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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.

2011

For calendar year 2011 or tax year beginning

, and ending

Name of foundation

THE CLUTHE AND WILLIAM B. OLIVER
FOUNDATION FOR HEALTH AND AGING

A Employer identification number

76-0461993

Number and street (or P.O. box number if mail is not delivered to street address)

800 GESSNER

Room/suite

1260

B Telephone number

(713) 627-2440

City or town, state, and ZIP code

HOUSTON, TX 77024

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

I Fair market value of all assets at end of year

(from Part II, col (c), line 16)

\$ 5,118,682.54 (Part I, column (d) must be on cash basis.)

J Accounting method:

☒

Cash

☐

Accrual

☐ Other (specify) _____

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	2,607.00			
	2	Check ☒ if the foundation is not required to attach Sch. B				
	3	Interest on savings and temporary cash investments	0.73	0.73	0.73	STATEMENT 1
	4	Dividends and interest from securities	22,939.03	22,939.03	22,939.03	STATEMENT 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	438,394.76			
	b	Gross sales price for all assets on line 6a	3,040,610.64			
	7	Capital gain net income (from Part IV, line 2)		438,394.76		
	8	Net short-term capital gain			0.00	
	9	Income modifications				
	10a	Gross sales less returns and allowances				
Operating and Administrative Expenses	b	Less: Cost of goods sold				
	c	Gross profit or (loss)				
	11	Other income	14,014.55	13,523.67	14,014.55	STATEMENT 3
	12	Total. Add lines 1 through 11	477,956.07	474,858.19	36,954.31	
	13	Compensation of officers, directors, trustees, etc	122,248.96	6,000.00	6,000.00	116,248.96
	14	Other employee salaries and wages	77,922.96	0.00	0.00	77,922.96
	15	Pension plans, employee benefits				
	16a	Legal fees				
	b	Accounting fees				
	c	Other professional fees	26,484.02	7,945.21	7,945.21	18,538.81
	17	Interest	16,230.37	577.94	577.94	14,850.92
	18	Fees	5,447.35	0.00	5,867.55	
	19	Depreciation and depletion	27,120.00	5,424.00	5,424.00	21,696.00
	20	Goodwill	4,154.52	0.00	0.00	4,154.52
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses	350,099.81	12,220.87	12,220.87	337,878.94
	24	Total operating and administrative expenses. Add lines 13 through 23	629,707.99	32,168.02	38,035.57	591,291.11
	25	Contributions, gifts, grants paid	3,000.00			3,000.00
	26	Total expenses and disbursements. Add lines 24 and 25	632,707.99	32,168.02	38,035.57	594,291.11
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	<154,751.92>			
	b	Net investment income (if negative, enter -0-)		442,690.17		
	c	Adjusted net income (if negative, enter -0-)			0.00	

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	200.00	200.00	200.00	
	2 Savings and temporary cash investments	1,848,318.54	4,301,229.85	4,301,229.85	
	3 Accounts receivable ▶				
	Less: allowance for doubtful accounts ▶				
	4 Pledges receivable ▶				
	Less: allowance for doubtful accounts ▶				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons				
	7 Other notes and loans receivable ▶				
	Less: allowance for doubtful accounts ▶				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments - U.S. and state government obligations				
	b Investments - corporate stock STMT 7	3,339,197.89	736,982.01	809,965.62	
	c Investments - corporate bonds				
Liabilities	11 Investments - land, buildings, and equipment basis ▶				
	Less accumulated depreciation ▶				
	12 Investments - mortgage loans				
	13 Investments - other				
	14 Land, buildings, and equipment basis ▶ 73,633.21				
	Less accumulated depreciation STMT 8 ▶ 66,796.14	12,284.42	6,837.07	6,837.07	
	15 Other assets (describe ▶ STATEMENT 9)	450.00	450.00	450.00	
	16 Total assets (to be completed by all filers)	5,200,450.85	5,045,698.93	5,118,682.54	
	17 Accounts payable and accrued expenses				
	18 Grants payable				
Net Assets or Fund Balances	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable				
	22 Other liabilities (describe ▶)				
23 Total liabilities (add lines 17 through 22)	0.00	0.00			
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			
		27 Capital stock, trust principal, or current funds	5,200,450.85	5,045,698.93	
		28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.00	0.00	
		29 Retained earnings, accumulated income, endowment, or other funds	0.00	0.00	
30 Total net assets or fund balances	5,200,450.85	5,045,698.93			
31 Total liabilities and net assets/fund balances	5,200,450.85	5,045,698.93			

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 5,200,450.85
2 Enter amount from Part I, line 27a	2 <154,751.92>
3 Other increases not included in line 2 (itemize) ▶	3 0.00
4 Add lines 1, 2, and 3	4 5,045,698.93
5 Decreases not included in line 2 (itemize) ▶	5 0.00
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6 5,045,698.93

**THE CLUTHE AND WILLIAM B. OLIVER
FOUNDATION FOR HEALTH AND AGING**

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 FIDELITY INVESTMENTS (Z72)	P	VARIOUS	12/31/11
b FIDELITY INVESTMENTS (RJ CAPITAL)	P	VARIOUS	12/31/11
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 2,934,454.82		2,533,488.03	400,966.79
b 106,155.82		68,727.85	37,427.97
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			400,966.79
b			37,427.97
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	438,394.76
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	0.00

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	628,777.56	5,657,113.99	.111148
2009	699,794.63	5,414,672.02	.129240
2008	802,403.66	7,981,095.09	.100538
2007	1,034,749.62	9,856,956.76	.104977
2006	648,736.74	9,409,488.44	.068945

2 Total of line 1, column (d)	2	.514848
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	.102970
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	5,283,928.81
5 Multiply line 4 by line 3	5	544,086.15
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	4,426.90
7 Add lines 5 and 6	7	548,513.05
8 Enter qualifying distributions from Part XII, line 4	8	594,291.11

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.

**THE CLUTHE AND WILLIAM B. OLIVER
FOUNDATION FOR HEALTH AND AGING**

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 ☒ and enter 1% of Part I, line 27b		1	4,426.90
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	0.00
3 Add lines 1 and 2		3	4,426.90
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.00
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	4,426.90
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	555.00	
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	555.00	
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	3,871.90	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax ☐ Refunded ☐	11		

Part VII-A Statements Regarding Activities

1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		Yes	No
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			X
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. \$ 0.00 (2) On foundation managers. \$ 0.00			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.00			
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?	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

N/A

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 ► N/A	13	X	
14	The books are in care of ► MARVIN A. WURZER Telephone no. ► (713) 627-2440 Located at ► 800 GESSNER, SUITE 1260, HOUSTON, TEXAS ZIP+4 ► 77024			
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 ►	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
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)? Organizations relying on a current notice regarding disaster assistance check here ► ☐	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? If "Yes," list the years ► _____, _____, _____	☐ Yes ☒ No	
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

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?

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

☐ Yes ☒ No

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

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
THOMAS R. WOEHLE M.D. 101 WESTCOTT, SUITE 1106 HOUSTON, TX 77007	PRESIDENT/TRUSTEE 20.00	12,000.00	17,982.76	0.00
DEBORAH L. WOEHLE 101 WESTCOTT, SUITE 1106 HOUSTON, TX 77007	VICE PRESIDENT/TRUSTEE 40.00	110,248.96	19,227.40	0.00
MARVIN A. WURZER 800 GESSNER, SUITE 1260 HOUSTON, TX 77024	ASST.SEC. & TREAS./TRUSTEE 1.00	0.00	0.00	0.00

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
SANDRA J. BRISTOW	OFFICE MANAGER 40.00	77,922.96	21,326.44	0.00

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

0

Form 990-PF (2011)

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."

[illegible]

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

0.00

Form **990-PF** (2011)

**THE CLUTHE AND WILLIAM B. OLIVER
FOUNDATION FOR HEALTH AND AGING**

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	1,284,104.05
b	Average of monthly cash balances	1b	4,080,290.68
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	5,364,394.73
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.00
2	Acquisition indebtedness applicable to line 1 assets	2	0.00
3	Subtract line 2 from line 1d	3	5,364,394.73
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	80,465.92
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,283,928.81
6	Minimum investment return. Enter 5% of line 5	6	264,196.44

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	
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	594,291.11
b	Program-related investments - total from Part IX-B	1b	0.00
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	594,291.11
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	4,426.90
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	589,864.21

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				

**THE CLUTHE AND WILLIAM B. OLIVER
FOUNDATION FOR HEALTH AND AGING**

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

06/05/95

- b** Check box to indicate whether the foundation is a private operating foundation described in section

☒ 4942(j)(3) or ☐ 4942(j)(5)

- 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

Tax year	Prior 3 years			(e) Total
(a) 2011	(b) 2010	(c) 2009	(d) 2008	
0.00	48,259.80	71,317.02	78,276.17	197,852.99
0.00	41,020.83	60,619.47	66,534.74	168,175.04
594,291.11	629,329.84	700,587.63	803,666.14	2,727,874.72
0.00	0.00	0.00	0.00	0.00
594,291.11	629,329.84	700,587.63	803,666.14	2,727,874.72
0.00	0.00	0.00	0.00	0.00
176,130.96	188,570.47	180,489.07	266,036.50	811,227.00
0.00	0.00	0.00	0.00	0.00
0.00	0.00	0.00	0.00	0.00
0.00	0.00	0.00	0.00	0.00

- 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)				
a Paid during the year				
GASTON LENOTRE CULINARY SCHOOL 7070 ALLENSBY HOUSTON, TX 77022	N/A	PUBLIC	GENERAL SUPPORT	3,000.00
Total			▶ 3a	3,000.00
b Approved for future payment				
NONE				
Total			▶ 3b	0.00

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) 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			14	0.73	
4 Dividends and interest from securities			14	22,939.03	
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			14	14,014.55	
8 Gain or (loss) from sales of assets other than inventory			18	438,394.76	
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)		0.00		475,349.07	0.00
13 Total. Add line 12, columns (b), (d), and (e)				13 475,349.07	

(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 | | X |
| | (2) Other assets | | X |
| b | Other transactions: | | |
| | (1) Sales of assets to a noncharitable exempt organization | | X |
| | (2) Purchases of assets from a noncharitable exempt organization | | X |
| | (3) Rental of facilities, equipment, or other assets | | X |
| | (4) Reimbursement arrangements | | X |
| | (5) Loans or loan guarantees | | X |
| | (6) Performance of services or membership or fundraising solicitations | | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | | 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. | | |

[illegible]

- 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

Date 5/15/12

ASSIST SECR &
TREAS

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

☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

MARVIN A. WURZER

Preparer's signature

MAURICE A. WINGARD
RZER P.C.

Date

5/15/12

Check ☐ if self-employed

PTIN

P01235632

Firm's name ► **JOHNSON & WURZER P.C.**

Firm's EIN ▶ 74-1988615

Firm's address ► 800 GESSNER, SUITE 1260
HOUSTON, TX 77024

Phone no. (713) 627-2440

Form **990-PF** (2011)

2011 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990-PF

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
1	COMPUTER EQUIPMENT	101403200DB	5.00	17		377.77		188.89	188.88	188.88		0.00
2	LAPTOP COMPUTER	053103200DB	5.00	17		2,516.82		1,258.41	1,258.41	1,258.40		0.00
3	OFFICE FURNITURE	080103200DB	7.00	17		10,030.58		5,015.29	5,015.29	5,015.28		0.00
4	OFFICE EQUIPMENT	122703200DB	5.00	17		270.61		135.31	135.30	135.30		0.00
5	COMPUTER EQUIPMENT	100104200DB	5.00	17		10,248.29		5,124.15	5,124.14	5,124.13		0.00
6	OFFICE EQUIPMENT	031405200DB	7.00	17		3,407.00			3,407.00	2,950.79		304.25
7	COMPUTER EQUIPMENT	063005200DB	5.00	17		10,712.32			10,712.32	10,712.32		0.00
8	LAPTOP COMPUTER	100405200DB	5.00	17		2,642.37			2,642.37	2,642.37		0.00
9	COMPUTER EQUIPMENT	070606200DB	5.00	17		6,410.14			6,410.14	6,040.92		369.22
10	COMPUTER EQUIPMENT	010707200DB	5.00	17		2,793.38			2,793.38	2,310.69		321.80
11	COMPUTER EQUIPMENT	102907200DB	5.00	17		1,862.00			1,862.00	1,540.24		214.50
12	COMPUTER EQUIPMENT	112807200DB	5.00	17		1,939.00			1,939.00	1,603.94		223.37
13	SMALL EQUIPMENT	091007200DB	7.00	17		3,184.90			3,184.90	2,189.93		284.41
14	COMPUTER EQUIPMENT	040108200DB	5.00	17		2,119.54		1,059.77	1,059.77	754.56		122.09
15	COMPUTER EQUIPMENT	040108200DB	5.00	17		309.98		154.99	154.99	110.36		17.85
16	COMPUTER EQUIPMENT	090408200DB	5.00	17		1,570.00		785.00	785.00	558.92		90.43
17	COMPUTER EQUIPMENT	113009200DB	5.00	17		3,577.18		1,788.59	1,788.59	769.09		407.80
18	COMPUTER EQUIPMENT	063010200DB	5.00	17		9,661.33			9,661.33	1,932.27		3,091.63

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(D) - Asset disposed

* ITC, Section 179, Salvage, Bonus, Commercial Revitalization Deduction

2011 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990-PF

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
	* TOTAL 990-PF PG 1 DEPR					73,633.21		15,510.40	58,122.81	45,838.39	0.00	5,447.35

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

SOURCE	AMOUNT
FIDELITY INVESTMENTS (RJ CAPITAL)	0.73
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	0.73

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
FIDELITY INVESTMENTS	407.89	0.00	407.89
FIDELITY INVESTMENTS	711.06	0.00	711.06
FIDELITY INVESTMENTS	19,943.26	0.00	19,943.26
PEPSICO INC.	1,485.95	0.00	1,485.95
WELLS FARGO MONEY MARKET CHECKING	1.71	0.00	1.71
YUM BRANDS	389.16	0.00	389.16
TOTAL TO FM 990-PF, PART I, LN 4	22,939.03	0.00	22,939.03

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
REFUND PRIOR YEAR EXPENSE - BAYLOR	11,067.30	11,067.30	11,067.30
OTHER INCOME - ORGANWISE GUYS, INC.	2,456.37	2,456.37	2,456.37
EXCISE TAX REFUND	490.88	0.00	490.88
TOTAL TO FORM 990-PF, PART I, LINE 11	14,014.55	13,523.67	14,014.55

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL, ACCOUNTING & ADMINISTRATIVE FEES	26,484.02	7,945.21	7,945.21	18,538.81
TO FORM 990-PF, PG 1, LN 16C	26,484.02	7,945.21	7,945.21	18,538.81

FORM 990-PF	TAXES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAXES	801.52	0.00	0.00	0.00
FOREIGN TAX WITHHELD	118.94	118.94	118.94	0.00
PAYROLL TAXES	15,099.31	459.00	459.00	14,640.32
PAYROLL TAXES-SUTA	210.60	0.00	0.00	210.60
TO FORM 990-PF, PG 1, LN 18	16,230.37	577.94	577.94	14,850.92

FORM 990-PF	OTHER EXPENSES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
WEBSITE EXPENSES	6,989.89	0.00	0.00	6,989.89
CLEANING EXPENSES	110.00	22.00	22.00	88.00
COMPUTER SUPPLIES	291.59	58.32	58.32	233.27
DUES AND SUBSCRIPTIONS	2,929.52	292.95	292.95	2,636.57
EMBROIDERY EXPENSE	346.46	0.00	0.00	346.46
MARKETING & PUBLIC RELATIONS EXPENSE	5,700.00	0.00	0.00	5,700.00
MEALS AND ENTERTAINMENT	512.07	0.00	0.00	512.07
OFFICE SUPPLIES	5,592.65	2,796.32	2,796.32	2,796.33
PHONE & UTILITIES EXPENSE	7,529.81	1,505.96	1,505.96	6,023.85
POSTAGE EXPENSE	331.02	66.20	66.20	264.82
STORAGE EXPENSE	3,187.50	0.00	0.00	3,187.50
HEALTH INSURANCE	44,379.00	4,437.90	4,437.90	39,941.10
EVALUATIONS & REPORTING	19,565.00	0.00	0.00	19,565.00
CONSULTING SERVICES	28,959.51	0.00	0.00	28,959.51
INSURANCE - OFFICER & DIRECTORS	2,543.00	0.00	0.00	2,543.00

INSURANCE - UMBRELLA POLICY	1,795.00	0.00	0.00	1,795.00
INSURANCE - WORKMAN'S COMP	712.00	0.00	0.00	712.00
SUPPLIES	5,927.27	0.00	0.00	5,927.27
PROMOTION EXPENSE	2,190.15	0.00	0.00	2,190.15
TEEN BOARD MEETINGS & SUPPLIES	1,176.23	0.00	0.00	1,176.23
BANK & BROKERAGE ACCOUNT CHARGES	329.69	329.69	329.69	0.00
INSURANCE - LONG TERM CARE	13,557.66	2,711.53	2,711.53	10,846.13
FREIGHT & DELIVERY	54.79	0.00	0.00	54.79
SEMINARS & WORKSHOPS	175.00	0.00	0.00	175.00
BAYLOR SPON RESEARCH PROJECT - EVALUATION	194,724.00	0.00	0.00	194,724.00
INSURANCE - GENERAL	491.00	0.00	0.00	491.00
TO FORM 990-PF, PG 1, LN 23	350,099.81	12,220.87	12,220.87	337,878.94

FORM 990-PF	CORPORATE STOCK	STATEMENT	7
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
942 SH PEPSICO INCORPORATED	1.00	62,501.70
61 SH PEPSICO INCORPORATED	3,312.39	4,047.35
RJ CAPITAL - FIDELITY INVESTMENTS	0.00	0.00
FIDELITY INVESTMENTS	733,667.62	732,322.69
188 SH YUM INC.	1.00	11,093.88
TOTAL TO FORM 990-PF, PART II, LINE 10B	736,982.01	809,965.62

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT	STATEMENT	8
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DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
COMPUTER EQUIPMENT	377.77	377.77	0.00
LAPTOP COMPUTER	2,516.82	2,516.81	0.01
OFFICE FURNITURE	10,030.58	10,030.57	0.01
OFFICE EQUIPMENT	270.61	270.61	0.00
COMPUTER EQUIPMENT	10,248.29	10,248.28	0.01
OFFICE EQUIPMENT	3,407.00	3,255.04	151.96
COMPUTER EQUIPMENT	10,712.32	10,712.32	0.00
LAPTOP COMPUTER	2,642.37	2,642.37	0.00
COMPUTER EQUIPMENT	6,410.14	6,410.14	0.00
COMPUTER EQUIPMENT	2,793.38	2,632.49	160.89
COMPUTER EQUIPMENT	1,862.00	1,754.74	107.26
COMPUTER EQUIPMENT	1,939.00	1,827.31	111.69
SMALL EQUIPMENT	3,184.90	2,474.34	710.56

THE CLUTHE AND WILLIAM B. OLIVER FOUNDAT

76-0461993

COMPUTER EQUIPMENT	2,119.54	1,936.42	183.12
COMPUTER EQUIPMENT	309.98	283.20	26.78
COMPUTER EQUIPMENT	1,570.00	1,434.35	135.65
COMPUTER EQUIPMENT	3,577.18	2,965.48	611.70
COMPUTER EQUIPMENT	9,661.33	5,023.90	4,637.43
TOTAL TO FM 990-PF, PART II, LN 14	73,633.21	66,796.14	6,837.07

FORM 990-PF	OTHER ASSETS	STATEMENT	9
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
OFFICE SECURITY DEPOSIT	450.00	450.00	450.00
TO FORM 990-PF, PART II, LINE 15	450.00	450.00	450.00