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Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust

Treated as a Private Foundation

OMB No 1545-0052

Form 990-PF

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

2011

For calendar year 2011 or tax year beginning

05/01, 2011, and ending

04/30, 2012

Name of foundation MARIE ROPER FOUNDATION		A Employer identification number 76-0537055												
Number and street (or P O box number if mail is not delivered to street address) 6412A TAGGART		Room/suite												
City or town, state, and ZIP code HOUSTON, TX 77007		C If exemption application is pending, check here ► <input type="checkbox"/>												
G Check all that apply <table border="0"> <tr> <td><input type="checkbox"/></td> <td>Initial return</td> <td><input type="checkbox"/></td> <td>Initial return of a former public charity</td> </tr> <tr> <td><input type="checkbox"/></td> <td>Final return</td> <td><input type="checkbox"/></td> <td>Amended return</td> </tr> <tr> <td><input type="checkbox"/></td> <td>Address change</td> <td><input type="checkbox"/></td> <td>Name change</td> </tr> </table>		<input type="checkbox"/>	Initial return	<input type="checkbox"/>	Initial return of a former public charity	<input type="checkbox"/>	Final return	<input 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"/>
<input type="checkbox"/>	Initial return	<input type="checkbox"/>	Initial return of a former public charity											
<input type="checkbox"/>	Final return	<input type="checkbox"/>	Amended return											
<input type="checkbox"/>	Address change	<input type="checkbox"/>	Name change											
H Check type of organization <table border="0"> <tr> <td><input checked="" type="checkbox"/></td> <td>Section 501(c)(3) exempt private foundation</td> </tr> <tr> <td><input type="checkbox"/></td> <td>Section 4947(a)(1) nonexempt charitable trust</td> </tr> <tr> <td><input type="checkbox"/></td> <td>Other taxable private foundation</td> </tr> </table>		<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"/>						
<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													
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 299,792.		J Accounting method <table border="0"> <tr> <td><input checked="" type="checkbox"/></td> <td>Cash</td> <td><input type="checkbox"/></td> <td>Accrual</td> </tr> <tr> <td><input type="checkbox"/></td> <td>Other (specify)</td> <td colspan="2">(Part I, column (d) must be on cash basis)</td> </tr> </table>	<input checked="" type="checkbox"/>	Cash	<input type="checkbox"/>	Accrual	<input type="checkbox"/>	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 ► <input type="checkbox"/>			
<input checked="" type="checkbox"/>	Cash	<input type="checkbox"/>	Accrual											
<input type="checkbox"/>	Other (specify)	(Part I, column (d) must be on cash basis)												
Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)									
1 Contributions, gifts, grants, etc., received (attach schedule)														
2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch B														
3 Interest on savings and temporary cash investments														
4 Dividends and interest from securities														
5 a Gross rents														
b Net rental income or (loss)														
6 a Net gain or (loss) from sale of assets not on line 10														
b Gross sales pnce for all assets on line 6a		480,416												
7 Capital gain net income (from Part IV, line 2)			8,122	8,122	ATCH 1									
8 Net short-term capital gain														
9 Income modifications														
10 a Gross sales less returns and allowances														
b Less Cost of goods sold														
c Gross profit or (loss) (attach schedule)														
11 Other income (attach schedule)														
12 Total. Add lines 1 through 11		34,605	34,605											
13 Compensation of officers, directors, trustees, etc		0												
14 Other employee salaries and wages														
15 Pension plans, employee benefits														
16 a Legal fees (attach schedule)														
b Accounting fees (attach schedule) ATCH 2		1,638	819	819										
c Other professional fees (attach schedule)														
17 Interest														
18 Taxes (attach schedule) (see instructions) **		122	122											
19 Depreciation (attach schedule) and depletion		801	801											
20 Occupancy														
21 Travel, conferences, and meetings														
22 Printing and publications														
23 Other expenses (attach schedule) ATCH 4		13,213	13,213											
24 Total operating and administrative expenses														
Add lines 13 through 23		15,774	14,955	819										
25 Contributions, gifts, grants paid		7,170		7,170										
26 Total expenses and disbursements Add lines 24 and 25		22,944	14,955	0	7,989									
27 Subtract line 26 from line 12		11,661												
a Excess of revenue over expenses and disbursements														
b Net investment income (if negative, enter -0-)			19,650											
c Adjusted net income (if negative, enter -0-)														

Revenue

Operating and Administrative Expenses

DRAFT SEP 21 2012

Part II	Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
	1 Cash - non-interest-bearing		7,692.	14,819.	14,819.
	2 Savings and temporary cash investments				
	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 (attach schedule) (see instructions)				
	7 Other notes and loans receivable (attach schedule) ►				
	Less allowance for doubtful accounts ►				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10 a Investments - U S and state government obligations (attach schedule)				
	b Investments - corporate stock (attach schedule)				
	c Investments - corporate bonds (attach schedule)				
	11 Investments - land, buildings, ► 1,196.				
	and equipment basis				
	Less accumulated depreciation ► 1,196.				
	(attach schedule)				ATCH 5
	12 Investments - mortgage loans				
	13 Investments - other (attach schedule)	ATCH 6	287,010.	290,544.	284,973.
	14 Land, buildings, and ►				
	equipment basis				
	Less accumulated depreciation ►				
	(attach schedule)				
	15 Other assets (describe ►)				
	16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)		294,702.	305,363.	299,792.
	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 (attach schedule)				
	22 Other liabilities (describe ►)		1,000.		
	23 Total liabilities (add lines 17 through 22)		1,000.		0
	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 and complete lines 27 through 31. ► <input checked="" type="checkbox"/>				
	27 Capital stock, trust principal, or current funds				
	28 Paid-in or capital surplus, or land, bldg., and equipment fund				
	29 Retained earnings, accumulated income, endowment, or other funds		293,702.	305,363.	
	30 Total net assets or fund balances (see instructions)		293,702.	305,363.	
	31 Total liabilities and net assets/fund balances (see instructions)		294,702.	305,363.	

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	293,702.
2 Enter amount from Part I, line 27a	2	11,661.
3 Other increases not included in line 2 (itemize) ►	3	
4 Add lines 1, 2, and 3	4	305,363.
5 Decreases not included in line 2 (itemize) ►	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	305,363.

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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 SEE PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
(l) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (l) over col (j), if any			
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	26,483.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	{ If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 }		3	0	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010			
2009			
2008			
2007			
2006			

- 2 Total of line 1, column (d)
- 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
- 4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5
- 5 Multiply line 4 by line 3
- 6 Enter 1% of net investment income (1% of Part I, line 27b)
- 7 Add lines 5 and 6
- 8 Enter qualifying distributions from Part XII, line 4
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)	1	393.
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> and enter 1% of Part I, line 27b		
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2	3	393.
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	393.
6	Credits/Payments		
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	
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	0
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	9	393.
10	Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid ► 10	10	
11	Enter the amount of line 10 to be Credited to 2012 estimated tax ► Refunded ► 11	11	

Part VII-A Statements Regarding Activities

1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?

1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?

If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities

1c Did the foundation file Form 1120-POL for this year?

1d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year
(1) On the foundation ► \$ _____ (2) On foundation managers ► \$ _____

1e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____

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

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

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

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?
If "Yes," attach the statement required by General Instruction T

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?

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

8a Enter the states to which the foundation reports or with which it is registered (see instructions) ►

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

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

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

	Yes	No
1a		X
1b		X
1c		
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8b		X
9		X
10	X	

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Part VII-A Statements Regarding Activities (continued)

11		X
12		X
13	X	
Website address ► N/A		
14	The books are in care of ► A. HARDY ROPER Located at ► 6412A TAGGART HOUSTON, TX	Telephone no ► (713) 865-1124 ZIP + 4 ► 77007
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
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 90-221. If "Yes," enter the name of the foreign country ►	Yes No 16 X

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

	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)?	1b	X
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?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
If "Yes," list the years ► 2010		
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)	2b	X
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)	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	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		5b	X
	Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>				
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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		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 (see instructions).**

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

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

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

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		0
Total number of others receiving over \$50,000 for professional services ►		

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	NONE	
2		
3		
4		

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

Amount

1	NONE	
2		
All other program-related investments. See instructions		
3	NONE	

Total. Add lines 1 through 3 ►

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	291,753.
b	Average of monthly cash balances	1b	14,424.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	306,177.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	306,177.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	4,593.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	301,584.
6	Minimum investment return. Enter 5% of line 5	6	15,079.

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	15,079.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	393.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	393.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	14,686.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	14,686.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	14,686.

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	7,989.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	7,989.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	7,989.

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				14,686.
2 Undistributed income, if any, as of the end of 2011			14,387.	
a Enter amount for 2010 only				
b Total for prior years 20 09 20 08 20 07				
3 Excess distributions carryover, if any, to 2011				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e				
4 Qualifying distributions for 2011 from Part XII, line 4 ► \$ 7,989.			7,989.	
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2011 distributable amount				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2011. (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instructions			6,398.	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				14,686.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

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

NOT APPLICABLE

1a 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

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))

A. HARDY ROPER, 6412A TAGGART, HOUSTON, TX 77007

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

N/A

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

ATTACHMENT 8

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

IN WRITING

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				
ATTACHMENT 9				
Total			► 3a	7,170.
b Approved for future payment				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514	(e) Related or exempt function income (See instructions)
1	Program service revenue	(a) Business code	(b) Amount	(c) Exclusion code	
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	8,122.
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				18	26,483.
8 Gain or (loss) from sales of assets other than inventory					
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)					34,605.
13 Total Add line 12, columns (b), (d), and (e)					34,605.

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

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

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

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

**Sign
Here**

Signature of officer or trustee ()

9-5-12

► Dressed

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

Paid Preparer Use Only	Print/Type preparer's name JACKSON B. HORN, CPA	Preparer's signature 	Date 6/28/02	Check <input type="checkbox"/> if self-employed	PTIN P00091603
	Firm's name ► JACKSON B. HORN & COMPANY, PC	Firm's EIN ► 76-0746450			
	Firm's address ► 3411 RICHMOND AVE, SUITE 350 HOUSTON, TX	77046	Phone no 713-520-1986		

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis			
			TOTAL SHORT-TERM CAPITAL GAIN DIVIDENDS				458.	
			TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS				124.	
274,171.			S-T CAPITAL GAINS-SEE STATEMENT 269,130.			VARIOUS	5,041.	VARIOUS
205,663.			L-T CAPITAL GAIN-SEE STATEMENT 184,803.			VARIOUS	20,860.	VARIOUS
			TOTAL GAIN(LOSS)				<u>26,483.</u>	

ATTACHMENT 1FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
SCHWAB INSTITUTIONAL	8,122.	8,122.
TOTAL	<u><u>8,122.</u></u>	<u><u>8,122.</u></u>

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
ACCOUNTING FEES	1,638.	819.		819.
TOTALS	<u>1,638.</u>	<u>819.</u>		<u>819.</u>

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
EXCISE TAX	122.	122.
TOTALS	<u>122.</u>	<u>122.</u>

FORM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u> <u>INVESTMENT /</u>	<u>ADVISORY FEES</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
		<u>13,213.</u>	<u>13,213.</u>
	<u>TOTALS</u>	<u>13,213.</u>	<u>13,213.</u>

ATTACHMENT 4

INVESTMENTS - LAND, BUILDINGS, EQUIPMENTATTACHMENT 5

FIXED ASSET DETAIL

ASSET DESCRIPTION	METHOD/ CLASS	BEGINNING			ENDING			ACCUMULATED DEPRECIATION DETAIL		
		BALANCE	ADDITIONS	DISPOSALS	BALANCE	BALANCE	ADDITIONS	DISPOSALS	BALANCE	
HP PRINTER	M5	395.			395.				395.	
COMPUTER	M5		801.							
TOTALS					1,196.				395.	

FORM 990PF, PART II - OTHER INVESTMENTS

ATTACHMENT 6

<u>DESCRIPTION</u>	<u>BOOK VALUE</u>	<u>ENDING FMV</u>
AMERICAN BEACON		
PIONEER CULLEN VALUE		
AMERICAN EURO PACIFIC GR		
COLUMBIA MARSICO		
DWS CAPITAL GROWTH		
MERIDIAN GROWTH		
STRATTON SMALL-CAP		
PIMCO TOTAL RET	24,585.	25,836.
INVESCO DEVELOPING MARKETS		
MFS INTERNATIONAL NEW DISCOVER		
WESTCORE PLUS BOND		
INLAND AM REIT	23,135.	23,771.
HINES REIT	22,921.	17,016.
ALTEGRIS MANAGED FUTURES STRAT	22,360.	16,917.
CAN SLIM SELECT GROWTH	2,508.	2,457.
CONSUMER DISCRET SELECT SECTOR	2,508.	2,715.
CONSUMER STAPLES SELECT SECTOR	11,559.	13,044.
DOUBLE LINE TOTAL RETURN	11,703.	12,544.
DOUBLE LINE TOTAL RETURN	2,554.	2,541.
EATON VANCE GLBL MACR	12,707.	12,743.
HEALTH CARE SELECT SECTOR SPDR	3,569.	3,524.
ISHARES BARCLAYS	12,086.	12,753.
ISHARES MSCI EAFE	2,633.	2,621.
ISHARES MSCI EMERGING MARKETS	25,156.	24,671.
ISHARES SILVER TRUST	25,417.	24,569.
JP MORGAN STRATEGIC INCOME OPP	1,011.	994.
JP MORGAN STRATEGIN INCOME	5,182.	5,181.
MATERIALS SELECT SECTOR SPDR	12,612.	12,659.
MERGER	13,188.	12,981.
NATIXIS ASG MANAGED FUTURES	3,402.	3,391.
PIMCO ALL ASSET	4,286.	4,038.
SPDR GOLD SHARES	5,322.	5,491.
STADION MANAGED PORTFOLIO A	1,920.	1,943.
	3,798.	3,805.

FORM 990PF, PART II - OTHER INVESTMENTS

ATTACHMENT 6 (CONT'D)

<u>DESCRIPTION</u>	<u>BOOK VALUE</u>	<u>ENDING FMV</u>
TECHNOLOGY SELECT SECTOR SPDR	11,353.	12,733.
TFS MARKET NEUTRAL	5,096.	5,338.
UTILITIES SELECT SECTOR SPDR	12,397.	12,731.
VIRTUS PREMIUM ALPHA SECTOR A	3,776.	4,124.
WESTCORE PLUS BOND INSTITUTION	1,800.	1,842.
TOTALS	<u>290,544.</u>	<u>284,973.</u>

FORM 990PE, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 7

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION		CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
		0	0		
A. HARDY ROPER 6412A TAGGART HOUSTON, TX 77007	TRUSTEE < 5 HRS	0	0	0	0
MARTIN E. ROPER 6412A TAGGART HOUSTON, TX 77007	TRUSTEE < 1 HRS	0	0	0	0
ANDREW H. ROPER 6412A TAGGART HOUSTON, TX 77007	TRUSTEE < 1 HRS	0	0	0	0
	GRAND TOTALS	0	0	0	0

ATTACHMENT 8

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

A. HARDY ROPER
6412A TAGGART
HOUSTON, TX 77007

FORM 990PE, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 9

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENT

RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
UNIVERSITY OF HOUSTON 4800 CALHOUN RD HOUSTON, TX 77004	NONE PUBLIC	SCHOLARSHIP	2,000.
SAM HOUSTON STATE UNIVERSITY PO BOX 2027 HOUSTON, TX 77340	NONE	CHARITABLE	170.
UNIVERSITY OF TEXAS - AUSTIN 2301 TRINITY ST AUSTIN, TX 78712	NONE PUBLIC	SCHOLARSHIP	4,000.
PERIWINKLE FOUNDATION 3000 RICHMOND AVE, SUITE 340 HOUSTON, TX 77098	NONE	CHARITABLE	1,000.
		TOTAL CONTRIBUTIONS PAID	<u>7,170.</u>

**SCHEDULE D
(Form 1041)**Department of the Treasury
Internal Revenue Service**Capital Gains and Losses**

OMB No 1545-0092

2011

Name of estate or trust

MARIE ROPER FOUNDATION

Employer identification number
76-0537055**Note:** Form 5227 filers need to complete **only** Parts I and II**Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less**

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a SHORT-TERM CAPITAL GAIN DIVIDENDS			ATCH 1		458.
b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b				1b	5,041.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824				2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts				3	
4 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2010 Capital Loss Carryover Worksheet				4	()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back ►				5	5,499.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a LONG-TERM CAPITAL GAIN DIVIDENDS			ATCH 2		124.
b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b				6b	20,860.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824				7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts				8	
9 Capital gain distributions				9	
10 Gain from Form 4797, Part I				10	
11 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2010 Capital Loss Carryover Worksheet				11	()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back ►				12	20,984.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2011

Part III Summary of Parts I and II Caution: Read the instructions before completing this part.		(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
13	Net short-term gain or (loss)	13		5,499.
14	Net long-term gain or (loss):			
a	Total for year	14a		20,984.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b		
c	28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14a ►	15		26,483.

Note: If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

Part IV Capital Loss Limitation	
16	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of
	a The loss on line 15, column (3) or b \$3,000. ►

Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates	
--	--

Form 1041 filers. Complete this part only if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

Caution: Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if

- Either line 14b, col (2) or line 14c, col (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.

Form 990-T trusts. Complete this part only if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero.

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17		
18	Enter the smaller of line 14a or 15 in column (2) but not less than zero.	18		
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19		
20	Add lines 18 and 19	20		
21	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- . . . ►	21		
22	Subtract line 21 from line 20 If zero or less, enter -0-	22		
23	Subtract line 22 from line 17 If zero or less, enter -0-	23		
24	Enter the smaller of the amount on line 17 or \$2,300	24		
25	Is the amount on line 23 equal to or more than the amount on line 24?			
	<input type="checkbox"/> Yes. Skip lines 25 and 26, go to line 27 and check the "No" box	25		
	<input type="checkbox"/> No. Enter the amount from line 23	26		
26	Subtract line 25 from line 24	27		
27	Are the amounts on lines 22 and 26 the same?			
	<input type="checkbox"/> Yes. Skip lines 27 thru 30, go to line 31	28		
	<input type="checkbox"/> No. Enter the smaller of line 17 or line 22	29		
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)	29		
29	Subtract line 28 from line 27	30		
30	Multiply line 29 by 15% (15)	31		
31	Figure the tax on the amount on line 23 Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	32		
32	Add lines 30 and 31	33		
33	Figure the tax on the amount on line 17 Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	34		
34	Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)			

Schedule D (Form 1041) 2011

2011

Name of estate or trust

MARIE ROPER FOUNDATION

Employer identification number
76-0537055

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

**(a) Description of property (Example
100 sh 7% preferred of "Z" Co)**

(b) Date
acquired
(mo. day yr.)

(c) Date sold
(mo., day, yr.)

(d) Sales price

Employer identification number
76-0537055

**1a S-T CAPITAL GAINS-SEE
STATEMENT**

VARTOUJ

VARIOUS

274 171

269 130

(f) Gain or (loss)
Subtract (e) from (d)

1b. Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b. **5,041.**

5,041.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2011

Part 1

379528 E897

V 11-4 6

17216

PAGE 28

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side

Employer identification number

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b 20,860.

Schedule D-1 (Form 1041) 2011

FEDERAL CAPITAL GAIN DIVIDENDSATTACHMENT 1SHORT-TERM CAPITAL GAIN DIVIDENDS

CHARLES SCHWAB	458.
TOTAL SHORT-TERM CAPITAL GAIN DIVIDENDS	<u>458.</u>

LONG-TERM CAPITAL GAIN DIVIDENDSATTACHMENT 2

15% RATE CAPITAL GAIN DIVIDENDS

CHARLES SWHWAB	124.
TOTAL 15% RATE CAPITAL GAIN DIVIDENDS	<u>124.</u>
TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS	<u>124.</u>

Marie Roper Foundation
Rollup of All Accounts
as of Jun 5, 2012¹



Realized Gains/Losses from 05/01/2011 to 04/30/2012

Account	Short-Term Realized Gains/Losses	Closed	Open	Units	Cost Basis	Proceeds	Gain/Loss	Covered
59189596	American Beacon Lg Cap Value Inst (AADEX)	10/21/11	12/22/10	13 321	\$241.73	\$249.50	\$7.77	No
59189596	American Funds EuroPacific Gr F-2 (AEPFX)	10/21/11	12/27/10	11 13	\$347.41	\$408.36	\$60.95	No
59189596	Columbia Marsico Growth Z (NGIPX)	10/21/11	12/10/10	0 534	\$9.35	\$10.90	\$1.55	No
59189596	Consumer Discret Select Sector SPDR (XLY)	01/03/12	12/12/11	92	\$3,591.94	\$3,630.04	\$38.10	Yes
59189596	Consumer Discret Select Sector SPDR (XLY)	01/30/12	12/12/11	20	\$780.86	\$826.18	\$45.32	Yes
59189596	Consumer Discret Select Sector SPDR (XLY)	02/13/12	12/12/11	63	\$2,459.70	\$2,689.43	\$229.73	Yes
59189596	Consumer Discret Select Sector SPDR (XLY)	04/02/12	12/12/11	79	\$3,084.38	\$3,580.35	\$495.97	Yes
59189596	Consumer Staples Select Sector SPDR (XLP)	01/03/12	10/21/11	135	\$4,225.36	\$4,395.02	\$169.66	Yes
59189596	Consumer Staples Select Sector SPDR (XLP)	02/13/12	10/21/11	74	\$2,316.13	\$2,424.22	\$108.09	Yes
59189596	Consumer Staples Select Sector SPDR (XLP)	04/02/12	10/21/11	97	\$3,036.00	\$3,333.83	\$297.83	Yes
59189596	DWS Capital Growth Inst (SDGTX)	10/21/11	12/17/10	2 156	\$80.49	\$112.18	\$31.69	No
59189596	Financial Select Sector SPDR (XLF)	04/02/12	03/26/12	179	\$2,854.46	\$2,858.57	\$4.11	Yes
59189596	Financial Select Sector SPDR (XLF)	04/16/12	03/26/12	607	\$9,679.65	\$9,274.75	-\$404.90	Yes
58686039	Guggenheim Long Short Int Rate Strat H (RYBUX)	10/26/11	10/21/11	108.179	\$2,513.00	\$2,516.24	\$3.24	No
59189596	Health Care Select Sector SPDR (XLV)	12/05/11	10/24/11	589	\$19,710.59	\$19,807.87	\$97.28	Yes
59189596	Health Care Select Sector SPDR (XLV)	02/13/12	01/03/12	78	\$2,745.16	\$2,819.67	\$74.51	Yes
59189596	Health Care Select Sector SPDR (XLV)	04/02/12	01/03/12	83	\$2,921.13	\$3,136.65	\$215.52	Yes
58686039	Highbridge Statistical Mkt Neutral Sel (HSKSX)	02/13/12	10/21/11	166.846	\$2,506.00	\$2,471.01	-\$34.99	No
59189596	Industrial Select Sector SPDR (XLI)	03/26/12	02/13/12	332	\$12,413.31	\$12,504.62	\$91.31	Yes
59189596	Industrial Select Sector SPDR (XLI)	04/16/12	04/02/12	256	\$9,671.68	\$9,351.70	-\$319.98	Yes
59189596	Invesco Developing Markets Y (GTDYX)	10/21/11	11/04/10	171 323	\$4,318.69	\$5,036.89	\$718.20	No

Marie Roper Foundation
Rollup of All Accounts
as of Jun 5, 2012¹



Realized Gains/Losses from 05/01/2011 to 04/30/2012

Account	Short Term Realized Gains/Losses	Closed	Open	Units	Cost Basis	Proceeds	Gain/Loss	Covered
59189596	MFS International New Discovery I (MWNIX)	10/21/11	11/04/10	323 572	\$6,507 02	\$6,746 48	\$239 46	No
58686039	Merger (MERFX)	02/13/12	10/21/11	109 821	\$1,741 96	\$1,722 00	-\$19 96	No
59189596	Meridian Growth (MERDX)	10/21/11	12/15/10	0 575	\$13 60	\$25 09	\$11 49	No
59189596	Pioneer Cullen Value Y (CVFYX)	10/21/11	12/22/10	14 731	\$262 29	\$252 78	-\$9 51	No
59189596	SPDR Barclays Capital 1-3 Month T-Bill (BIL)	10/24/11	10/21/11	373	\$17,100 19	\$17,097 99	-\$2 20	Yes
59189596	SPDR Barclays Capital 1-3 Month T-Bill (BIL)	12/12/11	10/21/11	1,213	\$55,609 99	\$55,590 72	-\$19 27	Yes
59189596	SPDR Barclays Capital 1-3 Month T-Bill (BIL)	02/13/12	12/05/11	384	\$17,602 56	\$17,594 54	-\$8 02	Yes
59189596	SPDR Barclays Capital 1-3 Month T-Bill (BIL)	02/13/12	10/21/11	153	\$7,014 29	\$7,010 33	-\$3 96	Yes
59189596	SPDR Barclays Capital 1-3 Month T-Bill (BIL)	04/02/12	03/26/12	550	\$25,206 50	\$25,197 97	-\$8 53	Yes
59189596	Technology Select Sector SPDR (XLK)	01/03/12	12/12/11	142	\$3,637 17	\$3,675 80	\$38 63	Yes
59189596	Technology Select Sector SPDR (XLK)	01/30/12	12/12/11	29	\$742 80	\$782 40	\$39 60	Yes
59189596	Technology Select Sector SPDR (XLK)	02/13/12	12/12/11	95	\$2,433 32	\$2,681 80	\$248 48	Yes
59189596	Technology Select Sector SPDR (XLK)	04/02/12	12/12/11	130	\$3,329 80	\$3,964 39	\$634 59	Yes
59189596	Utilities Select Sector SPDR (XLU)	01/03/12	10/21/11	110	\$3,819 09	\$3,887 12	\$68 03	Yes
59189596	Utilities Select Sector SPDR (XLU)	02/13/12	10/21/11	66	\$2,291 45	\$2,295 91	\$4 46	Yes
59189596	Utilities Select Sector SPDR (XLU)	04/02/12	10/21/11	81	\$2,812 24	\$2,853 14	\$40 90	Yes
58686039	iPath S&P 500 VIX Short-Term Futures ETN (VXX)	10/27/11	10/21/11	31	\$1,403 33	\$1,117 37	-\$285 96	Yes
58686039	iPath S&P 500 VIX Short-Term Futures ETN (VXX)	03/26/12	03/07/12	97	\$2,449 14	\$1,522 70	-\$926 44	Yes
58686039	iShares Barclays 1-3 Year Credit Bond (CSJ)	03/07/12	10/21/11	9	\$943 68	\$935 85	-\$7 83	Yes
59189596	iShares MSCI EAFE Index (EFA)	01/30/12	12/12/11	17	\$839 11	\$881 60	\$42 49	Yes
59189596	iShares MSCI EAFE Index (EFA)	03/26/12	12/12/11	224	\$11,056 53	\$12,422 16	\$1,365 63	Yes
59189596	iShares MSCI EAFE Index (EFA)	03/26/12	02/13/12	13	\$701 03	\$720 93	\$19 90	Yes
59189596	iShares MSCI Emerging Markets Index (EEM)	01/30/12	10/21/11	31	\$1,195 95	\$1,294 23	\$98 28	Yes

Marie Roper Foundation
Rollup of All Accounts
as of Jun 5, 2012¹



Realized Gains/Losses from 05/01/2011 to 04/30/2012

Account	Short Term Realized Gains/Losses	Closed	Open	Units	Cost Basis	Proceeds	Gain/Loss ²	Covered ³
59189596	iShares MSCI Emerging Markets Index (EEM)	03/26/12	10/21/11	99	\$3,819.32	\$4,313.11	\$493.79	Yes
59189596	iShares MSCI Emerging Markets Index (EEM)	03/26/12	12/12/11	185	\$7,002.92	\$8,059.85	\$1,056.93	Yes
59189596	iShares MSCI Emerging Markets Index (EEM)	03/26/12	02/13/12	2	\$87.30	\$87.13	-\$0.17	Yes
			Short Term Total:		\$269,129.60	\$274,171.37	\$5,041.77	
Account	Long Term Realized Gains/Losses	Closed	Open	Units	Cost Basis	Proceeds	Gain/Loss ²	Covered ³
59189596	American Beacon Lg Cap Value Inst (AADEX)	10/18/11	09/19/07	256 226	\$4,649.70	\$4,692.00	\$42.30	No
59189596	American Beacon Lg Cap Value Inst (AADEX)	10/21/11	09/19/07	735 73	\$13,351.19	\$13,780.23	\$429.04	No
59189596	American Funds EuroPacific Gr F-2 (AEPFX)	10/18/11	02/03/09	116 53	\$3,637.39	\$4,245.00	\$607.61	No
59189596	American Funds EuroPacific Gr F-2 (AEPFX)	10/21/11	02/03/09	556 453	\$17,369.23	\$20,416.26	\$3,047.03	No
59189596	Columbia Marsico Growth Z (NGIPX)	07/11/11	09/19/07	259 351	\$4,539.85	\$5,755.00	\$1,215.15	No
59189596	Columbia Marsico Growth Z (NGIPX)	10/18/11	09/19/07	25 538	\$447.03	\$522.00	\$74.97	No
59189596	Columbia Marsico Growth Z (NGIPX)	10/21/11	09/19/07	661 012	\$11,570.80	\$13,491.25	\$1,920.45	No
59189596	DWS Capital Growth Inst (SDGTX)	10/18/11	02/03/09	96 096	\$3,587.55	\$4,977.00	\$1,389.45	No
59189596	DWS Capital Growth Inst (SDGTX)	10/21/11	02/03/09	261 262	\$9,753.70	\$13,593.46	\$3,839.76	No
59189596	Invesco Developing Markets Y (GTDYX)	10/18/11	06/03/09	100.845	\$2,542.09	\$2,963.00	\$420.91	No
59189596	Invesco Developing Markets Y (GTDYX)	10/21/11	06/03/09	320 169	\$8,070.78	\$9,412.97	\$1,342.19	No
59189596	MFS International New Discovery I (MWNIX)	10/18/11	11/25/09	217	\$4,363.86	\$4,487.09	\$123.23	No
59189596	MFS International New Discovery I (MWNIX)	10/21/11	11/25/09	374.571	\$7,532.61	\$7,809.80	\$277.19	No
59189596	Meridian Growth (MERDX)	10/18/11	03/04/09	47.848	\$1,131.62	\$2,037.00	\$905.38	No
59189596	Meridian Growth (MERDX)	10/21/11	03/04/09	244 112	\$5,773.33	\$10,650.60	\$4,877.27	No
59189596	PIMCO Total Return Instl (PTTRX)	10/18/11	12/27/01	1,322 233	\$14,106.31	\$14,194.00	\$87.69	No
59189596	PIMCO Total Return Instl (PTTRX)	10/21/11	12/27/01	1,175 047	\$12,536.05	\$12,620.00	\$83.95	No
59189596	PIMCO Total Return Instl (PTTRX)	01/30/12	12/27/01	122 813	\$1,310.60	\$1,362.00	\$51.40	No

Marie Roper Foundation
Rollup of All Accounts
as of Jun 5, 2012¹



Realized Gains/Losses from 05/01/2011 to 04/30/2012

Account	Long Term Realized Gains/Losses	Closed	Open	Units	Cost Basis	Proceeds	Gain/Loss ²	Covered
59189596	Pioneer Cullen Value Y (CVFYX)	10/18/11	05/09/08	264 05	\$4,701.48	\$4,453 00	-\$248.48	No
59189596	Pioneer Cullen Value Y (CVFYX)	10/21/11	05/09/08	790 176	\$14,069.28	\$13,559.42	-\$509.86	No
59189596	Stratton Small-Cap Value (STSCX)	10/21/11	12/04/07	222 274	\$10,224.13	\$10,671.37	\$447.24	No
59189596	Westcore Plus Bond Institutional (WIIBX)	07/11/11	03/09/10	574 333	\$6,151.26	\$6,223.00	\$71.74	No
59189596	Westcore Plus Bond Institutional (WIIBX)	10/18/11	03/09/10	953 033	\$10,209.22	\$10,349.00	\$139.78	No
59189596	Westcore Plus Bond Institutional (WIIBX)	10/21/11	03/09/10	1,152 984	\$12,351.17	\$12,556.00	\$204.83	No
59189596	Westcore Plus Bond Institutional (WIIBX)	01/30/12	06/09/10	76 776	\$822.69	\$843.00	\$20.31	No
Long Term Total:						\$184,802.92	\$205,663.45	\$20,860.53

¹ The information for some of the accounts, including but not limited to the account values and activity, is based on data that Envestnet has received from your advisor and other sources. The information is believed to be accurate but Envestnet has not independently verified the information for the following account(s): 00000033050, 00000097103

² Capital gain/loss data presented here is a general guide and should not be relied upon in the preparation of your tax returns

³ A "covered" security as defined by the IRS Code Section 6045(g)(3)(A) is a specified security acquired on or after the applicable effective date. Section 6045(g)(3)(A) defines stocks acquired on or after January 1, 2011, mutual fund and dividend reinvestment plan shares acquired on or after January 1, 2012, and options and debt instruments acquired on or after January 1, 2013, as "covered" securities. The Emergency Economic Stabilization Act of 2008 requires broker-dealers and mutual fund providers to report cost basis and holding period information to the taxpayer and the IRS on the sale of "covered" securities. Reporting will be phased in by security type over the next three years as stated above. Envestnet provides cost basis information for most stocks and mutual fund shares purchased and sold, if provided by the custodian, to clients as supplemental information only within the gains/losses report.

Form 4562

Depreciation and Amortization

(Including Information on Listed Property)

OMB No 1545-0172

2011

Attachment Sequence No 179

Department of the Treasury
Internal Revenue Service (99)

► See separate instructions.

► Attach to your tax return.

Name(s) shown on return

MARIE ROPER FOUNDATION

Business or activity to which this form relates

Identifying number

76-0537055

GENERAL DEPRECIATION

Part I Election To Expense Certain Property Under Section 179

Note: If you have any listed property, complete Part V before you complete Part I.

1 Maximum amount (see instructions)	1	
2 Total cost of section 179 property placed in service (see instructions)	2	
3 Threshold cost of section 179 property before reduction in limitation (see instructions)	3	
4 Reduction in limitation Subtract line 3 from line 2 If zero or less, enter -0	4	
5 Dollar limitation for tax year Subtract line 4 from line 1 If zero or less, enter -0 If married filing separately, see instructions	5	
6 (a) Description of property	(b) Cost (business use only)	(c) Elected cost
7 Listed property Enter the amount from line 29	7	
8 Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7	8	
9 Tentative deduction Enter the smaller of line 5 or line 8	9	
10 Carryover of disallowed deduction from line 13 of your 2010 Form 4562	10	
11 Business income limitation Enter the smaller of business income (not less than zero) or line 5 (see instructions)	11	
12 Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11	12	
13 Carryover of disallowed deduction to 2012 Add lines 9 and 10, less line 12 ► 13		

Note: Do not use Part II or Part III below for listed property. Instead, use Part V

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property) (See instructions)

14 Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	801.
15 Property subject to section 168(f)(1) election	15	
16 Other depreciation (including ACRS)	16	

Part III MACRS Depreciation (Do not include listed property) (See instructions)

Section A

17 MACRS deductions for assets placed in service in tax years beginning before 2011	17	
18 If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here ►		

Section B - Assets Placed in Service During 2011 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only - see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property		25 yrs			S/L	
h Residential rental property		27 5 yrs	MM	S/L		
		27 5 yrs	MM	S/L		
i Nonresidential real property		39 yrs	MM	S/L		
			MM	S/L		

Section C - Assets Placed in Service During 2011 Tax Year Using the Alternative Depreciation System

20a Class life				S/L	
b 12-year		12 yrs		S/L	
c 40-year		40 yrs	MM	S/L	

Part IV Summary (See instructions)

21 Listed property Enter amount from line 28	21	
22 Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21 Enter here and on the appropriate lines of your return Partnerships and S corporations - see instructions	22	801.
23 For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

Part V Listed Property (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement)

Note: For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete only 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable

Section A - Depreciation and Other Information (Caution: See the instructions for limits for passenger automobiles)

24a Do you have evidence to support the business/investment use claimed? **Yes** **No** **24b** If "Yes," is the evidence written? **Yes** **No**

(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/Convention	(h) Depreciation deduction	(i) Elected section 179 cost
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25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use (see instructions) **25**

26 Property used more than 50% in a qualified business use
%
%
%

27 Property used 50% or less in a qualified business use
%
%
%

28 Add amounts in column (h), lines 25 through 27 Enter here and on line 21, page 1 **28**

29 Add amounts in column (i), line 26 Enter here and on line 7, page 1 **29**

Section B - Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person. If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles

	(a) Vehicle 1		(b) Vehicle 2		(c) Vehicle 3		(d) Vehicle 4		(e) Vehicle 5		(f) Vehicle 6	
	Yes	No										
30 Total business/investment miles driven during the year (do not include commuting miles)												
31 Total commuting miles driven during the year												
32 Total other personal (noncommuting) miles driven												
33 Total miles driven during the year Add lines 30 through 32												
34 Was the vehicle available for personal use during off-duty hours?												
35 Was the vehicle used primarily by a more than 5% owner or related person?												
36 Is another vehicle available for personal use?												

Section C - Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who are not more than 5% owners or related persons (see instructions)

37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?	Yes	No
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners		
39 Do you treat all use of vehicles by employees as personal use?		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?		
41 Do you meet the requirements concerning qualified automobile demonstration use? (See instructions.)		

Note: If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles

Part VI Amortization

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
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42 Amortization of costs that begins during your 2011 tax year (see instructions)

43 Amortization of costs that began before your 2011 tax year **43**

44 Total. Add amounts in column (f) See the instructions for where to report **44**

2011

Description of Property

DEPRECIATION

Assets Retired