20/2012 097023BB0	99.7464 101.043 700,000	698,224.80	707,301.00 1,494.79	9,076.20
CAMERON INTERNATIONAL CORP 0.1845% BDS 0 QUARTERLY FLOATING 06/02/2014 13342BAGO	100.4548 100.398 500,000	502,273.75	501,990.00 607.87	(283.75)
CATERPILLAR FINANCIAL SERVICES CORP 1.9% SEMI-ANN. 1.900% 12/17/2012 14912L4J7	100.2461 101.17 705,000	706,735.05	713,248.50 520.92	6,513.45
CDN IMPERIAL BK OF COMMERCE SR NT 1.45% SEMI-ANN. 1.450% 09/13/2013 136069DP3	99.886 99.998 350,000	349,601.00	349,993.00 1,522.50	392.00
CISCO SYSTEMS INC 1.625% BDS 14/MAR/2014 SEMI-ANN. 1.625% 03/14/2014 17275RAJ1	100.557 101.874 700,000	703,899.00	713,118.00 3,380.90	9,219.00
CITIGROUP FUNDING INC 1.875% 22/OCT/2012 SEMI-ANN. 1.875% 10/22/2012 17313YAL5	101.6160 101.376 175,000	177,827.92	177,408.00 628.91	(419.92)
CITIGROUP INC FRN 13/AUG/2013 USD1000 QUARTERLY FLOATING 08/13/2013 172967FG1	100.00 98.152 575,000	575,000.00	564,374.00 1,880.47	(10,626.00)

** SECURITIES **	UNIT COST MARKET PRICE SHARES/PAR	COST	MARKET VALUE ACCRUED INCOME	UNREALIZED GAIN (LOSS)
CITIGROUP INC FRN 15/FEB/2013 USD1000 QUARTERLY FLOATING 02/15/2013 172967FM8	100.00 98.136 440,000	440,000.00	431,798.40 750.93	(8,201.60)
COCA COLA ENTERPRI PR NTS 18/FEB/2014 US QUARTERLY FLOATING 02/18/2014 19122TAC3	100.00 99.883 300,000	300,000.00	299,649.00 282.74	(351.00)
COCA COLA ENTERPRISES INC NEW CALL NT 1. SEMI-ANN. 1.125% 11/12/2013 19122TAA7	99.807 100.319 675,000	673,697.25	677,153.25 1,033.59	3,456.00
CREDIT SUISSE NEW YORK 1.209% NTS 14/JAN QUARTERLY FLOATING 01/14/2014 22546QAG2	100.00 96.784 350,000	350,000.00	338,744.00 1,045.19	(11,256.00)
DAIMLER FINANCE NA LLC 1.875% 15/SEP/201 SEMI-ANN. 1.875% 09/15/2014 233851AG9	99.73 99.459 500,000	498,650.00	497,295.00 2,786.46	(1,355.00)
DEUTSCHE BANK AG LONDON 2.375% 11/JAN/20 SEMI-ANN. 2.375% 01/11/2013 2515A0T45	99.9492 99.259 935,000	934,524.70	928,071.65 10,486.28	(6,453.05)
DTE ENERGY CO NT VAR 13 03/JUN/2013 QUARTERLY FLOATING 06/03/2013 233331AP2	100.408 99.898 400,000	401,632.00	399,592.00 368.17	(2,040.00)
DU PONT (E.I.) DE NEMOURS & CO FR BDS 25/M QUARTERLY FLOATING 03/25/2014 263534CHO	100.633 100.579 725,000	729,589.25	729,197.75 80.05	(391.50)
DUKE ENERGY OHIO INC 2.1% 1ST MTG BDS 15 SEMI-ANN. 2.100% 06/15/2013 26442EAB6	99.983 101.676 160,000	159,972.80	162,681.60 149.33	2,708.80
GENERAL ELECTRIC CAPITAL CORP 2.1% BDS 0 SEMI-ANN. 2.100% 01/07/2014 36962G4X9	101.315 101.497 700,000	709,205.00	710,479.00 7,105.00	1,274.00
GENERAL MILLS INC 1.55% NTS 16/MAY/2014 SEMI-ANN. 1.550% 05/16/2014 370334BL7	100.746 100.671 300,000	302,238.00	302,013.00 581.25	(225.00)
GEORGIA POWER CO 1.3% BDS 15/SEP/2013 US SEMI-ANN. 1.300% 09/15/2013 373334JT9	100.586 100.924 700,000	704,102.00	706,468.00 2,679.44	2,366.00

* * SECURITIES * *	UNIT COST MARKET PRICE SHARES/PAR	COST	MARKET VALUE ACCRUED INCOME	UNREALIZED GAIN (LOSS)
GILEAD SCIENCES INC 2.4% BDS 01/DEC/2041 SEMI-ANN. 2.400% 12/01/2014 375558AR4	100.3594 101.801 225,000	225,808.75	229,052.25 270.00	3,243.50
GOLDMAN SACHS GROUP INC 5% BDS 01/OCT/20 SEMI-ANN. 5.000% 10/01/2014 38143UAW1	102.03 101.367 1,000,000	1,020,300.00	1,013,670.00 12,500.00	(6,630.00)
HEWLETT-PACKARD CO 1.25% 13/SEP/2013 SEMI-ANN. 1.250% 09/13/2013 428236BB8	100.48 98.723 565,000	567,712.00	557,784.95 2,118.75	(9,927.05)
JOHN DEERE CAP COR FR MTN 03/MAR/2014 US QUARTERLY FLOATING 03/03/2014 24422ERB7	100.2762 99.72 700,000	701,933.13	698,040.00 392.29	(3,893.13)
JOHNSON CONTROLS INC FRN BDS 04/FEB/2014 QUARTERLY FLOATING 02/04/2014 478366AY3	100.327 99.936 655,000	657,141.85	654,580.80 889.66	(2,561.05)
JPMORGAN CHASE & CO VAR 24/JAN/2014 QUARTERLY FLOATING 01/24/2014 46623EJF7	100.2606 98.486 610,000	611,589.66	600,764.60 1,421.19	(10,825.06)
KRAFT FOODS INC 2.625% NTS 08/MAY/2013 U SEMI-ANN. 2.625% 05/08/2013 50075NAY0	102.21 102.163 400,000	408,840.00	408,652.00 1,545.83	(188.00)
LG&E & KU ENERGY 2.125% SNR NTS 15/NOV/2 SEMI-ANN. 2.125% 11/15/2015 50188FAB1	99.557 98.488 1,075,000	1,070,237.75	1,058,746.00 2,918.92	(11,491.75)
LLOYDS TSB BANK PLC VAR BDS 24/JAN/2014 QUARTERLY FLOATING 01/24/2014 539473AK4	100.00 94.596 275,000	275,000.00	260,139.00 1,425.99	(14,861.00)
MASSMUTUAL GLOBAL FUNDING II FR MTN 06/D QUARTERLY FLOATING 12/06/2013 57629WAX8	99.268 99.688 800,000	794,144.00	797,504.00 397.70	3,360.00
MEDTRONIC INC 1.625% CNV BDS 15/APR/2013 SEMI-ANN. 1.625% 04/15/2013 585055AM8	100.4096 100.75 700,000	702,867.50	705,250.00 2,401.39	2,382.50
MORGAN STANLEY BDS 18/OCT/2016 USD100000 QUARTERLY FLOATING 10/18/2016 61746BDC7	93.107 80.243 600,000	558,642.00	481,458.00 1,068.40	(77,184.00)

* * SECURITIES * *	UNIT COST MARKET PRICE SHARES/PAR	COST	MARKET VALUE ACCRUED INCOME	UNREALIZED GAIN (LOSS)
MORGAN STANLEY 1.95% BDS 20/JUN/2012 USD SEMI-ANN. 1.950% 06/20/2012 61757UAH3	101.1927 100.8059 250,000	252,981.73	252,014.75 148.96	(966.98)
NATIONAL AUSTRALIA BANK FRN 11/APR/2014 QUARTERLY FLOATING 04/11/2014 6325COCA7	99.924 98.995 890,000	889,323.60	881,055.50 2,252.47	(8,268.10)
NATIONAL RURAL UTILITIES CO-OP 2.625% LN SEMI-ANN. 2.625% 09/16/2012 637432LT0	99.851 101.27 515,000	514,232.65	521,540.50 3,942.97	7,307.85
NBCUNIVERSAL MEDIA LLC 2.1% BDS 01/APR/2 SEMI-ANN. 2.100% 04/01/2014 63946BAA8	99.524 101.648 690,000	686,715.60	701,371.20 3,622.50	14,655.60
NEW YORK LIFE GLOBAL FUNDING 0.567% BDS QUARTERLY FLOATING 04/04/2014 64952WBB8	100.0578 98.6959 150,000	150,086.70	148,043.85 235.23	(2,042.85)
NEXTERA ENERGY CAPITAL HLDGS INC 2.55% G SEMI-ANN. 2.550% 11/15/2013 302570BH8	99.934 101.735 550,000	549,637.00	559,542.50 1,792.08	9,905.50
PROCTER & GAMBLE CO 1.375% BDS 01/AUG/20 SEMI-ANN. 1.375% 08/01/2012 742718DR7	99.927 100.4802 1,075,000	1,074,215.25	1,080,162.15 6,158.85	5,946.90
PRUDENTIAL FINANCIAL INC 2.75% 14/JAN/20 SEMI-ANN. 2.750% 01/14/2013 74432QBK0	100.3463 100.862 685,000	687,372.10	690,904.70 8,738.51	3,532.60
PRUDENTIAL FINANCIAL INC 3.625% BDS 17/S SEMI-ANN. 3.625% 09/17/2012 74432QBH7	99.983 101.55 250,000	249,957.50	253,875.00 2,618.06	3,917.50
RAYTHEON CO 1.4% BDS 15/DEC/2014 USD1000 SEMI-ANN. 1.400% 12/15/2014 755111BV2	100.553 100.484 675,000	678,732.75	678,267.00 656.25	(465.75)
ROYAL BANK OF CANADA FRN 17/APR/2014 USD QUARTERLY FLOATING 04/17/2014 78008K5X7	100.008 98.974 375,000	375,030.00	371,152.50 556.59	(3,877.50)
SEMPRA ENERGY CORP VAR BDS 15/MAR/2014 U QUARTERLY FLOATING 03/15/2014 816851AR0	100.4301 99.596 700,000	703,011.00	697,172.00 431.79	(5,839.00)

* * SECURITIES * *	UNIT COST MARKET PRICE SHARES/PAR	COST	MARKET VALUE ACCRUED INCOME	UNREALIZED GAIN (LOSS)
TOYOTA MOTOR CREDIT CORP 1.375% BDS 12/A SEMI-ANN. 08/12/2013 892333P4H6	99.915 100.93 430,000	429,634.50	433,999.00 2,282.88	4,364.50
VERIZON COMMUNICATIONS INC FLTG RT BDS 2 QUARTERLY FLOATING 03/28/2014 92343VAZ7	100.527 99.871 580,000	583,056.60	579,251.80 76.29	(3,804.80)
VOLKSWAGEN INTERNATIONAL FINANCE NV FRN QUARTERLY FLOATING 04/01/2014 928670AE8	100.498 97.991 300,000	301,494.00	293,973.00 730.04	(7,521.00)
WACHOVIA BANK 5.69% FLTG RATE NTS 15/MAR QUARTERLY FLOATING 03/15/2016 92976GAF8	94.485 89.519 400,000	377,940.00	358,076.00 165.51	(19,864.00)
WESTERN UNION COMP 0% BDS 07/MAR/2013 US QUARTERLY FLOATING 03/07/2013 959802AN9	100.4144 99.987 200,000	200,828.71	199,974.00 154.71	(854.71)
XEROX CORP VAR BDS 16/MAY/2014 USD10000 QUARTERLY FLOATING 05/16/2014 984121CC5	100.454 98.531 675,000	678,064.50	665,084.25 1,104.48	(12,980.25)
ZIMMER HOLDINGS INC 1.4% BDS 30/NOV/2014 SEMI-ANN. 11/30/2014 98956PAD4	99.928 99.908 400,000	399,712.00	399,632.00 793.33	(80.00)
TOTAL CORPORATE BONDS		33,083,450.85	32,760,831.55 114,044.11	(322,619.30)
ASSET BACKED				
AMERICAN EXPRESS CREDIT ACCOUNT MASTER T MONTHLY FLOATING 04/17/2017 02582JFX3	100.0820 100.0538 1,000,000	1,000,820.31	1,000,538.00 211.70	(282.31)
BANK ONE ISSUANCE TRUST SER 2004-A3 CL A MONTHLY FLOATING 02/15/2017 06423R8K1	100.0898 100.0756 1,000,000	1,000,898.44	1,000,756.30 211.70	(142.14)
CITIBANK CREDIT CARD ISSUANCE TRUST CLS' MONTHLY FLOATING 10/20/2014 17305ECV5	100.0156 99.9747 1,100,000	1,100,171.88	1,099,721.48 130.11	(450.40)

* * SECURITIES * *	UNIT COST MARKET PRICE SHARES/PAR	COST	MARKET VALUE ACCRUED INCOME	UNREALIZED GAIN (LOSS)
RESIDENTIAL ASSET SECURITIES CORP FLTG R MONTHLY FLOATING 05/25/2033 7609850U3	99.8745 60.9457 1,561.1600	1,559.20	951.46 0.21	(607.74)
TOTAL ASSET BACKED		3,103,449.83	3,101,967.24 553.72	(1,482.59)
CMO/REMIC				
FANNIE MAE 2002-52 FG VARIABLE 25/SEP/20 MONTHLY FLOATING 09/25/2032 31392EGV6	100.5625 100.4433 128,289.4600	129,011.10	128,858.23 19.16	(152.87)
FANNIE MAE 2010-13 KA 2.000% 25/DEC/2018 MONTHLY 2.000% 12/25/2018 31398MNB8	99.8750 101.5904 491,893.7900	491,278.92	499,716.82 819.82	8,437.90
FREDDIE MAC 3610 AB 1.400% 15/DEC/2014 MONTHLY 1.400% 12/15/2014 31398LL48	99.9375 100.2784 421,821.7900	421,558.15	422,996.18 492.13	1,438.03
FREDDIE MAC 3649 EB 2.000% 15/DEC/2018 MONTHLY 2.000% 12/15/2018 31398VA97	99.6484 101.6138 900,427.4300	897,261.86	914,958.17 1,500.71	17,696.31
FREDDIE MAC 3649 HA 2.250% 15/NOV/2018 MONTHLY 2.250% 11/15/2018 31398VAG1	99.8672 102.1275 1,011,590.1800	1,010,246.67	1,033,111.66 1,896.73	22,864.99
FREDDIE MAC 3649 HB 2.000% 15/NOV/2018 MONTHLY 2.000% 11/15/2018 31398VAH9	99.2422 101.6237 1,011,590.1800	1,003,924.23	1,028,015.17 1,685.98	24,090.94
TOTAL CMO/REMIC		3,953,280.93	4,027,656.23 6,414.53	74,375.30
TOTAL FIXED INCOME		50,761,598.87	50,607,268.64 129,281.14	(154,330.23)

**BP FOUNDATION, INC  
GRANTS AND CONTRIBUTIONS PAID  
YEAR ENDED DECEMBER 31, 2011**

**Domestic Grants and Contributions**

<u>Organization</u>	<u>City</u>	<u>State</u>	<u>Amount</u>
Alaska Challenger Center for Space Science Technology, Inc.	Kenai	AK	\$50,000.00
Alaska Council On Economic Education	Anchorage	AK	\$20,000.00
Alaska Mineral and Energy Resource Education Fund (AMEREF)	Anchorage	AK	\$25,000.00
Alaska Principals Foundation, Inc.	Fairbanks	AK	\$174,000.00
Alaska Public Telecommunications Inc.	Anchorage	AK	\$111,228.00
Alaskans for Litter Prevention and Recycling	Anchorage	AK	\$65,000.00
American National Red Cross	Washington	DC	\$85,792.00
American National Red Cross- Mississippi Capital River Chapter	Jackson	MS	\$100,000.00
American Red Cross of Alaska	Anchorage	AK	\$50,000.00
American Red Cross of The Greater Chattanooga Area	Chattanooga	TN	\$25,000.00
American Red Cross, Mid-Alabama Region	Hoover	AL	\$25,000.00
Arctic Education Foundation	Anchorage	AK	\$75,000.00
Art Institute of Chicago	Chicago	IL	\$2,000,000.00
Center For Clean Air Policy	Washington	DC	\$500,000.00
Chicago Minority Business Development Council, Inc.	Chicago	IL	\$10,000.00
Chicago State University Foundation	Chicago	IL	\$30,000.00
Chicago Cares Inc.	Chicago	IL	\$15,000.00
Chicago Public Schools Science Fair Inc.	Chicago	IL	\$25,000.00
Congressional Hispanic Caucus Institute Inc.	Washington	DC	\$50,000.00
Conservation International Foundation	Arlington	VA	\$418,138.00
Girl Scouts of Alaska	Anchorage	AK	\$16,000.00
Green Star, Inc.	Anchorage	AK	\$15,000.00
Hammond Parks Foundation Inc.	Whiting	IN	\$10,000.00
Hiwassee Chapter Of the American Red Cross	Cleveland	SD	\$25,000.00
Ilisagvik College	Barrow	AK	\$100,000.00
Indiana Dunes Environmental Learning Center	Chesterton	IN	\$20,000.00
International Federation of Red Cross and Red Crescent Societies	New York	NY	\$100.00
Ivy Tech Foundation Inc.	Indianapolis	IN	\$65,000.00
The JK Group Inc.	Princeton	NJ	\$4,486,132.41
Junior Achievement of Chicago	Chicago	IL	\$15,000.00
Legacy Foundation Inc.	Merrillville	IN	\$10,000.00
Los Angeles County Museum of Art	Los Angeles	CA	\$2,460,000.00
National Action Council for Minorities in Engineering	White Plains	NY	\$190,000.00
National Merit Scholarship Corporation	Evanston	IL	\$400,139.00
Northwest Georgia Chapter, American Red Cross	Rome	GA	\$25,000.00
Partners in Education of Toledo	Toledo	OH	\$15,000.00
Prince William Sound Science and Technology Center	Cordova	AK	\$10,000.00
Red Cross of Morgan-Lawrence Counties, Alabama	Decatur	AL	\$25,000.00
RISE International	Northfield	IL	\$200,000.00
Samaritan's Purse	Boone	NC	\$37,500.00
School City of Whiting	Whiting	IN	\$10,000.00
Stanford University	Stanford	CA	\$1,500,000.00
The Salvation Army - Southern Territory	Atlanta	GA	\$100,000.00

Toledo Science Center  
 United Ways of Alabama - Governor's Emergency Relief Fund  
 University of Alaska Foundation  
 Whiting Robertsdale Community Improvement Corp.  
 Wildlife Conservation Society

Toledo  
 Montgomery  
 Fairbanks  
 Whiting  
 Bronx

OH \$30,000.00  
 AL \$150,000.00  
 AK \$100,000.00  
 IN \$40,000.00  
 NY \$284,965.00  
 Subtotal \$14,193,994.41

**International Grants and Contributions**

<u>Organization</u>	<u>City</u>	<u>Country</u>	<u>Amount</u>
BirdLife International Ltd.	Cambridge	UK	\$700,575.92
CARE Australia	Braddon	Australia	\$3,670.42
Charities Aid Foundation	Kent	UK	\$1,575,833.56
Comiato San Gregorio Rinasce	San Gregorio	Italy	\$732.68
Cruz Roja Espanola - Spain Red Cross Society	Madrid	Spain	\$27,753.72
Cruz Vermelha Brasileira	Rio de Janeiro	Brazil	\$200,982.16
Fauna & Flora International (FFI)	Cambridge	UK	\$196,538.93
Japanese Red Cross Society	Tokyo	Japan	\$1,000,000.00
Premier's Disaster Relief Appeal	City East	Australia	\$138,755.65
Red Cross New Zealand	Docklands	New Zealand	\$203,719.71
Tsinghua University	Beijing	China	\$600,000.00
The Australian Red Cross	Victoria	Australia	\$2,821.70
The British Red Cross	London	UK	\$18,883.42
The Canadian Red Cross	Ontario	Canada	\$9,119.40
The German Red Cross	Berlin	Germany	\$8,070.93
The Italian Red Cross	Roma	Italy	\$66.55
TURK KIZILAYI/ Turkish Red Crescent	Istanbul	Turkey	\$100,292.20
Maccenata Management	Munich	Germany	\$1,177,841.11
Vietnam Red Cross's Southern Representative Office	Ho Chi Minh City	Vietnam	\$6,130.00
Yayasan Dompel Dhuafa Republik	Jakarta	Indonesia	\$13,714.00
		Subtotal	\$5,985,502.06
		Grand Total	\$20,179,496.47

**Substantiation of Exercise of Expenditure Responsibility**

Organizations: BP Foundation Incorporated  
 TIN: 36-6046879  
 Tax Year Ended: December 31, 2011

**Form 990-PF, Part VII-B, Line 5c**

The following information is provided in accordance with IRC Sec. 4945(h)(3) and Reg. 53.4945-5(d) to demonstrate that the foundation exercised expenditure responsibility in regard to its grants.

Name and Location of Grantee	Amount of Grant	Date of Grant	Purpose of Grant	Amounts Expended by Grantee	To the Grantor's Knowledge, Grantee Has Diverted a Portion of Funds from the Purpose of the Grant (Yes/No)	Dates of Reports Received from the Grantee	Dates and Results of Any Verification of the Grantee's Reports
Premier's Disaster Relief Appeal Queensland, Australia	\$100,000.00	02/16/2011	Humanitarian aid for the Queensland, Australia flooding disaster relief effort	\$100,000.00	No	Apr 2012	See footnote
Comiato San Gregorio Rinasce Onlus San Gregorio, Abruzzo, Italy	\$732.68	03/01/2011	Matching grant (employee contributions) for the Abruzzo earthquake disaster relief effort	\$732.68	No	Jul 2011	See footnote
Tsinghua University Beijing, China	\$600,000.00	03/01/2011	Support the School of Economics and Management	\$600,000.00	No	Jan 2011	See footnote
Yayasan Dompel Dhuafa Republik Indonesia Juanda, Indonesia	\$13,714.00	03/03/2011	Matching grant (employee contributions) for Merapi and Wasior (floods, volcano and tsunami disaster relief effort	\$13,714.00	No	Jan 2012	See footnote

Footnote BP Foundation has no reason to doubt the accuracy or reliability of the information provided by the grantee, therefore, no independent verification of the information was made

Name and Location of Grantee	Amount of Grant	Date of Grant	Purpose of Grant	Amounts Expended by Grantee	To the Grantor's Knowledge, Grantee Has Diverted a Portion of Funds from the Purpose of the Grant (Yes/No)	Dates of Reports Received from the Grantee	Dates and Results of Any Verification of the Grantee's Reports
Cruz Vermelha Brasileira (Brazil Red Cross) Rio de Janeiro, Brazil	\$200,982.16	03/18/2011	Humanitarian aid for the Brazil flooding and mudslides disaster relief effort	\$200,982.16	No	Oct 2011	See footnote
Premier's Disaster Relief Appeal Queensland, Australia	\$28,216.16	03/22/2011	Matching grant (employee contributions) for Queensland, Australia flooding disaster relief effort	\$28,216.16	No	May 2012	See footnote
Premier's Disaster Relief Appeal Queensland, Australia	\$2,157.76	04/11/2011	Matching grant (employee contributions) for the Queensland, Australia flooding disaster relief effort	\$2,157.76	No	Apr 2011	See footnote
Premier's Disaster Relief Appeal Queensland, Australia	\$8,381.73	05/06/2011	Matching grant (employee contributions) for the Queensland, Australia flooding disaster relief effort	\$8,381.73	No	May 2011	See footnote
The Italian Red Cross Rome, Italy	\$70.00	05/10/2011	Matching grant (employee contributions) for the Japan earthquake disaster relief effort	\$70.00	No	Due Jun 2012	See footnote
The German Red Cross Berlin, Germany	\$8,433.00	05/11/2011	Matching grant (employee contributions) for the Japan earthquake disaster relief effort	\$8,433.00	No	May 2012	See footnote

Footnote BP Foundation has no reason to doubt the accuracy or reliability of the information provided by the grantee, therefore, no independent verification of the information was made

Name and Location of Grantee	Amount of Grant	Date of Grant	Purpose of Grant	Amounts Expended by Grantee	To the Grantor's Knowledge, Grantee Has Diverted a Portion of Funds from the Purpose of the Grant (Yes/No)	Dates of Reports Received from the Grantee	Dates and Results of Any Verification of the Grantee's Reports
Birdlife International Ltd Cambridge, UK	\$700,405.00	05/12/2011	Develop future biodiversity conservation leaders	\$700,405.00	No	Apr 2011	See footnote
Fauna & Fauna International Cambridge, UK	\$196,491.00	05/12/2011	Develop future biodiversity conservation leaders	\$196,491.00	No	Apr 2011	See footnote
The British Red Cross London, UK	\$3,719.00	05/12/2011	Matching grant (employee contributions) for the Christchurch, New Zealand earthquake disaster relief effort	\$3,719.00	No	Due Jun 2012	See footnote
The British Red Cross London, UK	\$15,299.00	05/12/2011	Matching grant (employee contributions) for the Japan earthquake disaster relief effort	\$15,299.00	No	Due Jun 2012	See footnote
The British Red Cross London, UK	\$81.47	05/16/2011	Matching grant (employee contributions) for the Japan earthquake disaster relief effort	\$81.47	No	Due Jun 2012	See footnote
New Zealand Red Cross Wellington, New Zealand	\$200,000.00	05/21/2011	Humanitarian aid for the Christchurch, New Zealand earthquake disaster relief effort	\$200,000.00	No	May 2012	See footnote

Footnote BP Foundation has no reason to doubt the accuracy or reliability of the information provided by the grantee; therefore, no independent verification of the information was made.

Name and Location of Grantee	Amount of Grant	Date of Grant	Purpose of Grant	Amounts Expended by Grantee	To the Grantor's Knowledge, Grantee Has Diverted a Portion of Funds from the Purpose of the Grant (Yes/No)	Dates of Reports Received from the Grantee	Dates and Results of Any Verification of the Grantee's Reports
The New Zealand Red Cross Wellington, New Zealand	\$1,249.00	05/21/2011	Matching grant (employee contributions) for the Christchurch, New Zealand earthquake disaster relief effort	\$1,249.00	No	May 2012	See footnote
Charities Aid Foundation Kent, UK	\$1,575,833.56	6 payments	Matching grants to 100's of schools, community, health and human service organizations	\$1,575,833.56	No	Reports to substantiate matching payout are received quarterly with ad hoc payments periodically	See footnote
Vietnam Red Cross Ho Chi Minh City, Vietnam	\$6,130.00	06/13/2011	Matching grant (employee contributions) for the Japan earthquake disaster relief effort	\$6,130.00	No	Due Jul 2012	See footnote
Cruz Roja Espanola (Spanish Red Cross) Madrid, Spain	\$2,673.66	06/21/2011	Matching grant (employee contributions) for the Lorca, Spain earthquake disaster relief effort	\$2,673.66	No	July 2011	See footnote
Japanese Red Cross Society Tokyo, Japan	\$1,000,000.00	06/22/2011	Humanitarian aid for the Japan earthquake disaster relief effort	\$1,000,000.00	No	Due Jul 2012	See footnote
The Australian Red Cross Victoria, Australia	\$40.00	06/28/2011	Matching grant (employee contributions) for the Christchurch, New Zealand earthquake disaster relief effort	\$40.00	No	Due Jul 2012	See footnote

Footnote: BP Foundation has no reason to doubt the accuracy or reliability of the information provided by the grantee, therefore, no independent verification of the information was made.

Name and Location of Grantee	Amount of Grant	Date of Grant	Purpose of Grant	Amounts Expended by Grantee	To the Grantor's Knowledge, Grantee Has Diverted a Portion of Funds from the Purpose of the Grant (Yes/No)	Dates of Reports Received from the Grantee	Dates and Results of Any Verification of the Grantee's Reports
Cruz Roja Espanola (Spanish Red Cross) Madrid, Spain	\$25,000.00	07/05/2011	Humanitarian aid for the Lorca, Spain earthquake disaster relief effort	\$25,000.00	No	Due Aug 2012	See footnote
The Australian Red Cross Victoria, Australia	\$2,800.00	07/05/2011	Matching grant (employee contributions) for the Japan earthquake disaster relief effort	\$2,800.00	No	Due Aug 2012	See footnote
The New Zealand Red Cross Wellington, New Zealand	\$2,470.71	10/19/2011	Matching grant (employee contributions) for the Christchurch, New Zealand earthquake	\$2,470.71	No	May 2012	See footnote
Turkish Red Crescent Society Ankara, Turkey	\$100,000.00	12/30/2011	Humanitarian aid for the Van Province, Turkey earthquake disaster relief effort	\$100,000.00	No	Due Jan 2013	See footnote
Maecenata Management Munich, Germany	\$1,177,841.11	4 payments	Matching grants to 100's of schools, community, health and human service organizations	\$1,177,841.11	No	Reports to substantiate matching payout are received quarterly	See footnote
CARE Australia Braddon, Australia	\$3,620.18	12/29/2011	Matching grant (employee contributions) for the East African Food Crisis	\$3,620.18	No	Due Jan 2013	See footnote

Footnote. BP Foundation has no reason to doubt the accuracy or reliability of the information provided by the grantee, therefore, no independent verification of the information was made.

## Application for Extension of Time To File an Exempt Organization Return

▶ **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.

Type or print  File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions. <b>BP FOUNDATION, INC.</b>	Employer identification number (EIN) or <input checked="" type="checkbox"/> <b>36-6046879</b>
	Number, street, and room or suite no. If a P.O. box, see instructions. <b>501 WESTLAKE PARK BLVD, 25TH FLOOR</b>	Social security number (SSN) <input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. <b>HOUSTON, TX 77079</b>	

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 (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

**PATRICE HENRY**

• The books are in the care of ▶ **501 WESTLAKE PARK BLVD, 24TH FLOOR - HOUSTON, TX 77079**  
 Telephone No. ▶ **(281) 366-2000** FAX 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 **AUGUST 15, 2012**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:  
 ▶  calendar year **2011** or  
 ▶  tax year beginning \_\_\_\_\_, and ending \_\_\_\_\_.

**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

<b>3a</b> 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.	<b>3a</b>	\$	88,640.
<b>b</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.	<b>3b</b>	\$	33,640.
<b>c</b> <b>Balance due.</b> Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	<b>3c</b>	\$	55,000.

**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.

LHA For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form 8868 (Rev. 1-2012)