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Form 990-PF

## Return of Private Foundation

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

2012

Open to Public  
Inspection

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

For calendar year 2012, or tax year beginning 01-01-2012 , and ending 12-31-2012

Name of foundation ENDOWMENT FOR REGIONAL SUSTAINABILITY SCIENCE		A Employer identification number 20-2028290			
Number and street (or P O box number if mail is not delivered to street address) 24 WATERWAY AVENUE ROOM/SUITE 300		B Telephone number (see instructions) (713) 377-5085			
City or town, state, and ZIP code THE WOODLANDS, TX 77380		C If exemption application is pending, check here <input checked="" type="checkbox"/> <input type="checkbox"/>			
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input checked="" type="checkbox"/> <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input checked="" type="checkbox"/> <input type="checkbox"/>			
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input checked="" type="checkbox"/> <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input checked="" type="checkbox"/> <input type="checkbox"/>			
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) <b>\$ 27,340,300</b>	J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	(Part I, column (d) must be on cash basis.)			
<b>Part I Analysis of Revenue and Expenses</b> (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc , received (attach schedule)					
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		14,383	14,383		
4 Dividends and interest from securities. . . . .		472,662	472,662		
5a Gross rents . . . . .					
b Net rental income or (loss) _____					
6a Net gain or (loss) from sale of assets not on line 10		140,368			
b Gross sales price for all assets on line 6a <b>20,465,534</b>					
7 Capital gain net income (from Part IV, line 2) . . . . .			140,368		
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) (attach schedule) . . . . .					
11 Other income (attach schedule) . . . . .					
12 <b>Total.</b> Add lines 1 through 11 . . . . .		627,413	627,413		
13 Compensation of officers, directors, trustees, etc					
14 Other employee salaries and wages . . . . .					
15 Pension plans, employee benefits . . . . .					
16a Legal fees (attach schedule) . . . . .					
b Accounting fees (attach schedule) . . . . .		3,897		3,897	
c Other professional fees (attach schedule) . . . . .					
17 Interest . . . . .					
18 Taxes (attach schedule) (see instructions)		11,709	2,008		
19 Depreciation (attach schedule) and depletion . . . . .					
20 Occupancy . . . . .					
21 Travel, conferences, and meetings . . . . .					
22 Printing and publications . . . . .					
23 Other expenses (attach schedule) . . . . .					
<b>24 Total operating and administrative expenses.</b>					
Add lines 13 through 23 . . . . .		15,606	2,008		3,897
25 Contributions, gifts, grants paid. . . . .		1,350,000			1,350,000
<b>26 Total expenses and disbursements.</b> Add lines 24 and 25		1,365,606	2,008		1,353,897
27 Subtract line 26 from line 12					
a <b>Excess of revenue over expenses and disbursements</b>		-738,193			
b <b>Net investment income</b> (if negative, enter -0-) . . . . .			625,405		
c <b>Adjusted net income</b> (if negative, enter -0-) . . . . .					

<b>Part III</b> <b>Balance Sheets</b>	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions )	Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>				
1	Cash—non-interest-bearing . . . . .			
2	Savings and temporary cash investments . . . . .	4,378,520	2,159,525	2,159,525
3	Accounts receivable ►			
	Less allowance for doubtful accounts ►			
4	Pledges receivable ►			
	Less allowance for doubtful accounts ►			
5	Grants receivable . . . . .			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions) . . . . .			
7	Other notes and loans receivable (attach schedule) ►			
	1,170,000			
	Less allowance for doubtful accounts ►	1,170,000	1,170,000	1,170,000
8	Inventories for sale or use . . . . .			
9	Prepaid expenses and deferred charges . . . . .			
10a	Investments—U S and state government obligations (attach schedule)			
b	Investments—corporate stock (attach schedule) . . . . .	22,241,467	23,705,476	23,977,290
c	Investments—corporate bonds (attach schedule) . . . . .			
11	Investments—land, buildings, and equipment basis ►			
	Less accumulated depreciation (attach schedule) ►			
12	Investments—mortgage loans . . . . .			
13	Investments—other (attach schedule) . . . . .			
14	Land, buildings, and equipment basis ►			
	Less accumulated depreciation (attach schedule) ►			
15	Other assets (describe ►) . . . . .	20,322	33,485	33,485
16	<b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	27,810,309	27,068,486	27,340,300
<b>Liabilities</b>				
17	Accounts payable and accrued expenses . . . . .	3,629		
18	Grants payable . . . . .			
19	Deferred revenue . . . . .			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule) . . . . .			
22	Other liabilities (describe ►) . . . . .			
23	<b>Total liabilities</b> (add lines 17 through 22) . . . . .	3,629	0	
<b>Net Assets or Fund Balances</b>				
	<b>Foundations that follow SFAS 117, check here ►</b>			
	<b>and complete lines 24 through 26 and lines 30 and 31.</b>			
24	Unrestricted . . . . .			
25	Temporarily restricted . . . . .			
26	Permanently restricted . . . . .			
	<b>Foundations that do not follow SFAS 117, check here ►</b>			
	<b>and complete lines 27 through 31.</b>			
27	Capital stock, trust principal, or current funds . . . . .			
28	Paid-in or capital surplus, or land, bldg , and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds	27,806,680	27,068,486	
30	<b>Total net assets or fund balances</b> (see page 17 of the instructions) . . . . .	27,806,680	27,068,486	
31	<b>Total liabilities and net assets/fund balances</b> (see page 17 of the instructions) . . . . .	27,810,309	27,068,486	

**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	27,806,680
2	Enter amount from Part I, line 27a . . . . .	2	-738,193
3	Other increases not included in line 2 (itemize) ►	3	-1
4	Add lines 1, 2, and 3 . . . . .	4	27,068,486
5	Decreases not included in line 2 (itemize) ►	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	27,068,486

**Part IV Capital Gains and Losses for Tax on Investment Income**

<b>(a)</b> 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>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo., day, yr.)	<b>(d)</b> Date sold (mo., day, yr.)
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<b>1a</b> See Additional Data Table			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

<b>(e)</b> Gross sales price	<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)
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<b>a</b> See Additional Data Table			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

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

<b>(i)</b> FMV as of 12/31/69	<b>(j)</b> Adjusted basis as of 12/31/69	<b>(k)</b> Excess of col (i) over col (j), if any	<b>(l)</b> Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
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<b>a</b> See Additional Data Table			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

<b>2</b> Capital gain net income or (net capital loss)	<b>(l)</b> Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	<b>2</b>	140,368
<b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)		<b>3</b>	98,304

If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8

**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 page 18 of the instructions before making any entries

<b>(a)</b> Base period years Calendar year (or tax year beginning in)	<b>(b)</b> Adjusted qualifying distributions	<b>(c)</b> Net value of noncharitable-use assets	<b>(d)</b> Distribution ratio (col (b) divided by col (c))
2011	1,683,629	29,798,326	0 056501
2010	1,879,984	28,038,810	0 067049
2009	1,118,174	26,965,426	0 041467
2008	1,517,011	31,824,803	0 047668
2007	1,525,459	33,664,080	0 045314

<b>2</b> Total of line 1, column (d).	<b>2</b>	0 257999
<b>3</b> 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	<b>3</b>	0 051600
<b>4</b> Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	<b>4</b>	26,489,897
<b>5</b> Multiply line 4 by line 3.	<b>5</b>	1,366,879
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b).	<b>6</b>	6,254
<b>7</b> Add lines 5 and 6.	<b>7</b>	1,373,133
<b>8</b> Enter qualifying distributions from Part XII, line 4.	<b>8</b>	1,353,897

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 page 18 of the instructions)**

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1	1	12,508
Date of ruling or determination letter _____	(attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b . . . . .	1	12,508
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2. . . . .	3	12,508
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3 If zero or less, enter -0- . . . . .	5	12,508
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	20,322
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	20,322
8	Enter any <b>penalty</b> for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . . . .	9	
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . . . .	10	7,814
11	Enter the amount of line 10 to be <b>Credited to 2013 estimated tax</b> <input type="checkbox"/> 7,814 <b>Refunded</b> <input type="checkbox"/>	11	

**Part VII-A Statements Regarding Activities**

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? . . . . .		<b>Yes</b>	<b>No</b>
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? . . . . .		<b>Yes</b>	<b>No</b>
	<i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>			
1c	Did the foundation file <b>Form 1120-POL</b> for this year? . . . . .		<b>Yes</b>	<b>No</b>
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year			
	(1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . .		<b>Yes</b>	<b>No</b>
	<i>If "Yes," attach a detailed description of the activities.</i>			
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i> . . . . .		<b>Yes</b>	<b>No</b>
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .		<b>Yes</b>	<b>No</b>
b	If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year? . . . . .		<b>Yes</b>	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . .		<b>Yes</b>	<b>No</b>
	<i>If "Yes," attach the statement required by General Instruction T.</i>			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either			
	● 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? . . . . .		<b>Yes</b>	
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>		<b>Yes</b>	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions)			
	<input type="checkbox"/> TX			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation.</i>		<b>Yes</b>	
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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i> . . . . .		<b>Yes</b>	<b>No</b>
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		<b>Yes</b>	<b>No</b>

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

11		No
12		No
13		

Website address ► N/A

14	The books are in care of ► JOHN B PLANCHARD	Telephone no ► (713) 377-5017
	Located at ► 24 WATERWAY AVENUE SUITE 300 THE WOODLANDS TX	ZIP +4 ► 77380

15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> —Check here . . . . . ►	15
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16	At any time during calendar year 2012, 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
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See instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ►

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ► Yes <input checked="" type="checkbox"/> No		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ► Yes <input checked="" type="checkbox"/> No		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ► Yes <input checked="" type="checkbox"/> No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ► Yes <input checked="" type="checkbox"/> No		
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ► Yes <input checked="" type="checkbox"/> No		
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ► Yes <input checked="" type="checkbox"/> No		
1b	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 page 20 of the instructions)? . . . . . Organizations relying on a current notice regarding disaster assistance check here. . . . . ►		
1c	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 2012? . . . . .		
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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? . . . . . ► Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► 20____, 20____, 20____, 20____		
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) . . . . .		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20____, 20____, 20____, 20____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? . . . . . ► Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2012 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 2012). . . . .		
3b			
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? . . . . .		No
4b	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 2012? . . . . .		No

**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 <b>(1)</b> Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? . . . . . <b>(2)</b> Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? . . . . . <b>(3)</b> Provide a grant to an individual for travel, study, or other similar purposes? . . . . . <b>(4)</b> Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions). . . . . <b>(5)</b> Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b	If any answer is "Yes" to 5a(1)–(5), did <b>any</b> 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)? . . . . . Organizations relying on a current notice regarding disaster assistance check here. . . . . <input checked="" type="checkbox"/>		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? . . . . .	<input type="checkbox"/> Yes <input type="checkbox"/> No	
<p><i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i></p>			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . . . <i>If "Yes" to 6b, file Form 8870.</i>		6b No
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? . . . . .		7b

## **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**

1. List all officers, directors, trustees, foundation managers and their compensation (see instructions).

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

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

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

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

**Part IX-A Summary of Direct Charitable Activities**

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

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments. See page 24 of the instructions	
3	
Total. Add lines 1 through 3. . . . .	▶

**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. . . . .	<b>1a</b> 19,855,371
b	Average of monthly cash balances. . . . .	<b>1b</b> 7,037,925
c	Fair market value of all other assets (see instructions). . . . .	<b>1c</b> 0
d	<b>Total</b> (add lines 1a, b, and c). . . . .	<b>1d</b> 26,893,296
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). . . . .	<b>1e</b>
2	Acquisition indebtedness applicable to line 1 assets. . . . .	<b>2</b>
3	Subtract line 2 from line 1d. . . . .	<b>3</b> 26,893,296
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	<b>4</b> 403,399
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	<b>5</b> 26,489,897
6	<b>Minimum investment return.</b> Enter 5% of line 5. . . . .	<b>6</b> 1,324,495

**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. . . . .	<b>1</b> 1,324,495
2a	Tax on investment income for 2012 from Part VI, line 5. . . . .	<b>2a</b> 12,508
b	Income tax for 2012 (This does not include the tax from Part VI ). . . . .	<b>2b</b>
c	Add lines 2a and 2b. . . . .	<b>2c</b> 12,508
3	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	<b>3</b> 1,311,987
4	Recoveries of amounts treated as qualifying distributions. . . . .	<b>4</b>
5	Add lines 3 and 4. . . . .	<b>5</b> 1,311,987
6	Deduction from distributable amount (see instructions). . . . .	<b>6</b>
7	<b>Distributable amount</b> as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. . . . .	<b>7</b> 1,311,987

**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. . . . .	<b>1a</b> 1,353,897
b	Program-related investments—total from Part IX-B. . . . .	<b>1b</b>
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes. . . . .	<b>2</b>
3	Amounts set aside for specific charitable projects that satisfy the	
a	Suitability test (prior IRS approval required). . . . .	<b>3a</b>
b	Cash distribution test (attach the required schedule). . . . .	<b>3b</b>
4	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b> 1,353,897
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions). . . . .	<b>5</b>
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4. . . . .	<b>6</b> 1,353,897

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

**Part XIII Undistributed Income (see instructions)**

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
<b>1</b> Distributable amount for 2012 from Part XI, line 7				1,311,987
<b>2</b> Undistributed income, if any, as of the end of 2012				
<b>a</b> Enter amount for 2011 only. . . . .				
<b>b</b> Total for prior years 20____, 20____, 20____				
<b>3</b> Excess distributions carryover, if any, to 2012				
<b>a</b> From 2007. . . . .				
<b>b</b> From 2008. . . . .				
<b>c</b> From 2009. . . . .				
<b>d</b> From 2010. . . . .	487,195			
<b>e</b> From 2011. . . . .	202,195			
<b>f Total of lines 3a through e. . . . .</b>	689,390			
<b>4</b> Qualifying distributions for 2012 from Part XII, line 4 ► \$ _____ 1,353,897				
<b>a</b> Applied to 2011, but not more than line 2a				
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions). . . . .				
<b>c</b> Treated as distributions out of corpus (Election required—see instructions). . . . .				
<b>d</b> Applied to 2012 distributable amount. . . . .				1,311,987
<b>e</b> Remaining amount distributed out of corpus	41,910			
<b>5</b> Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)				
<b>6</b> <b>Enter the net total of each column as indicated below:</b>	731,300			
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5				
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b . . . . .				
<b>c</b> 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. . . . .				
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions . . . . .				
<b>e</b> Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions . . . . .				
<b>f</b> Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013 . . . . .				0
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . .				
<b>8</b> Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . . . .				
<b>9</b> <b>Excess distributions carryover to 2013.</b> Subtract lines 7 and 8 from line 6a . . . . .	731,300			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2008. . . . .				
<b>b</b> Excess from 2009. . . . .				
<b>c</b> Excess from 2010. . . . .	487,195			
<b>d</b> Excess from 2011. . . . .	202,195			
<b>e</b> Excess from 2012. . . . .	41,910			

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

1a	If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling.			
b	Check box to indicate whether the organization is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)			
2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.			
b	85% of line 2a.			
c	Qualifying distributions from Part XII, line 4 for each year listed.			
d	Amounts included in line 2c not used directly for active conduct of exempt activities.			
e	Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c.			
3	Complete 3a, b, or c for the alternative test relied upon			
a	"Assets" alternative test—enter			
(1)	Value of all assets.			
(2)	Value of assets qualifying under section 4942(j)(3)(B)(i).			
b	"Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.			
c	"Support" alternative test—enter			
(1)	Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).			
(2)	Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(III).			
(3)	Largest amount of support from an exempt organization			
(4)	Gross investment income			

**Part XV Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see instructions.)****1 Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2) )

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

**2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here  if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed

JOHN B PLANCHARD  
24 WATERWAY AVE  
SUITE 300  
THE WOODLANDS, TX 77380  
(713) 377-5085

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

c Any submission deadlines

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	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a Paid during the year</b>				
HOUSTON ADVANCED RESEARCH 4800 RESEARCH FOREST DR THE WOODLANDS, TX 77380		501(C)(3)	IMPROVE HUMAN & ECOSYSTEM WELL-BEING	750,000
HOUSTON ADVANCED RESEARCH 4800 RESEARCH FOREST DR THE WOODLANDS, TX 77380		501(C)(3)	IMPROVE HUMAN & ECOSYSTEM WELL-BEING	600,000
<b>Total</b>				1,350,000
<b>b Approved for future payment</b>				
<b>Total</b>				► 3b

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income	Excluded by section 512, 513, or 514	(e) Related or exempt function income (See instructions )	
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount
<b>1</b>	<b>Program service revenue</b>				
<b>a</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
<b>f</b>					
<b>g</b>	<b>Fees and contracts from government agencies</b>				
<b>2</b>	<b>Membership dues and assessments.</b>				
<b>3</b>	<b>Interest on savings and temporary cash investments</b>			14	14,383
<b>4</b>	<b>Dividends and interest from securities.</b>				472,662
<b>5</b>	<b>Net rental income or (loss) from real estate</b>				
<b>a</b>	<b>Debt-financed property.</b>				
<b>b</b>	<b>Not debt-financed property.</b>				
<b>6</b>	<b>Net rental income or (loss) from personal property</b>				
<b>7</b>	<b>Other investment income.</b>				
<b>8</b>	<b>Gain or (loss) from sales of assets other than inventory</b>				140,368
<b>9</b>	<b>Net income or (loss) from special events</b>				
<b>10</b>	<b>Gross profit or (loss) from sales of inventory.</b>				
<b>11</b>	<b>Other revenue</b> <b>a</b>				
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
<b>12</b>	<b>Subtotal Add columns (b), (d), and (e).</b>			14,383	613,030
<b>13</b>	<b>Total.</b> Add line 12, columns (b), (d), and (e). (See worksheet in line 13 instructions to verify calculations.)			13	627,413

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



**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d**

<b>(a)</b> 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>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo, day, yr)	<b>(d)</b> Date sold (mo, day, yr)
10,000 SHS EMERSON ELECTRIC	P	2012-05-02	2012-08-16
15,000 SHS ORACLE	P	2011-02-04	2012-02-17
217 353 SHS HEALTH CARE SPDR	P	2011-03-30	2012-02-24
5,097 894 SHS UNITED HEALTH	P	2011-04-26	2012-02-03
76 818 SHS CVS CAREMARK	P	2011-10-01	2012-09-07
1,500 SHS BIOTECH ETF	P	2008-04-14	2012-02-02
15,107 43 SHS DOW CHEMICAL	P	2011-02-01	2012-09-06
248 196 SHS SECTOR MATERIALS SELEC	P	2011-03-29	2012-02-24
528 97 SHS DU PONT E I DE NEMOURS	P	2011-12-01	2012-11-29
8,000 SHS WAL-MART	P	2011-12-05	2012-07-03
10,000 SHS AGILENT	P	2011-04-26	2012-02-17
15,183 356 SHS INDUSTRIAL SPDR	P	2011-06-01	2012-02-15
278 420 SHS NUCOR	P	2011-11-11	2012-09-06
54 076 SHS HALLIBURTON	P	2011-06-01	2012-02-24
8,054 428 SHS LOWES COMPANIES	P	2011-08-01	2012-09-14
10,000 SHS HALLIBURTON	P	2011-02-04	2012-02-24
198 505 SHS COMCAST	P	2011-10-01	2012-09-14
3,000 SHS AIR PRODUCTS	P	2010-04-16	2012-03-14
55 382 SHS PHILLIPS 66	P	2011-09-01	2012-08-17
90 462 SHS ORACLE	P	2011-06-01	2012-02-17
10,000 SHS UNITED HEALTH	P	2011-04-26	2012-02-03
2,000 SHS AMAZON	P	2010-04-14	2012-02-02
3,000 SHS AMAZON	P	2012-05-02	2012-08-30
6,000 SHS WALT DISNEY	P	2011-09-01	2012-09-14
93 461 SHS WALT DISNEY	P	2011-10-01	2012-09-14
10,000 SHS WALGREEN	P	2011-02-04	2012-02-17
2,000 SHS AMAZON	P	2012-04-27	2012-09-13
3,000 SHS INTERNATIONAL BUSINESS MA	P	2011-12-05	2012-09-14
6,074 314 SHS EXXON MOBIL	P	2011-11-01	2012-12-20
CASH IN LIEU - KRAFT FOODS	P	2011-09-01	2012-10-09

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d**

<b>(a)</b> 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>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo, day, yr)	<b>(d)</b> Date sold (mo, day, yr)
10,000 SHS CBS	P	2012-04-27	2012-09-07
2,000 SHS SPDR SERIES - BIOTECH (XBI)	P	2008-04-14	2012-01-26
3,016 674 SHS CATERPILLAR	P	2011-08-01	2012-09-14
6,100 389 SHS FREEPORT MCMORAN	P	2011-06-01	2012-02-17
10,000 SHS DENTSPLY INT	P	2012-04-27	2012-09-14
2,000 001 SHS PHILLIPS 66	P	2010-04-09	2012-08-17
358 448 SHS DOW CHEMICAL	P	2011-10-28	2012-09-06
61 292 SHS AIR PRODUCTS	P	2011-06-01	2012-03-14
10,0000 SHS FAMILY DOLLAR STORES	P	2012-04-27	2012-12-20
2,300 SHS GOLD SHARES	P	2008-04-18	2012-02-10
4,000 SHS EMERSON ELECTRIC COMPANY	P	2010-04-13	2012-02-17
63 177 SHS EMERSON ELECTRIC COMPANY	P	2011-06-01	2012-02-17
10,044 873 SHS COMCAST	P	2011-02-01	2012-09-07
20,000 SHS HEALTH CARE SPDR	P	2011-03-30	2012-02-10
4,022 765 SHS BAXTER INT'L	P	2012-04-02	2012-04-27
7,000 SHS PROSHARES	P	2011-04-01	2012-02-10
10,110 479 SHS NUCOR	P	2011-01-13	2012-09-06
20,000 SHS SECTOR MATERIALS SELECT	P	2011-04-01	2012-02-10
4,061 92 SHS DEERE & COMPANY	P	2011-06-01	2012-02-17
7,000 SHS O'REILLY AUTOMOTIVE	P	2012-05-02	2012-09-06
104 139 SHS JP MORGAN CHASE	P	2011-10-31	2012-09-13
20,000 SHS ISHARES MSCI EMERGING MAR	P	2011-04-01	2012-09-06
42 895 SHS CATERPILLAR	P	2011-11-21	2012-09-14
7,024 006 SHS CVS CAREMARK	P	2011-08-01	2012-09-07
13,000 SHS RED HAT, INC	P	2012-04-27	2012-08-17
20,181 057 SHS CONSUMER DISCRETIONA	P	2011-06-01	2012-02-10
437 496 SHS ISHARES MSCI EMERGING MA	P	2011-12-29	2012-09-06
7,082 371 SHS ARCHER DANIELS MIDLAN	P	2011-03-01	2012-02-17
130 36 SHS WALGREEN	P	2011-06-01	2012-02-17
20,182 793 SHS DU PONT E I DE NEMOU	P	2011-09-12	2012-11-29

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d**

<b>(a)</b> 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>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo, day, yr)	<b>(d)</b> Date sold (mo, day, yr)
5,031 113 SHS JP MORGAN CHASE	P	2011-08-01	2012-09-13
71 86 SHS BAXTER INT'L	P	2011-10-03	2012-04-27
133 412 SHS LOWES COMPANIES	P	2011-11-02	2012-09-14
20,320 735 SHS CONSUMER STAPLES	P	2011-03-29	2012-02-10
5,070 242 SHS MCDONALDS	P	2011-04-08	2012-02-10
76 184 SHS EXXON MOBIL	P	2011-10-01	2012-12-20

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h**

<b>(e) Gross sales price</b>	<b>(f) Depreciation allowed (or allowable)</b>	<b>(g) Cost or other basis plus expense of sale</b>	<b>(h) Gain or (loss) (e) plus (f) minus (g)</b>
519,888		527,907	-8,019
430,342		495,750	-65,408
7,858		7,334	524
261,011		245,932	15,079
3,531		3,173	358
119,023		91,451	27,572
440,991		551,097	-110,106
9,365		8,194	1,171
23,073		25,457	-2,384
559,987		471,119	88,868
430,992		496,792	-65,800
559,951		568,301	-8,350
10,547		11,144	-597
2,102		1,802	300
236,634		209,268	27,366
388,693		456,260	-67,567
7,021		5,568	1,453
272,235		224,970	47,265
2,336		1,832	504
2,595		4,085	-1,490
512,084		418,822	93,262
354,412		278,656	75,756
748,393		683,618	64,775
316,313		219,899	96,414
4,927		3,600	1,327
346,894		416,095	-69,201
705,084		713,100	-8,016
620,253		560,807	59,446
538,904		559,866	-20,962
16			16

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h**

<b>(e) Gross sales price</b>	<b>(f) Depreciation allowed (or allowable)</b>	<b>(g) Cost or other basis plus expense of sale</b>	<b>(h) Gain or (loss) (e) plus (f) minus (g)</b>
367,692		344,853	22,839
150,937		121,935	29,002
284,164		196,077	88,087
262,007		352,761	-90,754
376,393		412,979	-36,586
84,378		50,374	34,004
10,463		11,425	-962
5,562		5,257	305
636,493		694,408	-57,915
384,577		208,529	176,048
205,836		204,040	1,796
3,251		2,993	258
349,234		231,624	117,610
715,658		661,800	53,858
222,096		240,152	-18,056
662,433		592,124	70,309
382,994		455,325	-72,331
738,239		788,200	-49,961
339,286		393,730	-54,444
594,743		745,277	-150,534
4,269		4,054	215
793,000		952,400	-159,400
4,041		4,182	-141
322,829		263,642	59,187
772,443		791,920	-19,477
851,748		788,961	62,787
17,342		16,393	949
221,180		256,029	-34,849
4,522		4,514	8
880,354		1,019,833	-139,479

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h**

<b>(e) Gross sales price</b>	<b>(f) Depreciation allowed (or allowable)</b>	<b>(g) Cost or other basis plus expense of sale</b>	<b>(h) Gain or (loss) (e) plus (f) minus (g)</b>
206,221		240,249	-34,028
2,710		2,587	123
3,920		3,404	516
660,208		606,736	53,472
502,097		388,164	113,933
6,759		6,336	423

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l**

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

**(l) Gains (Col (h) gain minus  
col (k), but not less than -0-) or  
Losses (from col (h))**

<b>(i) F M V as of 12/31/69</b>	<b>(j) Adjusted basis as of 12/31/69</b>	<b>(k) Excess of col (i) over col (j), if any</b>	<b>(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))</b>
			-8,019
			-65,408
			524
			15,079
			358
			27,572
			-110,106
			1,171
			-2,384
			88,868
			-65,800
			-8,350
			-597
			300
			27,366
			-67,567
			1,453
			47,265
			504
			-1,490
			93,262
			75,756
			64,775
			96,414
			1,327
			-69,201
			-8,016
			59,446
			-20,962
			16

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - I**

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

**(I) Gains (Col (h) gain minus  
col (k), but not less than -0-) or  
Losses (from col (h))**

<b>(i) F M V as of 12/31/69</b>	<b>(j) Adjusted basis as of 12/31/69</b>	<b>(k) Excess of col (i) over col (j), if any</b>	<b>(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))</b>
			22,839
			29,002
			88,087
			-90,754
			-36,586
			34,004
			-962
			305
			-57,915
			176,048
			1,796
			258
			117,610
			53,858
			-18,056
			70,309
			-72,331
			-49,961
			-54,444
			-150,534
			215
			-159,400
			-141
			59,187
			-19,477
			62,787
			949
			-34,849
			8
			-139,479

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l**

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			<b>(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))</b>
<b>(i) F M V as of 12/31/69</b>	<b>(j) Adjusted basis as of 12/31/69</b>	<b>(k) Excess of col (i) over col (j), if any</b>	
			-34,028
			123
			516
			53,472
			113,933
			423

**Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation**

<b>(a) Name and address</b>	<b>(b) Title, and average hours per week devoted to position</b>	<b>(c) Compensation (If not paid, enter -0-)</b>	<b>(d) Contributions to employee benefit plans and deferred compensation</b>	<b>(e) Expense account, other allowances</b>
BARRY E LEAVITT 	DIR/PRES 0 00	0	0	0
24 WATERWAY AVENUE SUITE 300 THE WOODLANDS, TX 77380				
JOHN B PLANCHARD 	VP/SEC/TREAS 0 00	0	0	0
24 WATERWAY AVENUE SUITE 300 THE WOODLANDS, TX 77380				
MARILU HESTINGS 	DIRECTOR 0 00	0	0	0
4800 RESEARCH FOREST DR THE WOODLANDS, TX 77380				
KATHERINE LORENZ 	DIRECTOR 0 00	0	0	0
24 WATERWAY AVENUE SUITE 300 THE WOODLANDS, TX 77380				
JONATHAN ZONIS 	DIRECTOR 0 00	0	0	0
29/F JARDINE HOUSE HONG KONG, HONG KONG HK				
DIETRICH SCHEDER-BIESCHIN 	DIRECTOR 0 00	0	0	0
VORSETZIN 50 20459 HAMBURG, GERMANY GM				

## TY 2012 Accounting Fees Schedule

**Name:** ENDOWMENT FOR REGIONAL

SUSTAINABILITY SCIENCE

**EIN:** 20-2028290

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PROF SERV - ACCOUNTING	3,897			3,897

## TY 2012 Compensation Explanation

**Name:** ENDOWMENT FOR REGIONAL  
SUSTAINABILITY SCIENCE  
**EIN:** 20-2028290

Person Name	Explanation
BARRY E LEAVITT	
JOHN B PLANCHARD	
MARILU HESTINGS	
KATHERINE LORENZ	
JONATHAN ZONIS	
DIETRICH SCHEDER-BIESCHIN	

## TY 2012 Investments Corporate Stock Schedule

**Name:** ENDOWMENT FOR REGIONAL  
SUSTAINABILITY SCIENCE

**EIN:** 20-2028290

Name of Stock	End of Year Book Value	End of Year Fair Market Value
DEVON STOCK	753,668	1,053,364
OTHER EQUITIES	22,951,808	22,923,926

## TY 2012 Other Assets Schedule

**Name:** ENDOWMENT FOR REGIONAL

SUSTAINABILITY SCIENCE

**EIN:** 20-2028290

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
DIVIDEND RECEIVABLE		22,864	22,864
FEDERAL TAX DEPOSIT	20,322	10,621	10,621

## TY 2012 Other Increases Schedule

**Name:** ENDOWMENT FOR REGIONAL  
SUSTAINABILITY SCIENCE  
**EIN:** 20-2028290

Description	Amount
ROUNDING	-1

## TY 2012 Other Notes/Loans Receivable Short Schedule

**Name:** ENDOWMENT FOR REGIONAL  
SUSTAINABILITY SCIENCE  
**EIN:** 20-2028290

Name of 501(c)(3) Organization	Balance Due
HARC LINE OF CREDIT	1,170,000
ACCRUED INTEREST ON HARC LOC	

## TY 2012 Taxes Schedule

**Name:** ENDOWMENT FOR REGIONAL  
SUSTAINABILITY SCIENCE  
**EIN:** 20-2028290

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
SECTION 4940 TAXES	9,701			
FOREIGN TAXES PAID	2,008	2,008		