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

2011

Department of the Treasury
Internal Revenue Service

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

For calendar year 2011 or tax year beginning

, and ending

Name of foundation THE ANDREWS FOUNDATION		A Employer identification number 76-0537224
Number and street (or P O box number if mail is not delivered to street address) 2408 KIPLING ST.	Room/suite	B Telephone number 713-528-6571
City or town, state, and ZIP code HOUSTON, TX 77098-5604		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input checked="" type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 2,174,830 (Part I, column (d) must be on cash basis)	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	1,330.		N/A	
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	15.	15.		STATEMENT 1
	4 Dividends and interest from securities	44,637.	44,637.		STATEMENT 2
	5a Gross rents	24.	24.		STATEMENT 3
	b Net rental income or (loss)	24.			
	6a Net gain or (loss) from sale of assets not on line 10	119,009.			
	b Gross sales price for all assets on line 6a	2,058,281.			
	7 Capital gain net income (from Part IV, line 2)		119,009.		
	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 or (loss)					
11 Other income	21,929.	21,929.		STATEMENT 4	
12 Total. Add lines 1 through 11	2012 186,944.	185,614.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees	5,860.	2,930.		2,930.
	c Other professional fees				
	17 Interest	425.	425.		0.
	18 Taxes	2,402.	785.		0.
	19 Depreciation and depletion	3,517.	3,517.		
	20 Occupancy	2,500.	1,250.		1,250.
21 Travel, conferences, and meetings	799.	399.		399.	
22 Printing and publications					
23 Other expenses	28,596.	25,527.		3,066.	
24 Total operating and administrative expenses. Add lines 13 through 23	44,099.	34,833.		7,645.	
25 Contributions, gifts, grants paid	113,953.			113,953.	
26 Total expenses and disbursements. Add lines 24 and 25	158,052.	34,833.		121,598.	
27 Subtract line 26 from line 12	28,892.				
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)		150,781.			
c Adjusted net income (if negative, enter -0-)			N/A		

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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	148.	148.	148.
	2 Savings and temporary cash investments	29,118.	23,180.	23,180.
	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	3,471.	1,854.	1,854.
	10a Investments - U S and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
11 Investments - land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 9	1,904,252.	1,937,348.	2,149,648.	
14 Land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers)	1,936,989.	1,962,530.	2,174,830.	
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 ▶ <input type="checkbox"/>			
	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 ▶ <input checked="" type="checkbox"/>			
	and complete lines 27 through 31.			
27 Capital stock, trust principal, or current funds	1,973,584.	2,002,476.		
28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds	<36,595.>	<39,946.>		
30 Total net assets or fund balances	1,936,989.	1,962,530.		
31 Total liabilities and net assets/fund balances	1,936,989.	1,962,530.		

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	1,936,989.
2 Enter amount from Part I, line 27a	2	28,892.
3 Other increases not included in line 2 (itemize) ▶ NET ASSET ADJUSTMENT-DEPLETION	3	3,517.
4 Add lines 1, 2, and 3	4	1,969,398.
5 Decreases not included in line 2 (itemize) ▶ ADJUSTMENT TO BASIS OF ASSETS	5	6,868.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,962,530.

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			
b SEE ATTACHED STATEMENT			
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 2,058,281.		1,939,272.	119,009.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			
b			
c			
d			
e			119,009.

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	119,009.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8		3	N/A

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	111,353.	1,741,402.	.063944
2009	96,615.	1,897,471.	.050918
2008	118,525.	2,012,143.	.058905
2007	92,131.	2,227,032.	.041369
2006	105,793.	2,028,159.	.052162

2 Total of line 1, column (d)	2	.267298
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	.053460
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	2,193,779.
5 Multiply line 4 by line 3	5	117,279.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,508.
7 Add lines 5 and 6	7	118,787.
8 Enter qualifying distributions from Part XII, line 4	8	121,598.

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 <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	1,508.
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	1,508.
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	1,508.
6 Credits/Payments			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	1,854.	
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	1,854.	
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		
10 Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	346.	
11 Enter the amount of line 10 to be Credited to 2012 estimated tax <input type="checkbox"/> 346. Refunded <input checked="" type="checkbox"/>	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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see 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
4a 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?		
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, col. (c), and Part XV.</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> NONE		
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

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)			X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	X		
14	The books are in care of ► <u>JUDITH N. ANDREWS</u> Telephone no ► <u>713-528-6571</u> Located at ► <u>2408 KIPLING ST., HOUSTON, TX</u> ZIP+4 ► <u>77098-5604</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year			
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►		Yes	No
				X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input 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)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/> N/A	1b	
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"/> Yes <input checked="" type="checkbox"/> No	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► _____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► _____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b	X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

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

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) N/A

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.

(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
RICHARD J ANDREWS 2402 WESTGATE ST. HOUSTON, TX 77019	PRES/TREAS 0.00	0.	0.	0.
JUDITH N ANDREWS 2402 WESTGATE ST. HOUSTON, TX 77019	VP/SEC/DIR 0.00	0.	0.	0.
RITA N JUSTICE 6416 SEWANEE HOUSTON, TX 77005	DIR 0.00	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

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	2,197,713.
b	Average of monthly cash balances	1b	29,474.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	2,227,187.
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	2,227,187.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	33,408.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,193,779.
6	Minimum investment return. Enter 5% of line 5	6	109,689.

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	109,689.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	1,508.
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	1,508.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	108,181.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	108,181.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	108,181.

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	121,598.
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	121,598.
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	1,508.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	120,090.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				108,181.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2011				
a From 2006	6,975.			
b From 2007				
c From 2008	19,360.			
d From 2009	3,785.			
e From 2010	27,517.			
f Total of lines 3a through e	57,637.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 121,598.				
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				108,181.
e Remaining amount distributed out of corpus	13,417.			
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:	71,054.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	6,975.			
9 Excess distributions carryover to 2012 Subtract lines 7 and 8 from line 6a	64,079.			
10 Analysis of line 9				
a Excess from 2007				
b Excess from 2008	19,360.			
c Excess from 2009	3,785.			
d Excess from 2010	27,517.			
e Excess from 2011	13,417.			

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

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

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

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

1 Information Regarding Foundation Managers:

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

SEE STATEMENT 10

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

JUDITH N ANDREWS, 713-528-6571
2408 KIPLING ST., HOUSTON, TX 77098

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

NO SPECIFIC FORMAT REQUIRED

c Any submission deadlines

NONE - BUT MUST BE SOON ENOUGH FOR APPROPRIATE CONSIDERATION

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

ONLY LIMITATION - NO SCHOLARSHIP PROGRAM

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
<p>a <i>Paid during the year</i></p> <p>SEE STATEMENT 11</p>				113,953.
Total				▶ 3a 113,953.
<p>b <i>Approved for future payment</i></p> <p>NONE</p>				
Total				▶ 3b 0.

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

- 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code... a Transfers from the reporting foundation to a noncharitable exempt organization of (1) Cash (2) Other assets b Other transactions (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees d If the answer to any of the above is "Yes," complete the following schedule...

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. All entries are 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 [X] No

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. All entries are 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: [Signature] Date: 7/25/13 Title: PRESIDENT

May the IRS discuss this return with the preparer shown below (see instr)? [X] Yes [] No

Paid Preparer Use Only Print/Type preparer's name: DEBBIE MIMS Preparer's signature: [Signature] Date: 7/25/13 Check [] if self-employed PTIN: P01429606 Firm's name: TURNER, DENNIS & NOACK PC Firm's EIN: 76-0235075 Firm's address: 3710 BROOK WOODS DRIVE HOUSTON, TX 77092-8318 Phone no: 713-688-2701

Schedule B

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

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

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

OMB No 1545-0047

2011

Name of the organization

THE ANDREWS FOUNDATION

Employer identification number

76-0537224

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

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

Form 990-PF

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

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

Special Rules

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

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

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

Name of organization THE ANDREWS FOUNDATION	Employer identification number 76-0537224
-------------------------------------------------------	-----------------------------------------------------

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	RICHARD J AND JUDITH N ANDREWS 2402 WESTGATE ST. HOUSTON, TX 77019-6623	\$ 45,500.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	RICHARD J AND JUDITH N ANDREWS 2402 WESTGATE ST. HOUSTON, TX 77019-6623	\$ 22,930.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3	RICHARD J AND JUDITH N ANDREWS 2402 WESTGATE ST. HOUSTON, TX 77019-6623	\$ 1,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization

Employer identification number

THE ANDREWS FOUNDATION

76-0537224

Part II Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	2000 SHS INTEL CORP	\$ 45,500.	05/24/11
2	1000 SHS INTEL CORP	\$ 22,930.	11/23/11
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

Name of organization THE ANDREWS FOUNDATION	Employer identification number 76-0537224
-------------------------------------------------------	-----------------------------------------------------

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once) ▶ \$ _____
Use duplicate copies of Part III if additional space is needed.

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

THE ANDREWS FOUNDATION

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 2000 SHS INTEL CORP	D	04/29/77	05/25/11
b 1000 SHS INTEL CORP	D	04/29/77	11/28/11
c ACM FUND, LP	P	VARIOUS	12/31/11
d ACM FUND, LP	P	VARIOUS	12/31/11
e ACM FUND, LP-SEC 1256	P	VARIOUS	12/31/11
f ACM ENHANCED EQUITY	P	VARIOUS	12/31/11
g ACM ENHANCED EQUITY	P	VARIOUS	12/31/11
h JP MORGAN-MERLIN STMT ATTACHED	P	VARIOUS	VARIOUS
i JP MORGAN-MERLIN STMT ATTACHED	P	VARIOUS	VARIOUS
j UNITED STATES OIL FUND, LP-SEC 1256	P	VARIOUS	12/31/11
k			
l			
m			
n			
o			

(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 45,333.		220.	45,113.
b 23,473.		110.	23,363.
c <16,475.>			<16,475.>
d 60,051.			60,051.
e 7,761.			7,761.
f 2,818.			2,818.
g 163.			163.
h 1,871,359.		1,824,466.	46,893.
i 61,238.		114,476.	<53,238.>
j 2,560.			2,560.
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			45,113.
b			23,363.
c			<16,475.>
d			60,051.
e			7,761.
f			2,818.
g			163.
h			46,893.
i			<53,238.>
j			2,560.
k			
l			
m			
n			
o			

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	119,009.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8 }	3	N/A

MERLIN

Realized Gain & Loss Detail

70912367 - The Andrews Foundation

Date Range: Jan 3, 2011 - Dec 30, 2011
 Generated: 03/09/12 11:42:40
 Grouped by Long / Short, Days Held

Buy	Sell	Cost	Gain/Loss	Days Held	Symbol	Quantity	Unit Cost	Unit Gain/Loss	Total Gain/Loss	
2/2/11	2/2/11	SL	L	NOV	Call NATIONAL OILWEL	09/19/2011	1.60	304.89	(52.21)	(14)
7/15/11	7/15/11	SL	L	XOP	SPDR S&P OIL & GAS EXP & PR		57.71	5,763.77	(111.43)	(1)
8/24/11	8/24/11	SL	L	MPC	MARATHON PETROLEUM CORP		34.92	6,968.86	(945.50)	(11)
9/16/11	9/16/11	XW	S	SPY	Put SPDR S&P 500 ET 09/17/2011	110.00	1,951.14		1,951.14	(100)
9/30/11	9/30/11	SL	L	USO	UNITED STATES OIL FUND LP		31.51	9,377.66	(257.59)	(2)
10/2/11	10/2/11	SL	L	DVN	DEVON ENERGY CORPORATION		60.47	9,055.37	463.74	5
10/19/11	10/19/11	SL	L	SGY	Call STONE ENERGY CO 10/22/2011		2.13	409.87	322.26	387
10/21/11	10/21/11	SL	L	NOV	UNITED STATES OIL FUND LP		63.93	6,398.19	(250.95)	(3)
10/21/11	10/21/11	XW	S	NOV	NATIONAL OILWEL VARCO INC		420.11		420.11	(100)
10/21/11	10/21/11	XW	S	NOV	Put NATIONAL OILWEL 10/22/2011	60.00			60.00	(100)
10/21/11	10/21/11	SL	L	USO	UNITED STATES OIL FUND LP		32.84	9,845.65	(157.85)	(1)
10/21/11	10/21/11	SL	L	USO	UNITED STATES OIL FUND LP		66.04	6,600.52	(11.68)	(1)
10/21/11	10/21/11	XW	S	XLE	ENERGY SELECT SECTOR SPDR		26.52	7,459.82	26.52	0
10/24/11	10/24/11	SL	L	SGY	STONE ENERGY CORP		23.24	2,308.95	297.65	12
11/2/11	11/2/11	SL	L	MPC	MARATHON PETROLEUM CORP		37.38	3,722.85	128.85	3
11/10/11	11/10/11	SL	L	USO	UNITED STATES OIL FUND LP		37.31	7,459.82	26.52	0
11/18/11	11/18/11	SL	L	OIH	MARKET VECTORS OIL SERVICE E		122.69	12,253.85	(869.82)	(6)
11/18/11	11/18/11	XW	S	USO	Put UNITED STATES O 11/18/2011	37.00	600.56		600.56	(100)
11/18/11	11/18/11	XW	S	USO	Put UNITED STATES O 11/18/2011	37.00	600.56		600.56	(100)
11/18/11	11/18/11	XW	S	USO	Put UNITED STATES O 11/18/2011	37.00	600.56		600.56	(100)
12/16/11	12/16/11	SL	L	USO	UNITED STATES OIL FUND LP		38.86	3,692.87	(148.08)	(3)
12/16/11	12/16/11	SL	L	USO	UNITED STATES OIL FUND LP		36.52	14,594.16	(729.64)	(4)
12/16/11	12/16/11	SL	L	OIH	MARKET VECTORS OIL SERVICE E		110.78	22,140.57	(1,421.56)	(6)
12/19/11	12/19/11	SL	L	USO	UNITED STATES OIL FUND LP		36.29	10,678.75	(465.91)	(4)

US DOLLAR

Long

Held Less than 10 Days

Grouped by Long / Short, Days Held

US DOLLAR
Long
Held Between 10 and 30 Days
Held Less than 10 Days

Symbol	Acquire	CS	S	JCI	Put	USD	3	0.5691	1.40	170.74	1.40	323,098.88	(333,699.64)	(10,659.76)	(10,659.76)
12/1/11	1/10/11	CS	S	JCI	Put JOHNSON CONTROL 01/22/2011	USD	3	0.5691	1.40	170.74	1.40	323,098.88	(333,699.64)	(10,659.76)	(10,659.76)
12/1/11	1/10/11	CS	S	JCI	Put JOHNSON CONTROL 01/22/2011	USD	3	0.5691	1.40	170.74	1.40	323,098.88	(333,699.64)	(10,659.76)	(10,659.76)
2/18/11	1/21/11	XW	S	JCI	Put JOHNSON CONTROL 02/19/2011	USD	3	1.7495	524.85	524.85				524.85	(100.00)
4/15/11	3/22/11	XW	S	USO	Put UNITED STATES O 04/16/2011 40.00	USD	3	0.7195	215.86	215.86				215.86	(100.00)
5/20/11	5/5/11	XW	S	CAM	Put CAMERON INTERNA 05/21/2011	USD	1	0.8492	84.92	84.92				84.92	(100.00)
6/17/11	5/20/11	XW	S	AGU	Put AGRUM INC 05/19/2011 77.50	USD	2	1.8745	314.88	314.88				314.88	(100.00)
7/28/11	7/1/11	CS	S	SPY	Put SPDR S&P 500 ET 08/20/2011 128.00	USD	15	1.5394	2,309.16	2,309.16	1.64	(2,480.78)		(181.63)	(100.00)
8/31/11	7/18/11	CS	S	SPY	Put SPDR S&P 500 ET 09/17/2011 118.00	USD	15	1.3894	2,084.16	2,084.16	5.25	(7,912.00)		(5,827.84)	279.1
8/31/11	7/18/11	CS	S	SPY	Put SPDR S&P 500 ET 09/17/2011 121.00	USD	35	0.8318	2,911.16	2,911.16	6.32	(22,174.94)		(19,263.78)	691.1
8/17/11	7/25/11	SL	L	BHI	Put SPDR S&P 500 ET 09/17/2011 116.00	USD	(150)	79.6150	(11,942.25)	(11,942.25)	63.16	9,458.22		(2,483.93)	(20.8)
8/18/11	8/8/11	CS	S	SPY	Put SPDR S&P 500 ET 09/20/2011 116.00	USD	35	3.1318	10,961.20	10,961.20	1.09	(3,889.44)		(7,071.76)	64.5
8/23/11	7/26/11	SL	L	XOP	Put SPDR S&P 500 ET 09/17/2011 116.00	USD	(100)	65.0429	(6,504.29)	(6,504.29)	48.64	4,849.23		(1,655.06)	(25.4)
8/23/11	8/17/11	SL	L	MPC	Put SPDR S&P 500 ET 09/17/2011 116.00	USD	(100)	39.5718	(3,957.18)	(3,957.18)	85.20	3,504.93		(452.25)	(11.4)
9/8/11	8/17/11	SL	L	MPC	Put SPDR S&P 500 ET 09/17/2011 116.00	USD	(100)	39.5718	(3,957.18)	(3,957.18)	37.38	3,722.88		(234.30)	(5.2)
9/16/11	8/25/11	SL	L	HON	Call HONEYWELL INTER 09/17/2011	USD	(6)	1.2169	(607.97)	(607.97)	1.29	609.71		1.74	0.2
9/16/11	8/25/11	XW	S	RSS	Put KOHLS CORP 09/17/2011 44.00	USD	4	1.7119	684.77	684.77				684.77	(100.00)
9/16/11	8/25/11	XW	S	NSC	Put NORFOLK SOUTHER 09/17/2011	USD	4	1.9919	796.77	796.77				796.77	(100.00)
9/16/11	8/25/11	XW	S	SPY	Put SPDR S&P 500 ET 09/17/2011 108.00	USD	20	1.7814	3,562.88	3,562.88				3,562.88	(100.00)
9/16/11	8/25/11	XW	S	SPY	Put SPDR S&P 500 ET 09/17/2011 112.00	USD	20	1.2345	2,468.90	2,468.90				2,468.90	(100.00)
9/22/11	9/12/11	CS	S	GS	Put GOLDMAN SACHS G 10/22/2011	USD	2	6.8143	1,362.86	1,362.86	8.35	(1,695.74)		(322.89)	23.65
9/22/11	9/12/11	SL	L	MPC	Put SPDR S&P 500 ET 09/17/2011 116.00	USD	(100)	39.5718	(3,957.18)	(3,957.18)	85.20	3,504.93		(452.25)	(11.4)

MERLIN

Realized Gain & Loss Detail

70812367 - The Andrews Foundation

Date Range: Jan 4, 2011 - Dec 30, 2011
Grouped by Long / Short, Days Held

US DOLLAR	Symbol	Quantity	Cost	Gain/Loss	Days Held	Symbol	Quantity	Cost	Gain/Loss
9/25/11	SL L ESV	100	2,136.45	42.68	(2,182.60)	ENSCO PLC-SPON ADR	100	2,136.45	42.68
9/25/11	SL S MICRO	100	1,650.65	28.07	(1,680.65)	MARATHON PETROLEUM CORP	100	1,650.65	28.07
9/25/11	SL L MPC	150	35,376.8	5,306.82	(40,683.62)	MARATHON PETROLEUM CORP	150	35,376.8	5,306.82
10/21/11	SL L BHI	100	4,195.41	48.05	(4,243.46)	Put BAKER HUGHES IN 10/22/2011 87.50	100	4,195.41	48.05
10/21/11	SL L CAM	100	4,493.44	48.05	(4,541.49)	Put CAMERON INTERNATIONAL CORP	100	4,493.44	48.05
10/21/11	XW S COH	2	1,124.4	224.87	(1,349.27)	Put COACH INC 10/22/2011 69.00	2	1,124.4	224.87
10/21/11	SL L NOV	300	62,247.7	57.30	(62,305.00)	Put NOV INC 10/22/2011 27.00	300	62,247.7	57.30
10/21/11	XW S NOV	3	2,098.4	629.69	(2,728.09)	Put NOV INC 10/22/2011 27.00	3	2,098.4	629.69
10/21/11	XW S USD	4	0.4620	184.76	(185.22)	Put UNITED STATES O 10/22/2011 27.00	4	0.4620	184.76
10/21/11	SL L ELY	1,500	5,748.3	5.96	(5,754.26)	CALLAWAY GOLF COMPANY	1,500	5,748.3	5.96
11/2/11	SL L SGT	100	18,146.7	25.72	(18,172.42)	STONE ENERGY CORP	100	18,146.7	25.72
11/10/11	SL L USO	100	35,270.0	37.31	(35,307.31)	UNITED STATES OIL FUND LP	100	35,270.0	37.31
11/10/11	SL L VLD	100	22,220.0	26.11	(22,246.11)	VALERO ENERGY CORP	100	22,220.0	26.11
11/18/11	XW S BHI	2	2,564.3	512.86	(3,077.16)	Put BAKER HUGHES IN 11/19/2011 82.50	2	2,564.3	512.86
11/18/11	XW S ESV	3	1,698.4	509.83	(2,208.23)	Put CAMERON INTERNATIONAL CORP	3	1,698.4	509.83
11/18/11	XW S NOV	3	3,285.8	965.75	(4,251.55)	Put NOV INC 11/19/2011 82.50	3	3,285.8	965.75
11/18/11	XW S SU	3	1,109.5	392.84	(1,502.34)	Put SUNCOR ENERGY 11/19/2011 30.00	3	1,109.5	392.84
11/28/11	SL L OIH	100	129,871.4	110.44	(129,981.84)	MARKET VECTORS OIL SERVICE E	100	129,871.4	110.44
11/28/11	SL L XOP	100	56,317.6	51.45	(56,369.05)	SPDR SAP OIL & GAS EXP 4 PR	100	56,317.6	51.45
11/28/11	SL L HFC	500	23,383.8	24.03	(23,407.83)	HOLLYFRONTIER CORP	500	23,383.8	24.03
12/1/11	SL L HFC	500	23,383.8	24.03	(23,407.83)	HOLLYFRONTIER CORP	500	23,383.8	24.03
12/1/11	XW S SPV	100	49,614.0	46.47	(49,660.47)	Put SPDR SAP OIL & GAS EXP 4 PR	100	49,614.0	46.47
12/1/11	SL L ESV	100	4,961.40	46.47	(5,007.87)	ENSCO PLC-SPON ADR	100	4,961.40	46.47

Held Between 30 and 60 Days: 109,244.21
Held Between 10 and 30 Days: 125,910.18
Total: 235,154.39

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Symbol	Share	Cost	Gain	Loss	Net	Days	Long	Short	Net
121/11	1123/10	XW	S	CAT	USD	2	2,7445	548.09	548.09
121/11	1217/10	XW	S	POT	USD	2	4,6867	937.34	937.34
3/18/11	121/11	XW	S	SPY	USD	20	6,6500	1,300.08	1,300.08
4/5/11	2/14/11	SL	L	CAM	USD	(100)	59.0456	(5,672.89)	(5,672.89)
4/15/11	2/18/11	XW	S	MA	USD	1	4,6482	464.82	464.82
4/15/11	2/24/11	XW	S	USO	USD	3	1,5395	461.86	461.86
4/15/11	2/24/11	XW	S	USO	USD	6	2,1445	1,286.70	1,286.70
5/19/11	4/6/11	CS	S	USO	USD	3	0,9385	(637.37)	(637.37)
5/28/11	3/30/11	XW	S	KSS	USD	3	0,7495	224.86	224.86
6/17/11	5/12/11	XW	S	NOV	USD	2	1,9245	384.89	384.89
7/8/11	5/13/11	SL	L	PFE	USD	(600)	20,9400	(12,664.00)	(12,664.00)
7/15/11	5/3/11	XW	S	NSC	USD	4	1,0080	403.22	403.22
7/15/11	6/14/11	XW	S	SPY	USD	20	1,0385	2,079.06	2,079.06
8/5/11	6/8/11	CS	S	SPY	USD	5	2,0385	(2,837.33)	(2,837.33)
8/17/11	7/15/11	SL	L	FST	USD	(200)	26,0566	(5,211.31)	(5,211.31)
8/18/11	7/15/11	CS	S	NSC	USD	4	1,0519	424.78	424.78
8/24/11	7/25/11	SL	L	BHI	USD	(50)	79,6150	(3,980.75)	(3,980.75)
9/16/11	8/1/11	SL	L	MPC	USD	(100)	37,2800	(3,728.00)	(3,728.00)
9/20/11	8/18/11	SL	L	MPC	USD	(200)	36,3241	(7,264.82)	(7,264.82)
9/22/11	8/1/11	SL	L	ESV	USD	(100)	52,8352	(5,283.52)	(5,283.52)
9/25/11	8/6/11	SL	L	GLD	USD	(200)	168,8813	(33,376.26)	(33,376.26)
10/9/11	8/6/11	CS	S	SPY	USD	(200)	157.67	(1,576.70)	(1,576.70)

US DOLLAR	Symbol	Unit	Shares	Price	Cost	Gain/Loss	Days Held	Realized Gain/Loss
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Long	SL	L	VLO	VALERO ENERGY CORP	(100)	24,9084	(2,480.84)	22.81	2,265.61	(225.23)
1025/11	7/29/11	SL	L	VALERO ENERGY CORP	(100)	24,9084	(2,480.84)	22.81	2,265.61	(225.23)
11/3/11	8/23/11	SL	L	MARATHON PETROLEUM CORP	(100)	83,7813	(3,376.13)	38.35	3,020.17	444.04
11/8/11	8/17/11	SL	L	ENSCO PLC-SPON ADR	(60)	45,9500	(2,287.50)	52.18	2,601.44	303.94
11/8/11	9/8/11	SL	L	MARATHON OIL CORP	(100)	26,2450	(2,624.50)	28.00	2,784.44	159.94
11/14/11	8/31/11	SL	L	CISCO SYSTEMS	(4)	0.4593	(183.71)	1.95	764.77	581.06
11/16/11	8/23/11	SL	L	VALERO ENERGY CORP	(200)	19,8500	(3,978.00)	23.26	4,645.38	675.38
12/22/11	10/24/11	SL	L	VALERO ENERGY CORP	(200)	17,7383	(3,547.66)	20.90	4,162.94	615.28

Held Between 60 and 90 Days

1/5/11	10/6/10	SL	L	T	AT&T INC	(600)	28,8342	(17,300.52)	29.48	17,681.43	380.91
1/5/11	10/6/10	SL	L	T	AT&T INC	(600)	28,8342	(17,300.52)	29.48	17,681.43	380.91
1/21/11	10/20/10	XW	S	SPY	Pub SPDR S&P 500 ET 01/22/2011	107.00	1,8064	3,812.78		3,812.78	3,812.78
1/22/11	10/14/10	SL	L	LLY	ELI LILLY & CO	(100)	37,6500	(3,765.00)	35.38	3,334.19	(230.81)
2/18/11	11/15/10	XW	S	SPY	Pub SPDR S&P 500 ET 02/19/2011	109.00	1,8218	3,643.66		3,643.66	3,643.66
3/18/11	12/13/10	XW	S	SPY	Pub SPDR S&P 500 ET 03/19/2011	110.00	85	1,1728	4,104.64		4,104.64
4/26/11	1/26/11	SL	L	UPS	UNITED PARCEL SERVICE-CL B	(200)	72,8948	(14,586.92)	74.27	14,833.47	246.55
4/29/11	1/7/11	SL	L	PFE	Pfizer Inc	(200)	18,2450	(3,649.00)	19.91	3,375.83	326.83
5/13/11	1/5/11	SL	L	JCI	JOHNSON CONTROLS INC	(100)	40,1200	(6,018.00)	35.77	5,560.23	(657.77)
7/15/11	4/12/11	XW	S	SPY	Pub SPDR S&P 500 ET 07/16/2011	120.00	15	1,7978	2,696.72		2,696.72
7/28/11	4/5/11	SL	L	TOT	TOTAL SA-SPON ADR	(100)	62,0350	(6,203.50)	54.69	5,453.89	(749.61)
8/12/11	3/2/11	SL	L	TXN	TEXAS INSTRUMENTS INC	(600)	39,2926	(3,175.96)	27.15	16,246.42	(5,529.14)
8/12/11	5/19/11	SL	L	GS	GOLDMAN SACHS GROUP INC	(100)	139,1500	(13,915.00)	101.88	10,172.88	(3,742.12)
8/12/11	4/5/11	SL	L	FLR	FLUOR CORP	(200)	73,7479	(14,749.96)	49.71	9,527.70	(4,921.88)
9/22/11	3/8/11	SL	L	BOM	BOEING	(600)	12,2220	(1,222.00)	16.25	1,568.39	(5,698.39)

Date Range: Jan 3, 2011 - Dec 30, 2011
Generated: Grouped by Long / Short Days Held

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Long	SL	L	RDS/A	ROYAL DUTCH SHELL PLC-ADR	USD	(100)	74.2286	(7,422.86)	66.33	6,623.87	(798.99)
10/11/11	4/20/11	SL	L	ROYAL DUTCH SHELL PLC-ADR	USD	(100)	74.2286	(7,422.86)	66.33	6,623.87	(798.99)
10/17/11	7/8/11	SL	L	CORNING INC	USD	(600)	17.8750	(10,725.00)	13.38	7,998.82	(2,726.18)
10/21/11	5/25/11	SL	L	CAMERON INTERNATIONAL CORP	USD	(100)	47.9200	(4,792.00)	48.05	4,799.86	7.86
10/25/11	5/24/11	SL	L	QUEST DIAGNOSTICS INC	USD	(50)	57.5092	(2,895.46)	56.87	2,838.19	(57.27)
11/18/11	7/21/11	SL	L	MEDCO HEALTH SOLUTIONS INC	USD	(100)	63.1804	(6,318.04)	52.25	5,219.85	(1,098.19)
11/30/11	8/23/11	SL	L	VALERO ENERGY CORP	USD	(180)	19.8500	(3,573.00)	22.22	3,937.59	340.43
12/9/11	9/8/11	SL	L	MARATHON OIL CORP	USD	(100)	26.2450	(2,624.50)	27.86	2,771.17	146.67
12/16/11	9/12/11	XW	S	SPY	USD	25	7.2366	9,670.74		9,670.74	9,670.74
12/22/11	8/23/11	SL	L	VALERO ENERGY CORP	USD	(90)	19.8500	(1,786.50)	20.80	1,804.79	48.23
12/22/11	8/23/11	SL	L	VALERO ENERGY CORP	USD	(90)	19.8500	(1,786.50)	20.80	1,804.79	48.23
Held Between 90 and 180 Days											
1/5/11	6/11/10	SL	L	FOREST OIL CORP	USD	(200)	31.0500	(6,210.00)	37.60	7,494.13	1,284.13
1/5/11	6/11/10	SL	L	COSTCO WHOLESALE CORP	USD	(180)	57.4367	(9,158.59)	70.61	10,576.34	1,417.75
1/7/11	6/11/10	SL	L	PHILIP MORRIS INTERNATIONAL	USD	(100)	44.0800	(4,408.00)	56.20	5,598.76	1,190.76
1/24/11	6/11/10	SL	L	BEST BUY CO INC	USD	(300)	40.7300	(12,219.00)	35.16	10,517.76	(1,701.24)
1/27/11	7/22/10	SL	L	ELI LILLY & CO	USD	(300)	35.2388	(10,571.64)	35.28	10,602.44	30.80
2/9/11	6/11/10	SL	L	CONOCOPHILLIPS	USD	(700)	52.9200	(37,044.00)	70.70	49,440.51	12,396.51
2/16/11	6/11/10	SL	L	EXPRESS SCRIPTS INC	USD	(400)	52.9738	(21,189.52)	58.75	23,662.72	2,473.20
2/24/11	6/15/10	SL	L	EXXON MOBIL CORP	USD	(200)	61.9608	(12,393.16)	85.93	17,161.47	4,768.31
2/28/11	6/11/10	SL	L	EBAY INC	USD	(300)	22.4114	(6,723.43)	32.28	9,652.31	2,928.88
3/1/11	6/11/10	SL	L	NATIONAL OILWELLVARCO INC	USD	(100)	37.2000	(3,720.00)	38.92	3,867.32	147.32
3/21/11	6/11/10	SL	L	CISCO SYSTEMS INC	USD	(900)	22.7400	(20,466.00)	18.50	16,599.68	(3,866.32)
3/18/11	6/11/10	SL	L	DEVON ENERGY CORPORATION	USD	(200)	67.7758	(13,555.15)	88.22	17,629.55	4,074.40
Held Between 180 and 360 Days											
1/5/11	6/11/10	SL	L	FOREST OIL CORP	USD	(200)	31.0500	(6,210.00)	37.60	7,494.13	1,284.13
1/5/11	6/11/10	SL	L	COSTCO WHOLESALE CORP	USD	(180)	57.4367	(9,158.59)	70.61	10,576.34	1,417.75
1/7/11	6/11/10	SL	L	PHILIP MORRIS INTERNATIONAL	USD	(100)	44.0800	(4,408.00)	56.20	5,598.76	1,190.76
1/24/11	6/11/10	SL	L	BEST BUY CO INC	USD	(300)	40.7300	(12,219.00)	35.16	10,517.76	(1,701.24)
1/27/11	7/22/10	SL	L	ELI LILLY & CO	USD	(300)	35.2388	(10,571.64)	35.28	10,602.44	30.80
2/9/11	6/11/10	SL	L	CONOCOPHILLIPS	USD	(700)	52.9200	(37,044.00)	70.70	49,440.51	12,396.51
2/16/11	6/11/10	SL	L	EXPRESS SCRIPTS INC	USD	(400)	52.9738	(21,189.52)	58.75	23,662.72	2,473.20
2/24/11	6/15/10	SL	L	EXXON MOBIL CORP	USD	(200)	61.9608	(12,393.16)	85.93	17,161.47	4,768.31
2/28/11	6/11/10	SL	L	EBAY INC	USD	(300)	22.4114	(6,723.43)	32.28	9,652.31	2,928.88
3/1/11	6/11/10	SL	L	NATIONAL OILWELLVARCO INC	USD	(100)	37.2000	(3,720.00)	38.92	3,867.32	147.32
3/21/11	6/11/10	SL	L	CISCO SYSTEMS INC	USD	(900)	22.7400	(20,466.00)	18.50	16,599.68	(3,866.32)
3/18/11	6/11/10	SL	L	DEVON ENERGY CORPORATION	USD	(200)	67.7758	(13,555.15)	88.22	17,629.55	4,074.40
Held Between 360 and 180 Days											
1/5/11	6/11/10	SL	L	FOREST OIL CORP	USD	(200)	31.0500	(6,210.00)	37.60	7,494.13	1,284.13
1/5/11	6/11/10	SL	L	COSTCO WHOLESALE CORP	USD	(180)	57.4367	(9,158.59)	70.61	10,576.34	1,417.75
1/7/11	6/11/10	SL	L	PHILIP MORRIS INTERNATIONAL	USD	(100)	44.0800	(4,408.00)	56.20	5,598.76	1,190.76
1/24/11	6/11/10	SL	L	BEST BUY CO INC	USD	(300)	40.7300	(12,219.00)	35.16	10,517.76	(1,701.24)
1/27/11	7/22/10	SL	L	ELI LILLY & CO	USD	(300)	35.2388	(10,571.64)	35.28	10,602.44	30.80
2/9/11	6/11/10	SL	L	CONOCOPHILLIPS	USD	(700)	52.9200	(37,044.00)	70.70	49,440.51	12,396.51
2/16/11	6/11/10	SL	L	EXPRESS SCRIPTS INC	USD	(400)	52.9738	(21,189.52)	58.75	23,662.72	2,473.20
2/24/11	6/15/10	SL	L	EXXON MOBIL CORP	USD	(200)	61.9608	(12,393.16)	85.93	17,161.47	4,768.31
2/28/11	6/11/10	SL	L	EBAY INC	USD	(300)	22.4114	(6,723.43)	32.28	9,652.31	2,928.88
3/1/11	6/11/10	SL	L	NATIONAL OILWELLVARCO INC	USD	(100)	37.2000	(3,720.00)	38.92	3,867.32	147.32
3/21/11	6/11/10	SL	L	CISCO SYSTEMS INC	USD	(900)	22.7400	(20,466.00)	18.50	16,599.68	(3,866.32)
3/18/11	6/11/10	SL	L	DEVON ENERGY CORPORATION	USD	(200)	67.7758	(13,555.15)	88.22	17,629.55	4,074.40

Symbol	Quantity	Unit Cost	Market Value	Gain/Loss	Symbol	Quantity	Unit Cost	Market Value	Gain/Loss
LAZ-BOY INC	10,794.75	9.04	97,200.00	1,772.55	LAZ-BOY INC	10,794.75	9.04	97,200.00	1,772.55
GLOBAL TRAFFIC NETWORK INC	7,340.85	12.30	90,290.00	4,348.35	GLOBAL TRAFFIC NETWORK INC	7,340.85	12.30	90,290.00	4,348.35
DEVON ENERGY CORPORATION	8,074.82	80.90	653,000.00	2,297.25	DEVON ENERGY CORPORATION	8,074.82	80.90	653,000.00	2,297.25
RACKSPACE HOSTING INC	11,999.63	40.05	480,600.00	6,956.63	RACKSPACE HOSTING INC	11,999.63	40.05	480,600.00	6,956.63
UNITED PARCEL SERVICE-CL B	74.27	7416.74	551,000.00	1,316.99	UNITED PARCEL SERVICE-CL B	74.27	7416.74	551,000.00	1,316.99
DEVON ENERGY CORPORATION	83.12	83.12	6,910.00	752.13	DEVON ENERGY CORPORATION	83.12	83.12	6,910.00	752.13
ENULLEX CORP	9.45	7,920.95	75,200.00	1,864.79	ENULLEX CORP	9.45	7,920.95	75,200.00	1,864.79
FINANCIAL SELECT SECTOR SPDR	15.91	29,949.23	475,000.00	2,503.23	FINANCIAL SELECT SECTOR SPDR	15.91	29,949.23	475,000.00	2,503.23
LABORATORY CRP OF AMER HLDGS	86.89	19,393.52	1,680,000.00	3,792.02	LABORATORY CRP OF AMER HLDGS	86.89	19,393.52	1,680,000.00	3,792.02
MEDCO HEALTH SOLUTIONS INC	67.00	8,577.33	575,000.00	(487.67)	MEDCO HEALTH SOLUTIONS INC	67.00	8,577.33	575,000.00	(487.67)
WHIRLPOOL CORP	69.85	6,974.67	485,000.00	(1,956.71)	WHIRLPOOL CORP	69.85	6,974.67	485,000.00	(1,956.71)
BANK OF AMERICA CORP	6.91	4,795.73	33,000.00	(4,011.27)	BANK OF AMERICA CORP	6.91	4,795.73	33,000.00	(4,011.27)
BAKER HUGHES INC	55.28	5,617.47	312,000.00	529.72	BAKER HUGHES INC	55.28	5,617.47	312,000.00	529.72
TOTAL SA-SPON ADR	43.67	4,356.41	188,000.00	(1,568.48)	TOTAL SA-SPON ADR	43.67	4,356.41	188,000.00	(1,568.48)
CATERPILLAR INC	75.25	7,519.56	566,000.00	(1,187.44)	CATERPILLAR INC	75.25	7,519.56	566,000.00	(1,187.44)
TOTAL SA-SPON ADR	40.81	4,066.07	167,000.00	(1,878.92)	TOTAL SA-SPON ADR	40.81	4,066.07	167,000.00	(1,878.92)
SUNCOR ENERGY INC	25.69	2,564.47	65,000.00	(1,238.69)	SUNCOR ENERGY INC	25.69	2,564.47	65,000.00	(1,238.69)
CHEVRON CORP	45.14	2,241.95	101,000.00	(730.50)	CHEVRON CORP	45.14	2,241.95	101,000.00	(730.50)
TOTAL SA-SPON ADR	47.60	4,766.42	193,000.00	(1,793.97)	TOTAL SA-SPON ADR	47.60	4,766.42	193,000.00	(1,793.97)
ROYAL DUTCH SHELL PLC ADR	91.37	4,954.89	454,000.00	(1,315.12)	ROYAL DUTCH SHELL PLC ADR	91.37	4,954.89	454,000.00	(1,315.12)
APACHE CORP	48.05	2,399.93	115,000.00	(184.07)	APACHE CORP	48.05	2,399.93	115,000.00	(184.07)
CAMERON INTERNATIONAL CORP	48.05	2,399.93	115,000.00	(184.07)	CAMERON INTERNATIONAL CORP	48.05	2,399.93	115,000.00	(184.07)

Symbol	Quantity	Unit Cost	Market Value	Gain/Loss	Symbol	Quantity	Unit Cost	Market Value	Gain/Loss
LAZ-BOY INC	10,794.75	9.04	97,200.00	1,772.55	LAZ-BOY INC	10,794.75	9.04	97,200.00	1,772.55
GLOBAL TRAFFIC NETWORK INC	7,340.85	12.30	90,290.00	4,348.35	GLOBAL TRAFFIC NETWORK INC	7,340.85	12.30	90,290.00	4,348.35
DEVON ENERGY CORPORATION	8,074.82	80.90	653,000.00	2,297.25	DEVON ENERGY CORPORATION	8,074.82	80.90	653,000.00	2,297.25
RACKSPACE HOSTING INC	11,999.63	40.05	480,600.00	6,956.63	RACKSPACE HOSTING INC	11,999.63	40.05	480,600.00	6,956.63
UNITED PARCEL SERVICE-CL B	74.27	7416.74	551,000.00	1,316.99	UNITED PARCEL SERVICE-CL B	74.27	7416.74	551,000.00	1,316.99
DEVON ENERGY CORPORATION	83.12	83.12	6,910.00	752.13	DEVON ENERGY CORPORATION	83.12	83.12	6,910.00	752.13
ENULLEX CORP	9.45	7,920.95	75,200.00	1,864.79	ENULLEX CORP	9.45	7,920.95	75,200.00	1,864.79
FINANCIAL SELECT SECTOR SPDR	15.91	29,949.23	475,000.00	2,503.23	FINANCIAL SELECT SECTOR SPDR	15.91	29,949.23	475,000.00	2,503.23
LABORATORY CRP OF AMER HLDGS	86.89	19,393.52	1,680,000.00	3,792.02	LABORATORY CRP OF AMER HLDGS	86.89	19,393.52	1,680,000.00	3,792.02
MEDCO HEALTH SOLUTIONS INC	67.00	8,577.33	575,000.00	(487.67)	MEDCO HEALTH SOLUTIONS INC	67.00	8,577.33	575,000.00	(487.67)
WHIRLPOOL CORP	69.85	6,974.67	485,000.00	(1,956.71)	WHIRLPOOL CORP	69.85	6,974.67	485,000.00	(1,956.71)
BANK OF AMERICA CORP	6.91	4,795.73	33,000.00	(4,011.27)	BANK OF AMERICA CORP	6.91	4,795.73	33,000.00	(4,011.27)
BAKER HUGHES INC	55.28	5,617.47	312,000.00	529.72	BAKER HUGHES INC	55.28	5,617.47	312,000.00	529.72
TOTAL SA-SPON ADR	43.67	4,356.41	188,000.00	(1,568.48)	TOTAL SA-SPON ADR	43.67	4,356.41	188,000.00	(1,568.48)
CATERPILLAR INC	75.25	7,519.56	566,000.00	(1,187.44)	CATERPILLAR INC	75.25	7,519.56	566,000.00	(1,187.44)
TOTAL SA-SPON ADR	40.81	4,066.07	167,000.00	(1,878.92)	TOTAL SA-SPON ADR	40.81	4,066.07	167,000.00	(1,878.92)
SUNCOR ENERGY INC	25.69	2,564.47	65,000.00	(1,238.69)	SUNCOR ENERGY INC	25.69	2,564.47	65,000.00	(1,238.69)
CHEVRON CORP	45.14	2,241.95	101,000.00	(730.50)	CHEVRON CORP	45.14	2,241.95	101,000.00	(730.50)
TOTAL SA-SPON ADR	47.60	4,766.42	193,000.00	(1,793.97)	TOTAL SA-SPON ADR	47.60	4,766.42	193,000.00	(1,793.97)
ROYAL DUTCH SHELL PLC ADR	91.37	4,954.89	454,000.00	(1,315.12)	ROYAL DUTCH SHELL PLC ADR	91.37	4,954.89	454,000.00	(1,315.12)
APACHE CORP	48.05	2,399.93	115,000.00	(184.07)	APACHE CORP	48.05	2,399.93	115,000.00	(184.07)
CAMERON INTERNATIONAL CORP	48.05	2,399.93	115,000.00	(184.07)	CAMERON INTERNATIONAL CORP	48.05	2,399.93	115,000.00	(184.07)

Symbol	Text	Unit	Quantity	Price	Cost	Gain	Loss	Net	Days
US DOLLAR									

Symbol	Text	Unit	Quantity	Price	Cost	Gain	Loss	Net	Days	
58/11	6/11/10	SL	L	UPS	UNITED PARCEL SERVICE-CL B	USD	(300)	60,9975	69.36	2,479.37
76/11	6/11/10	SL	L	CALD	CALLIDUS SOFTWARE INC	USD	(1,500)	3,1850	4,777.50	3,872.08
76/11	6/11/10	SL	L	SYNO	SYNOVIS LIFE TECHNOLOGIES IN	USD	(400)	14,2000	5,680.00	1,549.42
728/11	6/11/10	SL	L	AMAT	APPLIED MATERIALS INC	USD	(2,500)	12,6100	31,489.64	(55.36)
82/11	6/11/10	SL	L	TEVA	TEVA PHARMACEUTICAL-SP ADR	USD	(300)	53,0800	12,000.75	(3,123.25)
812/11	7/21/10	SL	L	PHM	PULTEGROUP INC	USD	(1,100)	8,2503	4,923.90	(4,151.47)
818/11	6/11/10	SL	L	DYN	DEVON ENERGY CORPORATION	USD	(200)	67,7757	12,387.83	(617.21)
831/11	6/11/10	SL	L	CSCO	CISCO SYSTEMS INC	USD	(900)	22,7400	12,480.75	(5,711.25)
918/11	6/11/10	SL	L	XOM	EXXON MOBIL CORP	USD	(200)	61,4400	14,788.71	2,500.71
916/11	6/11/10	SL	L	YGE	YINGLI GREEN ENERGY HOLD-ADR	USD	(500)	10,2700	1,978.91	(3,156.08)
923/11	6/15/10	SL	L	SU	SUNCOR ENERGY INC	USD	(200)	33,4206	5,128.59	(1,555.19)
104/11	6/11/10	SL	L	CVX	CHEVRON CORP	USD	(50)	73,3376	4,484.41	817.53
1021/11	6/15/10	SL	L	APA	APACHE CORP	USD	(100)	97,9088	9,129.76	(661.12)
1021/11	9/15/10	SL	L	CAM	CAMERON INTERNATIONAL CORP	USD	(60)	39,8382	2,389.92	408.01
116/11	6/11/10	SL	L	XLS	EXELIS INC	USD	(400)	11,3813	4,312.35	(240.15)
117/11	6/11/10	SL	L	SY	SYSCO CORP	USD	(900)	30,6900	22,046.97	(2,473.03)
117/11	6/11/10	SL	L	ITT	ITT CORP	USD	(200)	17,5838	3,929.00	412.25
1130/11	6/11/10	SL	L	SU	SUNCOR ENERGY INC	USD	(150)	32,6950	4,865.25	(31.72)
1230/11	6/11/10	SL	L	BK	BANK OF NEW YORK MELLON CORP	USD	(900)	25,8100	17,784.49	(5,444.51)
1230/11	6/11/10	SL	L	MIS	MEDCO HEALTH SOLUTIONS INC	USD	(50)	153,8200	2,773.80	82.90

US DOLLAR
 Buy Date: 01/01/11
 Sell Date: 03/09/12
 Symbol: SPY
 Description: SPDR S&P 500 ET FUND
 Unit: 1000
 Price: 114.41
 Market: NYSE
 Status: Long
 Quantity: 1000
 Cost: 114.41
 Proceeds: 114.41
 Gain/Loss: 0.00

Long	12/30/11	9/15/10	SL	L	MHS	MEDCO HEALTH SOLUTIONS INC	USD	(300)	48,290.00	(14,487.00)	55.57	18,642.32	2,155.92	2,155.92
							USD							
							USD							

Short	1/21/11	1/14/11	CS	S	FCX	Cell FREEMPORT-HICMORA 01/22/2011	USD	2	4,074.4	814.88	5.69	(1,152.20)	(337.32)
							USD						
							USD						

Held Less than 10 Days	1/21/11	1/14/11	XW	S	SPY	Call SPDR S&P 500 ET 01/22/2011	USD	10	0.8459	885.92			885.92
							USD						
							USD						

Total Long	4/14/11	4/7/11	CS	S	DVN	Call DEVON ENERGY CO 04/16/2011	USD	1	1,549.2	154.92	2.56	(271.07)	(116.15)
							USD						
							USD						

Total Long	6/30/11	6/23/11	CS	S	XOP	Call SPDR S&P OIL & 07/16/2011 95.00	USD	2	1,664.4	332.89	3.85	(785.10)	(452.21)
							USD						
							USD						

Total Long	9/11/11	8/11/11	CS	S	XOP	Call SPDR S&P OIL & 09/20/2011 60.00	USD	2	1,846.1	389.21	2.31	(476.52)	(107.31)
							USD						
							USD						

Total Long	8/19/11	8/18/11	XW	S	BHI	Call BAKER HUGHES IN 08/20/2011	USD	3	0.7595	227.84			227.84
							USD						
							USD						

Total Long	8/19/11	8/18/11	XW	S	BHI	Call BAKER HUGHES IN 08/20/2011	USD	3	0.4795	143.84			143.84
							USD						
							USD						

Total Long	8/19/11	8/12/11	XW	S	SPY	Call SPDR S&P 500 ET 08/20/2011	USD	20	1,589.4	3,178.88			3,178.88
							USD						
							USD						

Total Long	8/19/11	8/24/11	CS	S	CAT	Call CATERPILLAR INC 10/22/2011 90.00	USD	3	2,949.4	894.83	9.80	(2,055.63)	(1,170.80)
							USD						
							USD						

Total Long	9/16/11	9/8/11	CS	S	USO	Call UNITED STATES O 09/17/2011 34.00	USD	4	0,591.9	236.78	0.51	(219.21)	17.57
							USD						
							USD						

Total Long	10/27/11	9/29/11	CS	S	USO	Call UNITED STATES O 10/07/2011 31.00	USD	4	1,347.9	539.17	0.82	(336.78)	202.39
							USD						
							USD						

Total Long	10/27/11	10/4/11	CS	S	APA	Call APACHE CORP 10/22/2011 80.00	USD	2	1,820.8	364.15	8.76	(1,767.12)	(1,402.97)
							USD						
							USD						

Total Long	10/25/11	10/25/11	CS	S	VLO	Call VALERO ENERGY C 11/19/2011	USD	3	1,439.5	431.84	3.30	(1,005.15)	(573.31)
							USD						
							USD						

Total Long	10/27/11	10/26/11	CS	S	HES	Call HESS CORP 11/19/2011 60.00	USD	3	1,779.4	533.83	6.24	(1,887.15)	(1,353.32)
							USD						
							USD						

Total Long	10/27/11	10/25/11	CS	S	VLO	Call VALERO ENERGY C 11/19/2011	USD	2	0,631.9	126.39	3.85	(765.12)	(658.73)
							USD						
							USD						

Total Long	11/9/11	10/27/11	SL	L	SPY	Put SPDR S&P 500 ET 11/19/2011 121.00	USD	(25)	1,047.6	(2,618.82)	2.02	5,011.08	2,392.26
							USD						
							USD						

Total Long	11/18/11	11/14/11	XW	S	IBM	Call INTL BUSINESS M 11/19/2011 190.00	USD	3	1,729.4	518.83			518.83
							USD						
							USD						

Total Long	11/18/11	11/17/11	XW	S	OIH	Call OIL SERVICES HO 11/19/2011	USD	2	2,732.3	546.46			546.46
							USD						
							USD						

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Acq Date	Acq Price	Acq Shares	Acq Value	SPDR Bkt	Units	Cost	Shrsg/ Pctg	Shrsg	Gain	Realized	Unrealized
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SPDR Bkt	Units	Cost	Shrsg/ Pctg	Shrsg	Gain	Realized	Unrealized
Call SPDR S&P 500 ET 08/20/2011	10	1,394.52	3.08	1,394.52	(4,110.60)	(1,716.08)	(2,204.80)
Call SPDR S&P 500 ET 08/20/2011	3	7,346.83	2,204.80	1,461.68	(9,253.16)	1,461.68	1,461.68
Call SPDR S&P 500 ET 08/20/2011	15	9,745.55	1,461.68	800.66	(10,063.82)	800.66	800.66
Call SPDR S&P 500 ET 08/20/2011	25	4,025.55	192.92	868.15	(4,317.28)	868.15	868.15
Call SPDR S&P 500 ET 08/20/2011	1	1,929.22	192.92	4.61	(1,448.11)	4.61	4.61
Call SPDR S&P 500 ET 08/20/2011	5	1,736.33	868.15	1.07	(1,197.62)	1.07	1.07
Call SPDR S&P 500 ET 08/20/2011	25	4,790.05	641.83	2,268.90	(2,617.37)	2,268.90	2,268.90
Call SPDR S&P 500 ET 08/20/2011	20	1,134.44	2,268.90	1,231.12	(1,448.25)	1,231.12	1,231.12
Call SPDR S&P 500 ET 08/20/2011	20	0,665.56	1,231.12	260.76	(1,055.21)	260.76	260.76
Call SPDR S&P 500 ET 08/20/2011	4	4,319.75	1,724.75	6.10	(3,255.21)	6.10	6.10
Call SPDR S&P 500 ET 08/20/2011	2	1,944.44	388.87	9.11	(1,837.12)	9.11	9.11
Call SPDR S&P 500 ET 08/20/2011	3	0,939.55	281.84	4.95	(1,500.15)	4.95	4.95
Call SPDR S&P 500 ET 08/20/2011	2	0,874.33	174.87	3.20	(655.12)	3.20	3.20
Call SPDR S&P 500 ET 08/20/2011	20	3,174.9	6,349.85	0.37	(711.48)	0.37	0.37
Call SPDR S&P 500 ET 08/20/2011	65	4,939.9	22,229.40	0.71	(3,136.31)	0.71	0.71
Call SPDR S&P 500 ET 08/20/2011	3	3,649.4	1,094.82	6.75	(2,040.15)	6.75	6.75
Call SPDR S&P 500 ET 08/20/2011	5	1,680.0	506.40	0.55	(148.84)	0.55	0.55
Call SPDR S&P 500 ET 08/20/2011	4	1,118.8	444.78	3.05	(1,235.21)	3.05	3.05
Call SPDR S&P 500 ET 08/20/2011	2	1,894.4	378.87	2	(1,894.4)	2	2

Acq. Date	Disb. Date	Days	Symbol	Shares/Conts	Unit	Cost	Market	Gain/Loss	Short	Long	Total
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Short	2/18/11	2/21/11	XW	S	NOV	USD	2	1,5745	314.89	314.89	314.89
					Call NATIONAL OILWEL 03/19/2011	USD					
					Call NYSE EURONEXT 03/19/2011 40.00	USD					
					Call NYSE EURONEXT 03/19/2011 40.00	USD	4	1,2620	504.82	504.82	504.82
					Call SPDR S&P 500 ET 03/19/2011	USD	20	0,7541	1,508.26	1,508.26	1,508.26
					Call PHILIP MORRIS 06/19/2011 65.00	USD	4	0,7021	280.82	280.82	(1,021.97)
					Call AGRUM INC 04/19/2011 100.00	USD	3	1,3955	419.66	419.66	419.66
					Call MASTERCARD INC-04/19/2011	USD	1	5,2311	623.11	303	(918.07)
					Call SPDR S&P 500 ET 04/16/2011	USD	40	0,6334	2,533.41	2,533.41	2,533.41
					Call SUNCOR ENERGY 04/16/2011 75.00	USD	3	0,8495	254.86	254.86	254.86
					Call UNITED PARCEL S 04/16/2011 75.00	USD	3	0,9485	284.86	284.86	284.86
					Put SPDR S&P 500 ET 05/21/2011 125.00	USD	(19)	3,9259	(5,084.92)	0.44	629.31
					Call COACH INC 05/21/2011 57.50	USD	3	0,9485	284.86	284.86	(645.19)
					Call KOHLS CORP 05/21/2011 55.00	USD	3	0,8495	254.86	254.86	254.86
					Call NYSE EURONEXT 05/21/2011 99.30	USD	2	1,3540	270.81	270.81	270.81
					Call YINGLI GREEN EN 05/21/2011 13.00	USD	3	0,7083	212.50	212.50	212.50
					Call MASTERCARD INC-05/19/2011	USD	4	1,3220	528.81	528.81	528.81
					Call MEDCO HEALTH SO 07/16/2011	USD	1	3,3992	339.92	339.92	339.92
					Call MEDCO HEALTH SO 07/16/2011	USD	2	1,4745	294.89	294.89	294.89
					Call SPDR S&P 500 ET 07/16/2011	USD	20	0,5695	1,139.08	1,139.08	1,139.08
					Call MASTERCARD INC-08/20/2011	USD	1	7,8781	787.81	17.90	(1,805.29)
					Call MEDCO HEALTH SO 08/20/2011	USD	2	1,1244	224.87	224.87	224.87
					Call PHILIP MORRIS 08/20/2011	USD	5	1,3945	697.26	697.26	697.26
					Call SPDR S&P 500 ET 08/20/2011	USD	20	0,6528	1,105.52	1,105.52	1,105.52
					Call SPDR S&P 500 ET 08/20/2011	USD	20	0,6528	1,105.52	1,105.52	1,105.52

Grouped by Long / Short, Days Held

Buy Date	Sell Date	Symbol	Quantity	Cost	Proceeds	Gain/Loss	Days Held	Short	Long
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US DOLLAR

Buy Date	Sell Date	Symbol	Quantity	Cost	Proceeds	Gain/Loss	Days Held	Short	Long
12/16/11	11/7/11	XW S USO	5	1,6294	814.71	814.71		814.71	
12/16/11	10/21/11	XW S VLO	2	1,4644	292.87	292.87		292.87	
12/16/11	11/16/11	XW S XOP	3	1,8194	545.83	545.83		545.83	
12/29/11	11/20/11	SL L SPY	(50)	4,9155	(24,577.64)	0.50	2,422.32	(22,155.32)	

Held Between 30 and 60 Days

Buy Date	Sell Date	Symbol	Quantity	Cost	Proceeds	Gain/Loss	Days Held	Short	Long
Held Between 60 and 90 Days									
1/4/11	10/21/10	CS S T	6	0.5746	344.73	0.86	(531.27)	(186.54)	
12/1/11	11/8/10	XW S USO	4	1,5220	609.81			609.81	
1/26/11	11/15/10	CS S SPY	20	1,5961	3,178.27	3.58	(7,202.36)	(4,024.09)	
3/18/11	1/4/11	XW S T	6	0.5645	338.72			338.72	
5/2/11	3/7/11	XW S SPY	15	1,4970	980.71	7.60	(4,577.79)	(3,597.08)	
6/10/11	4/5/11	SL L SPY	(20)	2,7057	(5,593.99)	3.16	6,278.98	685.59	
6/17/11	4/6/11	XW S SPY	40	0.6733	3,493.15			3,493.15	
6/17/11	4/5/11	XW S T	8	1,4490	494.72			494.72	
6/28/11	4/12/11	SL L SPY	(15)	3,6497	(5,473.12)	1.59	2,354.26	(3,118.84)	
7/13/11	5/6/11	SL L SPY	(15)	3,0044	(4,506.64)	0.50	719.18	(3,787.45)	
7/15/11	5/4/11	XW S MHS	2	1,6244	324.89			324.89	
7/15/11	5/6/11	XW S SPY	15	1,3667	2,050.09			2,050.09	
7/15/11	5/2/11	XW S USO	6	2,0724	1,244.04			1,244.04	
8/24/11	6/14/11	SL L SPY	(20)	4,4704	(8,940.89)	11.05	22,051.32	13,110.43	
8/24/11	6/14/11	SL L SPY	(20)	4,4704	(8,940.89)	11.05	22,051.32	13,110.43	

Buy Date	Sell Date	Symbol	Shares/Units	Price	Amount	Short Gain	Short Loss	Total
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US DOLLAR

Short

9/14/11	7/11/11	SL L SPY	(15)	3 7943	(5,691.49)	11.58	17,339.87	11,647.38
9/15/11	7/13/11	SL L SPY	(15)	4,1205	(6,180.79)	10.15	15,193.81	9,013.12
9/16/11	7/23/11	XW S T	11	0.4395	483.42			483.42
10/21/11	8/16/11	XW S MA	1	11,2608	1,126.08			1,126.08
10/21/11	8/25/11	SL L SPY	(20)	5 8705	(11,341.05)	0.40	768.89	(10,572.12)
11/16/11	9/14/11	SL L SPY	(15)	6,4105	(9,615.79)	1.27	1,861.87	(7,754.12)
11/16/11	9/14/11	SL L SPY					101,735.16	(14,304.34)

Held Between 90 and 180 Days

1/5/11	9/21/10	CS S USO	5	1,5095	754.75	3.03	(1,526.48)	(771.73)
1/19/11	7/20/10	CS S TEVA	3	1,8895	566.85	1.50	(465.13)	131.72
1/21/11	8/19/10	XW S LLY	3	0,8155	244.66			244.66
1/21/11	8/21/10	XW S UNG	10	0,4370	437.05			437.05
1/21/11	8/21/10	XW S UNG	80	0,6071	3,056.26			3,056.26
2/18/11	1/14/10	EX L SPY	(20)	3,8337	(7,667.47)			(7,667.47)
3/18/11	12/13/10	EX L SPY	(35)	3,0772	(10,770.28)			(10,770.28)
6/17/11	3/14/11	XW S SPY	20	1,8858	3,771.63			3,771.63
6/17/11	3/14/11	XW S YGE	3	0,6995	209.86			209.86
8/8/11	8/4/11	SL L SPY	(20)	3,8024	(7,604.89)	16.03	32,012.33	24,407.44
8/19/11	5/9/11	XW S SYI	8	0,6507	520.56			520.56
9/16/11	6/8/11	XW S SPY	20	1,1795	2,359.06			2,359.06
10/21/11	7/23/11	XW S MHS	1	2,3286	232.86			232.86
12/16/11	9/8/11	SL L FXE	(10)	4,6805	(4,680.54)	6.21	6,189.84	1,509.30

Held Between 60 and 90 Days

1/5/11	9/21/10	CS S USO	5	1,5095	754.75	3.03	(1,526.48)	(771.73)
1/19/11	7/20/10	CS S TEVA	3	1,8895	566.85	1.50	(465.13)	131.72
1/21/11	8/19/10	XW S LLY	3	0,8155	244.66			244.66
1/21/11	8/21/10	XW S UNG	10	0,4370	437.05			437.05
1/21/11	8/21/10	XW S UNG	80	0,6071	3,056.26			3,056.26
2/18/11	1/14/10	EX L SPY	(20)	3,8337	(7,667.47)			(7,667.47)
3/18/11	12/13/10	EX L SPY	(35)	3,0772	(10,770.28)			(10,770.28)
6/17/11	3/14/11	XW S SPY	20	1,8858	3,771.63			3,771.63
6/17/11	3/14/11	XW S YGE	3	0,6995	209.86			209.86
8/8/11	8/4/11	SL L SPY	(20)	3,8024	(7,604.89)	16.03	32,012.33	24,407.44
8/19/11	5/9/11	XW S SYI	8	0,6507	520.56			520.56
9/16/11	6/8/11	XW S SPY	20	1,1795	2,359.06			2,359.06
10/21/11	7/23/11	XW S MHS	1	2,3286	232.86			232.86
12/16/11	9/8/11	SL L FXE	(10)	4,6805	(4,680.54)	6.21	6,189.84	1,509.30

Date	Qty	Cost	Market Price	Market Value	Unrealized Gain/Loss	Realized Gain/Loss	Short/Long	Days Held
12/16/11	8/31/11	XW	S	SPY	6,398.55	6,398.55	Short	180
7/15/11	1/5/11	XW	S	USO	1,957.00	1,957.00	Short	360

US DOLLAR

Short

Symbol	Quantity	Cost	Market Price	Market Value	Unrealized Gain/Loss	Realized Gain/Loss
SPDR S&P 500 ETF TR	25	2,5594	7,193.25	33,618.85	26,625.60	6,398.55
Call UNITED STATES O 07/16/2011 41.00	10	1,957.00	1,957.00	1,957.00	1,957.00	1,957.00
Call SPDR S&P 500 ET 12/17/2011	10	3,754.00	3,754.00	3,754.00	3,754.00	3,754.00

Symbol	Quantity	Cost	Market Price	Market Value	Unrealized Gain/Loss	Realized Gain/Loss
TO 990 PF, PART IV						
TOTAL US DOLLAR		(1,998,941.03)		61,238.09	(53,237.41)	(6,344.34)
GRAND TOTAL						

Columns with * are displayed in the Settlement Currency

These reports are provided as an accommodation to enable you to monitor your investment activity. The information contained herein has been obtained or derived from sources and methods considered to be reliable but is not guaranteed. Securities pricing may not reflect realizable values in the event of a discrepancy between the information provided herein and the information set forth in your confirmations of daily activity and monthly statements of account, the latter shall govern. Nothing herein may be construed as tax advice and you are urged to consult a tax advisor.

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

SOURCE	AMOUNT
NATIONAL FINANCIAL SERVICES (FIDELITY)	13.
PROVIDENT MINERAL FORM K-1	2.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	15.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
ACM ENHANCED EQUITY FORM K-1	5,482.	0.	5,482.
ACM FUND, L.P. FORM K-1	135.	0.	135.
JP MORGAN	39,020.	0.	39,020.
TOTAL TO FM 990-PF, PART I, LN 4	44,637.	0.	44,637.

FORM 990-PF RENTAL INCOME STATEMENT 3

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
PROVIDENT MINERAL FORM K-1	1	24.
TOTAL TO FORM 990-PF, PART I, LINE 5A		24.

FORM 990-PF OTHER INCOME STATEMENT 4

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
PROVIDENT MINERAL P/S ROYALTY INCOME	21,803.	21,803.	
JP MORGAN	133.	133.	
UNITED STATES OIL FUND PTP LOSS	<7.>	<7.>	
TOTAL TO FORM 990-PF, PART I, LINE 11	21,929.	21,929.	

FORM 990-PF	ACCOUNTING FEES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
PROFESSIONAL FEES	5,860.	2,930.		2,930.	
TO FORM 990-PF, PG 1, LN 16B	5,860.	2,930.		2,930.	

FORM 990-PF	TAXES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAX - ACM FUND, LP FORM K-1	2.	2.		0.	
FEDERAL EXCISE TAX	1,617.	0.		0.	
FOREIGN TAX - ACM ENHANCED EQUITY FORM K-1	102.	102.		0.	
FOREIGN TAX- JP MORGAN/ MERLIN	681.	681.		0.	
TO FORM 990-PF, PG 1, LN 18	2,402.	785.		0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
MEMBERSHIPS	695.	348.		348.	
OFFICE EXPENSE	517.	258.		258.	
MISCELLANEOUS	691.	345.		345.	
TELEPHONE	861.	430.		430.	
OTHER DEDUCTIONS-ACM FUND LP K-1	1,994.	1,994.		0.	
CONTRACT LABOR	3,300.	1,650.		1,650.	
INVESTMENT EXPENSE	20,467.	20,467.		0.	
PARKING	71.	35.		35.	
TO FORM 990-PF, PG 1, LN 23	28,596.	25,527.		3,066.	

FOOTNOTES

STATEMENT 8

THIS AMENDED RETURN IS BEING FILED TO PROPERLY REPORT THE AVERAGE MONTHLY FAIR MARKET VALUE OF SECURITIES AND AVERAGE OF MONTHLY CASH BALANCES ON 2011 FORM 990-PF, PAGE 8, PART X, LINES 1A AND 1B.

THE CORRECT VALUES ARE AS FOLLOWS:

1A AVERAGE MONTHLY FAIR MARKET VALUE OF SECURITIES	2,197,713.
1B AVERAGE OF MONTHLY CASH BALANCES	29,474.

FORM 990-PF OTHER INVESTMENTS STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ACM FUND, LP	COST	0.	0.
PROVIDENT MINERAL PARTNERSHIP	COST	<805.>	11,698.
ACM ENHANCED EQUITY	COST	145,605.	158,970.
JP MORGAN SECURITIES/MERLIN	COST	1,792,548.	1,978,980.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,937,348.	2,149,648.

FORM 990-PF PART XV - LINE 1A STATEMENT 10
LIST OF FOUNDATION MANAGERS

NAME OF MANAGER

RICHARD J ANDREWS
JUDITH N ANDREWS

The Andrews Foundation
 Contribution Listing
 January 1, 2011 to December 31, 2011

Date	Check No	Amount	Name and Address	Purpose
1/3/2011	1770	\$1,000	TIRR 4605 Post Oak Place Houston, TX 77027	General Health Public
1/3/2011	1772	\$1,000	Bo's Place 10050 Buffalo Speedway Houston, TX 77054	General Public Community
1/3/2011	1771	\$1,500	Houston Aphasia Recovery Center 3701 Briarpark #310 Houston, TX 77042	General Fund Public Health Fund
1/6/2011	1808	\$1,000	La Povidencia Posada 1610 Marydale Road San Benito, TX 78586	General Fund Family Welfare
1/20/2011	1811	\$1,000	American Heart Association 10060 Buffalo Speedway Houston, TX 77054-1302	General Fund Public Health
1/20/2011	1812	\$2,000	Community Endowment Foundation 1811 Briar Oaks Lane Houston, TX 77027	General Fund Public Welfare
1/20/2011	1813	\$2,500	University of Houston College of Education 306 McEhinney Hall Houston, TX 77207-5035	Educational Andrews Foundation Scholarship Endowment Fund
1/20/2011	1814	\$1,000	St Paul the Apostle 201 Dalton Circle Horseshoe Bay, TX 78657	General Fund Religious
1/20/2011	1815	\$2,000	Cristo Rey Jesuit College Prep School 6700 Mount Carmel Street Houston, TX 77087	General Educational
1/27/2011	1818	\$500	Lamar FFA PO Box 542016 Houston, TX 77254-2016	General Educational
2/8/2011	1822	\$1,000	Justice for Children 2600 Southwest Freeway, Suite 806 Houston, TX 77098	General Youth
2/8/2011	1823	\$500	Bluebird Circle 615 West Alabama Street Houston, TX 77006	General Fund Public Health
2/22/2011	1824	\$2,500	Unicef 125 Maiden Lane New York, NY 10038	Health General Fund
2/23/2011	1828	\$2,500	Houston Aphasia Recovery Center 3701 Briarpark #310 Houston, TX 77042	General Fund Public Health Fund
2/28/2011	1829	\$500	Dr. Marnie Rose Foundation 5090 Richmond Ave , PMB-291 Houston, TX 77056	Public Health General
2/28/2011	1830	\$2,000	San Jose Clinic	General Fund

The Andrews Foundation
 Contribution Listing
 January 1, 2011 to December 31, 2011

Date	Check No	Amount	Name and Address	Purpose
			301 Hamilton Street Houston, TX 77002	Public Health
2/28/2011	1831	\$2,000	One Acre Fund 1742 Tatum St Falcon Heights, MN 55113	Public General Fund
3/14/2011	1833	\$500	Neighborhood Enrichment	General Fund Child and Family Welfare
3/14/2011	1834	\$1,500	Nature Healing Nature 514 Byrne Street Houston, TX 77009	Domestic Poverty General fund
3/14/2011	1835	\$1,000	New Hope Housing 1117 Texas Avenue Houston, TX 77002	General Fund Family Welfare
3/28/2011	1839	\$3,333	Houston Aphasia Recovery Center 3701 Briarpark #310 Houston, TX 77042	General Fund Public Health Fund
3/28/2011	1840	\$1,000	Generation One 1910 Napoleon Houston, TX 77003	Public Welfare General Fund
4/1/2011	1851	\$12,500	Bread for the World Institute 50 F Street NW, Suite 500 Washington, DC 20001	General Public Community
4/1/2011	1852	\$360	Plan USA 155 Plan Way Warwick, RI 02886	Public - Children General Fund
4/1/2011	1853	\$2,500	Yellowstone Academy 3000 Trulley St Houston, TX 77002	General Fund Education
4/1/2011	1854	\$2,000	Strake Jesuit Alumni Drive 8900 Bellaire Blvd Houston, TX 77036	Educational Capital Campaign
4/1/2011	1855	\$1,000	St Philip the Apostle Catholic Church 304 West Church El Campo, TX 77437	Capital Campaign Fund Religious
4/7/2011	1842	\$2,000	Bridges to Life PO Box 19039 Houston, TX 77224-9039	Public General Fund
4/7/2011	1843	\$2,500	Archdiocese of Galveston-Houston 1700 San Jacinto St Houston, TX 77002	Religious General Fund
4/7/2011	1844	\$1,500	Angela House 425 Shane Street Houston, TX 77037	Public Welfare General Fund
4/7/2011	1841	\$1,500	Living Forward Alliance 3300 Chimney Rock # 205 Houston, Texas 77056	Public Welfare General Fund
4/7/2011	1845	\$1,500	Volunteer Interfaith	Public Welfare

The Andrews Foundation
 Contribution Listing
 January 1, 2011 to December 31, 2011

Date	Check No	Amount	Name and Address 5001 Bellaire Blvd , Room 7 Bellaire, TX 77401	Purpose General Fund
4/25/2011	1846	\$5,000	Mental Health Association of Greater Houston 2211 Norfolk, Suite 810 Houston, TX 77098	Public Health General fund
4/29/2011	1848	\$2,500	Star of Hope 6897 Ardmore Houston, TX 77054	General Homeless Needs
5/16/2011	1878	\$1,000	St. Matthew's Parrish – Catholic Health Association of India (CHAI) c/o Reverend Tomi Thomas 216 Scribner Avenue Norwalk, CT 06854	Mental Health General Fund
5/16/2011	1879	\$1,000	Camp for All 10500 NW Freeway, Suite 220 Houston, Texas 77092	Child Welfare General Fund
5/16/2011	1880	\$500	Proyecto Desarrollo Humano PO Box 1017 Pentitas, Texas 78576	General Fund Religious
5/16/2011	1881	\$2,500	Family Services of Greater Houston 3815 Montrose Suite 200 Houston, Texas 77006	General Fund Physical/ Mental Health
5/16/2011	1882	\$500	Holy Name Passionist Retreat Center 430 Bunker Hill Road Houston, Texas 77024	Religious General Fund
5/26/2011	1884	\$250	Corridor Rescue Inc – Animal Rescue 10134 Hammerly Blvd Box 187 Houston, Texas 77080	General Fund Animal Welfare
5/26/2011	1885	\$500	Houston Respite Center 6856 Bellaire Blvd Houston, Texas 77074	Public Welfare General Fund
6/19/2011	1886	\$300	Tellunde Foundation 220 East Colorado Avenue #106 Tellunde, CO 81435	General Fund Public Welfare
6/20/2011	1887	\$1,000	Carmelite Friars/Suds for Zimbabwe 259 East 71st Street New York, NY 10021	Public-Health General Fund
6/27/2011	1889	\$1,500	St. Paul the Apostle 201 Dalton Circle P O Box 8019 Horseshoe Bay, Texas 78657	Capital Campaign Religious
6/27/2011	1890	\$2,500	Education Foundation of Harris County/ Healthy Minds Healthy Children 6300 Irvington Blvd Houston, Texas 77022	General Fund Child Welfare
6/27/2011	1891	\$600	Equestrian Order of the Holy Sepulchre of Jerusalem 2001 Kirby Dr, Suite 902 Houston, Texas 77019	General Fund Religious
6/27/2011	1892	\$2,500	Target Hunger 2814 Quitman Street	General Public Welfare

The Andrews Foundation
 Contribution Listing
 January 1, 2011 to December 31, 2011

Date	Check No	Amount	Name and Address Houston, TX 77026	Purpose
7/26/2011	1806	\$1,000	Bread of Life 1703 Gray St. Houston, TX 77003	Public General Fund
7/26/2011	1807	\$2,500	The Child Hunger Crisis Fund of Save the Children 54 Wilton Road Westport, CT 06880	General Fund Public Welfare
7/26/2011	1805	\$1,000	Catholic Charities of the Archdiocese of Galveston-Houston 2900 Louisiana Houston, TX 77006	General Fund Refugee Youth Program
7/26/2011	1804	\$500	St. Patrick Church 301 N Spruce St PO Box 398 Telluride, CO 81435	Religious General Fund
9/14/2011	1906	\$12,500	Bread for the World Institute 50 F Street NW, Suite 500 Washington, DC 20001	General Public Community
9/14/2011	1907	\$5,000	M D Anderson PO Box 301439 Houston, TX 77230-1439	General Public Health
9/11/2011	1908	\$1,000	Plan USA 155 Plan Way Warwick, RI 02886	Public - Children General Fund
9/21/2011	1910	\$250	Life Houston 2002 S Wayside Dr , Suite 113 Houston, TX 77023	General Public Welfare
10/3/2011	1913	\$250	The Rafiki Foundation 19001 Huebner Road #2 San Antonio, TX 78258-4040	General Fund Public Welfare
10/24/2011	1916	\$360	Plan USA 155 Plan Way Warwick, RI 02886	Public - Children General Fund
11/1/2011	1918	\$500	TIRR Animal House – Benefiting Project Victory 4605 Post Oak Place, Suite 222 Houston, Texas 77027	General Fund Education
11/1/2011	1919	\$500	Parkview Christian Academy 1100 E Lake Shore Dr Waco, Texas 76708	General Fund Education
11/1/2011	1920	\$500	E3 Partner's Ministry 2001 W Plano Parkway Suite 2600 Plano, TX 75075	General Fund Religious
11/1/2011	1921	\$500	Oakwood Baptist Church 2154 Loop 337 New Braunfels, TX 78130-4078	General Fund Religious
11/1/2011	1922	\$500	Bread for the World 425 3 rd Street SW, Suite 1200 Washington, DC 20024	General Fund Public Welfare
11/17/2011	1927	\$500	Houston Humane Society	General Fund

The Andrews Foundation
 Contribution Listing
 January 1, 2011 to December 31, 2011

Date	Check No	Amount	Name and Address	Purpose
			P.O Box 450528 Houston, Texas 77245-0528	Animal Welfare
11/17/2011	1926	\$500	Gifford Youth Activity Center 4875 43rd Ave Vero Beach, Florida 32967	General Fund Public Welfare
11/17/2011	1925	\$1,000	Rafiki Foundation PO Box 1988 Eustis, FL 32727	Orphan Fund Public Welfare
11/29/2011	1930	\$500	Goodfellows of Houston 801 Texas Ave Houston, TX 77002	General Fund Children
11/29/2011	1931	\$500	Houston Food Bank 535 Portwall Street Houston, Texas 77029	General Fund Public Welfare
11/29/2011	1929	\$250	Nehemiah Center 5015 Fannin Street Houston, Texas 77004	General Fund Child Welfare
12/14/2011	1934	\$500	Casa Juan Diego P O Box 70113 Houston, Texas 77270	Public General Fund
12/15/2011	1937	\$2,000	United States Coast Guard Academy Alumni Association 47 Mohegan Avenue New London, CT 06320-8111	General Fund Child Welfare
		\$113,953		