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Form **990-PF** 

# Return of Private Foundation or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

OMB No 1545-0052

	ndar year 2011 or tax year beginning NOV	1, 2011	, and ending	OCT 31, 201	2
Name o	f foundation			A Employer identification	on number
THE	ELKINS FOUNDATION			74-605174	6
	and street (or P O box number if mail is not delivered to street	address)	Room/suite	B Telephone number	
100	1 FANNIN		1001	713-652-2	020
	town, state, and ZIP code USTON, TX 77002			C If exemption application is	pending, check here
	k all that apply: Initial return	Initial return of a fe	ormer public charity	D 1. Foreign organization	an abook hara
G CHEC	Final return	Amended return	officer public charity	1. Foreign organization	is, check here
	Address change	X Name change		Foreign organizations in 2. check here and attach of	neeting the 85% test,
H Chec	k type of organization: X Section 501(c)(3) ex		······································	E If private foundation st	
		Other taxable private founda	ation	under section 507(b)(	
I Fair m	arket value of all assets at end of year   J Accounti		Accrual	F If the foundation is in a	
		ther (specify)		under section 507(b)(	
▶\$	195,363,955. (Part I, colu	mn (d) must be on cash i	basis.)		
Part	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	92,604,514.		N/A	(,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,
2	Check I if the foundation is not required to attach Sch. B				
3	Interest on savings and temporary cash investments	400.	293.		STATEMENT 1
, 4	Dividends and interest from securities	4,038,321.	4,038,321.		STATEMENT 2
5	a Gross rents				
•	Net rental income or (loss)				
1 6	Net gain or (loss) from sale of assets not on line 10	3,410,201.			
_  ق <u>≒</u>	64,522,451.		2 410 201		
.ا% ≒	Capital gain net income (from Part IV, line 2)		3,410,201.		-
1 -					
10 10					
	a and allowances CEIVED				<del></del>
S   11	c Gitts profit or (loss) Differ incomeAR 2 2 2013 Total Add lines 1 through 11	519,368.	519,368.		STATEMENT 3
12	Total. Add lines 1 through 11	100,572,804.	7,968,183.		
13	compensation offortigers diffectors, krustees, etc other employee salaries and wages	0.	0.		0.
14	<del></del> -				
က္က 15 က 16	, , , ,				
۳۱	a Legal fees b Accounting fees STMT 4	22,860.	11,430.		0.
ă X	c Other professional fees STMT 5	621,825.	600,829.		0.
9 17	•	021,020	000,0230	<del></del> .	<del></del>
± 18		211,390.	50,011.	<u> </u>	0.
[달] 19	Depreciation and depletion	· · · · · · · · · · · · · · · · · · ·	<u> </u>		
and Administrative Exp 6 12 05 6 11	Occupancy				
₹ 21	Travel, conferences, and meetings				
등 22					
[23	Other expenses STMT 7	1,748.	1,748.		0.
[ 124	Total operating and administrative	057 000	CC4 010		
ة قارة	expenses. Add lines 13 through 23	857,823.	664,018.		0.
25	Contributions, gifts, grants paid  Total expenses and disbursements.	3,510,000.		<del> </del>	3,510,000.
20	Add lines 24 and 25	4,367,823.	664,018.		3,510,000.
<del>    27</del>	Subtract line 26 from line 12:	2,307,023	001,010		3,310,000.
	Excess of revenue over expenses and disbursements	96,204,981.			
	Net investment income (if negative, enter -0-)	, , , , , , , , , , , , , , , , , , , ,	7,304,165.		
	C Adjusted net income (if negative, enter -0-)			N/A	<u> </u>
123501	LHA For Paperwork Reduction Act Notice see	instructions			Form <b>QQ0_PF</b> (2011)

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Г	art	Balance Sheets Attached schedules and amounts in the description	Beginning of year	_	of year
느	ui (	column should be for end-of-year amounts only	(a) Book Value	(b) Book Value	(c) Fair Market Value
	1	Cash - non-interest-bearing	1,711.	1,533.	
	2	Savings and temporary cash investments	1,894,714.	1,792,261.	1,792,261.
	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			
2	8	Inventories for sale or use			
Assets	9	Prepaid expenses and deferred charges			
Ä	10a	Investments - U.S. and state government obligations			
		Investments - corporate stock STMT 10	48,949,969.	118,342,738.	164,475,516.
		Investments - corporate bonds		· · · · · · · · · · · · · · · · · · ·	
		Investments - land, buildings, and equipment basis			
		Less accumulated depreciation			
	12	Investments - mortgage loans			<del></del>
	13	Investments - other STMT 11	5,021,845.	11,219,286.	29,094,645.
	14	Land, buildings, and equipment basis ▶		· · · · · · · · · · · · · · · · · · ·	
		Less accumulated depreciation			
	15	Other assets (describe ► )		,	
		·			
	16	Total assets (to be completed by all filers)	55,868,239.	131,355,818.	195,363,955.
	17	Accounts payable and accrued expenses			
	18	Grants payable			
S	19	Deferred revenue			
Liabilities	20	Loans from officers, directors, trustees, and other disqualified persons			
abi	21	Mortgages and other notes payable		<u> </u>	}
	22	Other liabilities (describe  )			
				-	
	23	Total liabilities (add lines 17 through 22)	0.	0.	
		Foundations that follow SFAS 117, check here			
s		and complete lines 24 through 26 and lines 30 and 31.			1
Ö	24	Unrestricted			
a	25	Temporarily restricted .			
Fund Balances	26	Permanently restricted			ļ
Ĕ		Foundations that do not follow SFAS 117, check here			
F		and complete lines 27 through 31.			
ts	27	Capital stock, trust principal, or current funds	20,083,230.	20,083,230.	l
sse	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
Net Assets or	29	Retained earnings, accumulated income, endowment, or other funds	35,785,009.	111,272,588.	STATEMENT 9
Š	30	Total net assets or fund balances	55,868,239.	131,355,818.	1
					ĺ
_	31	Total liabilities and net assets/fund balances	55,868,239.	131,355,818.	
P	art	III Analysis of Changes in Net Assets or Fund B	alances		
=	Total	nat accept or fund halange at heginning of year. Dort II. column (a) line	30		
		net assets or fund balances at beginning of year - Part II, column (a), line at agree with end-of-year figure reported on prior year's return)	30		55,868,239.
	-	r amount from Part I, line 27a		1	96,204,981.
		r increases not included in line 2 (itemize)	·	2	96,204,981.
		lines 1, 2, and 3		4	152,073,220.
		eases not included in line 2 (itemize)	SEE ST	ATEMENT 8 5	20,717,402.
		net assets or fund balances at end of year (line 4 minus line 5) - Part II, co		6	131,355,818.
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Part IV | Capital Gains and Losses for Tax on Investment Income

Part IV Capital Gaills	and Losses for Tax on	IIIVESUIICIII	income					
(a) List and desc	cribe the kind(s) of property sold ( arehouse; or common stock, 200	e.g., real estate,		`P-P	w acquired urchase	(c) Date (mo., d		(d) Date sold (mo., day, yr.)
•	•			D-1	onation			
1a PUBLICLY TRADE					P	VARI		VARIOUS
b CAPITAL GAIN F	ROM PARTNERSHIE	P INVEST	MENTS	<u> </u>	P	VARI	ous	VARIOUS
C					1			
d		-						
e								
	(f) Depreciation allowed	(a) Cos	t or other basis	<del>.                                      </del>		(h) G	ain or (loss	1
(e) Gross sales price	(or allowable)		xpense of sale	l			s (f) minus	
a 64,521,362.	<u> </u>		1,112,25	<u>n  </u>	•			3,409,112.
		0.	1,112,23	<u> </u>				1,089.
ь 1,089.				<u> </u>				1,009.
<u> </u>								
d								
е		i						
Complete only for assets showing	ng gain in column (h) and owned	by the foundation	on 12/31/69		(	I) Gains (C	ol. (h) gain	ı mınus
(i) F.M.V. as of 12/31/69	(j) Adjusted basis		cess of col. (i)		cò	l. (k), but r Losses	not less tha (from col. (	ເກ -0-) <b>or</b> (h))
(7) 10017 25 51 125 1755	as of 12/31/69	over	col. (j), if any					,
a								3,409,112.
b								1,089.
С								
d					-			
е		<u> </u>						
	<u> </u>		_	$\overline{}$	1			<del></del>
2 Capital gain net income or (net ca	apıtal loss) If gain, also ei	nter in Part I, line -0- in Part I, line	7 7	<b>}</b>	2			3,410,201.
3 Net short-term capital gain or (los	ss) as defined in sections 1222/5	and (6):		´ [				
If gain, also enter in Part I, line 8,		, and (o).		Jl				
If (loss), enter -0- in Part I, line 8					3		N/A	1
Part V   Qualification U	Inder Section 4940(e) f	or Reduced	Tax on Net	Inves	tment in	come		
	<del></del>							
(For optional use by domestic private	e roundations subject to the section	) 1 4540(a) (ax 011	HET HINESTHIEHT III	icome.)				
If section 4940(d)(2) applies, leave to	this part blank.							
Was the foundation liable for the sec	ction 4942 tax on the distributable	amount of any ye	ar in the base per	lod?				Yes X No
If "Yes," the foundation does not qua								
1 Enter the appropriate amount in	each column for each year; see in	structions before	making any entri	es.				
(a) Base period years	(b)			(c)			Dietri	(d) bution ratio
Calendar year (or tax year beginni	ing in) Adjusted qualifying	distributions	Net value of no	ncharita	ble-use assets	;	(col. (b) dr	vided by col. (c))
2010		92,000.		70.	304,446	5.		.036868
2009		80,000.			041,522			.047822
2008		16,652.			134,054			.060172
		18,483.			504,304			.047375
2007								
2006	ш	737,500.	· · · · · · · · · · · · · · · · · · ·	39,0	310,312	<u> </u>		.029050
							İ	
2 Total of line 1, column (d)						2		.221287
3 Average distribution ratio for the	5-year base period - divide the tot	tal on line 2 by 5,	or by the number	of years	;			
the foundation has been in existe						3	ĺ	.044257
	•				•			<del></del>
4 Enter the net value of noncharital	hle-use assets for 2011 from Part	Y line 5				4	17	6,597,820.
- Litter the net value of nonchantal	DIC-USE ASSELS TO ZOTT HOITT AT	A, IIIIC J				<del>-</del> -	<del></del>	0,337,020.
						_		7 015 600
5 Multiply line 4 by line 3		•				5		7,815,690.
							ł	
6 Enter 1% of net investment incor	me (1% of Part I, line 27b)					6		73,042.
7 Add lines 5 and 6						7	ĺ	7,888,732.
	-				•		<u> </u>	, <b>,</b>
8 Enter qualifying distributions from	m Part XII, line 4					8	1	3,510,000.
	n line 7, check the box in Part VI,	line 1h and como	lete that nart usin	n a 1% '	tax rate			· · · · · · · · · · · · · · · · · · ·
See the Part VI instructions.	in into 1, oncor the box in 1 all VI,	mio 10, and comp	ioto triat part usili	g u 1/0	un luio.			
								<del></del>

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Pa	rt VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or	<del>1948</del> -	see ins	tru	ctio	ns)
1a	Exempt operating foundations described in section 4940(d)(2), check here and enter "N/A" on line 1.					
	Date of ruling or determination letter: (attach copy of letter if necessary-see instructions)	1				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here   and enter 1%	1		146	5,0	83.
	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).	l				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2				0.
3	Add lines 1 and 2	3		146	5,0	83.
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		146	5,0	83.
6	Credits/Payments:					
а	2011 estimated tax payments and 2010 overpayment credited to 2011 6a 153,000	<u>.</u> ] [				
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		153		00.
8	Enter any <b>penalty</b> for underpayment of estimated tax. Check here X if Form 2220 is attached	8			3	57.
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		$\epsilon$	5,5	60.
	Enter the amount of line 10 to be: Credited to 2012 estimated tax ▶ 6,560 • Refunded ▶	11				0.
Pa	rt 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 interveni	e in			Yes	No
	any political campaign?		Ŀ	1a		X
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?		Ŀ	1b		X
	If the answer is "Yes" to $_{1a}$ or $_{1b}$ , attach a detailed description of the activities and copies of any materials publish	ed or				
	distributed by the foundation in connection with the activities.					
C	Did the foundation file Form 1120-POL for this year?		<u> </u>	1c		Х
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:					l i
	(1) On the foundation. ► \$ 0 . (2) On foundation managers. ► \$ 0 .	<u>.</u>	ŀ			
е	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation					
	managers. ► \$ 0.		ļ			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?		<u> </u>	2		Х
_	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				
4.	bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	-	—	$\overline{}$	X	<u> </u>
	Did the foundation have unrelated business gross income of \$1,000 or more during the year?			4a	X	<del></del>
	If "Yes," has it filed a tax return on Form 990-T for this year?			4b	X	V
Ð	Was there a liquidation, termination, dissolution, or substantial contraction during the year?		-	5		Х
e	If "Yes," attach the statement required by General Instruction T.  Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:					
U	By language in the governing instrument, or		ŀ			
	<ul> <li>By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state</li> </ul>	o love				
	remain in the governing instrument?	E IAW		6	x	
7	Did the foundation have at least \$5,000 in assets at any time during the year?				X	
•	If "Yes," complete Part II, col. (c), and Part XV.	•	<u> </u>	-+		<del>                                     </del>
Яa	Enter the states to which the foundation reports or with which it is registered (see instructions)			İ		
Ju	TX		<del></del>			
h	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate)		<del></del>			
J	of each state as required by General Instruction G? If "No," attach explanation		, ا	ВЬ	х	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for call	endar	H		41	<b></b>
•	year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV	uai	1	9	1	x
10	, , ,	тмт		10	Y	<del></del> -

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,

b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that

Form 4720, to determine if the foundation had excess business holdings in 2011.)

had not been removed from jeopardy before the first day of the tax year beginning in 2011?

4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?

4b X Form **990-PF** (2011)

X

3b

4a

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Part VII-B   Statements Regarding Activities for Which I	Form 4720 May Be I	Required (contin	ued)	
5a During the year did the foundation pay or incur any amount to:				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section	1 4945(e))?	Ye	es 🗶 No	
(2) Influence the outcome of any specific public election (see section 4955); o	r to carry on, directly or indir			
any voter registration drive?			es X No	11.
(3) Provide a grant to an individual for travel, study, or other similar purposes	? .	Ye	es X No	
(4) Provide a grant to an organization other than a charitable, etc., organization	n described in section			
509(a)(1), (2), or (3), or section 4940(d)(2)?		Ye	es X No	
(5) Provide for any purpose other than religious, charitable, scientific, literary,	or educational purposes, or t	for		
the prevention of cruelty to children or animals?		Ye	es 🗶 No	
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify und	der the exceptions described	in Regulations		
section 53.4945 or in a current notice regarding disaster assistance (see instru	ctions)?		N/A	5b
Organizations relying on a current notice regarding disaster assistance check h	ere			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption fi	rom the tax because it mainta	ined		
expenditure responsibility for the grant?	. N	I/A 🔲 Ye	es 🔲 No	
If "Yes," attach the statement required by Regulations section 53.494	5-5(d)			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to	pay premiums on			
a personal benefit contract?		Ye	es X No	
b Did the foundation, during the year, pay premiums, directly or indirectly, on a p	ersonal benefit contract?			6b X
If "Yes" to 6b, file Form 8870.				
7a At any time during the tax year, was the foundation a party to a prohibited tax s	helter transaction?		es X No	
<b>b</b> If "Yes," did the foundation receive any proceeds or have any net income attribu	utable to the transaction?		N/A	7b
Part VIII Information About Officers, Directors, Trust	ees, Foundation Ma	nagers, Highly	v	
Faid Employees, and Contractors				
1 List all officers, directors, trustees, foundation managers and their				
(a) Name and address	(b) Title, and average hours per week devoted	(c) Compensation (If not paid,	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other
	to position	enter -0-)	and deterred compensation	allowances
VIRGINIA A. ELKINS	TRUSTEE			
1001 FANNIN, STE. 1001		_	_	
HOUSTON, TX 77002	2.00	0.	0.	0.
ELISE E. JOSEPH	TRUSTEE			!
1001 FANNIN, STE. 1001		_	_	_
HOUSTON, TX 77002	2.00	0.	0.	0.
LESLIE E. SASSER	TRUSTEE			
1001 FANNIN, STE. 1001			_	_
HOUSTON, TX 77002	2.00	0.	0.	0.
		A UNIONIE U		
2 Compensation of five highest-paid employees (other than those inc	(b) Title, and average	enter "NUNE."	(d) Contributions to	(e) Expense
(a) Name and address of each employee paid more than \$50,000	hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred	account, other
MONTE	devoted to position		compensation	allowances
NONE				
	<u> </u>	<del> </del>		ļ
	1			
				<del> </del>
	1			
		<u>† · · · · · · · · · · · · · · · · · · ·</u>		
<del></del>	†			
				<del></del>
	1			
Total number of other employees paid over \$50,000			<b></b>	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.    N/A	Form 990-PF (2011) THE ELKINS FOUNDATION	74-6051	746	Page 7
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   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.  1 N/A  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  Amount 1 N/A  All other program-related investments. See instructions.  3  1 O  1 Total Add lines 1 through 3	Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highl Paid Employees, and Contractors (continued)	у		
(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   Total number of others receiving over \$50,000 for professional services   Total number of others receiving over \$50,000 for professional services   Total NAM   Summary of Direct Charitable Activities    List the foundation's four largest deed 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.    N/A			<del></del>	
NONE  Total number of others receiving over \$50,000 for professional services  ▶ 0  Part IX-A   Summary of Direct Charitable Activities  List the foundations four largest drived charibable activities  List the foundation is four largest drived charibable activities    N/A		/ice	(c) Com	pensation
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.    N/A		_		_
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.    N/A				
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.    N/A				
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.    N/A				
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.    N/A				
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.    N/A			<del> </del>	
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.    N/A				
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.    N/A			<u> </u>	
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.    N/A			1	
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.  N/A  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  All other program-related investments. See instructions.  3  All other program-related investments. See instructions.	Total number of others receiving over \$50,000 for professional services	<b>•</b>		0
number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.    N/A	Part IX-A Summary of Direct Charitable Activities			
Part IX-B   Summary of Program-Related Investments  Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2. Amount  1 N/A  2  All other program-related investments. See instructions.  3  Total. Add lines 1 through 3			Expenses	
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.  1 N/A  2  All other program-related investments. See instructions.  3  Total. Add lines 1 through 3	1 N/A			
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.  1 N/A  2  All other program-related investments. See instructions.  3  Total. Add lines 1 through 3				
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.  1 N/A  2  All other program-related investments. See instructions.  3  Total. Add lines 1 through 3				
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.  1 N/A  2  All other program-related investments. See instructions.  3  Total. Add lines 1 through 3	2			
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.  1 N/A  2  All other program-related investments. See instructions.  3  Total. Add lines 1 through 3				
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.  1 N/A  2  All other program-related investments. See instructions.  3  Total. Add lines 1 through 3	3		-	
Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.  Amount  O.  All other program-related investments. See instructions.  Total. Add lines 1 through 3	<u></u>			
Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.  Amount  O.  All other program-related investments. See instructions.  Total. Add lines 1 through 3				
Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.  Amount  O.  All other program-related investments. See instructions.  Total. Add lines 1 through 3	4			
Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.  Amount  O.  All other program-related investments. See instructions.  Total. Add lines 1 through 3				
Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.  Amount  O.  All other program-related investments. See instructions.  Total. Add lines 1 through 3	Dort IV P. C.			
1 N/A  2 All other program-related investments. See instructions.  3 Total. Add lines 1 through 3	Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	<del></del>	Amount	
All other program-related investments. See instructions.  Total. Add lines 1 through 3		-	Amount	
All other program-related investments. See instructions.  Total. Add lines 1 through 3				
All other program-related investments. See instructions.  Total. Add lines 1 through 3				0.
Total. Add lines 1 through 3  ▶ 0.	2			
Total. Add lines 1 through 3  ▶ 0.				
Total. Add lines 1 through 3   ▶ 0.	All other program-related investments. See instructions.			
	3			
	Tabel Add been 1 through 0			
	Total. Add lines 1 tilrough 3		m 990-P	

P	ert X Minimum Investment Return (All domestic foundations must complete this part Foreign fou	ndation	s, see instructions.)
1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:	. Jan	<del></del>
а		1a	176,012,136.
b	Average of monthly cash balances	1b	3,274,991.
C	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	179,287,127.
е	Reduction claimed for blockage or other factors reported on lines 1a and	\$2°55	
	1c (attach detailed explanation) 1e 0 •	200	
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	179,287,127.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	2,689,307.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	176,597,820.
6	Minimum investment return. Enter 5% of line 5	6	8,829,891.
P	art XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations are foreign organizations check here and do not complete this part.)	id certair	1
1	Minimum investment return from Part X, line 6	1	8,829,891.
2a	Tax on investment income for 2011 from Part VI, line 5 2a 146, 083.	Territor.	
b	Income tax for 2011. (This does not include the tax from Part VI.)		
C	Add lines 2a and 2b	2c	146,083.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	8,683,808.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	8,683,808.
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	8,683,808.
P	art XII Qualifying Distributions (see instructions)		
1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:	25	
а	Expenses, contributions, gifts, etc total from Part I, column (d), line 26	1a	3,510,000.
þ	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:	12.32	·-
a	Suitability test (prior IRS approval required)	3a	
þ	Cash distribution test (attach the required schedule)	3ь	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	3,510,000.
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	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	3,510,000.
	Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation of 4940(e) reduction of tax in those years.	qualifies	for the section

Form **990-PF** (2011)

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				8,683,808.
2 Undistributed income, if any, as of the end of 2011				· · · · · · · · · · · · · · · · · · ·
a Enter amount for 2010 only			3,479,961.	
<b>b</b> Total for prior years:				
, sand		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
45rom 2000				
e From 2010				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2011 from				
Part XII, line 4: ▶\$ 3,510,000.				
a Applied to 2010, but not more than line 2a			3,479,961.	
b Applied to undistributed income of prior			3,2,3,302	
years (Election required - see instructions)		0.		
c Treated as distributions out of corpus		•		
(Election required - see instructions)	0.			
d Applied to 2011 distributable amount				30,039.
e Remaining amount distributed out of corpus	0.			30,033.
5 Excess distributions carryover applied to 2011	0.			0.
(If an amount appears in column (d), the same amount must be shown in column (a) )	•			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				8,653,769.
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.			
IO Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009			İ	
d Excess from 2010				
e Excess from 2011				
<del></del>				Form 990-DE (2011)

Part XV

Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment
Recipient
Recipient
If recipient is an individual, show any relationship to any foundation manager or substantial contributor
Recipient
Shame and address (home or business)
Recipient
Shame and address (home or business) Foundation status of recipient Purpose of grant or contribution Amount a Paid during the year SEE STATEMENT XV-1 3,510,000. 3,510,000. ▶ 3a Total b Approved for future payment SEE STATEMENT XV-2 10,860,000. 10,860,000. Total **▶** 3b

#### Part XVI-A **Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated.		(b)	(C) Exclu-	ded by section 512, 513, or 514	(e)
1 Program service revenue:	(a) Business code	Amount	Exclu- sion code	(d) Amount	Related or exempt function income
a.					
b					
C	·				
d			$\vdash$		<del></del>
	-		$\vdash$		
•	-				·-
g Fees and contracts from government agencies	-				
2 Membership dues and assessments	<del>                                     </del>		$\vdash$		
					······
3 Interest on savings and temporary cash			1 1 1	400	
investments			14	400.	
4 Dividends and interest from securities			14	4,038,321.	
5 Net rental income or (loss) from real estate:					<u> </u>
a Debt-financed property					
<b>b</b> Not debt-financed property					
6 Net rental income or (loss) from personal					
property					
7 Other investment income	525990	5,169.	14	512,877.	
8 Gain or (loss) from sales of assets other					
than inventory			18	3,410,201.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					, <u> </u>
11 Other revenue:				,,,,	<del></del> -
a					
b	-				
C					
d	-				
e	- <del>                                    </del>			_ ·	<del></del>
12 Subtotal. Add columns (b), (d), and (e)		5,169.		7,961,799.	0.
13 Total. Add line 12, columns (b), (d), and (e)	<u> </u>	3,2031	<u> </u>	13	7,966,968.
(See worksheet in line 13 instructions to verify calculations.)				• "—	7,500,500.
		1.1			
Part XVI-B Relationship of Activities	to the Accomp	olishment of Ex	emp	Purposes	
Line No. Explain below how each activity for which inc	ome is reported in col	lumn (e) of Part XVI-A	contrib	uted importantly to the accomi	olishment of
▼ the foundation's exempt purposes (other than				po	
N/A		· · · · ·		<u> </u>	
	<del></del>	<del> </del>	<del>.</del>		
				<u>-</u>	
				***************************************	
<del></del>			-		
			_		
					<del> </del>
123621 12-02-11					

Page 13

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

1	Did the or	ganization directly or indi	rectly engage in any of the follo	wing with any other organization	on described in secti	on 501(c) of		Yes	No
	the Code (	(other than section 501(c)	)(3) organizations) or in section	n 527, relating to political organ	nizations?			3.	
a	Transfers	from the reporting founda	ation to a noncharitable exempt	t organization of:					
	(1) Cash	•					1a(1)		X
	(2) Other	assets			-		1a(2)		X
b	Other tran	sactions:					, n	4 - 1 - 1 - 1 - 1 - 1 - 1 - 1 - 1 - 1 -	ؙۣۺڎؽۺڎ ۮۺؾۺؙ
	(1) Sales	of assets to a noncharital	ble exempt organization				1b(1)		X
	(2) Purch	hases of assets from a no	ncharitable exempt organization	n			1b(2)		X
	(3) Renta	al of facilities, equipment,	or other assets			•	1b(3)		X
	(4) Reim	bursement arrangements			•		1b(4)		X
	(5) Loans	s or loan guarantees					1b(5)		X
	(6) Perfo	rmance of services or me	embership or fundraising solicit	ations			1b(6)		X
C	Sharing of	f facilities, equipment, ma	illing lists, other assets, or paid	employees			1c		X
d	If the ansv	wer to any of the above is	"Yes," complete the following s	chedule. Column (b) should al	ways show the fair m	arket value of the goods, o	ther ass	ets,	
	or service	s given by the reporting fo	oundation. If the foundation rec	eived less than fair market vali	ue in any transaction	or sharing arrangement, s	how In		
			other assets, or services receiv		_				
(a)Lı	ne no	(b) Amount involved	1	able exempt organization	(d) Description	of transfers, transactions, and	sharing an	angeme	nts
			N/A	<u> </u>					
		100 1110							
2a			tly affiliated with, or related to, o	· -	zations described	_	_		_
		• • • • • • • • • • • • • • • • • • • •	r than section 501(c)(3)) or in s	section 527?	-	L	Yes	LX	No
b	If "Yes," co	omplete the following sch		1 (1) 7					
		(a) Name of org	ganization	(b) Type of organization		c) Description of relations	ıp		
		N/A							
					ļ				
	Linda	penalting of pariting I dealers	that I have examined this return, incl	Under a company of the dules and	atatamanta and to the				
٠.	and he		mplete Declaration of preparer (other			has any knowledge May	the IRS o		
Sig		1150		1	_	sho	wn below	(see ins	g )?
He		Polin L	mulful	3/11/2013	Treasu	<u></u>	<b>∑</b> Yes		No
	Sigi	nature of officer or trustee	,	Date	Intle	Chook 1 3 1570			
		Print/Type preparer's na	arne Preparer	's signature	Date	Check if PTIN			
D-	:	DIMB! 0055		da Mil	3/4/13	self- employed			
Pa		RINDA CORB	<u> </u>	WE (DYDIN)		<u> </u>	· · · ·	70	
	eparer	Firm's name ► DEL	OITTE TAX LLP			Firm's EIN ▶86-10	/ כטנ	1 4	
US	e Only	Firm's address > 1.1	ממחש עמטגמ 11	on cittme 4500					
			11 BAGBY STREI			712 (	202	200	^
		I HO	OUSTON, TX 7700	J <u> </u>		Phone no. 713-5		200 DE/	

#### Schedule B (Form 990, 990-EZ, or 990-PF)

Department of the Treasury Internal Revenue Service

#### **Schedule of Contributors**

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

OMB No 1545-0047

**2011** 

Name of the organization

THE ELKINS FOUNDATION

**Employer identification number** 

74-6051746

Organization type (check one): Filers of: Section: \_\_\_\_ 501(c)( Form 990 or 990-EZ ) (enter number) organization 4947(a)(1) nonexempt charitable trust not treated as a private foundation 527 political organization Form 990-PF X 501(c)(3) exempt private foundation 4947(a)(1) nonexempt charitable trust treated as a 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 X 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, chantable, 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, chantable, 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

Employer identification number

#### THE ELKINS FOUNDATION

74-6051746

Part I	Contributors (see instructions). Use duplicate copies of Part I if addition	al space is needed.	
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	ELKINS FAMILY CHARITABLE LEAD ANNUITY TRUST, EIN: 68-6245144  1001 FANNIN, SUITE 700  HOUSTON, TX 77002	\$ 530,731.	Person X Payroll
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
2	ELKINS FAMILY CHARITABLE LEAD ANNUITY TRUST, EIN: 68-6245144  1001 FANNIN, SUITE 700  HOUSTON, TX 77002	\$ 3,009,300.	Person Payroll Noncash  (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
3	ESTATE OF JAMES A. ELKINS JR., EIN: 20-6871307  1001 FANNIN, SUITE 700  HOUSTON, TX 77002	\$\$13,441.	Person X Payroll Noncash (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
4	ESTATE OF JAMES A. ELKINS JR., EIN: 20-6871307  1001 FANNIN, SUITE 700  HOUSTON, TX 77002	\$ 82,349,572.	Person Payroll Noncash X (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
5	ESTATE OF JAMES A. ELKINS JR., EIN: 20-6871307  1001 FANNIN, SUITE 700  HOUSTON, TX 77002	\$ 6,087,220.	Person Payroll Noncash X (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
123452 01-2	ESTATE OF JAMES A. ELKINS JR., EIN: 20-6871307  1001 FANNIN, SUITE 700  HOUSTON, TX 77002	\$ 214,250.	Person Payroll Noncash X (Complete Part II if there is a noncash contribution.) 990, 990-EZ, or 990-PF) (2011)

Employer identification number

#### THE ELKINS FOUNDATION

74-6051746

Part II	Noncash Property (see instructions). Use duplicate copies of P	art 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
	MARKETABLE SECURITIES		<del></del>
2			
		\$\$.	07/30/12
(a) No. from Part I	(b)  Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	COMMON STOCK		
4			
		\$ 82,349,572.	11/29/11
(a) No. from Part I	(b)  Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	CLOSELY HELD SECURITIES		
5			
		\$ 6,087,220.	11/29/11
(a)		(c)	
No. from	(b)  Description of noncash property given	FMV (or estimate) (see instructions)	(d) Date received
Part I	MUTUAL FUNDS	<del></del>	
6			
			11/29/11
(a) No. from Part I	(b)  Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		<del></del>	
		\$	
(a)			
No. from Part I	(b)  Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	<u> </u>	<sub>\$</sub>	

Schedule E	(Form 9	90, 990-EZ,	or 990-PF)	(2011)
	, (1 0 111 3	30, 330 LZ,	, 01 330 1 1 3	12011

Page 4

ne of organiz •	ation			Employer identification number
त्तर ॥	ENS FOUNDATION  Exclusively religious, charitable, etc., indiving year. Complete columns (a) through (e) and the total of exclusively religious, charitable, etc.	dual contributions to section 501( e following line entry. For organizat ., contributions of \$1,000 or less fo	c)(7), (8), or (10) organi ons completing Part III, e or the year. (Enter this information	74-6051746  zations that total more than \$1,000 for enter
	Use duplicate copies of Part III if additiona	l space is needed.	, ,	<u>-</u>
No. om art I	(b) Purpose of gift	(c) Use of gift	(d) [	Description of how gift is held
	Transferee's name, address, an	(e) Transfer of gi		f transferor to transferee
No.				
om rt l —	(b) Purpose of gift	(c) Use of gift	(d) E	Description of how gift is held
	Transferee's name, address, an	(e) Transfer of gi		f transferor to transferee
No. om rt I	(b) Purpose of gift	(c) Use of gift	(d) E	Description of how gift is held
	_	(e) Transfer of gi		
	Transferee's name, address, an	d ZIP + 4	Helationship of	transferor to transferee
No. om rt I	(b) Purpose of gift	(c) Use of gift	(d) E	Description of how gift is held
-   <del>-</del>				
	Transferee's name, address, an	(e) Transfer of gi		i transferor to transferee
-	<del></del>			

Corporations Section P.O.Box 13697 Austin, Texas 78711-3697



## Office of the Secretary of State

August 21, 2012

Capitol Services Inc P O Box 1831 Austin, TX 78767 USA

RE: The Elkins Foundation File Number: 31131401

It has been our pleasure to file the Restated Certificate of Formation for the referenced entity. Enclosed is the certificate evidencing filing. Payment of the filing fee is acknowledged by this letter.

If we may be of further service at any time, please let us know.

Sincerely,

Corporations Section
Business & Public Filings Division
(512) 463-5555

Enclosure

Phone: (512) 463-5555 Prepared by: Lynda Boots Come visit us on the internet at http://www.sos.state.tx.us/

Fax: (512) 463-5709 TID: 10323 Dial: 7-1-1 for Relay Services Document: 438366340002



### Office of the Secretary of State

#### **CERTIFICATE OF FILING OF**

The Elkins Foundation 31131401

[formerly: THE MARGARET AND JAMES A. ELKINS, JR., FOUNDATION]

The undersigned, as Secretary of State of Texas, hereby certifies that a Restated Certificate of Formation for the above named domestic nonprofit corporation has been received in this office and has been found to conform to the applicable provisions of law.

ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the secretary by law, hereby issues this certificate evidencing filing effective on the date shown below.

Dated: 08/20/2012

Effective: 08/20/2012

Phone: (512) 463-5555

Prepared by: Lynda Boots



Hope Andrade Secretary of State

FILED In the Office of the Secretary of State of Texas

AUG 2 0 2012

#### **Restated Certificate of Formation** With New Amendments for

#### Corporations Section

#### The Margaret and James A. Elkins, Jr. Foundation

#### I. Entity Information

- 1. The name of the filing entity is The Margaret and James A. Elkins, Jr. Foundation (the "Corporation")
- 2. The Corporation is a nonprofit corporation under Chapter 22 of the Texas Business Organizations Code (the "TBOC").
- 3. The file number issued to the Corporation by the Secretary of State is 31131401.
- 4. The date of formation of the Corporation is August 21, 1972.

#### II. Amendments to Certificate of Formation

Pursuant to the provisions of Sections 3.059, 6.201 and 22.109 of the TBOC, this restated certificate of formation makes new amendments to the Corporation's Articles of Incorporation dated August 21, 1972, as previously amended by those certain Articles of Amendment to the Articles of Incorporation dated December 4, 1972 (collectively, the "Original Certificate"), as follows:

- The Corporation's name in Article I has been amended to be "The Elkins (i) Foundation".
- (ii) The purposes of the Corporation in Article IV have been amended.
- (iii) Articles IX, X and XI of the Original Certificate are amended. The full text of each amended provision is contained in Articles VIII, IX and X of the amended and restated certificate of formation attached hereto (the "Restated Certificate of Formation").
- Each of the following provisions is added to the Original Certificate. The (iv) identification or reference of each added provision is set forth below. The full text of each added provision is contained in the Restated Certificate of Formation attached hereto.

#### Articles XI, XII, XIII and XIV

In addition, to the amendments described above, the Restated Certificate of Formation attached hereto amends certain provisions of the Original Certificate to conform the governing document to the terminology and citations contained in the TBOC and to include such other information as is required for nonprofit corporations under the TBOC.

#### III. Statement of Approval

Each new amendment has been made in accordance with the provisions of the TBOC. Each of the amendments has been made and approved in the manner required by the TBOC and the Corporation's governing documents, and was duly adopted by unanimous written consent of the Board of Trustees of the Corporation.

#### IV. Required Statements

The Restated Certificate of Formation, which is attached hereto, (i) accurately states the text of the Original Certificate, and each amendment to the Original Certificate that is in effect, and as further amended by the restated certificate of formation. The attached Restated Certificate of Formation does not contain any other change in the Original Certificate being restated except for the information permitted to be omitted by Section 3.059(b) of the TBOC.

#### V. Effectiveness of Filing

This document becomes effective when the document is filed with the Secretary of State.

#### VI. Execution

This undersigned affirms that the person designated as registered agent in the attached Restated Certificate of Formation has consented to the appointment. The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument and certifies under penalty of perjury that the undersigned is authorized under the provisions of law governing the Corporation to execute the filing instrument.

Date: August 20, 2012

By: Leslie Keith Elkins Sasser, President

## RESTATED CERTIFICATE OF FORMATION

#### OF

#### THE ELKINS FOUNDATION

#### ARTICLE I

The name of the Corporation is The Elkins Foundation.

#### ARTICLE II

The Corporation is a nonprofit corporation.

#### ARTICLE III

The period of the Corporation's duration is perpetual.

#### ARTICLE IV

The purposes for which the Corporation is organized and to be operated are exclusively religious, charitable, scientific, and educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and future corresponding revenue laws of the United States (the "Code"). In accomplishment of such purposes, the Corporation will perform such other functions as may be necessary or appropriate to fulfill the purposes of the Corporation.

The broadest discretion is vested in and conferred upon the Board of Trustees for the accomplishment of these purposes, provided, however, that no contributions shall be made or distributed to or for any person, firm, corporation, or other entity that shall apply, directly or indirectly, such contributed funds for any purpose or purposes in violation of the Constitution and statutes of the United States or the State of Texas.

#### ARTICLE V

The street address of the Corporation's registered office is 1001 Fannin Street, Suite 1001, Houston, Texas 77002 and the name of its registered agent at such address is William L. Medford.

#### ARTICLE VI

The affairs of the Corporation shall be managed by the Board of Trustees. The number of trustees constituting the current Board of Trustees of the Corporation is three (3) and the names and addresses of the persons who are currently serving as trustees are:

<u>Name</u> <u>Address</u>

Leslie E. Sasser 1001 Fannin, Suite 1001

Houston, Texas 77002

Elise E. Joseph 1001 Fannin, Suite 1001

Houston, Texas 77002

Virginia A. Elkins 1001 Fannin, Suite 1001

Houston, Texas 77002

The number of trustees constituting the Board of Trustees of the Corporation may be changed in accordance with the Corporation's Bylaws (the "Bylaws") but shall never be less than three (3).

#### ARTICLE VII

The Corporation shall have no members.

#### **ARTICLE VIII**

Regardless of any other provisions of this Certificate of Formation or the laws of the State of Texas, the Corporation shall not:

- (1) permit any part of the net earnings of the Corporation to inure to the benefit of any private individual (except that reasonable compensation may be paid for personal services rendered to or for the Corporation affecting one or more of its purposes);
- (2) devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise;
- (3) participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office; or
- (4) attempt to influence the outcome of any specific public election or to carry on, directly or indirectly, any voter registration drives.

#### ARTICLE IX

If the Corporation is a private foundation within the meaning of section 509(a) of the Code, the Corporation:

(1) shall distribute its net income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Code;

- (2) shall not engage in any act of self-dealing as defined in section 4941(d) of the Code;
- (3) shall not retain any excess business holdings as defined in section 4943(c) of the Code;
- (4) shall not make any investments in such manner as to subject it to tax under section 4944 of the Code; and
- (5) shall not make any taxable expenditures as defined in section 4945(d) of the Code.

#### ARTICLE X

Pursuant to section 22.304(a) of the Texas Business Organizations Code (the "BOC"), after all liabilities and obligations of the Corporation in the process of winding up are paid, satisfied and discharged, the property of the Corporation shall be applied and distributed as follows:

- (1) property held by the Corporation on a condition requiring return, transfer, or conveyance because of the winding up or termination shall be returned, transferred, or conveyed in accordance with that requirement; and
- (2) the remaining properties of the Corporation shall be distributed to an organization selected by majority vote of the Board of Trustees, provided that such organization is at the time of such distribution an organization described in section 501(c)(3) of the Code and is not treated as a "private foundation" within the meaning of section 509(a) or any other provision of the Code. The amount of any distribution made under this ARTICLE X shall be determined by the Board of Trustees.

#### ARTICLE XI

A trustee of the Corporation shall not be liable to the Corporation for monetary damages for any act or omission in the trustee's capacity as a trustee, except that this ARTICLE XI does not eliminate or limit the liability of a trustee for:

- (1) a breach of a trustee's duty of loyalty to the Corporation;
- (2) an act or omission not in good faith that (i) constitutes a breach of duty of the trustee to the Corporation or (ii) involves intentional misconduct or a knowing violation of law;
- (3) a transaction from which a trustee received an improper benefit, regardless of whether the benefit resulted from an action taken within the scope of the trustee's duties; or

(4) an act or omission for which the liability of a trustee is expressly provided by an applicable statute.

If it is determined that the law of the State of Texas (including without limitation the BOC) authorizes, or if such law is amended to authorize, action further eliminating or limiting the personal liability of trustees, then the liability of a trustee of the Corporation shall be eliminated or limited by this ARTICLE XI (without the need of any formal amendment), to the fullest extent permitted by such statutes as so amended. Any repeal or amendment of such statutes or of the foregoing paragraph shall be prospective only and shall not adversely affect any right of protection of a trustee of the Corporation existing at the time of such repeal or modification.

#### **ARTICLE XII**

The Corporation may indemnify a person who was, is, or is threatened to be made a named defendant or respondent in litigation or other proceedings because the person is or was a trustee or other person related to the Corporation, to the extent provided by Chapter 8 of the BOC. The Board of Trustees shall have the power in the Bylaws to define the requirements and limitations for the Corporation to indemnify trustees, officers, or others related to the Corporation.

#### ARTICLE XIII

With respect to any action (i) which is required by the BOC to be taken at a meeting of the Board of Trustees or (ii) which may be taken at a meeting of the Board of Trustees or any committee established by the Board of Trustees, such action may be taken without any such meeting if a written consent setting forth the action to be taken is signed by a sufficient number of members of the Board of Trustees or committee thereof as would be necessary to take the action at a meeting at which all, and not just a quorum, of the members of the Board of Trustees or members of the committee were present and voted.

#### ARTICLE XIV

This Certificate of Formation may be amended by majority vote of the Board of Trustees at any annual, regular or special meeting, provided that the notice for any special meeting of the Board of Trustees at which amendments to this Certificate of Formation will be considered includes a description of the amendments to be considered.

#### . STATEMENT XV-1 THE ELKINS FOUNDATION PART XV LINE 3A - GRANTS & CONTRIBUTIONS PAID

RECIPIENT NAME/ADDRESS	RELATION	STATUS	PURPOSE	AMOUNT
ALLEY THEATRE 615 TEXAS AVENUE HOUSTON, TX 77002	N/A	PUBLIC	CHARITABLE CAMPAIGN FUND	\$50,000
ARCHWAY ACADEMY 6221 MAIN STREET HOUSTON, TX 77030	N/A	PUBLIC	EDUCATIONAL SUPPORT	\$10,000
ASIA SOCIETY OF TEXAS 4605 POST OAK PLACE HOUSTON, TX 77027	N/A	PUBLIC	CHARITABLE CAMPAIGN FUND	\$100,000
BARBARA BUSH FOUNDATION FOR FAMILY LITERACY 1201 15TH STREET NW, SUITE 420 WASHINGTON, DC 20005	N/A	PUBLIC	CHARITABLE CELEBRATION OF READING EVENT	\$30,000
CAMP FOR ALL 10500 NW FRWY, STE 220 HOUSTON, TX 77092	N/A	PUBLIC	CHARITABLE CAMPAIGN FUND	\$40,000
BUFFALO BAYOU PARTNERSHIP VINE STREET STUDIOS 1113 VINE STREET SUITE 200 HOUSTON, TX 77002	N/A	PUBLIC	CHARITABLE SUPPORT	\$100,000
CHRIST CHURCH CATHEDRAL P O BOX 75177 ST PAUL, MN 55175	N/A	PUBLIC	CHARITABLE CAMPAIGN FUND	\$200,000
CHRISTUS FDN OF HARRIS COUNTY P O BOX 1919 HOUSTON, TX 77251	N/A	PUBLIC	CHARITABLE CAMPAIGN FUND	\$20,000
EPISCOPAL HIGH SCHOOL 4650 BISSONNET ST BELLAIRE, TX 77401	N/A	PUBLIC N	CHARITABLE SUPPORT EW ACADEMIC & SCIENCE BUILDING	\$50,000
EPISCOPAL HIGH SCHOOL - VIRGINIA 1200 NORTH QUAKER LANE ALEXANDRIA, VA 22302	N/A	PUBLIC	EDUCATIONAL SUPPORT	\$25,000
CENTER FOUNDATION 3550 W DALLAS STREET HOUSTON, TX 77019	N/A	PUBLIC	CHARITABLE SUPPORT FOR A/C REPLACEMENT	\$10,000
FRIENDS OF MANDELL PARK 1653 BONNIE BRAE STREET HOUSTON, TX 77006	N/A	PUBLIC	CHARITABLE CAPITAL CAMPAIGN	\$50,000
GLENWOOD CEMETERY HISTORIC PRESERVATION FOUNDATION 2525 WASHINGTON AVENUE HOUSTON, TX 77007-6020	N/A	PUBLIC	CHARITABLE SUPPORT IMPROVEMENTS	\$10,000
HARRIS COUNTY HOSPITAL DISTRICT 3601 N MACGREGOR WAY HOUSTON, TX 77004	N/A	PUBLIC	CHARITABLE CAPITAL CAMPAIGN	\$60,000
HERMANN PARK CONSERVANCY HISTORIC CLUBHOUSE AT HERMANN PARK 6201-A HERMANN PARK DRIVE HOUSTON, TX 77030	N/A	PUBLIC	CHARITABLE SUPPORT IMPROVEMENTS	\$150,000

## STATEMENT XV-1 THE ELKINS FOUNDATION PART XV LINE 3A - GRANTS & CONTRIBUTIONS PAID

RECIPIENT NAME/ADDRESS	RELATION	STATUS	PURPOSE	AMOUNT
HOPE VILLAGE 15403 HOPE VILLAGE ROAD FRIENDSWOOD, TX 77546	N/A	PUBLIC	CHARITABLE CAPITAL CAMPAIGN	\$25,000
HOUSTON FOOD BANK THE HERZSTEIN CENTER 3811 EASTEX FWY HOUSTON, TX 77026	N/A	PUBLIC	CHARITABLE SUPPORT CAPITAL CAMPAIGN	\$100,000
HOUSTON SOCIETY FOR THE PREVENTION OF CRUELTY TO ANIMALS 900 PORTWAY DR HOUSTON, TX 77024	S N/A	PUBLIC	CHARITABLE CAPITAL CAMPAIGN	\$100,000
HOUSTON SYMPHONY 615 LOUISIANA ST #102 HOUSTON, TX 77002	N/A	PUBLIC	CHARITABLE CAPITAL CAMPAIGN	\$60,000
HOUSTON ZOO 6200 HERMANN PARK DRIVE HOUSTON, TX 77030	N/A	PUBLIC	CHARITABLE SUPPORT EXPANSION OF AFRICAN FOREST	\$25,000
IAC- INDEPENDENT ARTS COLLABORATIVE 3333 WEST ALABAMA, SUITE 110 HOUSTON, TX 77098	N/A	PUBLIC	CHARITABLE CAPITAL CAMPAIGN	\$100,000
JOY SCHOOL I CHELSEA BOULEVARD HOUSTON, TX 77006	N/A	PUBLIC	CHARITABLE CAPITAL CAMPAIGN	\$50,000
INSTITUTE FOR SPIRITUALITY AND HEALTH 8100 GREENBRIAR, STE 220 HOUSTON, TX 77054	N/A	PUBLIC	CHARITABLE SUPPORT CHAPLAINCY PROGRAM	\$25,000
JOHN E REAGAN HIGH SCHOOL 413 EAST 13TH STREET HOUSTON, TX 77008	N/A	PUBLIC	EDUCATIONAL SUPPORT FOR SCHOLARSHIP PROGRAM	\$10,000
JULIA IDESON LIBRARY PRESERVATION 500 MCKINNEY HOUSTON, TX 77002	N/A	PUBLIC	CHARITABLE ARCHITECTURAL ARCHIVES & RENOVATION	\$50,000
M D ANDERSON CANCER CENTER 1515 HOLCOMBE BLVD HOUSTON, TX 77030	N/A	PUBLIC	CHARITABLE CAPITAL CAMPAIGN	\$200,000
MEMORIAL HERMANN FOUNDATION 929 GESSNER, SUITE 2650 HOUSTON, TX 77024	N/A	PUBLIC	CHARITABLE SUPPORT FOR STAMAN OGILVIE FUND	\$25,000
MENIL COLLECTION 1533 SUL ROSS STREET HOUSTON, TX 77006	N/A	PUBLIC	CHARITABLE CAPITAL CAMPAIGN	\$200,000
THE METHODIST HOSPITAL 6565 FANNIN STREET HOUSTON, TX 77030	N/A	PUBLIC	CHARITABLE ADVANCE NEW ALZHEIMER INITIATIVES	\$200,000
ORANGE SHOW CENTER FOR VISIONARY ART 2402 MUNGER STREET HOUSTON, TX 77023	N/A	PUBLIC CONSTRU	CHARITABLE SUPPORT FOR CTION & MAINTENANCE OF SMITH	\$50,000 TER PARK
PRINCETON UNIVERSITY 70 WASHINGTON ROAD PRINCETON, NJ 08540	N/A	PUBLIC	EDUCATIONAL CAPITAL CAMPAIGN	\$400,000

EIN: 74-6051746

#### . STATEMENT XV-1 THE ELKINS FOUNDATION PART XV LINE 3A - GRANTS & CONTRIBUTIONS PAID

RECIPIENT NAME/ADDRESS	RELATION	STATUS	PURPOSE	AMOUNT
RICE UNIVERSITY 6100 MAIN STREET HOUSTON, TX 77005	N/A	PUBLIC	EDUCATIONAL GENERAL SUPPORT	\$100,000
ST JOHN'S SCHOOL 2401 CLAREMONT LANE HOUSTON, TX 77019	N/A	PUBLIC	EDUCATIONAL CAPITAL CAMPAIGN GREAT HALL	\$300,000
SALVATION ARMY P O BOX 269 ALEXANDRIA, VA 22313	N/A	PUBLIC	CHARITABLE CAPITAL CAMPAIGN	\$50,000
SEMINARY OF SOUTHWEST 501 EAST 32ND STREET AUSTIN, TX 78705	N/A	PUBLIC	EDUCATIONAL SUPPORT ANGLICAN STUDIES	\$75,000
TEXAS HEART INSTITUTE 6720 BERTNER AVENUE HOUSTON, TX 77030	N/A	PUBLIC	CHARITABLE SUPPORT FOR RESEARCH OF CARDIOVASCULAR GENETICS	\$100,000
UNITED WAY OF THE TEXAS GULF COAST 50 WAUGH DRIVE HOUSTON, TX 77007	N/A	PUBLIC	CHARITABLE CAPITAL CAMPAIGN	\$100,000
UNIVERSITY OF ST THOMAS 3800 MONTROSE BLVD HOUSTON, TX 77006	N/A	PUBLIC A	EDUCATIONAL SUPPORT DVANCED SIM LAB & CLASSROOM	\$25,000
UNIVERSITY OF TEXAS- HSC 6410 FANNIN STREET HOUSTON, TX 77030	N/A	PUBLIC	EDUCATIONAL SUPPORT FOR DEVELOPMENT OF PRE-K MATH CURRICULUM	\$150,000
URBAN HARVEST 2311 CANAL ST , SUITE 200 HOUSTON, TX 77003	N/A	PUBLIC	EDUCATIONAL PROGRAM SUPPORT	\$10,000
VIRGINIA THEOLOGICAL SEMINARY 3737 SEMINARY ROAD ALEXANDRIA, VA 22304	N/A	PUBLIC	CHARITABLE CAPITAL CAMPAIGN	\$75,000
TOTAL GRANTS AND CONTRIBUTIONS			 	\$3,510,000

THE ELKINS FOUNDATION GRANTS & CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT	URE PAYMENT				EIN: 74-6051746
STATEMENT XV-2 PART XV, LINE 3b					
			Foundation		
				Purpose of Grant or	
Charity	Address	Velations in p	Vecipient	Collinguis	rieuge vellialilig
				Extended Engagement Capital	
Alley Theatre	615 Texas Avenue, Houston, TX 77002	N/A	Public Charity	Campaign	\$200,000
Asia Society	1370 Southmore Blvd., Houston, TX 77004	N/A	Public Charity	Capital Campaign	\$175,000
				Buffalo Bayou Park Shepherd to	
Buffalo Bayou Partnership	1113 Vine St , #200, Houston, TX 77002	N/A	Public Charity	Sabine Greenway Project	\$100,000
				Reaching for the Stars Capital	
Camp for All	10500 NW Freeway, #220, Houston, TX 77092	N/A	Public Charity	Campaign	\$160,000
				Building Our Legacy Capital	
Christ Church Cathedral	1117 Texas Ave , Houston, TX 77002	N/A	Public Charity	Campaign	\$600,000
				Capital Campaign for midtown	
CHRISTUS Foundation for Healthcare	P O Box 1919, Houston, TX 77251	N/A	Public Charity	health center	\$0
				New Academic & Sciences	
Episcopal High School - TX	4650 Bissonnet, Bellaire, TX 77401	N/A	Public Charity	Building	\$100,000
Episcopal High School - VA	1200 North Quaker Lane, Alexandria, VA 22302	N/A	Public Charity	The EHS Promise Campaign	\$75,000
				Planting for the Future Campital	
Friends of Mandell Park	P O Box 66551, Houston, TX 77266	N/A	Public Charity	Campaign	\$50,000
Harris County Hospital District	2525 Holly Hall, Houston, TX 77054	N/A	Public Charity	Capital Campaign	\$0
Hermann Park Conservancy	6201-A Hermann Park Dr., Houston, TX 77030	N/A		Renovation of Grand Gateway	\$0
Hermann Park Conservancy - Centennial	6201-A Hermann Park Dr., Houston, TX 77030	N/A	Public Charity	Centennial Gardens	\$200,000
Hope Village	15403 Hope Village Rd , Friendswood, TX 77546	N/A	Public Charity	Phase I of Capital Campaign	\$75,000
				Hunger Can't Wait Capital	
Houston Food Bank	3811 Eastex Freeway, Houston, TX 77026	N/A		Campaign	\$100,000
Houston SPCA	900 Portway Dr., Houston, TX 77024	N/A		Capital Campaign	\$0
Houston Symphony	615 Louisiana St., #102, Houston, TX 77002	N/A	Public Charity	Capital Campaign	0\$
Houston Zoo	1513 Cambridge St , Houston, TX 77030	Ϋ́	Public Charity	Phase II Expansion of African Forest	\$75,000
			1		

Charity         Address           Independent Arts Collaborative - IAC         3333 W Alabama, #110, Houston, TX 77098           Joy School         One Chelsea Blvd , Houston, TX 77005           Julia Ideson Library         2726 Bissonnet, #240-203, Houston, TX 77005           Memorial Hermann Foundation         1515 Holcombe Blvd , Houston, TX 77030           Memorial Hermann Foundation         929 Gessner, #2650, Houston, TX 77024           Menil Collection         1515 Branard, Houston, TX 77030           Princeton University         Princeton, NJ 08544           Rice University         PO Box 1892, Houston, TX 77002           Seminary of the Southwest         1500 Austin St., Houston, TX 77019           St. John's School (made 12/20/12 - terms uncertain)         2401 Claremont Lane, Houston, TX 77019           St John's School (made 12/20/12 - terms uncertain)         2401 Claremont Lane, Houston, TX 77019	Relationship N/A N/A N/A N/A N/A N/A	Foundation Status of Recipient		
dent Arts Collaborative - IAC         3333 W Alabama, #110, Houston, TX 77098           sol         One Chelsea Blvd, Houston, TX 77005           derson Cancer Center         1515 Holcombe Blvd, Houston, TX 77030           Idexton         1515 Holcombe Blvd, Houston, TX 77030           Idexton         1515 Holcombe Blvd, Houston, TX 77030           Indection         1515 Branard, Houston, TX 77030           hodist Hospital         6565 Fannin, Houston, TX 77030           Nursersity         Princeton, NJ 08544           Acmy         PO Box 1892, Houston, TX 77030           y of the Southwest         1500 Austin St., Houston, TX 77030           s School         2401 Claremont Lane, Houston, TX 77019           's School (made 12/20/12 - terms uncertain)         2401 Claremont Lane, Houston, TX 77019	Relationship N/A N/A N/A N/A N/A	Status of Recipient		
dent Arts Collaborative - IAC         3333 W Alabama, #110, Houston, TX 77098           bol         One Chelsea Blvd , Houston, TX 77005           son Library         2726 Bissonnet, #240-203, Houston, TX 77005           derson Cancer Center         1515 Holcombe Blvd , Houston, TX 77030           il Hermann Foundation         1515 Holcombe Blvd , Houston, TX 77030           il Hermann Foundation         1515 Branard, Houston, TX 77030           hodist Hospital         6565 Fannin, Houston, TX 77030           n University         Princeton, NJ 08544           versity         P O Box 1892, Houston, TX 77002           s School         1500 Austin St., Houston, TX 77019           s School (made 12/20/12 - terms uncertain)         2401 Claremont Lane, Houston, TX 77019           2401 Claremont Lane, Houston, TX 77019	N/A N/A N/A N/A		Purpose of Grant or Contribution	Pledae Remaining
One Chelsea Blvd , Houston, TX 77005  2726 Bissonnet, #240-203, Houston, TX 77005  1515 Holcombe Blvd , Houston, TX 77030  929 Gessner, #2650, Houston, TX 77024  1515 Branard, Houston, TX 77030  Princeton, NJ 08544  P O Box 1892, Houston, TX 77002  PO Box 1892, Houston, TX 77002  501 East 32nd St , Austin, TX 78005  2401 Claremont Lane, Houston, TX 77019	N/A N/A N/A	Public Charity	Capital Campaign for midtown facility	000 006\$
tien	N/A N/A	Public Chamby	Key to the Future Capital	9
1515 Bissonnet, #240-203, Houston, TX 77005  1515 Holcombe Blvd , Houston, TX 77030  1515 Branard, Houston, TX 77024  1515 Branard, Houston, TX 77026  6565 Fannin, Houston, TX 77030  Princeton, NJ 08544  P O Box 1892, Houston, TX 77022  1500 Austin St., Houston, TX 77002  501 East 32nd St, Austin, TX 78705  2401 Claremont Lane, Houston, TX 77019	¥/N ×/N	a concernio	Renovation of Julia Ideson	8
Item         1515 Holcombe Blvd , Houston, TX 77030           929 Gessner, #2650, Houston, TX 77024           1515 Branard, Houston, TX 77036           6565 Fannin, Houston, TX 77030           Princeton, NJ 08544           PO Box 1892, Houston, TX 77251           1500 Austin St., Houston, TX 77002           2401 Claremont Lane, Houston, TX 77019           220/12 - terms uncertain)         2401 Claremont Lane, Houston, TX 77019	N/A	Public Charity	building	\$0
stron         929 Gessner, #2650, Houston, TX 77024           1515 Branard, Houston, TX 77006           6565 Fannin, Houston, TX 77030           Princeton, NJ 08544           PO Box 1892, Houston, TX 77251           1500 Austin St., Houston, TX 77002           201 East 32nd St., Austin, TX 78705           2401 Claremont Lane, Houston, TX 77019           220/12 - terms uncertain)         2401 Claremont Lane, Houston, TX 77019	VIΛ	Public Charity	Capital Campaign	\$0
1515 Branard, Houston, TX 77006 6565 Fannin, Houston, TX 77030 Princeton, NJ 08544 PO Box 1892, Houston, TX 77251 1500 Austin St., Houston, TX 77002 501 East 32nd St., Austin, TX 78705 2401 Claremont Lane, Houston, TX 77019 2401 Claremont Lane, Houston, TX 77019	C/81	Public Charity	The Staman Ogilvie Fund	\$25,000
6565 Fannin, Houston, TX 77030 Princeton, NJ 08544 Princeton, NJ 08544 PO Box 1892, Houston, TX 77251 1500 Austin St., Houston, TX 77002 501 East 32nd St., Austin, TX 78705 2401 Claremont Lane, Houston, TX 77019 220/12 - terms uncertain) 2401 Claremont Lane, Houston, TX 77019	N/A	Public Charity	Campaign for the Menil	\$1,800,000
Princeton, NJ 08544  P O Box 1892, Houston, TX 77251 1500 Austin St., Houston, TX 77002 501 East 32nd St., Austin, TX 78705 2401 Claremont Lane, Houston, TX 77019 2401 Claremont Lane, Houston, TX 77019	N/A	Public Charity	Advancement of Alzheimer Initiatives	O <del>S</del>
P O Box 1892, Houston, TX 77251 1500 Austin St., Houston, TX 77002 501 East 32nd St., Austin, TX 78705 2401 Claremont Lane, Houston, TX 77019 2401 Claremont Lane, Houston, TX 77019	N/A	Public Charity	Capital Campaign	80
P O Box 1892, Houston, TX 77251 1500 Austin St., Houston, TX 77002 501 East 32nd St., Austin, TX 78705 2401 Claremont Lane, Houston, TX 77019 2401 Claremont Lane, Houston, TX 77019			General Support in Honor of	
1500 Austin St., Houston, TX 77002 501 East 32nd St., Austin, TX 78705 2401 Claremont Lane, Houston, TX 77019 2401 Claremont Lane, Houston, TX 77019	N/A	Public Charity	Centennial Year	\$900,000
501 East 32nd St , Austin, TX 78705 2401 Claremont Lane, Houston, TX 77019 220112 - terms uncertain) 2401 Claremont Lane, Houston, TX 77019	N/A	Public Charity	Capital Campaign	\$50,000
501 East 32nd St , Austin, TX 78705 2401 Claremont Lane, Houston, TX 77019 2/20/12 - terms uncertain) 2401 Claremont Lane, Houston, TX 77019			The J Milton Richardson Chair in	
(made 12/20/12 - terms uncertain) 2401 Claremont Lane, Houston, TX 77019	N/A	Public Charity	Anglican Studies	\$75,000
2401 Claremont Lane, Houston, TX 77019	N/A	Public Charity	Campaign for the Great Hall	\$2,700,000
	A/N	Public Chanty	Purchase of property adjacent to	\$2 000
			Research in cardiovascular	200,000,000
Texas Heart Institute P O Box 20345, Houston, TX 77225	N/A	Public Charity	genetics	\$400,000
			Advanced Simulation Lab and 40-	
University of St. Thomas 3800 Montrose Blvd , Houston, TX. 77006	N/A	Public Charity	seat SMART classroom	\$25,000
			Capital campaign to construct	
Virginia Theological Seminary 3737 Seminary Rd , Alexandria, VA 22034	N/A	Public Charity	Chapel for the Ages	\$75,000
Total Pledges				\$10,860,000

FORM 990-PF INTEREST ON SAV	INGS A	ND TEM	PORA	RY C	ASH :	INVESTMENTS	STATEMENT	1
SOURCE							AMOUN	ŗ
INTEREST								400.
TOTAL TO FORM 990-PF, PART I	, LINE	3, CO	LUMN	I A				400.
FORM 990-PF DIVIDENT	OS AND	INTER	EST	FROM	SEC	URITIES	STATEMENT	. 2
SOURCE		GROSS	AMC	UNT		PITAL GAINS DIVIDENDS	COLUMN (	
DIVIDENDS	-	4,	038,	321.		0.	4,038	321
TOTAL TO FM 990-PF, PART I, I	LN 4	4,	038,	321.		0.	4,038	321.
FORM 990-PF	O	THER I	NCON	íE			STATEMENT	7 3
DESCRIPTION			REV	A) ENUE BOOK		(B) NET INVEST- MENT INCOME		
NET INCOME FROM PARTNERSHIPS MISC LITIGATION PROCEEDS INTEREST INCOME FROM MUTUAL I	FUNDS				043. 718. 607.	505,043 2,718 11,607	<b>3</b> .	
TOTAL TO FORM 990-PF, PART I	, LINE	11		519,	368.	519,368		
FORM 990-PF	AC	COUNTI	NG E	EES			STATEMENT	. 4
DESCRIPTION	EXPE	A) NSES BOOKS		(B) INVI IT IN				ABL
ACCOUNTING FEES	2	2,860.		11	,430	•		0.
TO FORM 990-PF, PG 1, LN 16B	2	2,860.		11	,430	•		0.

FORM 990-PF (	OTHER PROFES	SIONAL FEES	S	TATEMENT	
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITAI PURPOSI	
TRUSTEE FEES INVESTMENT MANAGEMENT FEE LEGAL FEES	487,302. 113,527. 20,996.	487,302. 113,527. 0.			0. 0. 0.
TO FORM 990-PF, PG 1, LN 16C	621,825.	600,829.			0.
FORM 990-PF	TAX	ES	S	TATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITAI PURPOSI	
FOREIGN TAXES TAXES	50,011. 161,379.	50,011.			0.
TO FORM 990-PF, PG 1, LN 18	211,390.	50,011.			0.
FORM 990-PF	OTHER E	XPENSES	S	TATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITAI PURPOSI	
ADR FEE	1,748.	1,748.		-	0.
TO FORM 990-PF, PG 1, LN 23	1,748.	1,748.			0.
FORM 990-PF OTHER DECREASE	ES IN NET AS	SETS OR FUND I	BALANCES S	TATEMENT	8
DESCRIPTION				AMOUNT	
OTHER ADJUSTMENTS BOOK VALUE ADJUSTMENTS- CONT	RIBUTIONS		<del></del>	477,70 20,239,69	

FORM 990-PF OTH	HER FUNDS		STATEMENT 9
DESCRIPTION		(A) BEGINNING OF YEAR	(B) END OF YEAR
ENDOWMENT FUND		35,785,009.	111,272,588.
TOTAL TO FORM 990-PF, PART II, LINE	29	35,785,009.	111,272,588.
FORM 990-PF CORE	PORATE STOCK		STATEMENT 10
DESCRIPTION		BOOK VALUE	FAIR MARKET VALUE
COMMON STOCK- SEE STMT I FOR DETAIL PREFERRED STOCK- SEE STMT I FOR DETAIL	AIL	118,025,280. 317,458.	164,144,476. 331,040.
TOTAL TO FORM 990-PF, PART II, LINE	10B	118,342,738.	164,475,516.
FORM 990-PF OTHER	RINVESTMENTS	***	STATEMENT 11
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
UNIT INVESTMENT TRUSTS- SEE STMT I FOR DETAIL MUTUAL FUNDS- SEE STMT I FOR DETAIL CLOSELY HELD SECURITIES- SEE STMT I FOR DETAIL	COST COST COST	86,080. 1,296,490. 9,836,716.	141,350. 1,366,879. 27,586,416.
TOTAL TO FORM 990-PF, PART II, LINE	13	11,219,286.	29,094,645.



THE ELKINS FOUNDATION 3137512

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PAR VALUE/ SHARES	DESCRIPTION	TAX COST	COST	MARKET PRICE	MARKET
	CASH EQUIVALENTS				
1237624.89	SEI DAILY INCOME GOV'T II FUND #33	1237624.89	1.00	1.0	1237624.89
554635.76	SEI INST TAX-FREE FUND #21	554635.76	1.8	1.00	554635.76
	TOTAL CASH EQUIVALENTS	1792260.65		i	1792260.65
	COMMON STOCK				
10926	ABBOTT LABORATORIES	500090.87	45.77	85.50	715653.00
3074	ACE LIMITED	193207.44	62.85	78.65	241770.10
2500	ADOBE SYS INC	76634.00	30.85	34.02	85062.50
2440	AETNA INC	108825.30	44.80	43.69	108603.60
890	AGRIUM INC	33927.60	38.12	105.54	93930.60
400	AIR PRODUCTS & CHEMICALS INC	33810.60	84.03	77.53	31012.00
800	ALLERGAN INC	76173.84	84.64	89.92	80928.00
7 105	ALLIANZ SE SPONSORED AMERICAN DEPOSITORY RECEIPT	103689.29	14.59	12.55	89167.75
125721	ALTRIA GROUP INC	2215758.57	17.62	31.80	3997927.80
350	AMAZON.COM INC	78364.62	223.90	232.89	81512.59
10000	AMERICAN CAPITAL AGENCY CORP REAL ESTATE INVESTMENT TRUST	298333.00	29.83	33.00	330000.00
1000	AMERICAN EXPRESS CO	35475.03	35.48	55.97	55970.00
3043	AMERICAN INTERNATIONAL GROUP	103841.12	34.08	34.93	106291.89
1630	AMERICAN WATER WORKS CO INC	32012.39	19.64	36.74	59886.20
1761	AMGEN INC	141217.82	80.19	86.49	152308.89
4500	ANADARKO PETE CORP	263156.97	58.48	68.81	309645.00
800	ANHEUSER BUSCH INBEV SPONSORED AMERICAN DEPOSITORY RECEIPT	50138.80	62.67	83.80	67040.00

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ASSET STATEMENT AS OF 10/31/12

THE ELKINS FOUNDATION 3137512

DESCRIPTION APACHE CORPORATION	TAX COST 143259.75	COST COST 81.86	MARKET PRICE 82.72	MARKET VALUE 144768.25
	478405.48	226.84	585.32	1255529.88
APPROACH RESOURCES	98925.64	22.48	24.63	108372.00
ARCHER DANIELS MIDLAND CO	192483.79	30.43	26.84	169763.00
	181102.59	55.08	71.15	233941.20
ASSA ABLOY UNSPONSORED AMERICAN DEPOSITORY RECEIPT	46768 . 12	14.30	16.75	64772.50
	435796.58	31.68	34.59	475820.04
ATLAS CORPCO AB SPONSORED AMERICAN DEPOSITORY RECEIPT	69043.18	16.84	22.15	90815.00
AUTOMATIC DATA PROCESSING INC	40660.05	41.70	87.78	56345.25
AUTONATION INC	32701.74	43.03	44.40	33744.00
BAE SYSTEMS PLC SPONSORED AMERICAN DEPOSITORY RECEIPT	45373.30	17.62	20.20	52015.00
BAIDU INC SPONSORED AMERICAN DEPOSITORY RECEIPT	48080.08	129.95	108.73	39490.10
	155512.16	39.11	42.83	170282.08
AMER CORP	64115.04	8.82	9.32	67775.04
BANK OF NEW YORK MELLON CORP	34346.00	26.42	24.71	32123.00
BARCLAYS PLC AMERICAN DEPOSITORY RECEIPT	50799.04	16.13	14.81	46651.50
BARRICK GOLD CORP	27162.90	27.16	40.50	40500.00
BASF SE SPONSORED AMERICAN DEPOSITORY RECEIPT	147067.45	71.39	82.61	170178.60
BAYERISCHE MOTOREN WERKE UNSPONSORED AMERICAN DEPOSITORY RECEIPT	88942.54	21.69	26.60	109060.00
BB&T CORPORATION	57816.73	26.88	28.95	62271.45
BECTON DICKINSON	30429.59	67.62	75.68	34056.00

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FOUNDATION	
THE ELKINS	3137512

	MARKET VALUE	417415.90	133078.40	69658.95	588008.00	69819.30	87975.00	116116.00	260347.50	224553.60	55792.80	175166.10	267786.00	101280.00	233139.62	72480.00	128239.58	115528.40	50993.70	444998.07	61921.04
	MARKET Price	86.35	63.98	138.21	189.68	61.61	58.65	30.80	33.25	98 . 36	34.44	34.38	46.98	50.84	86.38	30.20	92.08	60.17	39.53	84.81	78.58
STATEMENT 10/31/12	UNIT	74.26	73.61	119.50	198.63	45.25	56.94	28.28	33.10	55.02	32.85	28.46	28.10	43.14	62.25	16.69	78.03	43.92	42.81	88.80	75.82
ASSET AS OF	TAX COST	358958.63	153104.29	60228.50	615743.08	51128 . 15	85409.40	106601.79	259163.23	124334.34	53210.03	145017.21	180164.80	86273.12	168018.73	40045.68	108697.26	84329.40	55228.13	465937.80	59746.71
THE ELKINS FOUNDATION 3137512	DESCRIPTION	BERKSHIRE HATHAWAY INC-CL B	BHP BILLITON PLC SPONSORED AMERICAN DEPOSITORY RECEIPT	BIOGEN IDEC INC	BLACKROCK INC CLASS A	BOC HONG KONG HOLDINGS LTD SPONSORED AMERICAN DEPOSITORY RECEIPT	BOK FINL CORP	BRINKER INTL INC	BRISTOL-MYERS SQUIBB CD	BRITISH AMERN TOB PLC SPNS ADR	BROOKFIELD ASSET MANAGE-CL A	BT GROUP PLC SPONSORED AMERICAN DEPOSITORY RECEIPT	CABOT OIL & GAS CORP	CAMERON INTERNATIONAL CORP	CANADIAN NATIONAL RAILWAY CO COMMON STOCK ISIN CA1383751027	CANADIAN NATURAL RESOURCES	CANADIAN PACIFIC RAILWAY LTD	CAPITAL ONE FINANCIAL	CARNIVAL PLC SPONSORED AMERICAN DEPOSITORY RECEIPT	CATERPILLAR INC	CDN IMPERIAL BK OF COMMERCE
Fm	PAR VALUE/ SHARES	4834	2080	504	3100	1130	1500	3770	7830	2280	1620	5095	5700	2000	2699	2400	1393	1820	1290	5247	788



HOUSTON TRUST COMPANY STATEMENT!

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SHARES         DESCRIPTION         TAX         UNIT         PARCE         VALUE           2248         CELGENE CORP         143852.30         64.08         73.35         164744.10           10803         CENTERPOINT ENERGY INC         173424.25         16.06         71.67         224101.01           10803         CENTERPOINT ENERGY INC         173424.25         16.06         71.67         24401.01           2206         CENTERPOINT SOFTWARE TECH LT ORD         38109.58         85.56         10.021         244101.01           4571         CHECK POINT SOFTWARE TECH LT ORD         25768.37         18.12         18.60         2401.24           4571         CHECK POINT SOFTWARE TECH LT ORD         25768.37         18.12         18.60         24.05           4571         CHECK POINT SOFTWARE TECH LT ORD         25768.37         18.12         18.60         27.83         47836.40           4571         CHECK POINT SOFTWARE TECH LT ORD         25768.37         18.60         17.14         47.83         47836.40         28.60         27.61         28.60         28.60         28.60         28.60         28.60         28.60         28.60         28.60         28.60         28.60         28.60         28.60         28.60         28.60	<b>上</b> 经	THE ELKINS FOUNDATION 3137512	ASSET AS OF	STATEMENT 10/31/12		
143952.30 64.09 73.35 173424.25 16.05 21.67 363620.08 36.36 38.38 H LT ORD 53972.78 23.84 44.52 391109.58 85.56 110.24 E 25768.37 19.12 18.60 PONSORED ADR 44509.47 51.76 55.39 197 190931.68 23.03 24.69 206757.12 17.28 17.14 38 68870.74 103.03 104.96 77716.49 29.93 37.52 90136.80 30.05 29.81 63284.02 28.04 27.84 424152.80 54.14 57.85 115483.78 59.05 60.38 115483.78 59.05 65.30 49471.03 115.83 93.58 331.60 0.64 30.87	111.00	DESCRIPTION	TAX COST	UNIT	MARKET	MARKET
CHUTEPOINT ENERGY INC  CENTURYLINK INC  CHECK POINT SOFTWARE TECH LT ORD  CHECK POINT SOFTWARE TECH LT ORD  CHECK POINT SOFTWARE TECH LT ORD  CHECK POINT SOFTWARE TECH LT ORD  CHECK POINT SOFTWARE TECH LT ORD  CHICOS FAS INC  CHICOS FAS INC  CHICOS FAS INC  CHICOS SYSTEMS INC  CHICOS SYSTEMS INC  CHICARARK HOLDING INC  CITGAGUB CORP  CITGAGUB CORP  CITGAGUB INC  COCA COLA CO  COLGATE PALMOLIVE CO  CONCAST CORP-CL A  CONCAST CORP-CL A  CONCAST CORP-CL A  CONCOPHILLIPS  CONCOPHILLIPS  CONSOLIDATED EDISON INC  CONSOLIDATED EDISON INC  CONSOLIDATED EDISON INC  CONSOLIDATED EDISON INC  CONSOLIDATED EDISON INC  CONSOLIDATED EDISON INC  CONTORNER PAUM CORP  CULLEN FROST BANKERS INC  CULLEN FROST BANKERS INC  CULLEN FROST BANKERS INC  CULLEN FROST BANKERS INC  CUNMINS INC  CURTISS WRIGHT CORP  445.22  117.28  116.02  115.49  1		CELGENE CORP	143952.30	64.09	73.35	184744.10
CHECK POINT SOFTWARE TECH LT ORD CHECK POINT SOFTWARE TECH LT ORD CHECK POINT SOFTWARE TECH LT ORD CHECK POINT SOFTWARE TECH LT ORD CHECK POINT SOFTWARE TECH LT ORD CHECK FOR STAN CHICOS FAS INC CHICOS FAS INC CHICOS FAS INC CHICAN DEPOSITIORY RECEIPT CHINA MOBILE HONG KONG SPONSORED ADR CHICAN DEPOSITIORY RECEIPT CHINA MOBILE HONG KONG SPONSORED ADR CHINA MOBILE HONG KONG SPONSORED ADR CHINA MOBILE HONG KONG SPONSORED ADR CHINA MOBILE HONG KONG SPONSORED ADR CHINA MOBILE HONG KONG SPONSORED ADR CHICAN CORP CITY OF CITY		CENTERPOINT ENERGY INC	173424.25	16.05	21.67	234101.01
CHECK POINT SOFTWARE TECH LT ORD         53872.78         23.84         44.52           CHEVRON CORPORATION         391109.58         85.56         110.24           CHICOS FAS INC         25788.37         19.12         18.60           CHICOS FAS INC         44508.47         51.78         55.39           CHICAB MOBILE HONG KONG SPONSORED ADR         44508.47         51.78         55.39           CHICAB CORP         190931.08         52.61         78.88           CINEMARK HOLDING INC         61843.08         23.03         24.69           CISCO SYSTEMS INC         69063.33         37.45         37.18           COLGATE PALMOLIVE CO         88870.74         103.03         104.96           COLGATE PALMOLIVE CO         88870.74         103.03         104.96           CONCAST CORP-CL A         77718.49         29.83         37.52           COMCAST CORP-CL A         77718.49         29.83         37.52           CONCAST CORP-CL A         77718.49         29.83         37.52           CONCOPHILLIPS         6018.80         60.36         60.36           CONSOLIDATED EDISON INC         115483.78         51.54         54.85           COLLEN FROST BANKERS INC         495.30         77.31         7		CENTURYLINK INC	363620.08	36.36	38.38	383800.00
CHEVRON CORPORATION  CHICOS FAS INC CHICAS FAS INC CHICAS FAS INC CHICAS FAS INC CHICA MOBILE HONG KONG SPONSORED ADR CHUBB CORP CHUBB CORP CINEMARK HOLDING INC CISCO SYSTEMS INC COCA COLA CO CONOCOPHILLIPS CONO		CHECK POINT SOFTWARE TECH LT ORD	53872.78	23.84	44.52	100615.20
CHICOS FAS INC         25788.37         19.12         18.80           CHINA MOBILE HONG KONG SPONSORED ADR AMERICAN DEPOSITORY RECEIPT         44509.47         51.76         55.39           CHUBB CORP         190931.88         52.51         78.98         2           CINEMARK HOLDING INC         206757.12         17.28         17.14         2           CISCO SYSTEMS INC         206757.12         17.28         17.14         2           CITIGROUP INC         206757.12         17.28         17.14         2           COLGATE PALMOLIVE CO         2287971.96         21.51         37.18         39           COMACAST CORPCL A         77718.48         28.93         37.52         4           COMAGAST CORPCL A         77718.48         28.04         27.84         4           COMAGAST CORPCL A         77718.48         28.04         27.84         4           COMMERICA INC         83284.02         28.04         27.84         4           CONSOLIDATED EDISON INC         43539.67         75.08         50.28         6           CONSOLIDATED PLO         77313.75         51.64         55.30         6           CULLEN FROST BANKERS INC         40471.03         715.63         93.58		CHEVRON CORPORATION	391109.58	85.58	110.24	503910.24
PONSORED ADR 44509.47 51.76 65.39  190931.68 52.51 78.98 2 61843.08 23.03 24.69 208757.12 17.28 17.14 2 69083.33 37.45 37.39 2287971.96 21.51 37.18 39 86870.74 103.03 104.96 77716.49 28.93 37.52 80136.80 30.05 29.81 424152.80 64.14 57.85 41 115483.78 58.05 60.38 1 49539.67 75.06 92.82 77313.75 51.54 54.95 83521.80 65.88 55.30 40471.03 115.63 93.58 331.60 0.64 30.87		CHICOS FAS INC	25768.37	19.12	18.60	25072.80
61843.08       52.51       78.98         61843.08       23.03       24.69         208757.12       17.28       17.14         89083.33       37.45       37.39         2287971.96       21.51       37.18       33         86870.74       103.03       104.96       37.52         90136.80       30.05       29.81       424152.80       64.14       57.85         115493.78       59.05       60.38       49539.67       75.06       92.82         77313.75       51.54       54.95       58.35         83521.80       55.68       55.30         40471.03       115.63       93.58         331.60       0.64       30.87		CHINA MOBILE HONG KONG SPONSORED ADR AMERICAN DEPOSITORY RECEIPT	44509.47	51.76	65.39	47635.40
61843.08       23.03       24.68         206757.12       17.28       17.14       2         69063.33       37.45       37.38       39.38         2287971.86       21.51       37.18       39         68870.74       103.03       104.96       37.52         90136.80       30.05       29.81       424152.80       64.14       57.85       4         424152.80       64.14       57.85       60.38       1         49539.67       75.06       92.82       1         77313.75       51.54       54.95       83521.80       65.86       55.30         40471.03       115.63       93.58       30.87       1         141774.71       45.22       48.40       1		CHUBB CORP	190931.68	52.51	76.98	279899.28
208757.12       17.28       17.14       2         69063.33       37.45       37.39       39.39         2287971.96       21.51       37.18       39         66870.74       103.03       104.96       39.65         77716.49       29.93       37.52       40.81         80136.80       28.05       29.81       42.85       44.45         424152.80       64.14       57.85       44.85       14.85       44.85         77313.75       51.54       54.95       55.30       55.30       55.30       55.30       55.30         40471.03       115.63       93.58       55.30       50.87       141774.71       45.22       48.40       1		CINEMARK HOLDING INC	61843.08	23.03	24.69	66292.65
69063.33       37.45       37.39         2287971.96       21.51       37.18       39         66870.74       103.03       104.96       37.52         90136.80       30.05       29.81       424152         90136.80       28.04       27.84       424152.80       64.14       57.85       4         115483.78       58.05       60.38       1       1       449539.67       75.06       92.82       1         77313.75       51.54       54.95       55.30       56.68       55.30       1         40471.03       115.63       93.58       30.87       1         141774.71       45.22       48.40       1		CISCO SYSTEMS INC	206757.12	17.28	17.14	205157.07
2287971.96       21.51       37.18       39         68970.74       103.03       104.96       37.52         90136.80       29.93       37.52         90136.80       30.05       29.81         424152.80       64.14       57.85       4         424152.80       64.14       57.85       4         49539.67       75.06       92.82       7         77313.75       51.54       54.95       8         83521.80       55.68       55.30       8         40471.03       115.63       93.58       8         331.60       0.64       30.87       1         141774.71       45.22       48.40       1		CITIGROUP INC	69063.33	37.45	37.39	68947.16
66970.74     103.03     104.98       77716.49     29.93     37.52       90136.80     30.05     29.81       93284.02     28.04     27.84       424152.80     54.14     57.85     4       115483.78     58.05     60.38     1       49539.67     75.06     92.82       77313.75     51.54     54.95       83521.80     55.30       40471.03     115.63     93.58       331.60     0.64     30.87       141774.71     45.22     48.40		COCA COLA CO	2287971.96	21.51	37.18	3955171.22
77716.48     29.93     37.52       80136.80     30.05     29.81       63284.02     28.04     27.84       424152.80     64.14     57.85     4       115493.78     59.05     60.38     1       49539.67     75.06     92.82     7       77313.75     51.54     54.95       83521.80     55.68     55.30       40471.03     115.63     93.58       331.60     0.64     30.87       141774.71     45.22     48.40			66970.74	103.03	104.98	68224.00
90136.80 30.05 29.81 93284.02 28.04 27.84 424152.80 54.14 57.85 4 115483.78 58.05 60.38 1 49539.67 75.06 92.82 77313.75 51.54 54.95 83521.80 55.88 55.30 40471.03 115.63 93.58 331.60 0.64 30.87			77716.49	29.93	37.52	97452.43
83284.02       28.04       27.84         424152.80       64.14       57.85         115483.78       58.05       60.38         49539.67       75.08       92.82         77313.75       51.54       54.95         83521.80       55.68       55.30         40471.03       115.63       93.58         331.60       0.64       30.87         141774.71       45.22       46.40		COMERICA INC	90136.80	30.05	29.81	89430.00
424152.80       64.14       57.85         115483.78       58.05       60.38         49539.67       75.08       92.82         77313.75       51.54       54.95         83521.80       55.30         40471.03       115.63       93.58         331.60       0.64       30.87         14174.71       45.22       46.40		CONAGRA FOODS INC	63284.02	28.04	27.84	62834.88
115483.78       58.05       60.38         49539.67       75.06       92.82         77313.75       51.54       54.95         83521.80       55.30         40471.03       115.63       93.58         331.60       0.64       30.87         141774.71       45.22       46.40		CONOCOPHILLIPS	424152.80	54.14	57.85	453254.75
49539.67     75.06     92.82       77313.75     51.54     54.95       83521.80     55.88     55.30       40471.03     115.83     93.58       331.60     0.64     30.87       141774.71     45.22     48.40     1		CONSOLIDATED EDISON INC	115493.78	59.05	60.38	118103.28
77313.75 51.54 54.95 83521.80 55.88 55.30 40471.03 115.83 93.58 331.60 0.64 30.87 141774.71 45.22 48.40 1			49539.67	75.08	92.82	61261.20
83521.80 55.68 55.30 40471.03 115.63 93.58 331.60 0.64 30.87 141774.71 45.22 48.40 1		COVIDIEN PLC	77313.75	51.54	54.95	82425.00
40471.03     115.63     93.58       331.60     0.64     30.87       141774.71     45.22     48.40     1		CULLEN FROST BANKERS INC	83521.80	55.68	55.30	82950.00
331.60 0.64 30.87 141774.71 45.22 48.40 1		CUMMINS INC	40471.03	115.83	93.58	32753.00
141774.71 45.22 48.40		CURTISS WRIGHT CORP	331.60	0.64	30.87	15928.92
		CVS CAREMARK CORP	141774.71	45.22	46.40	145464.00



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DRAHER CORP DAMAHER CORP DAMAHER CORP DAMAHER CORP DES SEGUILL HOLOS LTD DES SEGUILL HOLOS LTD DES SEGUILL HOLOS LTD DES SEGUILL HOLOS LTD DES SEGUILL HOLOS LTD DENTS PLY INTERNATIONAL INC DEUTS PLY DEUTS P	PAR VALUE/ Shares	DESCRIPTION	TAX	COST	MARKET PRICE	MARKET VALUE
S GROUP HLDGS LTD         TABAR 4.2         50.89         51.73           S GROUP HLDGS LTD         101759.91         38.40         45.55         1           S GROUP HLDGS LTD         29284.50         83.67         85.44         1           STES A CONTINERIAL INC         73069.80         38.53         38.84         1           MISPLY INTERNATIONAL INC         73069.80         38.53         38.84         1           MISPLY INTERNATIONAL INC         73069.80         38.63         45.71         2           MISPLY INTERNATIONAL INC         73069.83         38.63         45.71         2           MAGEO PLC         167598.33         68.41         114.24         2           VON ENERGY CORPORATION NEW         73549.27         69.05         52.78         2           AGEO PLC         118995.81         48.68         51.14         4         4         4         4         4         6 <td< td=""><td></td><td>œ</td><td>88550.05</td><td>17.14</td><td>20.96</td><td>109495.04</td></td<>		œ	88550.05	17.14	20.96	109495.04
SGROUP HLDGS LTD         101759.91         38.40         45.55         1           DNSD AMERICAN DEPOSITORY RECEIPT         29284.50         83.67         86.44         1           MYSPLY INTERNATIONAL INC         73068.80         38.53         38.84         1           MYSPLY INTERNATIONAL INC         73068.80         38.53         38.84         1           JYSCHE BANK AG         45482.68         38.08         45.71         2           JYSCHE BANK AG         167588.33         68.41         114.24         2           OND ENERGY CORPORATIOIN NEW         310725.72         69.05         58.21         2           OND ENERGY CORPORATION NEW         118395.81         48.68         51.14         1           RECTY         118395.81         48.68         51.78         2           ANDION RES INC VA NEW         73549.27         50.09         52.78         44.52           PONT E I DE NEMOURS & CO         282414.14         48.30         44.52         2           AC ENERGY CORP         12057.53         33.78         44.22         1           AV INC         100 CORP         11.21         44.94.3         1           AV INC         100 CC CL A         340431.26         44.39		DANAHER CORP	78878.42	50.89	51.73	80181.50
ERE & CO         29284.50         83.67         86.44           NITSPLY INTERNATIONAL INC         73069.80         36.58         45.71           UTSCHE BANK AG         45482.69         36.08         45.71         2           VON ENERGY CORPORATIOIN NEW         310725.72         69.05         58.21         2           AGED PLC         167598.33         68.41         114.24         2           AGED PLC         167598.33         68.41         114.24         2           ARCTA         167598.31         49.68         51.14         1           SNEY WALT CO         66138.61         34.81         49.12         1           ARCTA         79549.27         50.09         52.78         2           MINION RES INC VA NEW         79549.27         50.09         52.78         2           POINT E I DE NEMOURS & CO         262414.14         48.30         44.52         2           KE ENERGY CDRP         57008         55.44         65.69         3           AY INC         8286.05         44.52         2         44.52         1           AY INC         8286.06         40.71         48.43         4           AY INC         8286.06         40.71		S GROUP HLDGS DNSD AMERICAN	101759.91	38.40	45.55	120707.50
NTSPLY INTERNATIONAL INC         73088.80         38.53         38.84           UTSCHE BANK AG         45462.68         36.08         45.71         2           VON ENERGY CORPORATIOIN NEW         310725.72         69.05         68.21         2           AGEO PLC         167588.33         68.41         114.24         2           FRICTA         116995.81         49.68         51.14         1           SNEY WALT CO         66136.81         34.81         48.12         1           PRECTY         79549.27         50.09         52.78         1           MINION RES INC VA NEW         79549.27         50.09         52.78         2           PONT E I DE NEMOURS & CO         262414.14         48.30         44.52         2           KE ENERGY CORP         310358.90         65.44         65.69         3           AV INC         82965.05         41.99         48.26         4           AV INC         82965.05         41.99         48.26         4           AV INC         82965.05         41.99         48.26         4           AS INC         82965.05         41.99         47.22         4           AS INC         44395.44         41.21		DEERE & CO	29284.50	83.67	85.44	29904.00
OUN ENERGY CORPORATIOIN NEW         45462.69         38.08         45.71           VON ENERGY CORPORATIOIN NEW         310725.72         69.05         58.21         2           AGEO PLC         167598.33         69.41         114.24         2           ERICAN DEPOSITORY RECEIPT         116995.81         49.66         51.14         1           RECTV         66136.61         34.81         49.12         1           SNEY WALT CO         66136.61         34.81         49.12         1           PEPPER SNAPPLE GROUP INC         57908.51         38.10         42.85         2           PONT E I DE NEMOURS & CO         262414.14         48.30         44.52         2           KE ENERGY CORP         310358.90         65.44         66.69         3           AV INC         82965.05         41.99         48.26         1           AV INC         82905.05         41.99         48.26         1           AV INC         82905.04 <t< td=""><td></td><td>DENTSPLY INTERNATIONAL INC</td><td>73069.80</td><td>36.53</td><td>36.84</td><td>73680.00</td></t<>		DENTSPLY INTERNATIONAL INC	73069.80	36.53	36.84	73680.00
VON ENERGY CORPORATIOIN NEW         310725.72         69.05         58.21           RECO PLC         167598.33         68.41         114.24           RECTV         116995.81         49.66         51.14           RECTV         66136.61         34.81         49.12           SNEY WALT CO         66136.61         34.81         49.12           MINION RES INC VA NEW         78549.27         50.09         52.78           PEPPER SNAPPLE GROUP INC         57908.51         38.10         42.85           PONT E I DE NEMOURS & CO         262414.14         48.30         44.52           KE ENERGY CORP         27028.80         52.78         47.22           M C CORP MASS         297148.86         21.72         24.42           TON CORP         120577.53         33.78         47.22           AY INC         82965.05         41.99         48.26           RRSON ELECTRIC CO         364339.00         40.71         48.43           SCO PLC CL A         340431.28         51.01         57.82           SCO PLC CL A         340431.28         51.01         57.82           SCO PLC CL A         36.60         16.67         61.62           SERSOURCES INC         228246.33		DEUTSCHE BANK AG	45462.69	36.08	45.71	57594.60
AGEO PLC         FETCAN DEPOSITORY RECEIPT         1695B.81         68.41         114.24           RECTV         1693B.81         49.66         51.14           SNEY WALT CO         68136.81         34.81         49.12           MINION RES INC VA NEW         79549.27         50.09         52.78           PEPPER SNAPPLE GROUP INC         57908.51         38.10         42.85           PONT E I DE NEMOURS & CO         282414.14         48.30         44.52           KE ENERGY CORP         310358.80         65.44         65.69           M C CORP MASS         297148.86         21.72         24.42           TON CORP         82965.05         41.89         48.26           AY INC         82965.05         41.89         48.26           RRSON ELECTRIC CO         364339.00         40.71         48.43           SCO PLC CL A         340431.28         51.01         57.82           SCO PLC CL A         340431.28         51.01         57.82           GRESOURCES INC         228246.33         95.60         116.49           TEE LAUDER COMPANIES-CL A         30010.50         16.43         61.62           RESST RE GROUP LIMITED         98689.78         11.105         11.105		DEVON ENERGY CORPORATIOIN NEW	310725.72	69 . 05	58.21	261945.00
RECTV         118995. 81         49.66         51.14           SNEY WALT CO         66136.81         34.81         49.12           MINION RES INC VA NEW         79549.27         50.09         52.78           PEPPER SNAPPLE GROUP INC         57908.51         38.10         42.85           PONT E I DE NEMOURS & CO         262414.14         48.30         44.52           CE ENERGY CORP         310358.90         65.44         65.69           A C CORP MASS         297148.86         21.72         24.42           FON CORP         120577.53         33.78         47.22           AY INC         82965.05         41.99         48.26           AY INC         82965.05         41.99         48.26           ARSON ELECTRIC CO         364339.00         40.71         48.43           ARDIGE ENERGY MANAGEMENT LLC         44395.44         11.21         31.36           SCD PLC CL A         360431.26         51.01         57.82           SCD PLC CL A         360431.26         51.01         57.82           SCD PLC CL A         360431.26         61.67         61.68           FEE LAUDER COMPANIES-CL A         30010.50         16.67         61.62           FIREST RE GROUP LIMITED		DIAGEO PLC AMERICAN DEPOSITORY RECEIPT	167598.33	68.41	114.24	279888.00
SNEY WALT CO         G6136.61         34.81         49.12           MINION RES INC VA NEW         79549.27         50.09         52.78           PEPPER SNAPPLE GROUP INC         57908.51         39.10         42.85           PONT E I DE NEMOURS & CO         262414.14         48.30         44.52           CE ENERGY CORP         310359.80         65.44         65.69           GE ENERGY CORP         297148.86         21.72         24.42           TON CORP         82965.05         41.99         48.26           AY INC         838106.28         41.39         48.26           AY INC         4395.44         11.21         31.36           AND ERCY INC         4395.44         11.21         31.36           SCO PLC CL A         340431.28         51.01         57.82           ARESOURCES INC         229248.33         95.60         116.49           FIEE LAUDER COMPANIES - CL A         30010.50         16.67         61.82           AREST RE GROUP LIMITED         88699.78		DIRECTV	116995.81	49.66	51.14	120485.84
MINION RES INC VA NEW         79549.27         50.09         52.78           PEPPER SNAPPLE GROUP INC         57908.51         39.10         42.85           PONT E I DE NEMOURS & CO         262414.14         48.30         44.52           RE ENERGY CORP         310359.80         65.44         65.69           AC CORP MASS         297148.86         21.72         24.42           FON CORP         ASS         297148.86         21.72         24.42           FON CORP         ASS         41.89         48.26         47.22           AV INC         82965.05         41.89         48.26         48.43           AN INC         82965.05         41.21         48.43         48.26           AN INC         82965.05         41.89         48.26         48.43           AN INC         82965.05         41.21         48.43         48.43           AN INC         82965.05         44.395.44         11.21         48.43           SED LC CL A         367696.28         18.38         16.08           SCO PLC CL A         360431.26         51.01         57.82           REE LAUDER COMPANIES-CL A         36010.50         16.67         81.82           REEST RE GROUP LIMITED		DISNEY WALT CO	66136.61	34.81	49.12	93328.00
PEPPER SNAPPLE GROUP INC         57908.51         39.10         42.85           PONT E I DE NEMOURS & CO         262414.14         48.30         44.52           GE ENERGY CORP         310359.80         65.44         65.69           M C CORP MASS         297148.86         21.72         24.42           TON CORP         45.25         33.78         47.22           AY INC         82965.05         41.99         48.26           FRSON ELECTRIC CO         364339.00         40.71         48.43           SRIDGE ENERGY MANAGEMENT LLC         44395.44         11.21         31.36           SRD LC CL A         367696.28         18.38         16.08           SCO PLC CL A         340431.28         51.01         57.82           SCO PLC CL A         36010.50         16.67         61.62           FIEE LAUDER COMPANIES-CL A         30010.50         16.67         61.62           SHEST RE GROUP LIMITED         98689.78         84.13         111.05		DOMINION RES INC VA NEW	79549.27	50.09	52.78	83814.64
PONT E I DE NEMOURS & CO       262414.14       48.30       44.52         KE ENERGY CORP       310359.80       65.44       65.69         M C CORP MASS       297148.86       21.72       24.42         FON CORP       120577.53       33.78       47.22         RAY INC       82965.05       41.99       48.26         RASON ELECTRIC CO       364339.00       40.71       48.43         RRPLUS CORP       44395.44       11.21       31.36         SCO PLC CL A       340431.28       18.38       16.08         SCO PLC CL A       340431.28       51.01       57.82         SE RESOURCES INC       229246.33       95.60       118.49         FEE LAUDER COMPANIES-CL A       30010.50       16.67       61.62         REST RE GROUP LIMITED       98689.78       84.13       111.05			57908.51	38.10	42.85	63460.85
CE ENERGY CORP       310358.80       65.44       65.69         M. C. CORP MASS       297148.86       21.72       24.42         FON CORP       120577.53       33.78       47.22         AY INC       82965.05       41.99       48.26         ERSON ELECTRIC CO       364339.00       40.71       48.43         SRIDGE ENERGY MANAGEMENT LLC       44395.44       11.21       31.36         SRPLUS CORP       387698.28       18.38       16.08         SCO PLC CL A       340431.26       51.01       57.82         SCO PLC CL A       30010.50       16.67       61.62         FEE LAUDER COMPANIES-CL A       30010.50       16.67       61.62         FREST RE GROUP LIMITED       98699.78       84.13       111.05		PONT E I DE NEMOURS &	262414.14	48.30	44.52	241877.16
A C CORP MASS         297148.86         21.72         24.42           TON CORP         120577.53         33.78         47.22           AY INC         82965.05         41.99         48.26           ERSON ELECTRIC CO         364339.00         40.71         48.43           SRIDGE ENERGY MANAGEMENT LLC         44395.44         11.21         31.36           ERPLUS CORP         367696.28         18.38         16.08           SCO PLC CL A         340431.28         51.01         57.82           S RESOURCES INC         229246.33         95.60         118.49           FEE LAUDER COMPANIES-CL A         30010.50         16.67         61.62           EREST RE GROUP LIMITED         98699.78         84.13         111.05		Ä	310359.80	65.44	62.69	311567.67
AY INC         82965.05         41.99         47.22           AY INC         82965.05         41.99         48.26           ERSON ELECTRIC CO         364339.00         40.71         48.43           SRIDGE ENERGY MANAGEMENT LLC         44395.44         11.21         31.36           FRPLUS CORP         367696.28         18.38         16.08           SCO PLC CL A         340431.26         51.01         57.82           SCO PLC CL A         30010.50         16.67         61.62           FEE LAUDER COMPANIES-CL A         30010.50         16.67         61.62           FREST RE GROUP LIMITED         884.13         111.05			297148.86	21.72	24.42	334090.02
AY INC         82965.05         41.99         48.26           ERSON ELECTRIC CO         364339.00         40.71         48.43           SRIDGE ENERGY MANAGEMENT LLC         44395.44         11.21         31.36           ERPLUS CORP         367896.28         18.38         16.08           SCO PLC CL A         340431.28         51.01         57.82           3 RESOURCES INC         229246.33         95.60         118.49           FEE LAUDER COMPANIES-CL A         30010.50         16.67         61.82           EREST RE GROUP LIMITED         98699.78         84.13         111.05		EATON CORP	120577.53	33.78	47.22	168575.40
ERSON ELECTRIC CO       364339.00       40.71       48.43         SRIDGE ENERGY MANAGEMENT LLC       44395.44       11.21       31.36         ERPLUS CORP       367696.28       18.38       16.08         SCO PLC CL A       340431.26       51.01       57.82         S RESOURCES INC       229246.33       85.80       118.49         FFE LAUDER COMPANIES-CL A       30010.50       16.67       61.62         EREST RE GROUP LIMITED       884.13       111.05		EBAY INC	82965.05	41.99	48.26	95361.76
SRIDGE ENERGY MANAGEMENT LLC         44395.44         11.21         31.36           ERPLUS CORP         367696.28         18.38         16.08           SCO PLC CL A         340431.28         51.01         57.82           S RESOURCES INC         229246.33         95.60         116.49           FEE LAUDER COMPANIES - CL A         30010.50         16.67         61.82           EREST RE GROUP LIMITED         99699.78         84.13         111.05		EMERSON ELECTRIC CO	364339.00	40.71	48.43	433448.50
SCO PLC CL A       340431.2B       51.01       57.82         3 RESOURCES INC       22924B.33       95.80       118.49         FEE LAUDER COMPANIES-CL A       30010.50       18.67       61.82         SHEST RE GROUP LIMITED       998999.78       84.13       111.05		ENBRIDGE ENERGY MANAGEMENT LLC	44395.44	11.21	31.36	124248.32
SCO PLC CL A       340431.2B       51.01       57.82         3 RESOURCES INC       229248.33       85.60       118.49         FIEE LAUDER COMPANIES-CL A       30010.50       16.67       61.62         SREST RE GROUP LIMITED       89699.78       84.13       111.05		ENERPLUS CORP	367696.28	18.38	16.08	321600.00
3 RESOURCES INC       228248.33       95.60       118.49       7         FEE LAUDER COMPANIES-CL A       30010.50       18.67       61.82         EREST RE GROUP LIMITED       99699.78       84.13       111.05		ENSCO PLC CL A	340431.28	51.01	57.82	385890.68
FEE LAUDER COMPANIES-CL A         30010.50         16.67         61.82           EREST RE GROUP LIMITED         99899.78         84.13         111.05		EDG RESOURCES INC	229246.33	95.60	116.49	279343.02
EREST RE GROUP LIMITED 98898.78 84.13 111.05		TEE LAUDER COMPANIES-CL	30010.50	18.67	61.82	110918.00
		EVEREST RE GROUP LIMITED	98699.78	84.13	111.05	131594.25

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ASSET STATEMENT AS OF 10/31/12

THE ELKINS FOUNDATION 3137512

		<b>!</b>			
PAR VALUE/ Shares	DESCRIPTION	TAX COST	COST	MARKET Price	MARKET VALUE
1691	EXELON CORP	67251.75	39.77	35.78	80503.98
1034	EXPRESS SCRIPTS HLDG	62810.74	80.75	61.54	63637.53
914255	EXXON MOBIL CORP	59543703.91	65.13	91.17	83352628.35
1825	FAMILY DOLLAR STORES INC	100685.98	55.17	65.96	120377.00
1557	FEDEX CORPORATION	127142.61	81.66	91.99	143228.43
8008	FMC CORP	339405.75	42.38	53.52	428588.16
4443	FMC TECHNOLOGIES INC	178964.93	40.28	40.90	181718.70
088	FOMENTO ECONOMICO MEXICANO SAB DE CV AMERICAN DEPOSITORY RECEIPT	13105.80	13.24	90.61	89703.90
11041	FORD MOTOR CO DEL	142709.85	12.93	11.16	123217.56
4800	FORUM ENERGY TECHNOLOGIES INC	97329.31	21.16	22.31	102626.00
1400	FRANKLIN ELECTRIC CO INC	79040.78	56.46	57.94	81116.00
400	FRANKLIN RESOURCES INC	36764.00	91.91	127.80	51120.00
52944	FREEPORTMCMORAN COPPERAND GOLD INC	1429620.38	27.00	38.88	2058462.72
150	FRESENIUS MED CARE AG & CO SPONSORED AMERICAN DEPOSITORY RECEIPT	7424.90	49.50	70.38	10557.00
3128	FRESH MARKET INC	168223.12	53.81	56.59	176900.34
7630	GAP INC	213524.88	27.98	35.72	272543.60
3736	GARMIN LTD	131489.73	35.20	38.00	141968.00
21329	GENERAL ELECTRIC COMPANY	415531.30	19.48	21.08	449188.74
1593	GENERAL MILLS INC	63214.22	39.68	40.08	63847.44
5223	GENERAL MOTORS CD	134750.27	25.80	25.50	133186.50
1026	GENUINE PARTS CO	65561.40	63.90	62.58	84207.08
1067	GILEAD SCIENCES INC	62282.58	58.37	67.17	71675.73
1986	GLAXO SMITHKLINE SPONSORED American depository receipt	88774.20	44.70	44.90	89171.40



DESCRIPTION

PAR VALUE/ SHARES

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ASSET STATEMENT AS OF 10/31/12

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30.28 32.28 MARKET PRICE 201.41 880.30 4.61 12.00 UNIT COST 24.89 553.17 214.26 38.28 TAX COST 64800.00 332941.73 359563.35 32782.41 32129.40 GLOBAL GEOPHYSICAL SERVICES GOLAR LNG PARTNERS LP EXCHANGE TRADED PARTNERSHIP

30815.73

GRAINGER W W INC

<del>1</del>53

3000 1775

3452

2434 3296

3101

1010

2194 2300 910 4303 2170

GOOGLE INC-CL A

442193.44

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24894.00

MARKET

111485.08 84770.00 111604.99 80024.30 120198.00 47738.60 59728.10 59409.25 69149.94 146177.60 128176.94 264118.14 65447.20 126410.96 313385.08 58551.85 84948.47 31.59 **69.43** 52.28 49.38 35.99 28.41 44.35 57.51 52.46 61.38 61.24 81.33 47.03 33.47 48.35 29.90 32.16 42.03 23.34 30.81 46.48 43.11 50.91 63.12 33.58 19.64 47.28 50.35 59.17 44.13 52.11 89711.70 78271.38 46947.43 94573.16 144507.19 41435.24 128942.86 62663.48 56041.29 95546.67 38521.32 117084.71 48340.67 42622.69 241808.97 83106.25 HALLIBURTON CO(HOLDING COMPANY) HCP INC REAL ESTATE INVESTMENT TRUST HEALTH CARE REIT INC REAL ESTATE INVESTMENT TRUST HONEYWELL INTERNATIONAL INC HSBC HOLDINGS PLC SPONSORED AMERICAN DEPOSITORY RECEIPT HONDA MOTOR LTD AMERICAN DEPOSITORY RECEIPT HITACHI LTD SPONSORED AMERICAN DEPOSITORY RECEIPT ILLINOIS TOOL WKS INC IAC INTERACTIVECORP INGERSOLL-RAND PLC HANCOCK HOLDING CO HCA HOLDINGS INC **HESS CORPORATION** HANESBRANDS INC HOME DEPOT INC HEINZ H J CO HASBRO INC

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ASSET STATEMENT AS OF 10/31/12

THE ELKINS FOUNDATION 3137512

PAR VALUE/ SHARES	DESCRIPTION	TAX	UNIT	MARKET PRICE	MARKET
43556	INTEL CORP	830584.48	19.07	21.63	942118.28
6639	INTERNATIONAL BUSINESS MACHINES CORP	1121530.85	168.93	194.53	1291484.67
1758	INTERNATIONAL PAPER CO	54919.92	31.24	35.83	62989.14
1000	INTREPID POTASH INC	35389.60	35.39	21.73	21730.00
20	INTUITIVE SURGICAL INC	7590.00	151.80	542.22	27111.00
6519	ISHARES CORE S&P SMALL-CAP ETF	365716.89	56.10	75.32	491011.08
1800	JARDEN CORP	78240.42	43.47	49.80	89640.00
8519	JOHNSON & JOHNSON	395239.20	48.40	70.82	603315.58
15862	JP MORGAN CHASE & CO	565654.26	38.12	41.68	652792.18
795	KANSAS CITY SOUTHERN	30677.54	38.59	80.46	63965.70
1820	KAO CORP SPONSORED American depository receipt	51012.05	28.03	28.32	51542.40
8645	KEPPEL CORP American depository receipt	35246.21	4.08	17.46	150941.70
3842	KIMBERLY CLARK CORPORATION	273972.15	71.31	83.45	320814.90
6192	KINDER MORGAN INC	185096.60	29.89	34.71	214924.32
1650	KIRBY CORP	77775.39	47.14	57.48	84842.00
1178	KOHLS CORP	62435.84	63.09	63.28	62657.28
22449	KRAFT FOODS GROUP INC	620438.75	27.64	45.48	1020531.54
6587	LAZARD LTD CL A EXCHANGE TRADED PARTNERSHIP	185580.34	28.17	29.48	184053.02
28543	LEXICON PHARMACEUTICALS, INC	87653.59	3.07	2.12	60511.16
290	LIBERTY MEDIA CORP - LIBER-A	55418.64	93.93	111.67	65885.30
8469	LILLY ELI 8 CO	338029.36	39.91	48.63	411847.47
1058	LOCKHEED MARTIN CORP	86990.24	82.22	93.67	99102.86
7877	LOWES COS INC	172588.32	21.64	32.38	258295.26



ASSET STATEMENT AS OF 10/31/12

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PAR VALUE/ Shares	DESCRIPTION	TAX	COST	MARKET PRICE	MARKET
1200	LVMH MOET HENNESSY LOUIS UNSPONSORED AMERICAN DEPOSITORY RECEIPT	38843.28	32.37	32.35	38820.00
4902	MACY'S INC	162148.31	33.08	38.07	186619.14
4000	MARATHON OIL CORP	113856.68	28.46	30.08	120240.00
1780	MARSH & MCLENNAN COS INC	56290.36	31.62	34.03	60573.40
1250	MARTIN MARIETTA MATLS INC	93595.38	74.88	82.31	102887.50
89	MASTERCARD INC CL A	32643.39	473.09	460.93	31804.17
3668	MCDONALDS CORP	265492.83	72.38	86.80	318382.40
1200	MCGRAW HILL COMPANIES INC	10059.00	8.38	55.28	66336.00
2187	MEADWESTVACO CORP	58055.22	26.55	29.69	64932.03
500	MEDTRONIC INC	18977.26	37.95	41.58	20790.00
16151	MERCK & CO INC	570759.63	37.67	45.63	691340.13
9814	MICROSOFT CORP	266862.26	27.19	28.54	280091.56
325	MITSUI & CO LTD SPONSORED AMERICAN DEPOSITORY RECEIPT	75500.51	232.31	281.37	91445.25
67349	MONDELEZ INTERNATIONAL INC	1148105.64	17.05	28.55	1788115.95
1868	MONSANTO CO NEW	156417.35	83.74	88.07	160778.78
1050	MOTOROLA SOLUTIONS, INC	48808.83	46.48	51.68	54264.00
3800	NABORS INDUSTRIES LTD	114391.48	30.10	13.49	51262.00
2600	NATIONAL FUEL GAS CO	95415.20	38.70	52.70	137020.00
875	NATIONAL GRID PLC SPONSORED AMERICAN DEPOSITORY RECEIPT	44448.94	50.80	57.01	49883.75
2750	NATIONAL INSTRS CORP	74043.48	26.92	23.56	64790.00
2174	NATIONAL RETAIL PROPERTIES INC REAL ESTATE INVESTMENT TRUST	58872.79	27.08	31.68	68872.32
4587	NATIONAL-DILWELL INC	182294.07	39.74	73.70	338061.90
22748	NESTLE SA SPONSORED	681833.81	29.98	63.34	1440668.30
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86784.00 66314.70 67275.00 23930.00 40505.50 88198.00 171018.00 55215.00 31507.35 73158.60 133424.18 77845.00 252672.00 09885.00 158010.72 MARKET VALUE MARKET PRICE 27.12 54.58 23.93 22.82 16.72 61.35 28.91 95.01 58.77 60.46 78.98 22.27 31.08 180.28 BO.20 ASSET STATEMENT AS OF 10/31/12 114.15 45.96 17.10 17.78 50.93 SOST TSOS 32.88 65.07 25.09 49.14 58.02 38.19 20.55 73.04 55.82 25.83 AX COST 147083.00 17097.00 44542.69 93803.50 71915.90 82208.25 79060.80 32202.49 88444.32 45832.98 46209.98 133730.87 01873.24 131310.12 308651.57 NIPPON TELEGRAPH & TELEPHN SPONSORED AMERICAN DEPOSITORY RECEIPT NORFOLK SOUTHERN CORPORATION AMERICAN DEPOSITORY RECEIPT NOVARTIS AG SPONSORED ADR AMERICAN DEPOSITORY RECEIPT NISSAN MOTOR LTD SPONSORED AMERICAN DEPOSITORY RECEIPT NOVO NORDISK AS SPONSORD AMERICAN DEPOSITORY RECEIPT OIL CO LUKOIL SPONSORED AMERICAN DEPOSITORY RECEIPT ORIX CORP SPONSORED
AMERICAN DEPOSITORY RECEIPT NUANCE COMMUNICATIONS INC ORACLE CORP NAME CHANGED 6/1/95 FROM ORACLE SYSTEMS CORP OCCIDENTAL PETE CORP THE ELKINS FOUNDATION 3137512 DESCRIPTION NEWFIELD EXPL CO NEWMONT MNG CORP NOBLE ENERGY INC NEWS CORP INC-A NORDSTROM INC NETAPP INC PAR VALUE/ SHARES 2500 3200 1215 1000 1775 5275 1800 555 900 1210 3500 3200 2704 1825 5084 1970

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PETROCHINA CO LTD-ADR

PERKINELMER INC

PEPSICO INC

PALL CORP

1500 13140 5013

94440.00 909813.60

62.96 69.24

50.28

75423.30

50.70 20.00 110.50

366217.28

00280.00 55250.00

155052.09

30.93

87880.00

135.76

101159.50

51.35

38.07

74991.15



ASSET STATEMENT AS OF 10/31/12

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76348.50 1877438.30 60756.59 147910.00 44396.06 74347.00 1254144.12 52486.00 46818.00 116000.00 25542.00 62767.00 213450.00 57460.78 50979.60 69802.00 15321145.68 58336.92 104576.00 32964.00 268286.52 462843.17 MARKET VALUE MARKET PRICE 20.53 88.56 47.18 62.97 105.85 69.24 57.05 17.34 29.00 3.79 108.21 58.61 3.87 65.36 27.29 6.52 41.64 49.98 142.30 UNIT COST 23.13 66.70 38.52 52.25 55.69 14.69 12.73 61.38 33.50 24.71 35.72 47.47 57.21 3.81 44.04 29.77 45.61 151.32 39.30 74.57 TAX 78625.40 865373.79 6664917.45 44183.85 54446.03 36572.00 1008730.84 40521.19 226982.55 76700.98 80089.12 44654.32 39664.35 119098.04 360202.42 83989.14 98175.68 77057.59 60817.58 253183.48 76057.97 54357.58 PETROLEO BRASILEIRO SA PETROBRAS SPONSORED ADR CLASS A REGENERON PHARMACEUTICALS INC PIONEER NATURAL RESOURCES CO PHILIP MORRIS INTERNATIONAL POSTNL NV SPONSORED AMERICAN DEPOSITORY RECEIPT REPSOL SA SPONSORED AMERICAN DEPOSITORY RECEIPT RIO TINTO PLC SPNSD ADR AMERICAN DEPOSITORY RECEIPT QUICKSILVER RESOURCES INC PINNACLE WEST CAP CORP REGIONS FINANCIAL CORP REYNOLDS AMERICAN INC RANGE RESOURCES CORP RAVEN INDUSTRIES INC PROCTER & GAMBLE CO PRUDENTIAL FINL INC DESCRIPTION **QEP RESOURCES INC** PULTE GROUP INC PETSMART INC QUALCOMM INC PHILLIPS 68 PRAXAIR INC PFIZER INC PAR VALUE/ SHARES 3400 1150 75490 1147 1400 11714 **2**00 18113 920 2700 4000 7897 6600 1600 2300 1500 8813 6443 1020 173003 1237 1640

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85728.00

92794.50 85617.00 208864.00 168099,40

49205.00

387414.75

56133.00

90287.50

56589.24

80680.00 44208.00

146638.77

48946.20

43391.30

212180.74

184128.04

193212.14

168070.00

MARKET VALUE

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ASSET STATEMENT AS OF 10/31/12

THE ELKINS FOUNDATION 3137512

MARKET PRICE	48.02	71.08	53.58	109.17	31.71	68.48	70.63	37.85	43.85	72.90	11.65	49.08	69.53	40.34	81.40	84.39	100.91	152.21	46.84
COST	42.00	71.25	48.90	99.14	36.02	61.36	73.40	34.89	38.68	60.04	13.77	44.95	72.33	33.82	66.17	94.19	99.73	128.71	43.15
TAX COST	146997.01	193724.13	78233.44	84267.98	97263.48	187145.45	174681.29	45356.74	341714.53	46229.28	106749.78	51827.35	152536.47	67631.00	47640.96	54630.02	42885.67	179426.48	169605.17
DESCRIPTION	ROCHE HLDG LTD SPONSORED AMERICAN DEPOSITORY RECEIPT	ROCKWELL AUTOMATION INC	ROCKWELL COLLINS	ROPER INDS INC	ROWAN COMPANIES PLC	ROYAL DUTCH American Depository Receipt	ROYAL DUTCH SHELL PLC SPONSORED AMERICAN DEPOSITORY RECEIPT	SANDS CHINA LTD UNSPONSORED AMERICAN DEPOSITORY RECEIPT	SANGFI SPONSORED AMERICAN DEPOSITORY RECEIPT	SAP AKTIENGESELLSCHAFT SPONSORED AMERICAN DEPOSITORY RECEIPT	SBERBANK RUSSIA SPONSORED AMERICAN DEPOSITORY RECEIPT	SCANA CORP	SCHLUMBERGER LTD	SEADRILL LIMITED	SEVEN & 1 HOLDINGS UNSPONSORED AMERICAN DEPOSITORY RECEIPT	SHIRE PLC SPONSORED AMERICAN DEPOSITORY RECEIPT	SIEMENS A G SPONSORED AMERICAN DEPOSITORY RECEIPT	SIMON PROPERTY GROUP INC REAL ESTATE INVESTMENT TRUST	SOUTHERN COMPANY
PAR VALUE/ SHARES	3600	2718	1800	850	2700	3050	2380	1300	8835	770	7750	1153	2109	2000	720	280	430	1394	3831



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2400 2770 685

12400 2500 2313 8154 6143 1500 1450 5790

ASSET STATEMENT AS OF 10/31/12

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98020.00 186891.20 48792.00 141360.00 127325.00 91590.00 91669.00 251691.30 190860.98 98190.00 103903.80 52086.60 83215.50 69438.50 53792.00 51632.80 53402.80 147453.75 229045.86 321524.62 135475.20 84908.00 156039.77 MARKET Value 27.20 11.40 50.93 38.26 69.30 33.62 49.01 20.33 18.64 77.98 83.75 28.09 52.34 81.08 83.22 43.47 81.34 50.40 98.19 133.21 47.17 11.51 COST 37.59 68.58 14.13 28.34 42.78 24.28 23.70 18.18 10.54 39.96 58.65 28.84 18.08 50.38 55.08 33.19 78.38 91.63 45.05 40.92 40.48 45.53 32.57 TAX COST 85516.00 91635.00 81754.08 191437.91 45339.04 186853.27 56888.16 50345.58 31187.00 130723.86 99891.75 131038.65 217256.56 98656.58 75583.70 79831.84 92180.07 183724.71 87550.91 35141.81 46644.58 72859.50 167688.57 SUNDCO LOGISTICS PARTNERS LP SUPERIOR ENERGY SERVICES INC THERMO FISHER SCIENTIFIC INC TOTAL S.A. SPONSORED AMERICAN DEPOSITORY RECEIPT SWEDBANK AB SPONSORED AMERICAN DEPOSITORY RECEIPT SYNGENTA AG American depository receipt STANLEY BLACK & DECKER INC TRIMBLE NAVIGATION LTD TEXAS INSTRUMENTS INC TORONTO DOMINION BANK ST JUDE MEDICAL INC TRANSDIGM GROUP INC TALISMAN ENERGY INC DESCRIPTION SUNTRUST BANKS INC THE MOSAIC COMPANY SUNCOR ENERGY INC TRACTOR SUPPLY CO TARGA RESOURCES TIME WARNER INC TRANSOCEAN LTD TIFFANY & CO STAPLES INC TARGET CORP PAR VALUE/ SHARES

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2344



HOUSTON TRUST COMPANY STATEMENT I

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ASSET STATEMENT AS OF 10/31/12

THE ELKINS FOUNDATION 3137512

MARKET VALUE	189880.68	280262.34	272387.60	148064.00	178337.70	394704.85	78240.00	36113.70	87520.20	59014.80	81080.00	86110.47	477290.88	92552.92	125189.75	50220.00	563325.18	228642.70	86999.50	64462.50	64638.00	680538.00
MARKET	37.29	123.03	78 . 16	26.00	33.21	36.90	156.48	17.79	21.98	29.10	135.10	63.27	44.64	138.76	27.23	13.50	75.02	35.23	32.83	85.95	27.00	33.68
COST	30.14	93.15	67.69	38.04	30.03	31.58	147.83	6.75	25.46	30.23	123.68	58.32	35. 19	88.48	28.20	13.25	51.08	25.61	30.66	70.91	24.70	32.08
TAX COST	153484.38	212193.83	235902.77	100580.37	161284.42	337892.11	73913.40	13700.57	101339, 12	61311.55	74194.32	78373.25	376202.49	59013.36	120483.00	48304.70	383407.77	166207.94	81240.26	53181.98	59138.75	647626.37
DESCRIPTION	UNILEVER PLC SPONSORED AMERICAN DEPOSITORY RECEIPT	UNION PACIFIC CORP	UNITED TECHNOLOGIES CORP	UNITEDHEALTH GROUP INC	US BANCORP	UTILITIES SELECT SECTOR SPDR	V.F. CORP	VALE S.A. American depository receipt	VALEO SA-SPONSORED AMERICAN DEPOSITORY RECEIPT	VALERO ENERGY CORP	VALMONT INDUSTRIES	VENTAS INC	VERIZON COMMUNICATIONS	VISA INC	VODAFONE GROUP AMERICAN DEPOSITORY RECEIPT	VOLVO AKTIEBOLAGET AMERICAN DEPOSITORY RECEIPT	WAL MART STORES INC	WALGREEN COMPANY	WASTE CONNECTIONS INC	WATSON PHARMACEUTICALS INC	WEINGARTEN REALTY INVESTORS	WELLS FARGO & CO NEW
PAR VALUE/ SHARES	5092	2278	3485	2844	5370	10698	800	2030	3980	2028	800	1361	10682	667	4598	3720	7509	6490	2650	750	2394	20200

ASSET STATEMENT AS OF 10/31/12

THE ELKINS FOUNDATION 3137512

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MARKET VALUE	69529.59	70049.81	551792.30	45808.00	173010.00	164,144,475 80	93320.00	112720.00	125000.00	331040.00	237750.00	136944.01	136921.26	16326.00	135002 20
MARKET	27.69	94.79	34.89	24.78	87.60	i	48.86	28.18	1250.00	1	9.51	92.59	123.02	81.63	40.08
COST	24.83	81.77	22.44	16.68	79.45		50.00	28.84	1021.08		8.75	90.78	116.33	68.77	38.18
TAX COST	62354.66	60425.36	353922.04	30865.33	156914.60	118,025,280	100000.00	115350.20	102 108 . 00	317458.20	218685.00	134268.20	129475.29	13753.60	128666.60
DESCRIPTION	WEYERHAEUSER CO REAL ESTATE INVESTMENT TRUST	WHOLE FOODS MARKET INC	WILLIAMS COMPANIES INC	ZURICH INSURANCE GROUP SPONSORED AMERICAN DEPOSITORY RECEIPT	эм со	TOTAL COMMON STOCK PREFERRED STOCKS	APACHE CORP 8.000% CONVERTIBLE PREFERRED DUE 08/01/2013 NON CALLABLE	NEXTERA ENERGY CAPITAL 8.750% PREFERRED SERIES F DUE 03/01/2069 CALLABLE	WELLS FARGO & COMPANY 7.500% Convertible preferred series L	TOTAL PREFERRED STOCKS MUTUAL FUNDS	EATON VANCE TAX-MANAGED DIVERSIFIED EQUITY INCOME FUND	ISHARES IBOXX \$ HIGH YIELD CORPORATE BOND FUND	ISHARES IBOXX \$ INVESTMENT GRADE CORPORATE BOND FUND	ISHARES RUSSELL 2000 INDEX FUND	ISHARES S&P PREF STK
PAR VALUE/ SHARES	2511	739	15770	1850	1975		2000	4000	001		25000	1479	1113	200	3370



ASSET AS OF

THE ELKINS FOUNDATION 3137512

ASSET STATEMENT AS OF 10/31/12

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DESCRIPTION TAX UNIT MARKET MARKET COST COST PRICE VALUE	SHARES 999 TRUST 157018.00 52.34 64.95 194850.00	GOLD TRUST 319294.52 172.03 166.83 309838.48	JARD REIT ETF 195328.90 63.05 64.38 199449.24		
DESCRIPTION	POWERSHARES QQQ TRUST	SPDR GOLD TRUST	VANGUARD REIT ETF	TOTAL MUTUAL FUNDS UNIT INVESTMENT TRUSTS	
PAR VALUE/ SHARES	3000	1856	3088		

## THE ELKINS FOUNDATION Balance Sheet Assets as of October 31, 2012 Closely Held and Contributed

Closely field and Contributed	Book	D) 47
Security	Basis	FMV
CLOSELY HELD SECURITIES		
BLACK STONE ACQUISITIONS PARTNERS I, LP	296,052	4,968,122
BLACK STONE ACQUISITIONS PARTNERS II, LP	299,793	662,563
ENTERPRISE PRODUCT PARTNERS	1,168,904	4,735,941
HATFIELD ROYALTY	397,103	180,909
KINDER MORGAN ENERGY PARTNERS	819,319	2,011,856
KENMONT PRIVATE EQUITY	325,538	404,462
ONEOK PARTNERS (fka NORTHERN BORDERS)	932,485	4,950,725
O'CONNELL PARTNERS	157,277	168,436
EL PASO PIPELINE PARTNERS LP	230,631	464,230
BLACKSTONE NATURAL RESOURCE III	382,573	761,502
WINSTON HEDGED EQUITY	1,009,676	1,009,676
PLAINS ALL AMERICAN PIPELINE LP	496,257	1,588,300
BSNR PREFERRED, LP	461,727	499,000
JBW ABSOLUTE RETURN FUND LP	984,868	1,017,669
BOARDWALK PIPELINE PARTNERS LP	263,518	346,710
ENBRIDGE ENERGY PARTNERS LP	172,840	99,000
ENERGY TRANSFER PARTNERS LP	270,539	291,725
MAGELLAN MIDSTREAM PARTNERS LP	378,149	1,389,760
NUSTAR ENERGY PARTNERS LP	118,057	241,121
MARKWEST ENERGY PARTNERS LP	103,580	108,460
SUBURBAN PROPANE PARTNERS LP	57,662	161,250
COPANO ENERGY LLC	510,168	1,525,000
TOTAL CLOSELY HELD SECURITIES	9,836,716	27,586,416

74-6051746

THE ELKINS FOUNDATION

FORM'990-PF

LIST OF SUBSTANTIAL CONTRIBUTORS
PART VII-A, LINE 10

STATEMENT

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NAME OF CONTRIBUTOR

ADDRESS

ESTATE OF JAMES A. ELKINS JR.

1001 FANNIN, SUITE 700 HOUSTON, TX 77002