Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2011

For calendar year 2011 or tax year beginning , and ending

ENVELOPE POSTMARK DATE MAY 15 2012

Name of foundation
THE RAWLEY FOUNDATION

A Employer identification number
76-6124547

Number and street (or P O box number if mail is not delivered to street address) Room/suite
C/O JPMORGAN CHASE BANK - P.O. BOX 6089

B Telephone number
302-634-3860

City or town, state, and ZIP code
NEWARK, DE 19714-6089

C If exemption application is pending, check here ▶☐

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 6,395,243.

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

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

Part I **Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc., received	900,000.		N/A	
	2	Check ▶☐ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	142,018.	141,722.		STATEMENT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	220,060.			
	b	Gross sales price for all assets on line 6a 2,313,285.				
	7	Capital gain net income (from Part IV, line 2)		220,060.		
	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				
	12	**Total.** Add lines 1 through 11	1,262,078.	361,782.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	34,076.	17,038.		17,038.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees				
	b	Accounting fees STMT 2	5,500.	2,750.		2,750.
	c	Other professional fees				
	17	Interest				
	18	Taxes STMT 3	3,816.	1,998.		0.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses				
	24	**Total operating and administrative expenses.** Add lines 13 through 23	43,392.	21,786.		19,788.
	25	Contributions, gifts, grants paid	1,605,870.			1,605,870.
	26	**Total expenses and disbursements.** Add lines 24 and 25	1,649,262.	21,786.		1,625,658.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	<387,184.>			
	b	**Net investment income** (if negative, enter -0-)		339,996.		
	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			
	2	Savings and temporary cash investments	623,034.	282,065.	282,065.
	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			
	c	Investments - corporate bonds			
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 4	6,611,418.	6,113,178.	6,113,178.
	14	Land, buildings, and equipment: basis ▶			
		Less accumulated depreciation ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers)	7,234,452.	6,395,243.	6,395,243.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	7,234,452.	6,395,243.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30	**Total net assets or fund balances**	7,234,452.	6,395,243.	
	31	**Total liabilities and net assets/fund balances**	7,234,452.	6,395,243.	

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	7,234,452.
2	Enter amount from Part I, line 27a	2	<387,184.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	6,847,268.
5	Decreases not included in line 2 (itemize) ▶ NET UNREALIZED LOSS ON INVESTMENTS	5	452,025.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	6,395,243.

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	J.P. MORGAN-SEE STMT D-1	P	01/21/11	12/31/11
b	J.P. MORGAN-SEE STMT D-1	P	08/18/06	12/31/11
c	CAPITAL GAINS DIVIDENDS			
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	317,025.		336,412.	<19,387.>
b	1,945,787.		1,756,813.	188,974.
c	50,473.			50,473.
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				<19,387.>
b				188,974.
c				50,473.
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	220,060.
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	430,897.	6,821,185.	.063170
2009	320,531.	5,665,874.	.056572
2008	267,524.	5,095,113.	.052506
2007	239,789.	5,004,429.	.047915
2006	160,912.	3,817,203.	.042154

2	Total of line 1, column (d)	2	.262317
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	.052463
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	6,988,123.
5	Multiply line 4 by line 3	5	366,618.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	3,400.
7	Add lines 5 and 6	7	370,018.
8	Enter qualifying distributions from Part XII, line 4	8	1,625,658.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ **(attach copy of letter if necessary-see instructions)** **b** Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b **c** All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			1	3,400.
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	3,400.
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	3,400.
6 Credits/Payments.				
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	1,600.		
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	1,600.
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	1,800.
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

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ TX			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses STMT 5	10	X	

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ JP MORGAN CHASE BANK, N.A. Telephone no. ▶302-634-3860

Located at ▶P.O. BOX 6089, NEWARK, DE ZIP+4 ▶19714-6089

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

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)?	N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here	▶☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):				
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______, ______, ______, ______				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.)*	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?		4b		X

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? N/A **5b**

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

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** X

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

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
STANLEY T. RAWLEY 5400 MESA DRIVE HOUSTON, TX 77028	TRUSTEE 1.00	0.	0.	0.
J.P. MORGAN CHASE BANK, N.A. P.O. BOX 6089 NEWARK, DE 19714-6089	TRUSTEE 1.00	34,076.	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 VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

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

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

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

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

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	6,831,781.
b	Average of monthly cash balances	1b	262,760.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	7,094,541.
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	7,094,541.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	106,418.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,988,123.
6	**Minimum investment return.** Enter 5% of line 5	6	349,406.

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	349,406.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	3,400.		
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	3,400.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	346,006.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	346,006.
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	346,006.

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	1,625,658.
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	1,625,658.
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	3,400.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,622,258.

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					346,006.
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					
b From 2007					
c From 2008	15,854.				
d From 2009	39,699.				
e From 2010	92,926.				
f **Total** of lines 3a through e		148,479.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶$	1,625,658.				
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					346,006.
e Remaining amount distributed out of corpus		1,279,652.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)		0.			0.
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		1,428,131.			
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		0.			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a		1,428,131.			
10 Analysis of line 9:					
a Excess from 2007					
b Excess from 2008	15,854.				
c Excess from 2009	39,699.				
d Excess from 2010	92,926.				
e Excess from 2011	1,279,652.				

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	Prior 3 years			
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
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).)

STANLEY T. RAWLEY

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.

STANLEY T. RAWLEY, (713) 635-4200
5400 MESA DRIVE, HOUSTON, TX 77028

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

NO SPECIFIC FORMAT

c Any submission deadlines:

NONE

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

NONE

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
ALZHEIMERS ASSOCIATION 2909 W. HOLCOMBE BLVD. HOUSTON, TX 77025-1532	N/A	PUBLIC NONPROFIT ORG.	CHARITIES	40,000.
BOY SCOUTS OF AMERICA P.O. BOX 924528 HOUSTON, TX 77292-4528	N/A	PUBLIC NONPROFIT ORG.	COMMUNITY & EDUCATIONAL	25,000.
BRIDGE OVER TROUBLED WATERS 1001 SOUTHMORE, STE 200 PASADENA, TX 77502	N/A	PUBLIC NONPROFIT ORG.	COMMUNITY & EDUCATIONAL	25,000.
CENTER FOR HEARING & SPEECH 3636 WEST DALLAS HOUSTON, TX 77019	N/A	PUBLIC NONPROFIT ORG.	COMMUNITY & EDUCATIONAL	30,000.
COLLEGE FUND/UNCF 1235 N. LOOP WEST, STE 1010 HOUSTON, TX 77008	N/A	PUBLIC NONPROFIT ORG.	COMMUNITY & EDUCATIONAL	30,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	1,605,870.
b Approved for future payment NONE				
Total			▶ 3b	0.

Form **990-PF** (2011)

Part XV **Supplementary Information**

3 Grants and Contributions Paid During the Year (Continuation)

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
GATEWAY COMMUNITY CHURCH 760 CLEAR LAKE CITY BLVD HOUSTON, TX 77598	N/A	PUBLIC NONPROFIT ORG.	CHARITIES	180,870.
HOUSTON BAPTIST UNIVERSITY 7502 FONDREN RD. HOUSTON, TX 77074-9989	N/A	PUBLIC NONPROFIT ORG.	COMMUNITY & EDUCATIONAL	45,000.
SAGEMONT BAPTIST CHURCH 11300 S. SAM HOUSTON PKWY E. HOUSTON, TX 77089	N/A	PUBLIC NONPROFIT ORG.	CHARITIES	1,055,000.
STAR OF HOPE MISSION P.O. BOX 1505 HOUSTON, TX 77251-1505	N/A	PUBLIC NONPROFIT ORG.	COMMUNITY & EDUCATIONAL	25,000.
TEXAS CHILDREN'S HOSPITAL P.O. BOX 2165 HOUSTON, TX 77252	N/A	PUBLIC NONPROFIT ORG.	CHARITIES	50,000.
THE HOPE FOUNDATION 6200 SAVOY DR., SUITE 540 HOUSTON, TX 77036	N/A	PUBLIC NONPROFIT ORG.	CHARITIES	30,000.
THE MJF FOUNDATION P.O. BOX 4777 NY, NY 10163	N/A	PUBLIC NONPROFIT ORG.	CHARITIES	45,000.
THE SALVATION ARMY 1500 AUSTIN ST. HOUSTON, TX 77002	N/A	PUBLIC NONPROFIT ORG.	CHARITIES	25,000.
Total from continuation sheets				1,455,870.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	(e) Related or exempt function income
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					
4 Dividends and interest from securities			14	142,018.	
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					
8 Gain or (loss) from sales of assets other than inventory			18	220,060.	
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.		362,078.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 362,078.

(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).

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

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of:			
(1) Cash	1a(1)		X
(2) Other assets	1a(2)		X
b Other transactions:			
(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
(3) Rental of facilities, equipment, or other assets	1b(3)		X
(4) Reimbursement arrangements	1b(4)		X
(5) Loans or loan guarantees	1b(5)		X
(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

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

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

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

Linda C Bailey 5/3/12 TRUSTEE

Signature of officer or trustee Date Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
KRISTINA H. HOANG, CPA	Kristina Hoang CPA	5/1/2012		P00333905

Firm's name ▶ HARPER & PEARSON COMPANY, P.C. Firm's EIN ▶ 74-1695589

Firm's address ▶ ONE RIVERWAY, SUITE 1000
HOUSTON, TX 77056
Phone no. (713) 622-2310

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	Employer identification number
THE RAWLEY FOUNDATION	76-6124547

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 foundation

Check 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)

Name of organization	Employer identification number
THE RAWLEY FOUNDATION	76-6124547

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	PIPE DISTRIBUTORS, LTD EIN : 74-1368099 5400 MESA DRIVE HOUSTON, TX 77028	$ 900,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Name of organization	Employer identification number
THE RAWLEY FOUNDATION	76-6124547

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
		$	
(a) No. from Part I	**(b) Description of noncash property given**	**(c) FMV (or estimate) (see instructions)**	**(d) Date received**
		$	
(a) No. from Part I	**(b) Description of noncash property given**	**(c) FMV (or estimate) (see instructions)**	**(d) Date received**
		$	
(a) No. from Part I	**(b) Description of noncash property given**	**(c) FMV (or estimate) (see instructions)**	**(d) Date received**
		$	
(a) No. from Part I	**(b) Description of noncash property given**	**(c) FMV (or estimate) (see instructions)**	**(d) Date received**
		$	
(a) No. from Part I	**(b) Description of noncash property given**	**(c) FMV (or estimate) (see instructions)**	**(d) Date received**
		$	

Name of organization	**Employer identification number**
THE RAWLEY FOUNDATION	76-6124547

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 Rawley Foundation

76-6124547

ACCT 5897 P65070008
FROM 01/01/2011
TO 12/31/2011

J.P. MORGAN CHASE BANK, N A
STATEMENT OF CAPITAL GAINS AND LOSSES
THE RAWLEY FOUNDATION

RUN 03/08/2012
11·23:47 AM

TRUST YEAR ENDING 12/31/2011

TAX PREPARER: AE2
TRUST ADMINISTRATOR: MH1
INVESTMENT OFFICER: KR1

LEGEND: F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM	NC
75000 0000 BARC SPX BREN 07/15/11 - 06740PAL0							
SOLD		07/15/2011	87645 00				
ACQ	75000.0000	06/18/2010	87645 00	74250.00	13395.00	LT15	Y
100000.0000 BARC BREN SPX 09/19/11 - 06740PNE2							
SOLD		09/19/2011	116800 00				
ACQ	100000.0000	08/27/2010	116800.00	99000.00	17800 00	LT15	Y
8645.8290 JPMCB INTERNATIONAL EQUITY TRUST - 15199TH32							
SOLD		10/07/2011	247.27				
ACQ	3081.7810	08/06/1999	88 14	1 00	87.14	LT15	Y
	4263 0940	08/17/2001	121.92	1 00	120.92	LT15	Y
	1300.9540	11/14/2005	37.21	1.00	36.21	LT15	Y
2006 4210 CULLEN HIGH DIVIDEND EQUITY FUND - 230001406 - MINOR = 08010							
SOLD		06/13/2011	25000 00				
ACQ	2006.4210	08/18/2006	25000 00	28281.11	-3281.11	LT15	Y
4187.6050 CULLEN HIGH DIVIDEND EQUITY FUND - 230001406 - MINOR = 08010							
SOLD		11/25/2011	50000.00				
ACQ	4187.6050	08/18/2006	50000.00	59025.55	-9025.55	LT15	Y
70000.0000 DB BREN ASIA BASKET 08/29/11 - 2515A06E8							
SOLD		08/30/2011	70000 00				
ACQ	70000 0000	08/06/2010	70000 00	69300 00	700.00	LT15	Y
1077.1990 DODGE & INTERNATIONAL STOCK FUND - 256206103 - MINOR = 08010							
SOLD		11/25/2011	30000 00				
ACQ	1077.1990	02/07/2011	①30000.00	②39673.24	-9673 24	ST	Y
4445.7620 FMI FDS INC - 302933205 - MINOR = 65							
SOLD		05/11/2011	75000.00				
ACQ	4445.7620	10/17/2008	75000.00	50459.40	24540.60	LT15	Y
65000.0000 GS EAFE NOTE 05/12/11 - 38143UHN4							
SOLD		05/12/2011	65000.00				
ACQ	65000.0000	04/09/2010	65000 00	64161 50	838.50	LT15	Y
110000.0000 GS BREN EAFE 11/16/11 - 38143UPA3							
SOLD		11/16/2011	103153.25				
ACQ	110000 0000	10/29/2010	103153.25	108900.00	-5746 75	LT15	Y
80000.0000 HSBC BREN EAFE 10/6/11 - 4042K05T8							
SOLD		10/06/2011	74640.60				
ACQ	80000.0000	09/17/2010	74640.60	79200 00	-4559.40	LT15	Y
2896.0320 JPMORGAN SMALL CAP EQUITY FUND - 4812A1373 - MINOR = 08010							
SOLD		11/25/2011	100000 00				
ACQ	2896 0320	08/18/2006	100000.00	87633.92	12366.08	LT15	Y
6334 4590 JPMORGAN CORE BOND FUND - 4812C0381 - MINOR = 08030							
SOLD		11/25/2011	75000.00				
ACQ	6334.4590	02/07/2008	75000.00	69298.98	5701.02	LT15	Y
8690 4760 JPMORGAN HIGHYIELD BOND FUND - 4812C0803 - MINOR = 08030							
SOLD		04/21/2011	73000 00				
ACQ	8690 4760	10/15/2008	73000.00	53620.24	19379.76	LT15	Y
6346 3280 JPMORGAN SHORT DURATION BOND FUND - 4812C1330 - MINOR = 08030							
SOLD		07/18/2011	70000.00				
ACQ	6346.3280	02/07/2008	70000.00	68540.34	1459.66	LT15	Y
6830 6010 JPMORGAN SHORT DURATION BOND FUND - 4812C1330 - MINOR = 08030							
SOLD		11/25/2011	75000.00				
ACQ	6830 6010	02/07/2008	75000.00	73770.49	1229.51	LT15	Y
4392 3870 MANNING & NAPIER FUND INC - 563821545 - MINOR = 65							
SOLD		11/25/2011	30000.00				
ACQ	4392.3870	02/07/2011	①30000.00	②39443 63	-9443 63	ST	Y
26039 4200 MANNING & NAPIER FUND INC - 563821545 - MINOR = 65							
SOLD		12/23/2011	172641.35				
ACQ	16511.9850	09/17/2009	109474.46	133086.60	-23612.14	LT15	Y
	9527.4350	02/07/2011	①63166.89	②85556.37	-22389 48	ST	Y
200000 0000 MORGAN STANLEY ARN SPX 8/25/11 - 617482BF0							
SOLD		07/22/2011	244900.00				
ACQ	200000.0000	08/08/2008	244900.00	196000.00	48900.00	LT15	Y
110000.0000 MS CALLABLE REN SPX 2/8/12 - 617482QU1							
SOLD		04/29/2011	118910.00				
ACQ	110000.0000	01/21/2011	①118910.00	②109065.00	9845.00	ST	Y
13390 4660 T ROWE PRICE INTERNATIONAL FUNDS INC - 77956H500 - MINOR = 08010							
SOLD		02/07/2011	250000.00				
ACQ	4272.1180	07/18/2007	79760.44	82750 93	-2990 49	LT15	Y
	9118 3480	06/16/2009	170239.56	112702 78	57536.78	LT15	Y
3920.5440 T ROWE PRICE INTERNATIONAL FUNDS INC - 77956H500 - MINOR = 08010							
SOLD		06/13/2011	75000.00				
ACQ	3920.5440	06/16/2009	75000.00	48457.92	26542 08	LT15	Y
3061.8490 T ROWE PRICE INTERNATIONAL FUNDS INC - 77956H500 - MINOR = 08010							
SOLD		11/25/2011	50000 00				
ACQ	3061.8490	06/16/2009	50000.00	37844.45	12155.55	LT15	Y
571.0000 S & P 500 DEP RCPTS - 78462F103 - MINOR = 31000							
SOLD		04/14/2011	74948.02				
ACQ	571 0000	06/14/2010	①74948 02	②62673 59	12274.43	ST	Y
250 0000 VANGUARD EMERGING MARKET VIPERS - 922042858 - MINOR = 31000							
SOLD		10/14/2011	10031.74				
ACQ	250.0000	09/17/2010	10031.74	10928.75	-897 01	LT15	Y
200.0000 VANGUARD EMERGING MARKET VIPERS - 922042858 - MINOR = 31000							
SOLD		11/25/2011	7429 03				
ACQ	200 0000	09/17/2010	7429 03	8743.00	-1313.97	LT15	Y
1621 0000 VANGUARD EMERGING MARKET VIPERS - 922042858 - MINOR = 31000							
SOLD		11/28/2011	62503.59				
ACQ	200.0000	09/17/2010	7711.73	8743 00	-1031.27	LT15	Y
	1421.0000	09/17/2010	54791 86	62111 20	-7319.34	LT15	Y

STATEMENT D-1

ACCT 5897 P65070008
FROM 01/01/2011
TO 12/31/2011

J.P. MORGAN CHASE BANK, N.A
STATEMENT OF CAPITAL GAINS AND LOSSES
THE RAWLEY FOUNDATION

TRUST YEAR ENDING 12/31/2011

RUN 03/08/2012
11 23·47 AM

TAX PREPARER: AE2
TRUST ADMINISTRATOR: MH1
INVESTMENT OFFICER. KR1

LEGEND· F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM	NC
5139.5010 VICTORY PORTFOLIOS - 92646A856							
SOLD		10/28/2011	75961.82				
ACQ	5139.5010	08/05/2010	75961.82	70000.00	5961.82	LT15	Y
TOTALS			2262811.67	2093224.99			

Short-term	$317,024.91	$336,411.83
Long-term	$1,945,786.76	$1,756,813.16

SUMMARY OF CAPITAL GAINS/LOSSES

FEDERAL	SHORT TERM	LONG TERM 28%	LONG TERM 15%	ST WASH SALE	LT WASH SALE	1250 GAIN
NONCOVERED FROM ABOVE	-19386.92	0.00	188973.60	0.00	0.00	0.00*
COVERED FROM ABOVE	0.00	0 00	0.00	0.00	0.00	
COMMON TRUST FUND	0 00	0.00	0.00			0.00
CAPITAL GAIN DIVIDENDS	0 00	0 00	50472 65			0.00
	-19386 92	0 00	239446 25	0.00	0 00	0.00

STATE	SHORT TERM	LONG TERM 28%	LONG TERM 15%	ST WASH SALE	LT WASH SALE	1250 GAIN
NONCOVERED FROM ABOVE	-19386 92	0 00	188973 60	0 00	0 00	0.00*
COVERED FROM ABOVE	0 00	0.00	0 00	0.00	0.00	
COMMON TRUST FUND	0.00	0.00	0.00			0 00
CAPITAL GAIN DIVIDENDS	0 00	0.00	50472.65			0 00
	-19386 92	0.00	239446 25	0 00	0.00	0 00

* - 1250 GAIN DETAILED ON TRANS PAGES, NOT ABOVE

SALES PROCEEDS:

	30,000.00 +	
	30,000.00 +	
	63,166.89 +	
	118,910.00 +	
	74,948.02 +	
	317,024.91 *	Σ①
	2,262,811.67 +	
	317,024.91 -	
	1,945,786.76 *	

COST BASIS:

	39,673.24 +	
	39,443.63 +	
	85,556.37 +	
	109,065.00 +	
	62,673.59 +	
Total Short Term (ST)	336,411.83 *	Σ②
Total	2,093,224.99 +	
ST	336,411.83 -	
Total Long Term	1,756,813.16 *	

STATEMENT D-1

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BARC 93% PPN-OID INCOME	330.	0.	330.
BARC 95% PP CMIT-OID INCOME	153.	0.	153.
CULLEN HIGH DIV EQ FD-CTF	8,038.	0.	8,038.
DODGE & INT'L STOCK FD-CTF	5,538.	0.	5,538.
DODGE & INT'L STOCK FD-CTF	28.	0.	28.
DREYFUS/LAUREL FDS TR	225.	0.	225.
DREYFUS/LAUREL FDS TR	6,658.	0.	6,658.
DREYFUS/LAUREL FDS TR	640.	640.	0.
EATON VANCE MUT FDS TR	8,041.	0.	8,041.
EATON VANCE MUT FDS TR	296.	0.	296.
FMI FDS INC.-CTF	11,455.	11,455.	0.
FMI FDS INC.-CTF	5,128.	0.	5,128.
INTEREST-REFUND EXCISE TAX	60.	0.	60.
INTEREST-SWEEPS DEPOSIT	148.	0.	148.
ISHARE S&P MIDCAP 400 INDEX FUND	4,000.	0.	4,000.
ISHARE S&P MIDCAP 400 INDEX FUND	2,512.	0.	2,512.
ISHARE S&P MIDCAP 400 INDEX FUND	349.	0.	349.
ISHARES RUSSELL MIDCAP INDEX FD-CTF	626.	0.	626.
JPMORGAN CORE BOND FUND-CTF	21,561.	0.	21,561.
JPMORGAN CORE BOND FUND-CTF	1,255.	1,255.	0.
JPMORGAN CORE BOND FUND-CTF	5,123.	0.	5,123.
JPMORGAN HIGH YIELD BOND FUND-CTF	31.	0.	31.
JPMORGAN HIGH YIELD BOND FUND-CTF	15,551.	0.	15,551.
JPMORGAN HIGH YIELD BOND FUND-CTF	2,140.	2,140.	0.
JPMORGAN INT'L CURRENCY INCOME FUND	4,417.	0.	4,417.
JPMORGAN INT'L CURRENCY INCOME FUND	22.	0.	22.
JPMORGAN INT'L CURRENCY INCOME FUND	3.	3.	0.
JPMORGAN LARGE CAP GROWTH FD	31.	0.	31.
JPMORGAN SHORT DURATION BOND FUND	2,961.	0.	2,961.
JPMORGAN SHORT DURATION BOND FUND	10,955.	0.	10,955.
JPMORGAN SHORT DURATION BOND FUND-CTF	933.	933.	0.
JPMORGAN SMALL CAP EQ FD-CTF	2,065.	0.	2,065.
JPMORGAN SMALL CAP EQ FD-CTF	4,598.	4,598.	0.
JPMORGAN SMALL CAP EQ FD-CTF	3,854.	0.	3,854.
JPMORGAN STRATEGIC INCOME FDS - CTF	55.	0.	55.
JPMORGAN STRATEGIC INCOME OPPTYS FUND SEL	452.	452.	0.

JPMORGAN STRATEGIC INCOME OPPTYS FUND SEL	16,255.	0.	16,255.
JPMORGAN US LARGE CAPITAL CORE PLUS FD-CTF	1,803.	0.	1,803.
MANNING & NAPIER FUND - CTF	7,358.	0.	7,358.
MANNING & NAPIER FUND - CTF	146.	0.	146.
MANNING & NAPIER FUND - CTF	8,068.	8,068.	0.
MATTHEWS PACIFIC TIGER INSTL FD	612.	0.	612.
MATTHEWS PACIFIC TIGER INSTL FD	1,114.	1,114.	0.
S & P 500 DEP RCPTS-CTF	3,173.	0.	3,173.
S & P 500 DEP RCPTS-CTF	237.	0.	237.
T ROWE PRICE INT'L FDS-CTF	1,332.	0.	1,332.
T ROWE PRICE INT'L FDS-CTF	468.	0.	468.
T ROWE PRICE INT'L FDS-CTF	19,815.	19,815.	0.
VANGUARD EMERGING MARKET VIPERS	795.	0.	795.
VANGUARD EMERGING MARKET VIPERS	487.	0.	487.
VICTORY PORTFOLIOS	596.	0.	596.
TOTAL TO FM 990-PF, PART I, LN 4	192,491.	50,473.	142,018.

FORM 990-PF ACCOUNTING FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX RETURN PREPARATION FEES	5,500.	2,750.		2,750.
TO FORM 990-PF, PG 1, LN 16B	5,500.	2,750.		2,750.

FORM 990-PF TAXES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	1,998.	1,998.		0.
EXCISE TAX	1,818.	0.		0.
TO FORM 990-PF, PG 1, LN 18	3,816.	1,998.		0.

FORM 990-PF OTHER INVESTMENTS STATEMENT 4

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
COMMON TRUST FUNDS-FIXED INCOME	FMV	2,147,057.	2,147,057.
COMMON TRUST FUNDS-EQUITIES	FMV	3,612,981.	3,612,981.
STRUCTURED INVESTMENTS	FMV	94,895.	94,895.
FOREIGN EXCHANGE & NON-USD FIXED INCOME	FMV	258,245.	258,245.
TOTAL TO FORM 990-PF, PART II, LINE 13		6,113,178.	6,113,178.

FORM 990-PF LIST OF SUBSTANTIAL CONTRIBUTORS STATEMENT 5
PART VII-A, LINE 10

NAME OF CONTRIBUTOR	ADDRESS
PIPE DISTRIBUTORS, LTD.	5400 MESA DRIVE HOUSTON, TX 77028