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

OMB No 1545-0052

2011

Department of the Treasury
Internal Revenue Service

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

For calendar year 2011, or tax year beginning , 2011, and ending

HAVENS FOUNDATION, INC
25132 OAKHURST DR #220
SPRING, TX 77386-1446A Employer identification number
76-0317434B Telephone number (see the instructions)
281-361-3100G Check all that apply: ☐ Initial return ☐ Initial Return of a former public charity
☐ Final return ☐ Amended return
☐ Address change ☐ Name changeH Check type of organization: ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationI Fair market value of all assets at end of year (from Part II, column (c), line 16)
\$ 1,387,592.
J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify) _____
(Part I, column (d) must be on cash basis)C If exemption application is pending, check here ☐D 1 Foreign organizations, check here ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐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) (see instructions))

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

REVENUE

1 Contributions, gifts, grants, etc. received (att sch)

2 Cl ☒ if the foundn is not req to att Sch B

3 Interest on savings and temporary cash investments

4 Dividends and interest from securities

5a Gross rents

b Net rental income or (loss)

6a Net gain/(loss) from sale of assets not on line 10

b Gross sales price for all assets on line 6a 351,545.

7 Capital gain net income (from Part IV, line 2)

8 Net short-term capital gain

9 Income modifications

10a Gross sales less returns and allowances

b Less Cost of goods sold

c Gross profit/(loss) (att sch)

11 Other income (attach schedule)

SEE STATEMENT 1

12 Total. Add lines 1 through 11

13 Compensation of officers, directors, trustees, etc

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees (attach schedule)

b Accounting fees (attach sch) SEE ST 2

c Other prof fees (attach sch)

17 Interest

18 Taxes (attach schedule) (see instrs) SEE STM 3

19 Depreciation (attach sch) and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses (attach schedule)

SEE STATEMENT 4

24 Total operating and administrative expenses. Add lines 13 through 23

25 Contributions, gifts, grants paid PART XV.

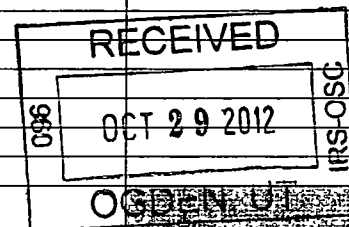
26 Total expenses and disbursements. Add lines 24 and 25

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

b Net investment income (if negative, enter -0-)

c Adjusted net income (if negative, enter -0-)

ADMINISTRATIVE AND OPERATING EXPENSES
NOV 29 2012
SCANNED

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
A S S E T S	1	Cash – non-interest-bearing				
	2	Savings and temporary cash investments		74,905.	113,177.	113,177.
	3	Accounts receivable	254.			
		Less: allowance for doubtful accounts			254.	
	4	Pledges receivable				
		Less: allowance for doubtful accounts				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach sch)				
		Less: allowance for doubtful accounts				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges		1,655.	708.	
	10a	Investments – U.S. and state government obligations (attach schedule)				
	b	Investments – corporate stock (attach schedule)		785,174.	633,907.	799,480.
	c	Investments – corporate bonds (attach schedule)				
	11	Investments – land, buildings, and equipment: basis				
	Less: accumulated depreciation (attach schedule)					
12	Investments – mortgage loans					
13	Investments – other (attach schedule)		330,305.	406,845.	474,941.	
14	Land, buildings, and equipment: basis					
	Less: accumulated depreciation (attach schedule)					
15	Other assets (describe)					
16	Total assets (to be completed by all filers – see the instructions. Also, see page 1, item I)		1,192,039.	1,154,891.	1,387,598.	
L I A B I L I T I E S	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, & other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe)				
	23	Total liabilities (add lines 17 through 22)		0.	0.	
N E T A S S E T S O R F U N D B A L A N C E S	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 and complete lines 27 through 31.			X		
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, building, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds		1,192,039.	1,154,891.	
	30	Total net assets or fund balances (see instructions)		1,192,039.	1,154,891.	
	31	Total liabilities and net assets/fund balances (see instructions)		1,192,039.	1,154,891.	

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	1,192,039.
2	Enter amount from Part I, line 27a	2	-18,410.
3	Other increases not included in line 2 (itemize) SEE STATEMENT 5	3	7,243.
4	Add lines 1, 2, and 3	4	1,180,872.
5	Decreases not included in line 2 (itemize) SEE STATEMENT 6	5	25,981.
6	Total net assets or fund balances at end of year (line 4 minus line 5)– Part II, column (b), line 30	6	1,154,891.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a SEE STATEMENT 7			
b			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			
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	51,462.
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) (see instructions) If (loss), enter -0- in Part I, line 8]	3	14,478.

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 the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2010	129,032.	1,230,849.	0.104832
2009	127,410.	1,248,293.	0.102067
2008	132,130.	1,396,055.	0.094645
2007	125,698.	1,572,243.	0.079948
2006	112,132.	1,596,012.	0.070258

2 Total of line 1, column (d)	2	0.451750
3 Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.090350
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	
5 Multiply line 4 by line 3	5	
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	947.
7 Add lines 5 and 6	7	947.
8 Enter qualifying distributions from Part XII, line 4.	8	113,132.

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)

1 a 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 instrs)		1	947.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	947.
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	947.
6 Credits/Payments			
a 2011 estimated tax pmts and 2010 overpayment credited to 2011	6a	1,655.	
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	1,655.	
8 Enter any penalty for underpayment of estimated tax. Check here <input 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	0.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	708.	
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax	708.	Refunded	11 0.

Part VII-A Statements Regarding Activities

	Yes	No
1 a 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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>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</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities</i>		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? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>		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?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a 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? <i>If 'No,' attach explanation</i>	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)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses.</i>		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		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? Website address: <u>N/A</u>	13	X	
14	The books are in care of <u>JOE D HAVENS</u> Telephone no <u>281-364-3100</u> Located at <u>25132 OAKHURST DR, SUITE 220, SPRING, TX</u> ZIP + 4 <u>77386</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <u>N/A</u> and enter the amount of tax-exempt interest received or accrued during the year <u>15</u> <u>N/A</u>			
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 <u>N/A</u>	16	Yes	No
				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
1 a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? <input type="checkbox"/> 1 b <u>N/A</u>		
Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011? <input type="checkbox"/> 1 c <u>X</u>		
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 <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>		
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.) 2 b <u>N/A</u>		
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>		
3 a 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) 3 b <u>N/A</u>		
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4 a <u>X</u>		
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? 4 b <u>X</u>		

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Part VII-B: Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No**b** If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?Organizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ 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**Part VIII: Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 8		7,600.	0.	0.

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

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

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

0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'

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

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

Part 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 PROVIDE FUNDS FOR SCHOLARSHIPS.	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
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
b	Average of monthly cash balances	1b
c	Fair market value of all other assets (see instructions)	1c
d	Total (add lines 1a, b, and c)	1d 0.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e
2	Acquisition indebtedness applicable to line 1 assets	2
3	Subtract line 2 from line 1d	3
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5 0.
6	Minimum investment return. Enter 5% of line 5	6 0.

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

1	Minimum investment return from Part X, line 6	1
2a	Tax on investment income for 2011 from Part VI, line 5	2a 947.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b
c	Add lines 2a and 2b	2c 947.
3	Distributable amount before adjustments Subtract line 2c from line 1	3 -947.
4	Recoveries of amounts treated as qualifying distributions	4
5	Add lines 3 and 4	5 -947.
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 0.

Part XIII 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 113,132.
b	Program-related investments — total from Part IX-B	1b
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	4 113,132.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5 947.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6 112,185.

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

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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				0.
2 Undistributed income, if any, as of the end of 2011:				
a Enter amount for 2010 only			0.	
b Total for prior years: 20____, 20____, 20____		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006	34,745.			
b From 2007	49,744.			
c From 2008	132,631.			
d From 2009	65,337.			
e From 2010	68,196.			
f Total of lines 3a through e	350,653.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 113,132.				
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				0.
e Remaining amount distributed out of corpus	113,132.			
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	463,785.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount — see instructions		0.		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount — see instructions			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	34,745.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	429,040.			
10 Analysis of line 9				
a Excess from 2007	49,744.			
b Excess from 2008	132,631.			
c Excess from 2009	65,337.			
d Excess from 2010	68,196.			
e Excess from 2011	113,132.			

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 SEE STATEMENT 10				
Total			3a	105,500.
b Approved for future payment				
Total			3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount		
1	Program service revenue:					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments					1,810.
4	Dividends and interest from securities					40,323.
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					4,014.
8	Gain or (loss) from sales of assets other than inventory					51,462.
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)					97,609.
13	Total. Add line 12, columns (b), (d), and (e)					97,609.

(See worksheet in line 13 instructions to verify calculations)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

[illegible]

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HAVENS FOUNDATION, INC

76-0317434

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STATEMENT 1
FORM 990-PF, PART I, LINE 11
OTHER INCOME

	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
OTHER INVESTMENT INCOME	\$ 4,014.	\$ 4,014.	
TOTAL	\$ 4,014.	\$ 4,014.	0.

STATEMENT 2
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	\$ 2,365.	\$ 2,365.		
TOTAL	\$ 2,365.	\$ 2,365.	\$ 0.	\$ 0.

STATEMENT 3
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
SEVERANCE TAX ON ROYALTY INCOME	\$ 163.	\$ 163.		
TOTAL	\$ 163.	\$ 163.	\$ 0.	\$ 0.

STATEMENT 4
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ADMIN EXP ON ROYALTY INC	\$ 72.	\$ 72.		
ADVERTISING	32.			\$ 32.
BANK CHARGES	287.	287.		
TOTAL	\$ 391.	\$ 359.	\$ 0.	\$ 32.

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HAVENS FOUNDATION, INC

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STATEMENT 5
FORM 990-PF, PART III, LINE 3
OTHER INCREASES

PRIOR YEAR ADJUSTEMENT TO INV BASIS (EPD) \$ 7,243.
TOTAL \$ 7,243.

STATEMENT 6
FORM 990-PF, PART III, LINE 5
OTHER DECREASES

DISALLOWED ORDINARY LOSS FROM EDP (#76-0568219) \$ 7,298.
DISALLOWED ORDINARY LOSS FROM ETP (#73-1493906) 7,539.
DISALLOWED ORDINARY LOSS FROM MWE #7327-0005456) 1,389.
DISALLOWED ORDINARY LOSS FROM RGP #16-1731691 8,731.
INCOME TAX ACCRUAL 947.
NON-DEDUCTIBLE EXP FROM EDP (#76-0568219) 13.
NON-DEDUCTIBLE EXP FROM ETD (#73-1493906) 8.
NON-DEDUCTIBLE EXP FROM MWE (#27-0005456) 1.
NON-DEDUCTIBLE EXP FROM RGP (#16-1731691) 55.
TOTAL \$ 25,981.

STATEMENT 7
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
1	2000 SHS ENTERPRISE PRODUCT PARTNERS	PURCHASED	VARIOUS	4/13/2011
2	1000 SHS CHEVRON	PURCHASED	10/26/2010	2/22/2011
3	1000 SHS PERMIAN BASIN ROYALTY	PURCHASED	4/08/2011	7/01/2011
4	1000 SHS CHEVRON	PURCHASED	5/01/2009	2/22/2011
5	2000 SHS FIRST INDUSTRIAL RLTY	PURCHASED	VARIOUS	2/22/2011
6	1000 SHS PERMIAN BASIN ROYALTY	PURCHASED	12/28/2009	7/01/2011

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
1	85,272.		40,448.	44,824.				\$ 44,824.
2	100,145.		84,909.	15,236.				15,236.
3	21,665.		22,423.	-758.				-758.
4	100,145.		66,359.	33,786.				33,786.
5	22,653.		71,335.	-48,682.				-48,682.
6	21,665.		14,609.	7,056.				7,056.
							TOTAL	\$ 51,462.

CLIENT 6004-52

HAVENS FOUNDATION, INC

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STATEMENT 8
FORM 990-PF, PART VIII, LINE 1
LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED	COMPEN- SATION	CONTRI- BUTION TO EBP & DC	EXPENSE ACCOUNT/ OTHER
JOE D HAVENS 25132 OAKHURST DR, SUITE 220 SPRING, TX 77386	PRESIDENT 0	\$ 0.	\$ 0.	\$ 0.
B J HAVENS 25132 OAKHURST DR, SUITE 220 SPRING, TX 77386	DIRECTOR 0	700.	0.	0.
JAMES A HAVENS 25132 OAKHURST SUITE 220 SPRING, TX 77386	VICE PRESIDENT 0	0.	0.	0.
MICHAEL HAVENS 25132 OAKHURST DR, SUITE 220 SPRING, TX 77386	DIRECTOR 0	700.	0.	0.
CAROL HAVENS 25132 OAKHURST DR, SUITE 220 SPRING, TX 77386	DIRECTOR 0	700.	0.	0.
KENDRA WOLF 25132 OAKHURST DR, SUITE 220 SPRING, TX 77386	SEC/TREAS 0	4,800.	0.	0.
LISA HAVENS 25132 OAKHURST SUITE 220 SPRING, TX 77386	DIRECTOR 0	0.	0.	0.
STEVEN HAVENS 25132 OAKHURST SUITE 220 SPRING, TX 77386	DIRECTOR 0	700.	0.	0.
TOTAL		\$ 7,600.	\$ 0.	\$ 0.

STATEMENT 9
FORM 990-PF, PART XV, LINE 2A-D
APPLICATION SUBMISSION INFORMATION

NAME OF GRANT PROGRAM:
NAME: JOE D HAVENS
CARE OF:
STREET ADDRESS: 25132 OAKHURST, SUITE 220
CITY, STATE, ZIP CODE: SPRING, TX 77386
TELEPHONE: 281-364-3100
FORM AND CONTENT: ATTACHED
SUBMISSION DEADLINES: ATTACHED
RESTRICTIONS ON AWARDS: ATTACHED

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HAVENS FOUNDATION, INC

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STATEMENT 10
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
HOUSTON BAPTIST UNIVERSITY 7502 FONDREN ROAD HOUSTON, TX 77074	NONE	N/A	FUND SCHOLARSHIPS	\$ 18,000.
TEMPLE BAPTIST COLLEGE 11965 KENN ROAD CINCINNATI, OH 45240	NONE	N/A	FUND SCHOLARSHIPS	12,000.
TEXAS A&M UNIVERSITY STUDENT FINANCIAL AID COLLEGE STATION, TX 77843	NONE	N/A	FUND SCHOLARSHIPS	20,000.
BAYLOR UNIVERSITY ONE BEAR PLACE #97026 WACO, TX 76798	NONE	N/A	FUND SCHOLARSHIPS	18,000.
UNIVERSITY OF COLORADO REGENTS ADMINISTRATIVE CENTER 77UCB BOULDER, CO 80309	NONE	N/A	FUND SCHOLARSHIPS	7,500.
DEISY MARTINEZ 21610 W CHAMPAGNE CIRCLE TOMBALL, TX 77377	NONE	N/A	SCHOLARSHIP	10,000.
TEXAS A & M UNIVERSITY COLLEGE OF VETERINARY MEDICINE COLLEGE STATION, TX 77843	NONE	N/A	FUND SCHOLARSHIPS	18,000.
LACEY BUSH 4544 BECK RD EAST INEZ, TX 77377	NONE	N/A	SCHOLARSHIP	2,000.
TOTAL				\$ 105,500.

HAVENS FOUNDATION, INC.
YEAR END 12-31-2011

	COST	FMV
CHARLES SCHWAB	113,176 78	113,176 78
EQUITIES		
AT&T 1500@26 2359 4/10	39,353 95	45,360 00
ABOTT LAB 1000@52 33 10/10	52,338 95	56,230 00
CINF 1000@27 30 9/10	27,298 95	30,460 00
CLX 1000 @58 54 10/09	58,548 95	66,560 00
CLX 1000 @59.38 1/10	59,386 65	66,560 00
CON ED 1000 @41 87 3/08	41,878 95	62,030 00
KMB 1000@61 45 4/10	61,458 95	73,560 00
MCD 1000 @64 06 3/10	64,068 95	100,330 00
NGG 1000 @38 02 06/10	38,028 95	48,480 00
NST 1000 @31 41 10/09	31,418.95	46,960 00
PFIZER 1000 @20 65 4/08	20,658 95	21,640 00
PROGRESS 1000 @46 06 10/06	46,069 95	56,020 00
SO 1000 @31 86 11/09	31,867 64	46,290 00
SOUTHERN CO 1000 @28 03 5/09	28,038 95	46,290 00
WM 1000@33 48 3/10	33,488 95	32,710 00
	<hr/>	<hr/>
	633,906 64	799,480 00
OTHER ASSETS		
ETP 57 @52 8285 4/11	3,011 23	2,613 45
ETP 100 @52 814 4/11	5,281 40	4,585 00
ETP 100 @52 819 4/11	5,281 90	4,585 00
ETP 100 @52 8695 4/11	5,286 95	4,585 00
ETP 281 @52 8189 4/11	14,842 12	12,883 85
ETP 462 @52 8279 4/11	24,406 51	21,182.70
Adjustments to PTP	(10,428 00)	
EPD 178 3 @33 2689 3/10	5,931 85	8,269 55
EPD 1000 @33.26 3/10	33,268 95	46,380 00
EPD 54 82 @32 89 3/10	1,803 69	2,542 75
EPD 52 2571@35 575 8/10	1,859 05	2,423 68
EPD 46 762 @40 9248 11/10	1,913 73	2,168 82
EPD 47 5188 @41 3722 02/09/11	1,965 96	2,203 92
EPD 20 7543 @39 7194 05/12/11	824 35	962.58
EPD 22 3852 @37 8485 8/11	847 25	1,038 23
EPD 20 5937 @42 3173 11/11	871 47	955 14
Adjustments to PTP	(15,558 30)	
GEJ 1000@24 84 3/30/10	24,848 55	25,870 00
HCN 1000@45 70 4/10	44,400 15	54,530 00
PFF 1000@39 57 10/10	39,578 75	35,620 00
PFF 11 56@ 39 31 11/10	454 67	411 92
PFF 69 0041 @38 0938	2,628 63	2,457 93
AMJ 1000 @28 68 12/09	28,688 95	38,970 00
MWE 44 4029 @48 0191	2,132 19	2,444 82
MWE 1000 @49 5189 04/08/11	49,518 95	55,060 00
Adjustments to PTP	(3,035 14)	
PBT 145 9268 @21 6289	3,156 24	2,972 53
PBT 2360 on 4/08/011	53,021 16	48,073 20
RGP 119 2867 @24 1918	2,885 77	2,965 47
RGP 2100 on 04/08/11	58,405 85	52,206 00
Adjustments to PTP	(11,758 62)	
XLU 1000 @30 50 1/10	30,508 95	35,980 00
	<hr/>	<hr/>
	406,845.16	474,941 55
		1,387,598.33

HAVENS FOUNDATION ELIGIBILITY RULES

Applicant must have graduated High School with a Grade Point Average of 2.0

FULL - TIME STUDENTS

FRESHMAN

Must complete a minimum of 14 hours per semester with a minimum grade point average of 2.50.

SOPHOMORE, JUNIOR, SENIOR

Must complete a minimum of 15 hours per semester with a minimum grade point average of 2.50.

WORK STUDY STUDENTS

FRESHMAN

Must complete a minimum of 11 hours per semester with a minimum grade point average of 2.25

SOPHOMORE, JUNIOR, SENIOR

Must complete a minimum of 12 hours per semester with a minimum grade point average of 2.25

WORK STUDY STUDENTS

Students that qualify as work study students are those students who are enrolled in a work study program organized by the school they attend or those students who are required to work in a specific field in conjunction with a course they are taking.

Should a student fail to meet the minimum requirements in either the fall or spring semester he, or she must attend summer school at their own expense and bring their GPA and completed hours up to the Foundation minimum in order to be considered for support for the following fall semester.

Foundation support is only given for undergraduate studies.

**THE HAVENS FOUNDATION
PERSONAL INFORMATION**

Name_____

Current St. Address_____

Current City_____Current State_____ Zip_____

Current Phone (____) _____

Birth Date_____ Social Security_____

RELIGIOUS BACKGROUND

Are you saved?_____ Please give your testimony of personal faith in the

Lord Jesus Christ:_____

Of what church are you a member?_____

Church City_____ Church State_____

Your Pastor's Name _____

Pastor's Address _____ City _____ St. _____

Pastor's Phone (____) _____

Explain your activities and involvement in your church. _____

Please include any comments you feel would help the Havens Foundation understand your spiritual life and goals better. _____

EDUCATIONAL BACKGROUND

High school from which you were graduated: _____
City _____ State _____

Year graduated _____, If there is an educational interim between your graduation and the present, Please explain why: _____

NOTE: Please attach a copy of your high school transcript to this application.

Do you have any college education? _____ If so, how many semester hours? _____
What was your grade point average for these semester hours? _____ Name the collage
you attended. _____ City _____ St. _____

What was your field of study. _____

What field of study do you intend to pursue in your future studies. _____

Is there a difference, explain why: _____

Has there been an educational interim since your last college study and the current?

_____ How long? _____ Please explain why: _____

Please explain your life goal which you feel this education will help you achieve.
(State the kind of degree you plan to earn and the kind of life's work you have in
mind.) _____

Have you been excepted into a college, university , or a trade or business school?

_____. Name of school _____ Address of school _____
_____. City _____ State _____ Zip _____

1. Please attach a copy of your college transcript.
2. Please attach a copy of your acceptance to the school you expect to attend while receiving Havens Foundation Scholarship assistance.
3. Furnish college brochures outlining tuition, meal plan, room expenses, books, Fees, etc.

FINANCIAL INFORMATION

Do you owe any debts? _____ If so, name:

	TO WHOM	TOTAL AMOUNT	MONTHLY PAYMENT
1.	_____	_____	_____
2.	_____	_____	_____
3.	_____	_____	_____
4.	_____	_____	_____
5.	_____	_____	_____
6.	_____	_____	_____
7.	_____	_____	_____

TOTAL INDEBTEDNESS:

Do you have any income? _____. If so, how much per month? _____ Do you expect to maintain this income while you are in school? _____ How much capital do you have on hand? \$ _____. How much part-time income do you expect to generate while in school? \$ _____. Have you applied for grants to help you with your schooling? _____. If so, with whom?

1. _____
2. _____
3. _____
4. _____

Have you received any grants? If so,

FROM WHOM:

AMOUNT PER SEMESTER:

1. _____ \$ _____

2. _____ \$ _____
3. _____ \$ _____

TOTAL GRANTS

Have you applied for other scholar ships? _____ If so, with whom?

1. _____
2. _____
3. _____
4. _____
5. _____
6. _____

Have you received other scholarships? _____ If so:

FROM WHOM:

AMOUNT PER SEMESTER

1. _____	_____
2. _____	_____
3. _____	_____
4. _____	_____
5. _____	_____

TOTAL SCHOLARSHIPS

Will you be receiving financial assistance from your parents? _____. How much per semester? _____. Will you be living with your parents? _____. Eating most of your meals with your parents? _____. If your parents are not assisting you with your schooling, please explain why not: _____

Check the appropriate bracket of your parents gross income:

1. \$15,000 - 25,000 () 2. \$25,000 - \$35,000 ()

3. \$35,000 - 45,000 () 4. \$45,000 - \$55,000 ()

5. Above \$55,000 ()

If you parents gross income exceeds 35,000, and they are not assisting you with your schooling, please explain: (Such factors as your age and state in life, the number of children in your family, other economic commitments and responsibility of your parents, and the state of affairs between you and your parents are important to the Havens Foundation) _____

Your total anticipated schooling assistance per semester. (From all sources other than the Havens Foundation): \$_____ Per month: \$_____ Anticipated scholarship from the Havens Foundation: monthly: \$_____ Per semester: \$_____ Annually:\$_____
Number of years anticipated to complete the education: _____ When do you plan to begin? (Month & year) _____, _____.

REFERENCES

A minimum of three (3) references or recommendations should be submitted with this application.

1. _____

2. _____

3. _____

(Applicants Signature)

(Date)

NOTE:

In order for applicant to be considered for scholarship benefits from Havens Foundation, this application form must be completed and returned to the Havens Foundation at the address below not less than three (3) months prior to the school registration date of the applicant. Application for scholarship benefits from the Havens Foundation is not a guarantee that they will be received.

THE HAVENS FOUNDATION
25132 OAKHURST SUITE 220
SPRING, TX 77386