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

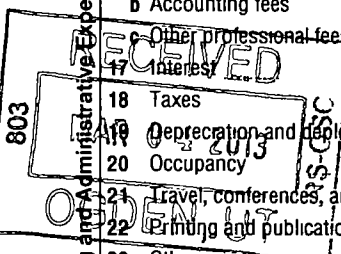
2011

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

For calendar year 2011 or tax year beginning DEC 1, 2011, and ending NOV 30, 2012

Name of foundation OSHMANN FOUNDATION		A Employer identification number 74-6039864
Number and street (or P.O. box number if mail is not delivered to street address) P.O. BOX 27969	Room/suite	B Telephone number 7136213800
City or town, state, and ZIP code HOUSTON, TX 77227-7969		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 6,490,937. (Part I, column (d) must be on cash basis)	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check ☒ if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		78.	78.		STATEMENT 1
4 Dividends and interest from securities		165,649.	165,642.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		73,624.			
b Gross sales price for all assets on line 6a		172,169.			
7 Capital gain net income (from Part IV, line 2)			73,624.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		<4,070.>	0.		STATEMENT 3
12 Total. Add lines 1 through 11		235,281.	239,344.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees STMT 4		5.	3.		2.
b Accounting fees STMT 5		3,800.	1,900.		1,900.
c Other professional fees					
17 Interest		26.	26.		0.
18 Taxes STMT 6		6,391.	1,188.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 7		161.	0.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		10,383.	3,117.		1,902.
25 Contributions, gifts, grants paid		314,950.			314,950.
26 Total expenses and disbursements. Add lines 24 and 25		325,333.	3,117.		316,852.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<90,052.>			
b Net investment income (if negative, enter -0-)			236,227.		
c Adjusted net income (if negative, enter -0-)				N/A	



Part II Balance Sheets		Beginning of year (a) Book Value	End of year	
			(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	<15,035.>	<16,954.>	<16,954.>
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 8	1,069,745.	981,612.	6,507,891.
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	1,054,710.	964,658.	6,490,937.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
	Foundations that follow SFAS 117, check here ▶ ☐			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	1,054,710.	964,658.	
	30 Total net assets or fund balances	1,054,710.	964,658.	
	31 Total liabilities and net assets/fund balances	1,054,710.	964,658.	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,054,710.
2 Enter amount from Part I, line 27a	2	<90,052.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	964,658.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	964,658.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a			
b SEE ATTACHED STATEMENT			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 172,169.		98,545.	73,624.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			73,624.

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	73,624.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	}	3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	253,506.	6,118,199.	.041435
2009	269,678.	5,085,286.	.053031
2008	348,733.	5,417,114.	.064376
2007	369,531.	7,128,695.	.051837
2006	279,603.	7,407,701.	.037745

2 Total of line 1, column (d)	2	.248424
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.049685
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	6,435,665.
5 Multiply line 4 by line 3	5	319,756.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,362.
7 Add lines 5 and 6	7	322,118.
8 Enter qualifying distributions from Part XII, line 4	8	316,852.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	4,725.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	4,725.
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	4,725.
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	3,916.	
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	3,916.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	809.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax ☐ Refunded ☐	11		

Part VII-A Statements Regarding Activities

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

N/A

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ▶ N/A				
14	The books are in care of ▶ MARILYN OSHMAN	Telephone no. ▶	713-621-3800	
Located at ▶ P.O. BOX 27969, HOUSTON, TX		ZIP+4 ▶	77227	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶				X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes	☒ No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes	☒ No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes	☒ No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes	☒ No
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes	☒ No
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes	☒ No
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? If "Yes," list the years ▶	☐ Yes	☒ No
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	2b
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes	☒ No
b	If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011)	N/A	3b
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?		X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

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

N/A

☒

5b

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

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

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

6b

X

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 9		0.	0.	0.

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

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

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

0

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

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

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

0

Part IX-A Summary of Direct Charitable Activities

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

Expenses

1 N/A	
	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

Amount

1 N/A	
2	
All other program-related investments. See instructions.	
3	

Total. Add lines 1 through 3

0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	6,470,761.
b	Average of monthly cash balances	1b	62,909.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	6,533,670.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	6,533,670.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	98,005.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,435,665.
6	Minimum investment return. Enter 5% of line 5	6	321,783.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	321,783.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	4,725.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	4,725.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	317,058.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	317,058.
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	317,058.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	316,852.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	316,852.
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	316,852.

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

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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				317,058.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			291,304.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ \$ 316,852.				
a Applied to 2010, but not more than line 2a			291,304.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2011 distributable amount				25,548.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus: Add lines 3f, 4c, and 4e. Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				291,510.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

N/A

- ☐ 4942(j)(3) or ☐ 4942(j)(5)

- (4) Gross investment income

[illegible]

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

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
ACT FOR 8 HOUSTON, TEXAS		PUBLIC	EDUCATIONAL	5,000.
ALLEY THEATRE HOUSTON, TEXAS		PUBLIC	CULTURAL	2,500.
ANTI DEFAMATION LEAGUE HOUSTON, TEXAS		PUBLIC	EDUCATIONAL	3,500.
BALLROOM MARFA MARFA, TEXAS		PUBLIC	EDUCATIONAL	1,000.
BAYLOR COLLEGE OF MEDICINE HOUSTON, TEXAS		PUBLIC	MEDICAL RESEARCH	40,000.
Total	SEE CONTINUATION SHEET(S)			3a 314,950.
b Approved for future payment				
NONE				
Total			3b	0.

Part XVII

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

a Transfers from the reporting foundation to a noncharitable exempt organization of:

(1) Cash

(2) Other assets

b Other transactions:

(1) Sales of assets to a noncharitable exempt organization

(2) Purchases of assets from a noncharitable exempt organization

(3) Rental of facilities, equipment, or other assets

(4) Reimbursement arrangements

(5) Loans or loan guarantees

(6) Performance of services or membership or fundraising solicitations

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

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

	Yes	No
1a(1)		X
1a(2)		X
1b(1)		X
1b(2)		X
1b(3)		X
1b(4)		X
1b(5)		X
1b(6)		X
1c		X

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

☐ Yes ☒ No

b If "Yes," complete the following schedule.

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

**Sign
Here**

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

Signature of officer or trustee

Date _____

Title

May the IRS discuss this return with the preparer shown below (see instr)?

☒ Yes ☐ No**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date

Check ☐ self-employed

PTIN	
------	--

JERROLD M. PAINE

Firm's name ► SPAIN, PRICE, READER & THOMPSON, P.C.

Firm's EIN ▶ 74-1663570

Firm's address ► 2727 ALLEN PARKWAY, SUITE 1850
HOUSTON, TX 77019

Phone no. **713-520-1850**

Form **990-PF** (2011)

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
BAYOU PRESERVATION HOUSTON, TEXAS		PUBLIC	ENVIRONMENTAL	2,000.
BLAFFER GALLERY HOUSTON, TEXAS		PUBLIC	CULTURAL	500.
BLANTON MUSEUM OF ART AUSTIN, TEXAS		PUBLIC	CULTURAL	1,000.
CAESAR KLEBERG WILDLIFE RESEARCH INSTITUTE AT TEXAS A&M UNIVERSITY KINGSVILLE, TX		PUBLIC	ENVIRONMENTAL	500.
CAMP FOR ALL HOUSTON, TEXAS		PUBLIC	YOUTH SERVICES	50,000.
CHILD ADVOCATES HOUSTON, TEXAS		PUBLIC	YOUTH SERVICES	2,000.
CHILDRENS ASSESSMENT CENTER HOUSTON, TEXAS		PUBLIC	YOUTH SERVICES	2,000.
CHILDRENS MUSEUM HOUSTON HOUSTON, TEXAS		PUBLIC	EDUCATIONAL	500.
CORNUDAS MOUNTAIN FOUNDATION EL PASO, TEXAS		PUBLIC	CHARITABLE	10,000.
CONGREGATION EMANU EL HOUSTON, TEXAS		PUBLIC	RELIGIOUS	25,000.
Total from continuation sheets				262,950.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CONTEMPORARY ARTS MUSEUM HOUSTON, TEXAS		PUBLIC	CHARITABLE	1,000.
DISCOVERY GREEN CONSERVANCY HOUSTON, TEXAS		PUBLIC	CHARITABLE	1,500.
DRESS FOR SUCCESS HOUSTON, TEXAS		PUBLIC	CHARITABLE	1,000.
ELVES & MORE SPRING, TX		PUBLIC	CHARITABLE	2,000.
EPISCOPAL HIGH SCHOOL HOUSTON, TEXAS		PUBLIC	EDUCATIONAL	2,000.
FOTOFEST INTERNATIONAL HOUSTON, TEXAS		PUBLIC	CULTURAL	1,000.
GIFT OF LIFE BEAUMONT, TX		PUBLIC	CHARITABLE	250.
GLASSELL SCHOOL OF ART HOUSTON, TEXAS		PUBLIC	EDUCATIONAL	1,000.
HABITAT FOR HUMANITY HOUSTON, TEXAS		PUBLIC	CHARITABLE	1,000.
HERITAGE SOCIETY HOUSTON, TX		PUBLIC	CHARITABLE	500.
Total from continuation sheets				

Part XV **Supplementary Information**

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
HERMANN PARK CONSERVANCY HOUSTON, TEXAS		PUBLIC	CHARITABLE	2,000.
HOLOCAUST MUSEUM HOUSTON, TEXAS		PUBLIC	EDUCATIONAL	2,500.
HOUSTON BALLET HOUSTON, TEXAS		PUBLIC	CULTURAL	6,500.
HOUSTON CENTER FOR CONTEMPORARY CRAFT HOUSTON, TEXAS		PUBLIC	CULTURAL	1,000.
HOUSTON FOOD BANK HOUSTON, TEXAS		PUBLIC	CHARITABLE	5,000.
HOUSTON GRAND OPERA HOUSTON, TEXAS		PUBLIC	CULTURAL	500.
HOUSTON HILLEL HOUSTON, TEXAS		PUBLIC	EDUCATIONAL	500.
HOUSTON MUSEUM OF NATURAL SCIENCE HOUSTON, TEXAS		PUBLIC	EDUCATIONAL	3,500.
HOUSTON PARKS BOARD HOUSTON, TX		PUBLIC	CHARITABLE	2,500.
HOUSTON PUBLIC LIBRARY FOUNDATION HOUSTON, TEXAS		PUBLIC	EDUCATIONAL	1,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
HOUSTON SYMPHONY HOUSTON, TEXAS		PUBLIC	CULTURAL	1,500.
HOUSTON ZOO HOUSTON, TEXAS		PUBLIC	EDUCATIONAL	5,000.
INPRINT, INC. HOUSTON, TEXAS		PUBLIC	EDUCATIONAL	500.
JEWISH COMMUNITY CENTER HOUSTON, TEXAS		PUBLIC	SOCIAL SERVICES	3,000.
JEWISH FAMILY SERVICES HOUSTON, TEXAS		PUBLIC	SOCIAL SERVICES	2,500.
JUVENILE DIABETES RESEARCH FOUNDATION HOUSTON, TEXAS		PUBLIC	MEDICAL RESEARCH	1,000.
KUHF-FM RADIO HOUSTON, TEXAS		PUBLIC	EDUCATIONAL	250.
MEMORIAL PARK CONSERVANCY HOUSTON, TEXAS		PUBLIC	CHARITABLE	20,000.
MENIL FOUNDATION, INC. HOUSTON, TEXAS		PUBLIC	CULTURAL	12,500.
METHODIST HOSPITAL FOUNDATION HOUSTON, TEXAS		PUBLIC	MEDICAL RESEARCH	10,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
MUSEUM OF FINE ARTS HOUSTON HOUSTON, TEXAS		PUBLIC	CULTURAL	2,500.
PERIWINKLE FOUNDATION HOUSTON, TEXAS		PUBLIC	CHARITABLE	5,000.
PLANNED PARENTHOOD GULF COAST HOUSTON, TEXAS		PUBLIC	CHARITABLE	500.
PROJECT ROW HOUSES HOUSTON, TEXAS		PUBLIC	CHARITABLE	500.
SEVEN ACRES JEWISH SENIOR CENTER HOUSTON, TEXAS		PUBLIC	CHARITABLE	1,500.
ST LUKES FRIENDS OF NURSING HOUSTON, TEXAS		PUBLIC	CHARITABLE	2,000.
ST. JOHNS SCHOOL HOUSTON, TEXAS		PUBLIC	EDUCATIONAL	2,500.
STAGES REPERATORY THEATRE HOUSTON, TEXAS		PUBLIC	CULTURAL	1,000.
STAR OF HOPE HOUSTON, TEXAS		PUBLIC	CHARITABLE	2,000.
TEACH FOR AMERICA HOUSTON, TX		PUBLIC	EDUCATIONAL	500.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
TEXAS CHILDRENS HOSPITAL HOUSTON, TX		PUBLIC	MEDICAL RESEARCH	5,000.
TEXAS HEART INSTITUTE HOUSTON, TX		PUBLIC	MEDICAL RESEARCH	1,000.
THE 100 CLUB HOUSTON, TEXAS		PUBLIC	CHARITABLE	1,000.
THE ORANGE SHOW FOUNDATION HOUSTON, TEXAS		PUBLIC	EDUCATIONAL	20,000.
WOMENS CENTER-HOUSTON, TX HOUSTON, TEXAS		PUBLIC	CHARITABLE	2,000.
WOMENS FUND HOUSTON, TX		PUBLIC	CHARITABLE	1,000.
SHRINERS HOSPITAL FOR CHILDREN-GALVESTON GALVESTON, TEXAS		PUBLIC	CHARITABLE	2,500.
SUMBA FOUNDATION SAN CLEMENTE, CALIFORNIA		PUBLIC	CHARITABLE	500.
AUSTIN COMMUNITY FOUNDATION-WOMENS STORYBOOK PROJECT AUSTIN, TEXAS		PUBLIC	CHARITABLE	1,000.
ROBERT M. BEREN ACADEMY HOUSTON, TEXAS		PUBLIC	EDUCATIONAL	10,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
ASIA SOCIETY ASIA HOUSE HOUSTON, TEXAS		PUBLIC	CULTURAL	7,500.
DUCHESNE ACADEMY HOUSTON, TEXAS		PUBLIC	EDUCATIONAL	1,000.
CHARLIE & KATHLEEN DUNNERY CHILDRENS FUND EGREMONT, CUMBRIA U.K.		PUBLIC	CHARITABLE	300.
EMERY WEINER SCHOOL HOUSTON, TEXAS		PUBLIC	EDUCATIONAL	1,000.
LOMA LINDA UNIVERSITY CHILDRENS HOSPITAL LOMA LINDA, CALIFORNIA		PUBLIC	CHARITABLE	150.
MARFA INTERNATIONAL SCHOOL MARFA, TEXAS		PUBLIC	EDUCATIONAL	1,000.
NEIGHBORHOOD CENTERS, INC. HOUSTON, TEXAS		PUBLIC	CHARITABLE	2,500.
RECIPE FOR SUCCESS HOUSTON, TEXAS		PUBLIC	CHARITABLE	1,000.
SOCIETY FOR THE PERFORMING ARTS HOUSTON, TEXAS		PUBLIC	CULTURAL	500.
Total from continuation sheets				

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	ENTERPRISE PRODUCTS PARTNERS	P	VARIOUS	07/01/11
b	1000 SHS ADVANCED BATTERY TECHNOLOGIES	P	VARIOUS	11/16/12
c	300 SHS BP PLC ADR	P	VARIOUS	11/23/12
d	400 SHS COCA COLA	P	VARIOUS	11/23/12
e	2000 SHS ECHELON	P	VARIOUS	07/01/12
f	179 SHS KRAFT FOODS	P	VARIOUS	11/23/12
g	2000 SHS KUNEXT	P	VARIOUS	06/19/12
h	2300 SHS PLUM CREEK TIMBER CO INC.	P	VARIOUS	12/09/11
i	570 SHS WAL-MART STORES INC.	P	VARIOUS	11/23/12
j	CASH IN LIEU	P	VARIOUS	07/01/12
k	551 SHS VECTOR	P	VARIOUS	11/27/12
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 158.			158.
b 282.		3,268.	<2,986.>
c 12,291.		16,058.	<3,767.>
d 14,791.		1,931.	12,860.
e 5,643.		41,016.	<35,373.>
f 7,952.		4,771.	3,181.
g 112.		5,008.	<4,896.>
h 83,276.		14,728.	68,548.
i 38,836.		2,382.	36,454.
j 20.			20.
k 8,808.		9,383.	<575.>
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			158.
b			<2,986.>
c			<3,767.>
d			12,860.
e			<35,373.>
f			3,181.
g			<4,896.>
h			68,548.
i			36,454.
j			20.
k			<575.>
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	73,624.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

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

SOURCE	AMOUNT
CHESAPEAKE GRANITE WASH TRUST	29.
ENTERPRISE PRODUCTS PARTNERS	5.
KINDER MORGAN ENERGY PARTNERS	44.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	78.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
FIDELITY	165,630.	0.	165,630.
KINDER MORGAN ENERGY PARTNERS	19.	0.	19.
TOTAL TO FM 990-PF, PART I, LN 4	165,649.	0.	165,649.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ENTERPRISE PRODUCTS PARTNERS	<584.>	0.	
KINDER MORGAN ENERGY PARTNERS	<3,531.>	0.	
CHESAPEAKE GRANITE WASH TRUST	45.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	<4,070.>	0.	

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	5.	3.		2.
TO FM 990-PF, PG 1, LN 16A	5.	3.		2.

FORM 990-PF	ACCOUNTING FEES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ACCOUNTING FEES	3,800.	1,900.		1,900.	
TO FORM 990-PF, PG 1, LN 16B	3,800.	1,900.		1,900.	

FORM 990-PF	TAXES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAXES	1,186.	1,186.		0.	
FOREIGN TAXES-KINDER MORGAN	2.	2.		0.	
2010 TAXES	1,287.	0.		0.	
2011 ESTIMATED TAXES	3,916.	0.		0.	
TO FORM 990-PF, PG 1, LN 18	6,391.	1,188.		0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
NONDEDUCTIBLE PARTNERSHIP ITEMS	11.	0.		0.	
IDC KINDER MORGAN	150.	0.		0.	
TO FORM 990-PF, PG 1, LN 23	161.	0.		0.	

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
INVESTMENTS-SEE ATTACHED	981,612.	6,507,891.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	981,612.	6,507,891.	

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT	9
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
MARILYN OSHMAN P.O. BOX 27969 HOUSTON, TX 77227	PRESIDENT/TREASURER 0.00	0.	0.	0.
JUDY O. MARGOLIS 1100 UPTOWN PARK BLD. #44 HOUSTON, TX 77056	VICE-PRESIDENT/SECRETARY 0.00	0.	0.	0.
KAREN DESENBURG P.O. BOX 27969 HOUSTON, TX 77227	DIRECTOR 0.00	0.	0.	0.
ANDREW LUBETKIN P.O. BOX 27969 HOUSTON, TX 77227	DIRECTOR 0.00	0.	0.	0.
GARY GERSON 1100 UPTOWN PARK BLD. #44 HOUSTON, TX 77056	DIRECTOR 0.00	0.	0.	0.
JAY GERSON 1100 UPTOWN PARK BLD. #44 HOUSTON, TX 77056	DIRECTOR 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

THE OSHMAN FOUNDATION
INVESTMENTS-CORPORATE STOCK
FYE 11/30/12

	11/30/2012 COST BASIS	11/30/2012 SHARES	11/30/2012 FMV
ADVANCED BATTERY TECHNOLOGIES	0	0	0
ALTRIA GROUP INC	22,049	1,500	50,715
APPLE	51,208	200	117,056
AT&T INC COM	2,256	573	19,556
BAXTER INTL INC	21,136	1,000	66,270
BRISTOL MYERS SQUIBB	49,014	4,000	130,520
CATERPILLAR INC	21,608	300	25,572
CHESAPEAKE GRANITE WASH TR COM	6,447	300	5,598
CHEVRON CORP NEW	35,873	3,080	325,525
COCA COLA CO	21,244	4,400	166,848
ENTERPRISE PRODUCTS PPTNS LP	1,071	500	25,915
EXXON MOBIL CORP	350,853	49,692	4,379,853
FREEPORT MCMORAN COPPER & GOLD	7,808	200	7,802
HEINZ H J CO	28,380	2,000	116,920
KINDER MORGAN	12,391	300	24,453
KINDER MORGAN INC DE COM	11,700	400	13,524
MARATHON OIL CORP	20,751	1,200	37,020
MARATHON PETROLEUM CORP COM	13,287	600	35,724
MCDONALDS	18,608	300	26,112
MONDELEZ INTL INC COM	8,826	538	13,929
OSI SYSTEMS	11,008	400	24,512
PHILLIP MORRIS	50,235	1,500	134,820
ROYAL DUTCH SHELL PLC ADR	40,546	1,000	66,970
SANDRIDGE PERMIAN TRUST COM UNIT	4,384	200	3,468
SANDRIDGE MISSISSIPPIAN TR	6,208	200	3,212
SCHLUMBERGER LTD	31,425	4,000	286,480
TETRA TECH	22,008	1,000	25,760
TOTALS A SPON ADR	44,600	800	40,128
TRANSOCEAN INC ISIN	3,689	270	12,474
WAL-MART STORES INC	16,830	3,500	252,070
WEINGARTEN REALTY INVS SH BEN INT	32,258	1,500	40,770
YUM BRANDS	13,603	400	26,832
WINDSTREAM CORP COM	308	177	1,483
	981,612		6,507,891