Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2011

For calendar year 2011 or tax year beginning , and ending

Name of foundation
JACK AND KATHERINE PEARCE
EDUCATIONAL FOUNDATION

A Employer identification number
74-6035546

Number and street (or P O box number if mail is not delivered to street address)
C/O FROST NATIONAL BANK, 2201 MARKET ST

Room/suite
1010

B Telephone number
(409)770-5665

City or town, state, and ZIP code
GALVESTON, TX 77550

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 2,025,776.

J Accounting method ☒ Cash ☐ Accrual
☐ Other (specify)
(Part I, column (d) must be on cash basis.)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

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).)

		(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				
	2 Check ▶ ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	227.	227.	227.	STATEMENT 1
	4 Dividends and interest from securities	31,822.	31,822.	31,822.	STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	13,908.			
	b Gross sales price for all assets on line 6a 13,908.				
	7 Capital gain net income (from Part IV, line 2)		13,908.		
	8 Net short-term capital gain			0.	
	9 Income modifications			127,639.	
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	81.	81.	81.	STATEMENT 3
	12 **Total.** Add lines 1 through 11	46,038.	46,038.	159,769.	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	16,480.	5,493.	5,493.	10,987.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 4	2,750.	1,375.	1,375.	1,375.
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 5	637.	4.	4.	4.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 6	65.	65.	65.	65.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	19,932.	6,937.	6,937.	12,431.
	25 Contributions, gifts, grants paid	202,500.			202,500.
	26 **Total expenses and disbursements.** Add lines 24 and 25	222,432.	6,937.	6,937.	214,931.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-176,394.			
	b **Net investment income** (if negative, enter -0-)		39,101.		
	c **Adjusted net income** (if negative, enter -0-)			152,832.	

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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	289,573.	240,459.	240,459.
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	280.	640.	640.
	10a Investments - U S and state government obligations			
	b Investments - corporate stock STMT 7	1,639,951.	1,639,950.	1,784,289.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ MINERAL INTERESTS)	2.	2.	388.
	16 **Total assets** (to be completed by all filers)	1,929,806.	1,881,051.	2,025,776.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	1,929,806.	1,881,051.	
	30 **Total net assets or fund balances**	1,929,806.	1,881,051.	
	31 **Total liabilities and net assets/fund balances**	1,929,806.	1,881,051.	

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	1,929,806.
2	Enter amount from Part I, line 27a	2	-176,394.
3	Other increases not included in line 2 (itemize) ▶ REPAYMENTS OF PRIOR DISTRIBUTIONS	3	127,639.
4	Add lines 1, 2, and 3	4	1,881,051.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,881,051.

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)
1a	CAPITAL GAINS DIVIDENDS			
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	13,908.			13,908.
b				
c				
d				
e				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				13,908.
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	13,908.
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	0.

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	145,264.	1,945,120.	.074681
2009	145,458.	1,730,051.	.084077
2008	158,885.	1,962,872.	.080945
2007	162,820.	2,231,116.	.072977
2006	156,737.	1,990,127.	.078757

2 Total of line 1, column (d)	2	.391437
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	.078287
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	2,087,536.
5 Multiply line 4 by line 3	5	163,427.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	391.
7 Add lines 5 and 6	7	163,818.
8 Enter qualifying distributions from Part XII, line 4	8	214,931.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ 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 ▶ [X] and enter 1% of Part I, line 27b		1	391.
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	391.
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	391.
6 Credits/Payments			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a 640.		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d		7	640.
8 Enter any **penalty** for underpayment of estimated tax Check here ☐ 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	249.
11 Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶	249. Refunded ▶	11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		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 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	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	
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	
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		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)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ FROST NATIONAL BANK TRUST DEPT. Telephone no ▶(409) 770-5665
Located at ▶2201 MARKET STREET, SUITE 1010, GALVESTON, TX ZIP+4 ▶77550

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

			Yes	No
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?	16		X
	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

			Yes	No
	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)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ 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)? ☐ Yes ☒ 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) ☐ Yes ☒ 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)? N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
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? ☐ Yes ☒ 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? ☐ Yes ☒ 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)? N/A **5b**

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: X

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

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A **7b**

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
FROST NATIONAL BANK 2201 MARKET STREET, SUITE 1010 GALVESTON, TX 77550	TRUSTEE 5.00	16,480.	0.	0.
EDWARD J. PATTERSON 2201 MARKET STREET, SUITE 1010 GALVESTON, TX 77550	DIRECTOR 1.00	0.	0.	0.
REVEREND SUSAN KENNARD 2201 MARKET STREET, SUITE 1010 GALVESTON, TX 77550	DIRECTOR 1.00	0.	0.	0.
ALBERT SHANNON 2201 MARKET STREET, SUITE 1010 GALVESTON, TX 77550	DIRECTOR 1.00	0.	0.	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

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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
NONE		

Total number of others receiving over $50,000 for professional services ▶ 0

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

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 PROVIDING INTEREST FREE LOANS TO QUALIFIED RESIDENTS OF GALVESTON, TEXAS, WHO ENROLL AS FULL-TIME STUDENTS AT AN INSTITUTION OF HIGHER LEARNING IN THE U.S.	216,306.
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.

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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	1a	1,828,552.
b	Average of monthly cash balances	1b	289,868.
c	Fair market value of all other assets	1c	906.
d	**Total** (add lines 1a, b, and c)	1d	2,119,326.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	2,119,326.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	31,790.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,087,536.
6	**Minimum investment return.** Enter 5% of line 5	6	104,377.

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

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

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	214,931.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	214,931.
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	5	391.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	214,540.

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 XIII Undistributed Income (see instructions)

N/A

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only				
b Total for prior years: ____ , ____ , ____				
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				
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ $				
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2011 distributable amount				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
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				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instr				
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7				
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a				
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				

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

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 [X] 4942(j)(3) or [ ] 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
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	104,377.	97,256.	86,503.	98,144.	386,280.
b 85% of line 2a	88,720.	82,668.	73,528.	83,422.	328,338.
c Qualifying distributions from Part XII, line 4 for each year listed	214,931.	145,264.	145,701.	158,885.	664,781.
d Amounts included in line 2c not used directly for active conduct of exempt activities	0.	0.	0.	0.	0.
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c	214,931.	145,264.	145,701.	158,885.	664,781.
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter (1) Value of all assets					0.
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0.
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	69,585.	64,837.	57,669.	65,429.	257,520.
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)					0.
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0.
(3) Largest amount of support from an exempt organization					0.
(4) Gross investment income					0.

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

SEE STATEMENT 8

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	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
a Paid during the year				
STUDENT LOANS (SEE ATTACHED SCHEDULE)	NONE	N/A	EDUCATIONAL	202,500.
Total			▶ **3a**	202,500.
b Approved for future payment				
NONE				
Total			▶ **3b**	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	227.	
4 Dividends and interest from securities			14	31,822.	
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			16	81.	
8 Gain or (loss) from sales of assets other than inventory			14	13,908.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0.		46,038.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 46,038.

(See worksheet in line 13 instructions to verify calculations)

Part XVI-B 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)
N/A	

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

			Yes	No
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	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		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		

Sign Here

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

Signature of officer or trustee: Janet Bertolino | Date: 5-11-2012 | Title: VP + To Trustee

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
JOHN R. MCKENNA, JR.	John R McKenna Jr	5-10-12		P00618649

Firm's name ▶ HEAD, MAXWELL & MCKENNA, P.C. Firm's EIN ▶ 76-0354302

Firm's address ▶ 2200 MARKET STREET, SUITE 401
GALVESTON 77550 Phone no (409) 763-6479

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

SOURCE	AMOUNT
AIM SHORT TERM TREASURY PORTFOLIO	42.
FEDERATED PRIME OBLIG FD INSTL	185.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	227.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
FROST GROWTH EQUITY FD	515.	0.	515.
FROST KEMPNER MULTICAP DEEP VALLEY EQ FD	16,641.	0.	16,641.
FROST KEMPNER TREAS & INC FD INSTL	17,879.	4,897.	12,982.
T ROWE PRICE MID-CAP GROWTH FD	10,695.	9,011.	1,684.
TOTAL TO FM 990-PF, PART I, LN 4	45,730.	13,908.	31,822.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
ROYALTY INCOME	81.	81.	81.
TOTAL TO FORM 990-PF, PART I, LINE 11	81.	81.	81.

FORM 990-PF	ACCOUNTING FEES	STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
HEAD, MAXWELL & MCKENNA, P.C. 2010 FORM 990-PF PREP FEE	2,750.	1,375.	1,375.	1,375.
TO FORM 990-PF, PG 1, LN 16B	2,750.	1,375.	1,375.	1,375.

FORM 990-PF	TAXES	STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PRODUCTION TAXES ON ROYALTY INCOME	4.	4.	4.	4.
F. I. T.	633.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 18	637.	4.	4.	4.

FORM 990-PF	OTHER EXPENSES	STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MISC. ROYALTY EXPENSES	65.	65.	65.	65.
TO FORM 990-PF, PG 1, LN 23	65.	65.	65.	65.

FORM 990-PF CORPORATE STOCK STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
100,609.895 SH FROST KEMPNER MULTI-CAP DEEP VALLEY EQ FD	827,720.	863,233.
44,474.263 SH FROST KEMPNER TREASURY AND INCOME FD	403,847.	496,778.
31,982.594 SH FROST GROWTH FD	318,915.	308,951.
2187.118 SH T ROWE PRICE MID-CAP GWTH FD	89,468.	115,327.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,639,950.	1,784,289.

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 8
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

PEARCE EDUCATIONAL FOUNDATION, % FROST NATIONAL BANK, JANET BERTOLINO, ADMINISTRATOR, 2201 MARKET STREET, SUITE 1010
GALVESTON, TX 77550

TELEPHONE NUMBER

(409) 770-5665

FORM AND CONTENT OF APPLICATIONS

SEE ATTACHED INFORMATION SHEET & APPLICATION FORM.

ANY SUBMISSION DEADLINES

APPLICATIONS ACCEPTED JANUARY THROUGH MARCH EACH YEAR.

RESTRICTIONS AND LIMITATIONS ON AWARDS

AWARDS HAVE BEEN LIMITED TO WORTHY YOUNG PEOPLE OF GALVESTON TO OBTAIN COLLEGE &/OR PROFESSIONAL EDUCATION.

JACK AND KATHERINE PEARCE FOUNDATION

c/o Frost National Bank

P O Box 8210, Galveston, TX 77553-8210

(409) 770-5665

APPROVED **DISAPPROVED**

INTEREST FREE
STUDENT LOAN APPLICATION

Applicant Data

Full Name (Last, First, Middle): ______________________ Birth Date: ____________

Billing Address: ______________________ Citizenship: ____________

City: ____________ State: ________ Zip Code: ____________

Social Security No.: ____________ Telephone No.: ____________

Permanent Address: ______________________ Years There: ________

City: ____________ State: ________ Zip Code: ____________

Marital Status: ____________ Spouses Name: ____________

Educational Data

Name of Galveston, Texas high school attended: ______________________

Location of high school: ____________ Date of high school graduation: ________

College you plan to attend: ______________________

College classification for the upcoming fall/spring school term (Fr, Soph, Jr, Sr): ____________

Major: ____________ Anticipated Graduation Date (Month/Year): ____________

Degree to be attained: ________ Career Plans: ______________________

____

List any previous colleges or universities attended and any degrees you have received:

____

____

Loan Data

The maximum loan amount is $5,000.00 per year with required minimum repayments of $50.00 per month.

Fall 2012 $____________ Spring 2013 $____________ **Total Amount requested $____________**

Have you ever defaulted on a student loan, or any other loan? ______________________

Co-signer Information

We require two co-signers to guarantee each loan. Married persons living in the same household count as one co-signer. There are no exceptions to this policy. Please refer to the brochure rules and guidelines for complete co-signer requirements. Your application will not advance without meeting the co-signer requirements.

	FATHER (1)	MOTHER
Full Name:		
Home Address:		
City,State,Zip:		
Occupation:		
Employer:		
Social Security No.:		
Date of Birth:		

Will your father co-sign on this loan? ______________ Will your mother co-sign this loan? ______________

Required Additional Co-Signer: (2)

Full Name: ______________
Home Address: ______________
City: ______________ State: ______ Zip Code: ______
Occupation: ______________ Employer: ______________
Social Security No.: ______________ Date of Birth: ______________

References

Include a letter from both references with your application.

Personal Reference - Name: ______________
Address,City,State,Zip: ______________
Faculty Reference - Name: ______________
Address,City,State,Zip: ______________

Financial Data

Student's Estimated Expenses **for the 2012/2013 school year**		**Student's Estimated Income** **for the 2012/2013 school year**	
Tuition and Fees	$	Savings	$
Books and Supplies	$	Employment	$
Housing	$	Aid from relatives	$
Living Costs (child care, food, clothing)	$	Scholarships (detail below)	$
Travel	$	Loans (detail below)	$
Personal and Recreational (incl. credit card debts)	$	Veteran's Benefits	$
Car costs (payment, insurance, maintenance)	$	Other	$
Other Misc. Debts.	$		

Summary

Total Estimated Expenses	$
Total Estimated Income	$
Balance Needed	$

Scholarship/Loan Detail

List all organizations to which you have applied or intend to apply for scholarships, grants, and loans for this academic year and indicate the disposition of each application.

Name of Organization	Amount	Awarded	Denied	Pending

Tell us about yourself. Outline your accomplishments, extra curricular activities, special needs or family conditions that make it necessary for you to borrow funds to attend college. Attach a separate sheet if necessary.

Loan Conditions

I have received a copy of the foundation guidelines for my records and after reading these guidelines, I agree to abide by the policies set out in the guidelines

I understand that loan approval is not automatic and will be based on academic requirements, financial data and available funding Loan approval is made for one year at a time and any subsequent application and note renewal or extension may be subject to any loan policy change or modification as instituted by the Foundation Students must apply and qualify each year based on overall grade point earned through the fall semester. This includes freshman applicants who may only have one semester as their overall grade point average

Minimum payment of $50.00 per month is required with documentation of full-time enrollment Current policy outlines a six-month grace period after graduation or discontinuance of full-time enrollment with payment increasing to a seventy-two month payment plan or minimum of $50 00 per month, whichever is greater Students are required to notify our office if they are no longer enrolled full-time

Loans are reported to the credit bureau for borrower and co-signers Co-signers will receive past due notices if the borrower fails to maintain the account in a current status Borrowers are required to keep our records updated with current addresses and information for borrower and co-signers

I certify that I am not an officer, director or employee of Frost National Bank or member of their immediate families and that all information given for the purpose of obtaining this loan is true, complete, valid, genuine, and correct to the best of my knowledge I understand that you will retain this application, whether or not it is approved You are authorized to check my credit history and to answer questions about your credit experience with me

(Signature of Applicant) (Date)

JACK & KATHERINE PEARCE EDUCATIONAL FOUNDATION 74-6035546

FORM 990-PF, PART XV

LINE 3 (a), Loans Made During the Year

GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR ENDING DECEMBER 31, 2011

NAME	ADDRESS CITY, STATE & ZIP	AMOUNT
Aoughsten, Erin Elaine	2120 73rd St Galveston, Tx 77551	$ 5,000 00
Aoughsten, Mamie Grace	2120 73rd St Galveston, Tx 77551	5,000 00
Bohn, Allison Jane	2212 Sydnor Ln Galveston, Tx 77554	5,000 00
Bohn, Frank Hawkins	2212 Sydnor Ln Galveston, Tx 77554	5,000 00
Byczek, John Palmer	PO Box 7436 Houston, Tx 77248	5,000 00
Caszatt, Matthew Levant	4249 Pirates Beach Galveston, Tx 77554	5,000 00
Cerini, Natalie Nicole	7102 Sycamore Dr Galveston, Tx 77551	5,000 00
Clark, Jessica Kate	3019 Beluche Dr Galveston, Tx 77551	2,500 00
Cooley, Randyl Morgan	22 Campeche Circle Galveston, Tx 77554	5,000 00
Crummett, Haley Coral	1804 Bayou Shore Drive Galveston, Tx 77551	5,000 00
Dearman, Charlotte Wyn	46 West Dansby Dr Galveston, Tx 77551	5,000.00
Empey, Molly Loren	3433 Cove View Blvd #1219 Galveston, Tx 77554	5,000 00
Finegan, Sean Katherine	9 Lakeview Dr Galveston, Tx 77551	5,000 00
Ford, Elizabeth Maria	7217 Youpon Galveston, Tx 77551	5,000 00
Fullen, Steven Chasten	PO Box 16381 Galveston, Tx 77552	5,000 00
Fullen, Valerie Jean	2502 Larkspur Ct Galveston, Tx 77551	5,000 00

JACK & KATHERINE PEARCE EDUCATIONAL FOUNDATION 74-6035546

FORM 990-PF, PART XV

LINE 3 (a), Loans Made During the Year

GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR ENDING DECEMBER 31, 2011

NAME	ADDRESS CITY, STATE & ZIP	AMOUNT
Fullen, Vanessa Marıe	2522 Larkspur Ct Galveston, Tx 77551	5,000 00
Furlong, James Harrıs	17 Cedar Lawn N Galveston, Tx 77551	5,000 00
Gıesen, Natalıe Taylor	7142 Spanish Grant Galveston, Tx 77554	5,000.00
Hatherıll, Lucılle Susan	7121 Spanısh Grant Galveston, Tx 77554	5,000 00
Kessler, Jenny Ann	513 22nd St Apt 2 Galveston, Tx 77550	5,000 00
Krumholz, Samuel Chase	11534 Sportsman Rd. Galveston, Tx 77554	5,000 00
Krumholz, Taylor Aaron	11534 Sportsman Rd Galveston, Tx 77554	5,000 00
Kusnerık, Kelsey Taylor	7714 Beaudelaire Cır Galveston, Tx 77551	5,000 00
Loftın, Taylor Nıcole	10215 Stewart Rd. Galveston, Tx 77554	5,000 00
Mencaccı, Lee Anthony	1512 Driftwood Lane Galveston, Tx 77551	5,000.00
Mullican, Erın Rose	1620 Market St Galveston, Tx 77550	5,000 00
Murphy, Mary Elızabeth	307 Tuna Street Galveston, Tx 77550	5,000 00
Olsen, Lauren Elızabeth	4627 Avenue O Galveston, Tx 77551	5,000 00
Ott, Erik Craig	4306 Sherman Galveston, Tx 77550	5,000 00
Panıco, Emma Carolıne	46 Cedar Lawn Cr Galveston, Tx 77551	5,000 00
Rutledge, Amy Kathryn	2809 Pine St Galveston, Tx 77551	5,000.00

JACK & KATHERINE PEARCE EDUCATIONAL FOUNDATION 74-6035546

FORM 990-PF, PART XV

LINE 3 (a), Loans Made During the Year

GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR ENDING DECEMBER 31, 2011

NAME	ADDRESS CITY, STATE & ZIP	AMOUNT
Salazar, Mary Morgan	4420 Avenue O Galveston, Tx 77550	5,000 00
Sales, Jeffrey William	6 Gulf Lane Galveston, Tx 77550	5,000 00
Schaaf, John Preston	3413 Kleinmann Ave Galveston, Tx 77551	5,000.00
Schaaf, Mary Catherine	3413 Kleinmann Ave Galveston, Tx 77551	5,000 00
Schmid, Daniel Louis	8302 Wavetree Ct Austin, Tx 78745	5,000 00
Seale, Samantha Shay	9 Lakeview Dr. Galveston, Tx 77551	5,000 00
Trevino, Carol Elizabeth	1907 103rd St Galveston, TX 77554	5,000 00
Webber, Sally Faith	7757 Beaudelaire Cr Galveston, Tx 77551	5,000 00
Zajack, Ryan Scott	7165 Spanish Grant Galveston, Tx 77554	5,000.00
		202,500 00