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

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

2011

For calendar year 2011 or tax year beginning

OCT 1, 2011

, and ending

SEP 30, 2012

Name of foundation

CHARLES JAGO ELDER FOUNDATION

A Employer identification number

76-0234657

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

1800 AUGUSTA DRIVE

Room/suite

125

B Telephone number

713-781-6600

City or town, state, and ZIP code

HOUSTON, TX 77057

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 changeD 1. Foreign organizations, check here ► H Check type of organization: Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundationForeign organizations meeting the 85% test,
2. check here and attach computation ► I Fair market value of all assets at end of year J Accounting method: Cash Accrual
(from Part II, col. (c), line 16) Other (specify)
► \$ 1,127,572. (Part I, column (d) must be on cash basis.)E If private foundation status was terminated
under section 507(b)(1)(A), check here ► F If the foundation is in a 60-month termination
under section 507(b)(1)(B), check here ►

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(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		6,000.		N/A	
2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch B Interest on savings and temporary cash investments					
3 Dividends and interest from securities		6.	6.	STATEMENT 2	
5a Gross rents b Net rental income or (loss)		20,653.	20,653.	STATEMENT 3	
6a Net gain or (loss) from sale of assets not on line 10 b Gross sales price for all assets on line 6a	891,729.	34,101.		STATEMENT 1	
7 Capital gain net income (from Part IV, line 2)			37,260.	RECEIVED	
8 Net short-term capital gain					
9 Income modifications Gross sales less returns and allowances				103	130
10a b Less Cost of goods sold				103	130
c Gross profit or (loss)				103	130
11 Other income				103	130
12 Total. Add lines 1 through 11		60,760.	57,919.	OGDEN	UT
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees b Accounting fees	STMT 4	6,000.	3,000.		3,000.
c Other professional fees	STMT 5	5,327.	5,327.		0.
17 Interest					
18 Taxes	STMT 6	593.	593.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses	STMT 7	112.	112.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		12,032.	9,032.		3,000.
25 Contributions, gifts, grants paid		63,000.			63,000.
26 Total expenses and disbursements. Add lines 24 and 25		75,032.	9,032.		66,000.
27 Subtract line 26 from line 12:		<14,272. >			
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)			48,887.		
c Adjusted net income (if negative, enter -0-)				N/A	

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	3,896.	<4,174. >	<4,174. >
	2	Savings and temporary cash investments	70,813.	59,055.	59,055.
	3	Accounts receivable ►			
		Less: allowance for doubtful accounts ►			
	4	Pledges receivable ►			
		Less: allowance for doubtful accounts ►			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ►			
		Less: allowance for doubtful accounts ►			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U.S. and state government obligations			
	b	Investments - corporate stock	STMT 9	791,566.	776,360.
	c	Investments - corporate bonds	STMT 10	0.	20,138.
	11	Investments - land, buildings, and equipment: basis ►			
		Less accumulated depreciation ►			
	12	Investments - mortgage loans			
	13	Investments - other	STMT 11	151,575.	152,219.
	14	Land, buildings, and equipment: basis ►			
		Less accumulated depreciation ►			
	15	Other assets (describe ►)			
	16	Total assets (to be completed by all filers)		1,017,850.	1,003,598.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons		1,105.	1,105.
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ►)			
	23	Total liabilities (add lines 17 through 22)		1,105.	1,105.
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>				
	and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds		0.	0.
	28	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.
	29	Retained earnings, accumulated income, endowment, or other funds		1,016,745.	1,002,493.
	30	Total net assets or fund balances		1,016,745.	1,002,493.
	31	Total liabilities and net assets/fund balances		1,017,850.	1,003,598.

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,016,745.
2	Enter amount from Part I, line 27a	2	<14,272. >
3	Other increases not included in line 2 (itemize) ►	3	20.
4	Add lines 1, 2, and 3	4	1,002,493.
5	Decreases not included in line 2 (itemize) ►	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,002,493.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a					
b	SEE ATTACHED STATEMENTS				
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	891,729.		854,469.	37,260.	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
	(i) 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		
a					
b					
c					
d					
e				37,260.	
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	37,260.
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	53,075.	1,124,063.	.047217
2009	52,489.	1,053,576.	.049820
2008	65,583.	1,091,461.	.060087
2007	35,500.	1,259,401.	.028188
2006	57,950.	1,600,001.	.036219

2 Total of line 1, column (d)

2 .221531

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 .044306

4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5

4 952,777.

5 Multiply line 4 by line 3

5 42,214.

6 Enter 1% of net investment income (1% of Part I, line 27b)

6 489.

7 Add lines 5 and 6

7 42,703.

8 Enter qualifying distributions from Part XII, line 4

8 66,000.

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.	1	489.
	Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		
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-)		
3	Add lines 1 and 2	2	0.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	3	489.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	4	0.
6	Credits/Payments:	5	489.
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	350.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	500.
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	850.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	361.
11	Enter the amount of line 10 to be: Credited to 2012 estimated tax ►	11	0.

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?	1a	X
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?		
	<i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		
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. ► \$ <u>0.</u> (2) On foundation managers. ► \$ <u>0.</u>		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ <u>0.</u>		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	2	X
	<i>If "Yes," attach a detailed description of the activities</i>		
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3	X
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	X
b	<i>If "Yes," has it filed a tax return on Form 990-T for this year?</i>	4b	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5	X
	<i>If "Yes," attach the statement required by General Instruction T.</i>		
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:	6	
	• 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?	7	X
	<i>If "Yes," complete Part II, col. (c), and Part XV.</i>		
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? <i>If "No," attach explanation</i>	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)? <i>If "Yes," complete Part XIV</i>	9	X
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	X

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Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) 11 **X**

12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) 12 **X**

13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? 13 -

Website address ► **N/A**

14 The books are in care of ► **CHARLES JAGO ELDER FOUNDATION** Telephone no. ► **713-781-6600**
Located at ► **1800 AUGUSTA SUITE 125, HOUSTON, TX** ZIP+4 ► **77057**

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► **15** N/A

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

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

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

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 X No

(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes X No

(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes X No

(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes X 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 X 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 X No

b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► **N/A** 1b

c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011? 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 X 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 X 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))?
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?
- (3) Provide a grant to an individual for travel, study, or other similar purposes?
- (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)?
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

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



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		
3	All other program-related investments. See instructions.	

Total. Add lines 1 through 3

0.
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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a Average monthly fair market value of securities	1a	899,003.
b Average of monthly cash balances	1b	68,283.
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	967,286.
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	967,286.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	14,509.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	952,777.
6 Minimum investment return. Enter 5% of line 5	6	47,639.

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	47,639.
2a Tax on investment income for 2011 from Part VI, line 5	2a	489.
b Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	489.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	47,150.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	47,150.
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	47,150.

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	66,000.
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	66,000.
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	489.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	65,511.

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				47,150.
2 Undistributed income, if any, as of the end of 2011			46,122.	
a Enter amount for 2010 only				
b Total for prior years:		0.		
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		0.		
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ 66,000.			46,122.	
a Applied to 2010, but not more than line 2a				
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				19,878.
e Remaining amount distributed out of corpus		0.		
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		0.		
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				27,272.
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		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 XV Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<i>a Paid during the year</i>				
SEE STATEMENT A ATTACHED				63,000.
<i>b Approved for future payment</i>				
NONE				
Total			► 3a	63,000.
<i>b Approved for future payment</i>				
NONE				
Total			► 3b	0.

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
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments				14	6.
4 Dividends and interest from securities				14	20,653.
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				14	34,101.
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.		54,760.	0.
13 Total. Add line 12, columns (b), (d), and (e)				13	54,760.
(See worksheet in line 13 instructions to verify calculations.)					

Relationship of Activities to the Accomplishment of Exempt Purposes

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****CHARLES JAGO ELDER FOUNDATION****76-0234657****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 organizationForm 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)

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

Name of organization

CHARLES JAGO ELDER FOUNDATION

Employer identification number

76-0234657

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	JOHN W. ELDER 1800 AUGUSTA, SUITE 125 HOUSTON, TX 77057	\$ 6,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization

CHARLES JAGO ELDER FOUNDATION

Employer identification number

76-0234657**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
		\$ _____	_____

CHARLES JAGO ELDER FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	250 SHS AMGEN INC	P	05/13/10	11/15/11
b	119 SHS BARD CR INC	P	05/13/10	12/02/11
c	72 SHS BHP BILLITON LTD ADR	P	12/01/10	12/02/11
d	110 SHS BHP BILLITON LTD ADR	P	01/14/11	12/02/11
e	2856 SHS BOMBARDIER INC	P	VARIOUS	11/08/11
f	1502 SHS CHICOS FAS INC	P	08/20/10	11/01/11
g	368 SHS EXXON MOBIL CORP	D	VARIOUS	10/27/11
h	99 SHS HANCOCK HOLDING CO	P	10/26/11	10/27/11
i	147 SHS HEWLETT PACKARD CO	P	05/11/11	10/12/11
j	907 SHS ISHARES TRUST S&P	P	05/13/10	10/19/11
k	104 SHS NETFLIX INC	P	08/20/10	10/24/11
l	338 SHS PRUDENTIAL FINL INC	P	05/06/11	12/09/11
m	194 SHS ROCK-TENN CO CL A	P	11/23/10	12/21/11
n	207,472.62 SHS SEI INST TAX-FREE FUND	P	VARIOUS	12/21/11
o	188 SHS TORONTO DOMINION BANK	P	10/26/11	10/27/11

(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 14,290.		14,055.	235.
b 9,876.		10,001.	<125. >
c 5,000.		6,166.	<1,166. >
d 7,637.		9,910.	<2,273. >
e 11,394.		19,604.	<8,210. >
f 19,160.		13,284.	5,876.
g 29,186.		342.	28,844.
h 3,324.		3,278.	46.
i 3,536.		6,104.	<2,568. >
j 57,897.		56,833.	1,064.
k 11,039.		13,543.	<2,504. >
l 17,302.		21,734.	<4,432. >
m 10,821.		10,428.	393.
n 207,473.		207,473.	0.
o 14,019.		13,973.	46.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			235.
b			<125. >
c			<1,166. >
d			<2,273. >
e			<8,210. >
f			5,876.
g			28,844.
h			46.
i			<2,568. >
j			1,064.
k			<2,504. >
l			<4,432. >
m			393.
n			0.
o			46.

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

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

CHARLES JAGO ELDER FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)		
a 661 SHS FOREST LABS INC			P	01/11/11	02/07/12		
b 460 SHS HONDA MOTOR LTD ADR			P	10/27/11	02/09/12		
c 87,578.99 SHS SEI INST TAX-FREE FUND			P	VARIOUS	02/09/12		
d 405 SHS TORCHMARK CORP			P	05/13/10	03/16/12		
e 494 SHS TYSON FOODS INC			P	12/10/10	01/25/12		
f 576 SHS DENBURY RESOURCES INC			P	08/17/10	04/05/12		
g 47 SHS INTERNATIONAL BUSINESS MACHINES CORP			P	09/24/10	06/05/12		
h 1321 SHS PATTERSON-UTI ENERGY INC			P	05/13/10	05/07/12		
i 576 SHS RAYMOND JAMES FINANCIAL INC			P	03/22/11	06/13/12		
j 57,258.51 SHS SEI INST TAX-FREE FUND			P	VARIOUS	06/13/12		
k 98 SHS BARD CR INC			P	05/13/10	08/07/12		
l 464 SHS CIGNA CORP			P	05/02/11	08/07/12		
m 740 SHS COMCAST CORP			P	05/13/10	07/13/12		
n 302 SHS NICE SYSTEMS LTD			P	03/22/11	09/20/12		
o 378 SHS NOVARTIS AG			P	05/13/10	09/06/12		
(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 20,739.			20,846.	<107.>			
b 16,387.			14,300.	2,087.			
c 87,579.			87,579.	0.			
d 19,641.			14,305.	5,336.			
e 9,404.			8,697.	707.			
f 10,768.			8,957.	1,811.			
g 9,018.			6,281.	2,737.			
h 21,173.			18,613.	2,560.			
i 19,116.			21,649.	<2,533.>			
j 57,259.			57,259.	0.			
k 9,355.			8,236.	1,119.			
l 19,184.			22,079.	<2,895.>			
m 23,492.			13,446.	10,046.			
n 9,237.			10,925.	<1,688.>			
o 22,282.			18,280.	4,002.			
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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")				
a			<107.>				
b			2,087.				
c			0.				
d			5,336.				
e			707.				
f			1,811.				
g			2,737.				
h			2,560.				
i			<2,533.>				
j			0.				
k			1,119.				
l			<2,895.>				
m			10,046.				
n			<1,688.>				
o			4,002.				
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				
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							

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 102,073.28 SHS SEI INST TAX-FREE FUND			P	VARIOUS	09/06/12
b 458 SHS SYSCO CORP			P	05/13/10	08/07/12
c					
d					
e					
f					
g					
h					
i					
j					
k					
l					
m					
n					
o					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a 102,073.		102,073.			0.
b 13,068.		14,216.			<1,148. >
c					
d					
e					
f					
g					
h					
i					
j					
k					
l					
m					
n					
o					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")		
(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			
a					0.
b					<1,148. >
c					
d					
e					
f					
g					
h					
i					
j					
k					
l					
m					
n					
o					
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }		2		37,260.
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

123591
05-01-11

<u>RECIPIENT</u>	<u>LOCATION</u>	<u>FD STATUS</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
Admiral Nimitz Foundation	Fredericksburg, TX	Public Charity	TO FUND CHARITABLE ACTIVITIES	\$1,000 00
Alzheimer's Association	Houston, TX	Public Charity	TO FUND CHARITABLE ACTIVITIES	\$1,000 00
Animal Friends of Wash Co	Brenham, TX	Public Charity	TO FUND CHARITABLE ACTIVITIES	\$1,000 00
Animal Friends of Wash Co	Brenham, TX	Public Charity	TO FUND CHARITABLE ACTIVITIES	\$1,000 00
Boy Scouts - Sam Houston AC	Houston, TX	Public Charity	TO FUND CHARITABLE ACTIVITIES	\$1,000 00
Boys and Girls Club of Wash Co	Brenham, TX	Public Charity	TO FUND CHARITABLE ACTIVITIES	\$1,000 00
Communities In Schools	Houston, TX	Public Charity	TO FUND CHARITABLE ACTIVITIES	\$1,000 00
Elissa Afterguard	Galveston, TX	Public Charity	TO FUND CHARITABLE ACTIVITIES	\$1,000 00
George Bush Presidential Lib	College Station, TX	Public Charity	TO FUND CHARITABLE ACTIVITIES	\$1,000 00
Glen Haven Area VFD	Glen Haven, CO	Public Charity	TO FUND CHARITABLE ACTIVITIES	\$1,000 00
Glenwood Cemetery Fd	Houston, TX	Public Charity	TO FUND CHARITABLE ACTIVITIES	\$1,000 00
Guide Dogs of Texas	San Antonio, TX	Public Charity	TO FUND CHARITABLE ACTIVITIES	\$1,000 00
Houston A+ Challenge	Houston, TX	Public Charity	TO FUND CHARITABLE ACTIVITIES	\$1,000 00
Houston Hospice	Houston, TX	Public Charity	TO FUND CHARITABLE ACTIVITIES	\$1,000 00
Houston Humane Society	Houston, TX	Public Charity	TO FUND CHARITABLE ACTIVITIES	\$1,000 00
Houston Museum if Natl Science	Houston, TX	Public Charity	TO FUND CHARITABLE ACTIVITIES	\$1,000 00
MacGregor Charitable Trust	Estes Park, CO	Public Charity	TO FUND CHARITABLE ACTIVITIES	\$1,000 00
MD Anderson Cancer Center	Houston, TX	Public Charity	TO FUND CHARITABLE ACTIVITIES	\$1,000 00
Media Research Center	Washington, DC	Public Charity	TO FUND CHARITABLE ACTIVITIES	\$1,000 00
Memorial Park Conservancy	Houston, TX	Public Charity	TO FUND CHARITABLE ACTIVITIES	\$1,000 00
Methodist Hospital Foundation	Houston, TX	Public Charity	TO FUND CHARITABLE ACTIVITIES	\$1,000 00
Museum of Fine Arts	Houston, TX	Public Charity	TO FUND CHARITABLE ACTIVITIES	\$2,500 00
Museum of Fine Arts	Houston, TX	Public Charity	TO FUND CHARITABLE ACTIVITIES	\$1,000 00
National World War II Museum	New Orleans, LA	Public Charity	TO FUND CHARITABLE ACTIVITIES	\$1,000 00
Retina Research Foundation	Houston, TX	Public Charity	TO FUND CHARITABLE ACTIVITIES	\$1,000 00
Salvation Army	Houston, TX	Public Charity	TO FUND CHARITABLE ACTIVITIES	\$1,000 00
San Jacinto Museum of History	Houston, TX	Public Charity	TO FUND CHARITABLE ACTIVITIES	\$1,000 00
Save The Bay	Providence, RI	Public Charity	TO FUND CHARITABLE ACTIVITIES	\$2,500 00
Scott and White Foundation	Brenham, TX	Public Charity	TO FUND CHARITABLE ACTIVITIES	\$1,000 00
Scott and White Foundation	Brenham, TX	Public Charity	TO FUND CHARITABLE ACTIVITIES	\$1,000 00
Sight Intl Sound	Houston, TX	Public Charity	TO FUND CHARITABLE ACTIVITIES	\$1,000 00
SIRE	Hockley, TX	Public Charity	TO FUND CHARITABLE ACTIVITIES	\$1,000 00
Spay-Neuter Assistance Prog	Houston, TX	Public Charity	TO FUND CHARITABLE ACTIVITIES	\$1,000 00
St George's School	Newport, RI	Public Charity	TO FUND CHARITABLE ACTIVITIES	\$1,000 00
Star of Hope Mission	Houston, TX	Public Charity	TO FUND CHARITABLE ACTIVITIES	\$1,000 00
The Gathering Place	Houston, TX	Public Charity	TO FUND CHARITABLE ACTIVITIES	\$1,000 00
The Heritage Foundation	Brenham, TX	Public Charity	TO FUND CHARITABLE ACTIVITIES	\$1,000 00
The James Dick Foundation	Round Top, TX	Public Charity	TO FUND CHARITABLE ACTIVITIES	\$1,000 00
The Old Jail Art Center	Albany, TX	Public Charity	TO FUND CHARITABLE ACTIVITIES	\$1,000 00
The Taft School	Watertown, CT	Public Charity	TO FUND CHARITABLE ACTIVITIES	\$1,000 00
Trees For Houston	Houston, TX	Public Charity	TO FUND CHARITABLE ACTIVITIES	\$1,000 00
True Blue Animal Rescue	Brenham, TX	Public Charity	TO FUND CHARITABLE ACTIVITIES	\$1,000 00
Unity Theatre	Brenham, TX	Public Charity	TO FUND CHARITABLE ACTIVITIES	\$5,000 00
Unity Theatre	Brenham, TX	Public Charity	TO FUND CHARITABLE ACTIVITIES	\$10,000 00
USO	Washington, DC	Public Charity	TO FUND CHARITABLE ACTIVITIES	\$1,000 00
Workshop Houston	Houston, TX	Public Charity	TO FUND CHARITABLE ACTIVITIES	\$1,000 00
YES Preparatory Schools	Houston, TX	Public Charity	TO FUND CHARITABLE ACTIVITIES	\$1,000 00

Total \$63,000 00

FORM 990-PF

GAIN OR (LOSS) FROM SALE OF ASSETS

STATEMENT

1

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
250 SHS AMGEN INC		PURCHASED	05/13/10	11/15/11
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
14,290.	14,055.	0.	0.	235.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
119 SHS BARD CR INC		PURCHASED	05/13/10	12/02/11
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
9,876.	10,001.	0.	0.	<125.>

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
72 SHS BHP BILLITON LTD ADR		PURCHASED	12/01/10	12/02/11
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
5,000.	6,166.	0.	0.	<1,166.>

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
110 SHS BHP BILLITON LTD ADR		PURCHASED	01/14/11	12/02/11
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
7,637.	9,910.	0.	0.	<2,273. >

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
2856 SHS BOMBARDIER INC		PURCHASED	VARIOUS	11/08/11
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
11,394.	19,604.	0.	0.	<8,210. >

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1502 SHS CHICOS FAS INC		PURCHASED	08/20/10	11/01/11
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
19,160.	13,284.	0.	0.	5,876.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
368 SHS EXXON MOBIL CORP		DONATED	VARIOUS	10/27/11
(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
29,186.	3,501.	0.	0.	25,685.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
99 SHS HANCOCK HOLDING CO		PURCHASED	10/26/11	10/27/11

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
3,324.	3,278.	0.	0.	46.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
147 SHS HEWLETT PACKARD CO		PURCHASED	05/11/11	10/12/11

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
3,536.	6,104.	0.	0.	<2,568. >

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
907 SHS ISHARES TRUST S&P		PURCHASED	05/13/10	10/19/11

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
57,897.	56,833.	0.	0.	1,064.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
104 SHS NETFLIX INC		PURCHASED	08/20/10	10/24/11

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
11,039.	13,543.	0.	0.	<2,504. >

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
338 SHS PRUDENTIAL FINL INC		PURCHASED	05/06/11	12/09/11

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
17,302.	21,734.	0.	0.	<4,432. >

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
194 SHS ROCK-TENN CO CL A		PURCHASED	11/23/10	12/21/11

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
10,821.	10,428.	0.	0.	393.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
207,472.62 SHS SEI INST TAX-FREE FUND		PURCHASED	VARIOUS	12/21/11

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
207,473.	207,473.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
188 SHS TORONTO DOMINION BANK		PURCHASED	10/26/11	10/27/11

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
14,019.	13,973.	0.	0.	46.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
661 SHS FOREST LABS INC		PURCHASED	01/11/11	02/07/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
20,739.	20,846.	0.	0.	<107. >

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
460 SHS HONDA MOTOR LTD ADR		PURCHASED	10/27/11	02/09/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
16,387.	14,300.	0.	0.	2,087.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
87,578.99 SHS SEI INST TAX-FREE FUND		PURCHASED	VARIOUS	02/09/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
87,579.	87,579.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
405 SHS TORCHMARK CORP		PURCHASED	05/13/10	03/16/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
19,641.	14,305.	0.	0.	5,336.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
494 SHS TYSON FOODS INC		PURCHASED	12/10/10	01/25/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
9,404.	8,697.	0.	0.	707.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
576 SHS DENBURY RESOURCES INC		PURCHASED	08/17/10	04/05/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
10,768.	8,957.	0.	0.	1,811.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
47 SHS INTERNATIONAL BUSINESS MACHINES CORP		PURCHASED	09/24/10	06/05/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
9,018.	6,281.	0.	0.	2,737.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1321 SHS PATTERSON-UTI ENERGY INC		PURCHASED	05/13/10	05/07/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
21,173.	18,613.	0.	0.	2,560.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
576 SHS RAYMOND JAMES FINANCIAL INC		PURCHASED	03/22/11	06/13/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
19,116.	21,649.	0.	0.	<2,533. >

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
57,258.51 SHS SEI INST TAX-FREE FUND		PURCHASED	VARIOUS	06/13/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
57,259.	57,259.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
98 SHS BARD CR INC		PURCHASED	05/13/10	08/07/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
9,355.	8,236.	0.	0.	1,119.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
464 SHS CIGNA CORP		PURCHASED	05/02/11	08/07/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
19,184.	22,079.	0.	0.	<2,895. >

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
740 SHS COMCAST CORP		PURCHASED	05/13/10	07/13/12
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
23,492.	13,446.	0.	0.	10,046.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
302 SHS NICE SYSTEMS LTD		PURCHASED	03/22/11	09/20/12
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
9,237.	10,925.	0.	0.	<1,688. >

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
378 SHS NOVARTIS AG		PURCHASED	05/13/10	09/06/12
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
22,282.	18,280.	0.	0.	4,002.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
102,073.28 SHS SEI INST TAX-FREE FUND		PURCHASED	VARIOUS	09/06/12
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
102,073.	102,073.	0.	0.	0.

(A)

DESCRIPTION OF PROPERTY

458 SHS SYSCO CORP

MANNER
ACQUIREDDATE
ACQUIRED

DATE SOLD

PURCHASED

05/13/10

08/07/12

(B)
GROSS
SALES PRICE(C)
COST OR
OTHER BASIS(D)
EXPENSE OF
SALE(E)
DEPREC.(F)
GAIN OR LOSS

13,068.

14,216.

0.

0.

<1,148.>

CAPITAL GAINS DIVIDENDS FROM PART IV

0.

TOTAL TO FORM 990-PF, PART I, LINE 6A

34,101.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 2

SOURCE	AMOUNT
WELLS FARGO	6.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	6.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 3

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
COLUMBIA MANAGEMENT	644.	0.	644.
HOUSTON TRUST COMPANY	20,009.	0.	20,009.
TOTAL TO FM 990-PF, PART I, LN 4	20,653.	0.	20,653.

FORM 990-PF

ACCOUNTING FEES

STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	6,000.	3,000.		3,000.
TO FORM 990-PF, PG 1, LN 16B	6,000.	3,000.		3,000.

FORM 990-PF

OTHER PROFESSIONAL FEES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	5,327.	5,327.		0.
TO FORM 990-PF, PG 1, LN 16C	5,327.	5,327.		0.

FORM 990-PF

TAXES

STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX	593.	593.		0.
TO FORM 990-PF, PG 1, LN 18	593.	593.		0.

FORM 990-PF

OTHER EXPENSES

STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
WIRE FEES	40.	40.		0.
MISC EXP	72.	72.		0.
TO FORM 990-PF, PG 1, LN 23	112.	112.		0.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	8
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DESCRIPTION	AMOUNT
TAX-EXEMPT INCOME FROM HOUSTON TRUST COMPANY	20.
TOTAL TO FORM 990-PF, PART III, LINE 3	20.

FORM 990-PF	CORPORATE STOCK	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
347 SHS EXXON MOBIL CORP	748.	31,733.
ACE LIMITED	12,874.	15,574.
AMGEN INC	0.	0.
ARCHER DANIELS MIDLAND CO	22,159.	18,673.
ASHLAND INC	15,656.	21,050.
BAKER HUGHES INC	19,586.	18,499.
BARD C R INC	0.	0.
BHP BILLITON LTD	0.	0.
BRISTOL-MYERS SQUIBB CO	17,892.	17,888.
BOMBARDIER INC CL B	0.	0.
CANADIAN NATIONAL RAILWAY CO	18,564.	26,645.
CATERPILLAR INC	13,428.	12,390.
CHICOS FAS INC	0.	0.
CHUBB CORP	14,062.	20,596.
CIGNA CORP	0.	0.
COMCAST CORP-CL A	0.	0.
CONOCOPHILLIPS	20,139.	20,299.
DENBURY RESOURCES INC	0.	0.
E M C CORP MASS	13,956.	20,125.
EATON CORP	14,744.	18,152.
ENSCO PLC CL A	12,691.	14,186.
FEDEX CORPORATION	14,059.	13,455.
FMC CORP	14,056.	20,158.
FMC TECHNOLOGIES INC	18,265.	20,928.
FRESH MARKET INC	18,565.	19,117.
FOREST LABS INC	0.	0.
FORD MOTOR CO DEL	14,647.	11,093.
GAP INC	17,757.	23,722.
GARMIN LTD	14,413.	16,988.
GENERAL MOTORS CO	13,820.	12,126.
HANCOCK HOLDING CO	14,296.	13,507.
HEWLETT PACKARD CO	0.	0.
INTEL CORP	21,374.	21,907.
INTERNATIONAL BUSINESS MACHINES CORP	12,695.	19,708.
ISHARES TRUST S&P SM CAP 600	44,185.	55,028.
KRAFT FOODS INC	16,723.	19,600.

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LAZARD LTD	9,904.	10,464.
LOWES COS INC	19,089.	21,652.
MACY'S INC	14,327.	16,816.
NETFLIX INC	0.	0.
NICE SYSTEMS LTD SPONSORED	0.	0.
NOVARTIS AG SPONS ADR	0.	0.
ORACLE CORP	9,321.	12,018.
PATTERSON-UTI ENERGY INC	0.	0.
PERKINELMER INC	14,297.	21,277.
PHILLIPS 66	4,638.	5,843.
PRUDENTIAL FINL INC	0.	0.
RAYMOND JAMES FINANCIAL INC	0.	0.
ROCK-TENN CO CL A	0.	0.
ROCKWELL AUTOMATION INC	19,261.	18,709.
SAP AKTIENGESELLSCHAFT	19,737.	22,826.
SANOFI SPONSORED AMERICAN DEPOSITORY RECEIPT	19,206.	20,023.
SIMON PROPERTY GROUP INC	8,272.	9,109.
STANLEY BLACK & DECKER INC	14,413.	16,089.
STAPLES INC	17,591.	14,077.
SYSCO CORP	0.	0.
TEXAS INSTRUMENTS INC	18,706.	20,088.
TIME WARNER INC	13,166.	19,902.
TORCHMARK CORP	0.	0.
TORONTO DOMINION BANK	13,951.	15,668.
TYSON FOODS INC CL A	0.	0.
UNILEVER PLC	12,608.	14,827.
UNITEDHEALTH GROUP INC	18,944.	34,631.
UTILITIES SELECT SECTOR SPDR	42,837.	49,054.
VERIZON COMMUNICATIONS	13,194.	22,284.
WAL MART STORES INC	13,557.	18,967.
WELLS FARGO & CO NEW	9,209.	9,289.
3M CO	18,778.	20,517.
 TOTAL TO FORM 990-PF, PART II, LINE 10B	 776,360.	 937,277.

FORM 990-PF	CORPORATE BONDS	STATEMENT 10
DESCRIPTION		FAIR MARKET BOOK VALUE VALUE
VANGUARD REIT ETF	20,138.	20,660.
 TOTAL TO FORM 990-PF, PART II, LINE 10C	 20,138.	 20,660.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 11

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
COLUMBIA LARGE CORE QUANTITATIVE FUND A	COST	152,219.	114,754.
TOTAL TO FORM 990-PF, PART II, LINE 13		152,219.	114,754.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 12

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

MR. JOHN W. ELDER
1800 AUGUSTA SUITE 125
HOUSTON, TX 77057

TELEPHONE NUMBER

FORM AND CONTENT OF APPLICATIONS

EACH APPLICATION SHOULD INCLUDE THE AMOUNT AND PURPOSE OF THE GRANT AS WELL AS GENERAL INFORMATION REGARDING THE APPLYING ORGANIZATION.

ANY SUBMISSION DEADLINES

APPLICATIONS ARE ACCEPTED AT ANY TIME. NOTICE OF APPROVAL, REJECTION OR REQUEST FOR ADDITIONAL INFORMATION IS USUALLY SENT WITHIN ONE MONTH.

RESTRICTIONS AND LIMITATIONS ON AWARDS

NO RESTRICTIONS APPLY.

