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Form

990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

Treated as a Private Foundation

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

OMB No 1545-0052

2012

Open to Public Inspection

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

Name of foundation THE WOODFOREST CHARITABLE FOUNDATION		A Employer identification number 20-2516951	
Number and street (or P O box number if mail is not delivered to street address) 1330 LAKE ROBBINS DRIVE NO 100		B Telephone number (see instructions) (832) 375-2543	
City or town, state, and ZIP code THE WOODLANDS, TX 77380		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <div><input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change</div> <div><input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change</div>		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <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 type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) <input checked="" type="checkbox"/> \$ 23,352,014	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.)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	6,889,256			
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	140	140		
	4 Dividends and interest from securities.	253,847	253,847		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	310,542			
	b Gross sales price for all assets on line 6a _____ 8,014,165				
	7 Capital gain net income (from Part IV , line 2)		310,542		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	54,525	54,525	0	
	12 Total. Add lines 1 through 11	7,508,310	619,054	0	
	13 Compensation of officers, directors, trustees, etc	0	0	0	0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	24,631	12,315	0	12,316
	c Other professional fees (attach schedule)	45,327	45,327	0	0
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	1,958	0	0	0
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	22,806	3,790	3,909	15,107
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	94,722	61,432	3,909	27,423
	25 Contributions, gifts, grants paid	763,235			763,235
	26 Total expenses and disbursements. Add lines 24 and 25	857,957	61,432	3,909	790,658
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	6,650,353			
	b Net investment income (if negative, enter -0-)		557,622		
	c Adjusted net income (if negative, enter -0-)			0	

Part II

Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	-1	
	2	Savings and temporary cash investments	8,556,050	16,373,399
	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) ▶ _____ 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 (attach schedule)		
	b	Investments—corporate stock (attach schedule)	8,703,393	6,928,659
	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) ▶ _____		
Liabilities	15	Other assets (describe ▶ _____)		
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	17,259,442	23,302,058
	17	Accounts payable and accrued expenses		
	18	Grants payable		
	19	Deferred revenue		
	20	Loans from officers, directors, trustees, and other disqualified persons		
	21	Mortgages and other notes payable (attach schedule)		
	22	Other liabilities (describe ▶ _____)		
	23	Total liabilities (add lines 17 through 22)	0	0
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.		
	24	Unrestricted		
	25	Temporarily restricted		
	26	Permanently restricted		
		Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.		
	27	Capital stock, trust principal, or current funds	0	0
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0
	29	Retained earnings, accumulated income, endowment, or other funds	17,259,442	23,302,058
	30	Total net assets or fund balances (see page 17 of the instructions)	17,259,442	23,302,058
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	17,259,442	23,302,058

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	17,259,442
2	Enter amount from Part I, line 27a	2	6,650,353
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	23,909,795
5	Decreases not included in line 2 (itemize) ▶ _____	5	607,737
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	23,302,058

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)
1 a	RAYMOND JAMES 5715	P	2012-01-01	2012-12-31
b	RAYMOND JAMES 5715	P	2011-01-01	2012-12-31
c	RAYMOND JAMES 2174	P	2012-01-01	2012-12-31
d	RAYMOND JAMES 2174	P	2011-01-01	2012-12-31
e	MORGAN STANLEY 7912	P	2012-01-01	2012-12-31

(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 2,173,170		2,148,363	24,807
b 1,240,681		1,059,446	181,235
c 1,388,163		1,432,991	-44,828
d 768,831		733,861	34,970
e 2,443,320		2,328,962	114,358

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))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			24,807
b			181,235
c			-44,828
d			34,970
e			114,358

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	310,542
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 }		3	

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

(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))
2011	542,280	13,537,039	0 040059
2010	563,699	9,769,330	0 057701
2009	418,589	7,676,741	0 054527
2008	230,027	5,219,400	0 044072
2007	106,759	3,126,121	0 034151

2	Total of line 1, column (d).	2	0 230510
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	0 046102
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	17,783,423
5	Multiply line 4 by line 3.	5	819,851
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	5,576
7	Add lines 5 and 6.	7	825,427
8	Enter qualifying distributions from Part XII, line 4.	8	790,658

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 VIExcise 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			
		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	11,152
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	11,152
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	11,152
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	2,720	
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	2,720
8		Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached		8	
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	8,432
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 2013 estimated tax <input type="checkbox"/>	Refunded <input type="checkbox"/>	11	

Part VII-AStatements 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?		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?			No
	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.			
c	Did the foundation file Form 1120-POL for this year?.	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ 0 (2) On foundation managers <input type="checkbox"/> \$ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 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.	2		No
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	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?.	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?.	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5		No
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?	6	Yes	
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	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> TX, VA, NC, OH, PA, WV, IL, MD, AL, SC, NY, KY, MS, LA, GA, FL			
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 .	8b	Yes	
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)? If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ►WWW.WOODFORESTCHARITABLEFOUNDATION.ORG				
14	The books are in care of ►VICKI RICHMOND Telephone no ►(832) 375-2543 Located at ►1330 LAKE ROBBINS DR 100 THE WOODLANDS TX ZIP +4 ►77380			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ► <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ► 15			
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		No
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?. . . Organizations relying on a current notice regarding disaster assistance check here. ► <input type="checkbox"/>	1b		No
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 2012?.	1c		No
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?. <input type="checkbox"/> 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).	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 ► 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?. <input type="checkbox"/> 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?	4a		No
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 2012?	4b		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			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions).	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	5b		
	Organizations relying on a current notice regarding disaster assistance check here.	<input checked="" type="checkbox"/>		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	<input type="checkbox"/> Yes <input type="checkbox"/> No		
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		No
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	7b		

Part VIII

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ROBERT E MARLING JR	PRESIDENT	0	0	0
1330 LAKE ROBBINS 100 THE WOODLANDS, TX 77380	2 00			
KIM MARLING	VP & EXEC DIRECTOR	0	0	0
1330 LAKE ROBBINS 100 THE WOODLANDS, TX 77380	30 00			
VICKI RICHMOND	TREASURER/SECRETARY	0	0	0
1330 LAKE ROBBINS 100 THE WOODLANDS, TX 77380	10 00			
DR DAVID GOTTLIEB	DIRECTOR	0	0	0
1330 LAKE ROBBINS 100 THE WOODLANDS, TX 77380	10 00			
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000.				0

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.		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	
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	
2	
All other program-related investments. See page 24 of the instructions.	
3	
Total. Add lines 1 through 3.	0

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	5,919,716
b	Average of monthly cash balances.	1b	12,134,521
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	18,054,237
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	18,054,237
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	270,814
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	17,783,423
6	Minimum investment return. Enter 5% of line 5.	6	889,171

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	889,171
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	11,152
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	11,152
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	878,019
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	878,019
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	878,019

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	790,658
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	790,658
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	790,658
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
1 Distributable amount for 2012 from Part XI, line 7				878,019
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			151,865	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007.				
b From 2008.				
c From 2009.				
d From 2010.				
e From 2011.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 790,658				
a Applied to 2011, but not more than line 2a			151,865	
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 2012 distributable amount.				638,793
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2012 (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 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013.				239,226
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).	0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions). . . .	0			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a.	0			
10 Analysis of line 9				
a Excess from 2008. . . .				
b Excess from 2009. . . .				
c Excess from 2010. . . .				
d Excess from 2011. . . .				
e Excess from 2012. . . .				

Part XIVPrivate 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 4942(j)(3) or 4942(j)(5)

☐ 4942(j)(3) or ☐ 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.	Tax year	Prior 3 years			(e) Total
		(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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 XVSupplementary 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 of the person to whom applications should be addressed

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)				
a Paid during the year See Additional Data Table				
Total			3a	763,235
b Approved for future payment				
Total			3b	0

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	
1	Program service revenue					
a	_____					
b	_____					
c	_____					
d	_____					
e	_____					
f	_____					
g	Fees and contracts from government agencies					
2	Membership dues and assessments. . . .					
3	Interest on savings and temporary cash investments			14	140	
4	Dividends and interest from securities. . . .			14	253,847	
5	Net rental income or (loss) from real estate					
a	Debt-financed property.					
b	Not debt-financed property.					
6	Net rental income or (loss) from personal property					
7	Other investment income.			14	54,525	
8	Gain or (loss) from sales of assets other than inventory	900001	310,542			
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory. .					
11	Other revenue a _____					
b	_____					
c	_____					
d	_____					
e	_____					
12	Subtotal Add columns (b), (d), and (e). .		310,542		308,512	0
13	Total. Add line 12, columns (b), (d), and (e).			13		619,054

[illegible]

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?		Yes	No
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash.	1a(1)		No
	(2) Other assets.	1a(2)		No
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
	(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
	(3) Rental of facilities, equipment, or other assets.	1b(3)		No
	(4) Reimbursement arrangements.	1b(4)		No
	(5) Loans or loan guarantees.	1b(5)		No
	(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No
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.			

[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

**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 or fiduciary) is based on all information of which preparer has any knowledge.

***** 2013-05-02 *****

Signature of officer or trustee _____ Date _____ Title _____

May the IRS discuss this return with the preparer shown below (see instr.)? ☒ Yes ☐ No

May the IRS discuss this return with the preparer shown below (see instr)? ☒ **Yes** ☐ **No**

**Paid
Preparer
Use
Only**

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed <input checked="checked" type="checkbox"/>	PTIN P00022688
	MIKE KARLINS CPA	MIKE KARLINS CPA	2013-05-02		
	Firm's name <input type="checkbox"/>	KARLINS RAMEY & TOMPKINS LLC		Firm's EIN <input type="checkbox"/> 26-1357206	
		8505 TECHNOLOGY FOREST PL SUITE 702			
Firm's address <input type="checkbox"/>	THE WOODLANDS, TX 77380			Phone no (281) 364-0245	

Form 990PF Part XV Line 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)				
a <i>Paid during the year</i>				
ACTS - ACTION IN COMMUNITY THROUGH SERVICE PO BOX 740169 DUMFRIES,VA 22026	N/A	N/A	SUPPORT GENERAL PROGRAMS	1,270
AKRON - CANTON REGIONAL FOODBANK 350 OPPORTUNITY PARKWAY AKRON,OH 443072234	N/A	N/A	SUPPORT GENERAL PROGRAMS	3,400
ATLANTA COMMUNITY FOOD BANK 732 JOSEPH E LOWERY BLVD NW ATLANTA,GA 30318	N/A	N/A	SUPPORT GENERAL PROGRAMS	440
BAY AREA FOOD BANK - ALABAMA 5248 MOBILE SOUTH STREET THEODORE,AL 36582	N/A	N/A	SUPPORT GENERAL PROGRAMS	1,830
BAY AREA FOOD BANK - FLORIDA 5248 MOBILE SOUTH STREET THEODORE,AL 36582	N/A	N/A	SUPPORT GENERAL PROGRAMS	270
BAY AREA FOOD BANK - MISSISSIPPI 5248 MOBILE SOUTH STREET THEODORE,AL 36582	N/A	N/A	SUPPORT GENERAL PROGRAMS	1,335
BLUE RIDGE AREA FOOD BANK 96 LAUREL HILL ROAD VERONA,VA 244820937	N/A	N/A	SUPPORT GENERAL PROGRAMS	6,330
BOYS AND GIRLS COUNTRY OF HOUSTON INC 18806 ROBERTS ROAD HOCKLEY,TX 77447	N/A	N/A	SUPPORT GENERAL PROGRAMS	27,500
BRIDGEWOOD FARMS INC 11680 ROSE ROAD CONROE,TX 77303	N/A	N/A	SUPPORT GENERAL PROGRAMS	5,000
CAPITAL AREA FOOD BANK - MARYLAND 645 TAYLOR STREET NE WASHINGTON,DC 20017	N/A	N/A	SUPPORT GENERAL PROGRAMS	370
CAPITAL AREA FOOD BANK - AUSTIN 8201 S CONGRESS AVENUE AUSTIN,TX 78745	N/A	N/A	SUPPORT GENERAL PROGRAMS	4,540
CENTRAL ILLINOIS FOOD BANK PO BOX 8228 2000 EAST MOFFAT SPRINGFIELD,IL 62791	N/A	N/A	SUPPORT GENERAL PROGRAMS	1,885
CENTRAL PENNSYLVANIA FOOD BANK 3908 COREY ROAD HARRISBURG,PA 171095929	N/A	N/A	SUPPORT GENERAL PROGRAMS	4,670
CENTRAL VIRGINIA FOOD BANK 1415 RHOADMILLER STREET RICHMOND,VA 23220	N/A	N/A	SUPPORT GENERAL PROGRAMS	7,000
CHESTER COUNTY FOOD BANK 1208 HORSESHOE PIKE RT 322 DOWNINGTON,PA 19335	N/A	N/A	SUPPORT GENERAL PROGRAMS	290

Form 990PF Part XV Line 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)				
a <i>Paid during the year</i>				
CHILDREN'S MIRACLE NETWORK 1919 S BRAESWOOD MC 4-4483 HOUSTON,TX 77030	N/A	N/A	SUPPORT GENERAL PROGRAMS	8,000
CHILDREN'S SAFE HARBOR 1519 ODDFELLOW STREET CONROE,TX 77301	N/A	N/A	SUPPORT GENERAL PROGRAMS	10,000
CLEVELAND FOOD BANK 15500 SOUTH WATERLOO ROAD CLEVELAND,OH 44110	N/A	N/A	SUPPORT GENERAL PROGRAMS	2,645
COMMUNITY HARVEST FOOD BANK OF NE INDIANA PO BOX 10967 FORT WAYNE,IN 46855	N/A	N/A	SUPPORT GENERAL PROGRAMS	2,920
DAILY BREAD MINISTRIES INC PO BOX 2344 GREER,SC 29650	N/A	N/A	SUPPORT GENERAL PROGRAMS	1,715
DARE TO CARE FOOD BANK 5803 FERN VALLEY ROAD LOUISVILLE,KY 40228	N/A	N/A	SUPPORT GENERAL PROGRAMS	3,270
DARE TO CARE FOOD BANK - INDIANA 5803 FERN VALLEY ROAD LOUISVILLE,KY 40228	N/A	N/A	SUPPORT GENERAL PROGRAMS	420
EAST TEXAS FOOD BANK 3201 ROBERTSON ROAD TYLER,TX 75701	N/A	N/A	SUPPORT GENERAL PROGRAMS	12,860
EASTERN ILLINOIS FOOD BANK 2405 NORTH SHORE DRIVE URBANA,IL 618027221	N/A	N/A	SUPPORT GENERAL PROGRAMS	3,300
FEEDING AMERICA - KENTUCKY'S HEARTLAND PO BOX 313 PETERSON DRIVE ELIZABETHTOWN,KY 42702	N/A	N/A	SUPPORT GENERAL PROGRAMS	4,200
FOOD BANK OF ALBERMARLE PO BOX 1704 ELIZABETH CITY,NC 279061704	N/A	N/A	SUPPORT GENERAL PROGRAMS	1,035
FOOD BANK OF CENTRAL & EASTERN NC INC 3808 TARHEEL DRIVE RALEIGH,NC 27609	N/A	N/A	SUPPORT GENERAL PROGRAMS	18,575
FOOD BANK OF CENTRAL LOUISIANA 3223 BALDWIN AVENUE ALEXANDRIA,LA 71301	N/A	N/A	SUPPORT GENERAL PROGRAMS	175
FOOD BANK OF CENTRAL NY 6970 SCHUYLER ROAD EAST SYRACUSE,NY 13057	N/A	N/A	SUPPORT GENERAL PROGRAMS	1,850
FOOD BANK OF NORTH ALABAMA 2000 B VERNON AVE SW HUNTSVILLE,AL 35805	N/A	N/A	SUPPORT GENERAL PROGRAMS	1,830

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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)				
a <i>Paid during the year</i>				
FOOD BANK OF NORTHEAST LOUISIANA 4600 CENTRAL AVENUE MONROE,LA 71203	N/A	N/A	SUPPORT GENERAL PROGRAMS	525
FOOD BANK OF NORTHERN INDIANA 702 S CHAPIN STREET SOUTH BEND,IN 46601	N/A	N/A	SUPPORT GENERAL PROGRAMS	2,920
FOOD BANK OF NORTHWEST INDIANA 2248 W 35TH AVENUE GARY,IN 46408	N/A	N/A	SUPPORT GENERAL PROGRAMS	1,250
FOOD BANK OF NORTHWEST LOUISIANA 2307 TEXAS AVENUE SHREVEPORT,LA 71103	N/A	N/A	SUPPORT GENERAL PROGRAMS	200
FOOD BANK OF SOUTHERN TIER 945 COUNTY ROUTE 64 ELMIRA,NY 14903	N/A	N/A	SUPPORT GENERAL PROGRAMS	265
FOOD BANK OF THE GOLDEN CRESCENT 3809 EAST RIO GRANDE STREET VICTORIA,TX 779011727	N/A	N/A	SUPPORT GENERAL PROGRAMS	1,000
FOOD BANK OF VIRGINIA PENINSULA 9912 HOSIER STREET NEWPORT NEWS,VA 23601	N/A	N/A	SUPPORT GENERAL PROGRAMS	3,165
FOOD BANK OF WESTERN NY 91 HOLT STREET BUFFALO,NY 14206	N/A	N/A	SUPPORT GENERAL PROGRAMS	1,055
FOOD FINDERS FOOD BANK INC 50 OLYMPIA CT LAFAYETTE,IN 479095182	N/A	N/A	SUPPORT GENERAL PROGRAMS	835
FOODLINK INC 936 EXCHANGE ST ROCHESTER,NY 14608	N/A	N/A	SUPPORT GENERAL PROGRAMS	1,850
FREDERICKSBURG AREA FOOD BANK 3631 LEE HILL DRIVE FREDERICKSBURG,VA 22408	N/A	N/A	SUPPORT GENERAL PROGRAMS	2,530
FREESTORE FOOD BANK 1250 TENNESSEE AVENUE CINCINNATI,OH 45229	N/A	N/A	SUPPORT GENERAL PROGRAMS	420
FREESTORE FOOD BANK 1141 CENTRAL PARKWAY CINCINNATI,OH 45202	N/A	N/A	SUPPORT GENERAL PROGRAMS	3,025
GLEANERS FOOD BANK OF INDIANA 3737 WALDEMERE AVENUE INDIANAPOLIS,IN 46241	N/A	N/A	SUPPORT GENERAL PROGRAMS	4,170
GOD'S PANTRY FOOD BANK 1685 JAGGIE FOX WAY LEXINGTON,KY 40511	N/A	N/A	SUPPORT GENERAL PROGRAMS	4,670

Form 990PF Part XV Line 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)				
a <i>Paid during the year</i>				
GOLDEN HARVEST FOOD BANK 13 ENTERPRISE AVENUE AIKEN, SC 29803	N/A	N/A	SUPPORT GENERAL PROGRAMS	2,400
GREATER BATON ROUGE FOOD BANK 5546 CHOCTAW DRIVE BATON ROUGE, LA 70805	N/A	N/A	SUPPORT GENERAL PROGRAMS	350
GREATER BERKS FOOD BANK 1011 TUCKERTON COURT READING, PA 19605	N/A	N/A	SUPPORT GENERAL PROGRAMS	2,065
GREATER CHICAGO FOOD DEPOSITORY 4100 WEST ANN LURIE PLACE CHICAGO, IL 60174	N/A	N/A	SUPPORT GENERAL PROGRAMS	950
GREATER PITTSBURGH COMMUNITY FOOD BANK 1 NORTH LINDEN STREET DUQUESNE, PA 15110	N/A	N/A	SUPPORT GENERAL PROGRAMS	2,335
GRIEF RESOURCE CENTER 25775 OAK RIDGE DRIVE STE 150 THE WOODLANDS, TX 77380	N/A	N/A	SUPPORT GENERAL PROGRAMS	4,500
HABITAT FOR HUMANITY PO BOX 2624 CONROE, TX 77301	N/A	N/A	SUPPORT GENERAL PROGRAMS	25,000
HARVEST HOPE FOOD BANK 2220 SHOP ROAD COLUMBIA, SC 29202	N/A	N/A	SUPPORT GENERAL PROGRAMS	3,090
HEALING SPECIES TEXAS 115 SPRINGS EDGE MONTGOMERY, TX 77356	N/A	N/A	SUPPORT GENERAL PROGRAMS	2,000
HELPING A HERO PO BOX 890786 HOUSTON, TX 77289	N/A	N/A	SUPPORT GENERAL PROGRAMS	235,000
HIGH PLAINS FOOD BANK PO BOX 31803 AMARILLO, TX 791201803	N/A	N/A	SUPPORT GENERAL PROGRAMS	595
HOOSIER HILLS FOOD BANK 617 N FAIRVIEW STREET BLOOMINGTON, IN 47404	N/A	N/A	SUPPORT GENERAL PROGRAMS	835
HOUSTON FOOD BANK 3811 EASTEX FREEWAY HOUSTON, TX 77026	N/A	N/A	SUPPORT GENERAL PROGRAMS	25,000
INTERFAITH OF THE WOODLANDS 4242 INTERFAITH WAY THE WOODLANDS, TX 77381	N/A	N/A	SUPPORT GENERAL PROGRAMS	30,000
LIFE BEYOND CANCER 21 WATERWAY AVENUE STE 300 THE WOODLANDS, TX 77380	N/A	N/A	SUPPORT GENERAL PROGRAMS	5,000

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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)				
a <i>Paid during the year</i>				
LOAVES & FISHES OF THE RIO GRANDE VALLEY 514 SOUTH E STREET AUSTIN,TX 78550	N/A	N/A	SUPPORT GENERAL PROGRAMS	380
LOWCOUNTRY FOOD BANK 2864 AZALEA DRIVE CHARLESTON,SC 29405	N/A	N/A	SUPPORT GENERAL PROGRAMS	1,715
MANNA FOOD BANK 627 SWANNANOA RIVER ROAD ASHEVILLE,NC 288052445	N/A	N/A	SUPPORT GENERAL PROGRAMS	2,500
MARYLAND FOOD BANK 2200 HALETHROPE FARMS ROAD BALTIMORE,MD 21227	N/A	N/A	SUPPORT GENERAL PROGRAMS	2,600
MARYLAND FOOD BANK - EASTERN SHORE 28500 OWENS BRANCH RD PO BOX 804 SALISBURY,MD 218030804	N/A	N/A	SUPPORT GENERAL PROGRAMS	1,115
MID-OHIO FOODBANK 3960 BROOKHAM DRIVE GROVE CITY,OH 43123	N/A	N/A	SUPPORT GENERAL PROGRAMS	5,290
MIDDLE GEORGIA COMMUNITY FOOD BANK INC 4490 OCUMULGEE EAST BLVD MACON,GA 31217	N/A	N/A	SUPPORT GENERAL PROGRAMS	115
MISSISSIPPI FOOD NETWORK PO BOX 411 JACKSON,MS 39205	N/A	N/A	SUPPORT GENERAL PROGRAMS	4,800
MONTGOMERY AREA FOOD BANK 521 TRADE CENTER STREET MONTGOMERY,AL 361082107	N/A	N/A	SUPPORT GENERAL PROGRAMS	1,830
MONTGOMERY COUNTY EMERGENCY ASSISTANCE 1022 MCCALL AVENUE CONROE,TX 773012228	N/A	N/A	SUPPORT GENERAL PROGRAMS	10,000
MONTGOMERY COUNTY FOOD BANK 111 SOUTH 2ND STREET CONROE,TX 77301	N/A	N/A	SUPPORT GENERAL PROGRAMS	15,000
MONTGOMERY COUNTY HOMELESS COALITION 731 WEST DAVIS STREET CONROE,TX 77301	N/A	N/A	SUPPORT GENERAL PROGRAMS	7,500
MONTGOMERY COUNTY WOMEN'S CENTER 1600 LAKE FRONT CIRCLE THE WOODLANDS,TX 77387	N/A	N/A	SUPPORT GENERAL PROGRAMS	11,500
MONTGOMERY COUNTY YOUTH SERVICES PO BOX 1316 CONROE,TX 77305	N/A	N/A	SUPPORT GENERAL PROGRAMS	6,500
MOUNTAINEER FOOD BANK 484 ENTERPRISE DRIVE GASSAWAY,WV 22624	N/A	N/A	SUPPORT GENERAL PROGRAMS	5,055

Form 990PF Part XV Line 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)				
a <i>Paid during the year</i>				
NORTH CHANNEL ASSISTANCE MINISTRIES 13837 1/2 BONHAM HOUSTON,TX 77015	N/A	N/A	SUPPORT GENERAL PROGRAMS	4,500
NORTH COUNTY YMCA 10245 OWEN DRIVE CONROE,TX 77304	N/A	N/A	SUPPORT GENERAL PROGRAMS	2,500
NORTH TEXAS FOOD BANK 4500 COCKRELL HILL ROAD DALLAS,TX 752362028	N/A	N/A	SUPPORT GENERAL PROGRAMS	8,935
NORTHERN ILLINOIS FOOD BANK 6000 INDUSTRIAL DRIVE ST CHARLES,IL 60174	N/A	N/A	SUPPORT GENERAL PROGRAMS	8,950
PANTHER CREEK INSPIRATION RANCH 25902 GLEN LOCH DRIVE THE WOODLANDS,TX 77380	N/A	N/A	SUPPORT GENERAL PROGRAMS	5,000
PEORIA AREA FOOD BANK 721 WEST MCBEAN STREET PEORIA,IL 61605	N/A	N/A	SUPPORT GENERAL PROGRAMS	3,300
PHILABUNDANCE INC 3616 SOUTH GALLOWAY STREET PHILADELPHIA,PA 19148	N/A	N/A	SUPPORT GENERAL PROGRAMS	585
REGIONAL FOOD BANK OF NORTHEASTER NY 965 ALBANY-SHAKER ROAD LATHAM,NY 12110	N/A	N/A	SUPPORT GENERAL PROGRAMS	1,320
RIVER BEND FOOD BANK 309 12TH STREET MOLINE,IL 61265	N/A	N/A	SUPPORT GENERAL PROGRAMS	3,300
SAMARITAN INN 1710 NORTH MCDONALD STREET MCKINNEY,TX 75071	N/A	N/A	SUPPORT GENERAL PROGRAMS	3,460
SAN ANTONIO FOOD BANK 5200 OLD HWY 90 W SAN ANTONIO,TX 78227	N/A	N/A	SUPPORT GENERAL PROGRAMS	10,330
SECOND HARVEST FOOD BANK OF CLARK CHAMPAIGN & LOGAN COUNTIES 701 E COLUMBIA STREET SPRINGFIELD,OH 45503	N/A	N/A	SUPPORT GENERAL PROGRAMS	1,135
SECOND HARVEST FOOD BANK OF EAST CENTRAL INDIANA 6621 N OLD SR 3 MUNCIE,IN 47303	N/A	N/A	SUPPORT GENERAL PROGRAMS	1,670
SECOND HARVEST FOOD BANK OF GREATER NO AND ACADIANA 215 E PINHOOK RD LAFAYETTE,LA 70501	N/A	N/A	SUPPORT GENERAL PROGRAMS	1,740
SECOND HARVEST FOOD BANK OF METROLINA NC 500 - B SPRATT STREET CHARLOTTE,NC 28206	N/A	N/A	SUPPORT GENERAL PROGRAMS	2,060

Form 990PF Part XV Line 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)				
a <i>Paid during the year</i>				
SECOND HARVEST FOOD BANK OF METROLINA SC 500 - B SPRATT STREET CHARLOTTE,NC 28206	N/A	N/A	SUPPORT GENERAL PROGRAMS	9,285
SECOND HARVEST FOOD BANK OF NORTH CENTRAL OHIO 7445 DEER TAIL LANE LORAIN,OH 44053	N/A	N/A	SUPPORT GENERAL PROGRAMS	1,135
SECOND HARVEST FOOD BANK OF NORTHWEST NC INC 3655 REED STREET WINSTONSALEM,NC 271075428	N/A	N/A	SUPPORT GENERAL PROGRAMS	12,900
SECOND HARVEST FOOD BANK OF NW PENNSYLVANIA 1507 GRIMM DRIVE ERIE,PA 16501	N/A	N/A	SUPPORT GENERAL PROGRAMS	1,460
SECOND HARVEST FOOD BANK OF SOUTHEAST NC 406 DEEP CREEK ROAD FAYETTEVILLE,NC 28312	N/A	N/A	SUPPORT GENERAL PROGRAMS	1,550
SECOND HARVEST FOOD BANK OF THE LEHIGH VALLEY AND NE PA 2045 HARVEST WAY ALLENTOWN,PA 18104	N/A	N/A	SUPPORT GENERAL PROGRAMS	1,460
SECOND HARVEST FOOD BANK OF THE MAHONING VALLEY 2805 SALT SPRINGS ROAD YOUNGSTOWN,OH 44509	N/A	N/A	SUPPORT GENERAL PROGRAMS	1,510
SHARED HARVEST FOOD BANK 5901 DIXIE HIGHWAY FAIRFIELD,OH 450144207	N/A	N/A	SUPPORT GENERAL PROGRAMS	1,135
SOUTHEAST TEXAS FOOD BANK PO BOX 21012 BEAUMONT,TX 77705	N/A	N/A	SUPPORT GENERAL PROGRAMS	500
SOUTHWESTERN VIRGINIA SECOND HARVEST FOOD BANK 1025 ELECTRIC ROAD RICHMOND,VA 23227	N/A	N/A	SUPPORT GENERAL PROGRAMS	9,495
SPECIAL ANGELS OF THE WOODLANDS 230 SPRING HILL DRIVE SUITE 325 SPRING,TX 773863712	N/A	N/A	SUPPORT GENERAL PROGRAMS	5,000
ST LOUIS AREA FOOD BANK 70 CORPORATE WOODS DRIVE ST LOUIS,MO 63044	N/A	N/A	SUPPORT GENERAL PROGRAMS	2,825
SUNCOAST HARVEST FOOD BANK PO BOX 1613 5829 EHREN CUTOFF LAND OLAKES,FL 34639	N/A	N/A	SUPPORT GENERAL PROGRAMS	270
TAMINA COMMUNITY CENTER 18955 MAIN STREET CONROE,TX 77385	N/A	N/A	SUPPORT GENERAL PROGRAMS	5,000
TARRANT AREA FOOD BANK 2600 CULLEN STREET FORT WORTH,TX 76107	N/A	N/A	SUPPORT GENERAL PROGRAMS	4,170

Form 990PF Part XV Line 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)				
a <i>Paid during the year</i>				
TERRE HAUTE CATHOLIC CHURCH FOOD BANK 2931 OHIO BOULEVARD TERRE HAUTE,IN 47803	N/A	N/A	SUPPORT GENERAL PROGRAMS	1,250
TEXAS NEW COMMUNITY ALLIANCE PO BOX 7181 THE WOODLANDS,TX 77387	N/A	N/A	SUPPORT GENERAL PROGRAMS	7,000
THE BEEVILLE VINEYARD INC 210 NORTH MONROE BEEVILLE,TX 78102	N/A	N/A	SUPPORT GENERAL PROGRAMS	380
THE COMMUNITY CLINIC 101 PINE MANOR DR CONROE,TX 77385	N/A	N/A	SUPPORT GENERAL PROGRAMS	7,500
THE FOOD BANK OF SOUTHEASTERN VIRGINIA 800 TIDEWATER DRIVE NORFOLK,VA 23504	N/A	N/A	SUPPORT GENERAL PROGRAMS	6,330
THE FOOD BANK INC 427 WASHINGTON STREET DAYTON,OH 45402	N/A	N/A	SUPPORT GENERAL PROGRAMS	2,645
THE FRIENDSHIP CENTER 1202 CALLAHAN CONROE,TX 77301	N/A	N/A	SUPPORT GENERAL PROGRAMS	5,000
THE HUNTINGTON AREA FOOD BANK 1327 7TH AVENUE HUNTINGTON,WV 25701	N/A	N/A	SUPPORT GENERAL PROGRAMS	2,165
THE ROSE 12700 NORTH FATHERWOOD STE 260 HOUSTON,TX 77034	N/A	N/A	SUPPORT GENERAL PROGRAMS	5,000
TOLEDO FOOD BANK 24 EAST WOODRUFF AVENUE TOLEDO,OH 436045263	N/A	N/A	SUPPORT GENERAL PROGRAMS	4,535
TOMAGWA CLINIC 13414 MEDICAL COMPLEX DR 1 TOMBALL,TX 77375	N/A	N/A	SUPPORT GENERAL PROGRAMS	10,000
TRI-STATE FOOD BANK - KENTUCKY 801 EAST MICHIGAN STREET EVANSVILLE,KY 47711	N/A	N/A	SUPPORT GENERAL PROGRAMS	935
TRI-STATE FOOD BANK - ILLINOIS 801 EAST MICHIGAN STREET EVANSVILLE,IN 47711	N/A	N/A	SUPPORT GENERAL PROGRAMS	475
TRI-STATE FOOD BANK - INDIANA 801 EAST MICHIGAN STREET EVANSVILLE,IN 47711	N/A	N/A	SUPPORT GENERAL PROGRAMS	3,330
UNITED WAY COMMUNITY FOOD BANK 107 WALTER DAVIS DRIVE BIRMINGHAM,AL 35209	N/A	N/A	SUPPORT GENERAL PROGRAMS	2,030

Form 990PF Part XV Line 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)				
a <i>Paid during the year</i>				
WAYNE COUNTY PANTRY PROGRAM 323 TENTH STREET HONESDALE,PA 18405	N/A	N/A	SUPPORT GENERAL PROGRAMS	290
WEINBERG REGIONAL FOOD BANK 165 AMBER LANE PO BOX 1127 WILKESBARRE,PA 187031127	N/A	N/A	SUPPORT GENERAL PROGRAMS	875
WEST OHIO FOOD BANK 1380 EAST KIBBY STREET LIM,OH 458021566	N/A	N/A	SUPPORT GENERAL PROGRAMS	2,645
WEST TEXAS FOOD BANK PO BOX 4242 ODESSA,TX 797604242	N/A	N/A	SUPPORT GENERAL PROGRAMS	300
WESTMORELAND COUNTY FOOD BANK 101 DEVONSHIRE DRIVE DELMONT,PA 156261607	N/A	N/A	SUPPORT GENERAL PROGRAMS	585
YOUTH-REACH HOUSTON POBOX 9631 HOUSTON,TX 77213	N/A	N/A	SUPPORT GENERAL PROGRAMS	1,000
FIRST STEP FOOD BANK 4045 NE 36TH AVE OCALA,FL 34479	N/A	N/A	SUPPORT GENERAL PROGRAMS	460
CALHOUN COUNTY COMMUNITY MINISTRIES 331 ALCOA DR PORT LAVACA,TX 779793603	N/A	N/A	SUPPORT GENERAL PROGRAMS	200
Total			3a	763,235

Schedule B
(Form 990, 990-EZ,
or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2012

Name of the organization THE WOODFOREST CHARITABLE FOUNDATION	Employer identification number 20-2516951
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Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	<input type="checkbox"/> 501(c)() (enter number) organization
	<input type="checkbox"/> 4947(a)(1) nonexempt charitable trust not treated as a private foundation
	<input type="checkbox"/> 527 political organization
Form 990-PF	<input checked="" type="checkbox"/> 501(c)(3) exempt private foundation
	<input type="checkbox"/> 4947(a)(1) nonexempt charitable trust treated as a private foundation
	<input type="checkbox"/> 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer “No” on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization THE WOODFOREST CHARITABLE FOUNDATION	Employer identification number 20-2516951
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Part I	Contributors (see Instructions) Use duplicate copies of Part I if additional space is needed		
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
_____	See Additional Data Table _____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
_____	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
_____	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
_____	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
_____	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
_____	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
_____	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

[illegible]

Name of organization THE WOODFOREST CHARITABLE FOUNDATION	Employer identification number 20-2516951
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Part III	Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry For organizations completing Part III, enter the total of <i>exclusively</i> religious, charitable, etc , contributions of \$1,000 or less for the year (Enter this information once See instructions) ▶ \$ Use duplicate copies of Part III if additional space is needed
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(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
	<div></div> <div></div>	<div></div> <div></div> <div></div>	

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
	<div></div> <div></div>	<div></div> <div></div> <div></div>	

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
	<div></div> <div></div>	<div></div> <div></div> <div></div>	

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
	<div></div> <div></div>	<div></div> <div></div> <div></div>	

Additional Data

Software ID:

Software Version:

EIN: 20-2516951

Name: THE WOODFOREST CHARITABLE FOUNDATION

Form 990 Schedule B, Part I - Contributors (see Instructions) Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<u>1</u>	DAVID GOTTLIEB 34 ABERDEEN CROSSING THE WOODLANDS, TX 77381 	\$ 12,500	Person <input checked="" type="checkbox"/> Payroll <input checked="" type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
<u>2</u>	DR GUY LEWIS 18506 SPRING CREEK OAKS SPRING, TX 77379 	\$ 8,600	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
<u>3</u>	FIRST DATA CORPORATION AKA TELECHECK SERVICES 5251 WESTHEIMER HOUSTON, TX 77056 	\$ 6,946	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
<u>4</u>	GEORGE SOWERS 25 VILLAGE HILL DR CONROE, TX 77304 	\$ 20,824	Person <input checked="" type="checkbox"/> Payroll <input checked="" type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
<u>5</u>	INSTITUTIONAL INSURANCE GROUP 504 WALKER BLVD THOMASVILLE, NC 27360 	\$ 6,946	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
<u>6</u>	MICHAEL VICKI RICHMOND 59 N ROYAL FERN THE WOODLANDS, TX 77380 	\$ 55,800	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
<u>7</u>	MICHAEL GATEWOOD 5506 TILBURY HOUSTON, TX 77045 	\$ 55,861	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<div>8</div>	<div>MR MRS JOE GILLEN</div> <div>1235 NORTH LOOP WEST 800</div> <div>HOUSTON, TX 77008</div>	<div>\$8,600</div>	<div>Person <input checked="" type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash <input type="checkbox"/></div> <div>(Complete Part II if there is a noncash contribution)</div>
<div>9</div>	<div>PULSE EFT</div> <div>2500 LAKE COOK RD</div> <div>RIVERWOODS, TX 60015</div>	<div>\$6,946</div>	<div>Person <input checked="" type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash <input type="checkbox"/></div> <div>(Complete Part II if there is a noncash contribution)</div>
<div>10</div>	<div>ROBERT KIM MARLING</div> <div>30 S TRANQUIL PATH</div> <div>THE WOODLANDS, TX 77380</div>	<div>\$54,800</div>	<div>Person <input checked="" type="checkbox"/></div> <div>Payroll <input checked="" type="checkbox"/></div> <div>Noncash <input type="checkbox"/></div> <div>(Complete Part II if there is a noncash contribution)</div>
<div>11</div>	<div>ROCKY DEL PAPA</div> <div>6 CLUNY COUNT</div> <div>THE WOODLANDS, TX 77382</div>	<div>\$8,600</div>	<div>Person <input checked="" type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash <input type="checkbox"/></div> <div>(Complete Part II if there is a noncash contribution)</div>
<div>12</div>	<div>SMITH SOUTHERN EQUIPMENT</div> <div>PO BOX 53008</div> <div>LUBBUCK, TX 77453</div>	<div>\$6,946</div>	<div>Person <input checked="" type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash <input type="checkbox"/></div> <div>(Complete Part II if there is a noncash contribution)</div>
<div>13</div>	<div>THE J BEARD COMPANY</div> <div>25231 GROGANS MILL RD STE 225</div> <div>THE WOODLANDS, TX 77380</div>	<div>\$15,876</div>	<div>Person <input checked="" type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash <input type="checkbox"/></div> <div>(Complete Part II if there is a noncash contribution)</div>
<div>14</div>	<div>UNITED HEALTHCARE</div> <div>1333 WEST LOOP S SUITE 1100</div> <div>HOUSTON, TX 77027</div>	<div>\$6,946</div>	<div>Person <input checked="" type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash <input type="checkbox"/></div> <div>(Complete Part II if there is a noncash contribution)</div>

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<div>15</div>	<div>CHUCK VERNON</div> <div>19 MASON POND PLACE</div> <div>THE WOODLANDS, TX 77381</div>	<div>\$16,924</div>	<div>Person <input checked="" type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash <input type="checkbox"/></div> <div>(Complete Part II if there is a noncash contribution)</div>
<div>16</div>	<div>A DEARL DOTSON</div> <div>2011 MESSINA</div> <div>SAN ANTONIO, TX 78258</div>	<div>\$44,863</div>	<div>Person <input checked="" type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash <input checked="" type="checkbox"/></div> <div>(Complete Part II if there is a noncash contribution)</div>
<div>17</div>	<div>DENNY MCGUIRE</div> <div>19 GRAND REGENCY CIRCLE</div> <div>THE WOODLANDS, TX 77382</div>	<div>\$9,400</div>	<div>Person <input checked="" type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash <input type="checkbox"/></div> <div>(Complete Part II if there is a noncash contribution)</div>
<div>18</div>	<div>JAMES DREIBELBIS</div> <div>24607 NICHOLS SAWMILL RD</div> <div>MAGNOLIA, TX 77355</div>	<div>\$45,974</div>	<div>Person <input checked="" type="checkbox"/></div> <div>Payroll <input checked="" type="checkbox"/></div> <div>Noncash <input type="checkbox"/></div> <div>(Complete Part II if there is a noncash contribution)</div>
<div>19</div>	<div>GRANT THORNTON</div> <div>25231 GROGANS MILL RD</div> <div>THE WOODLANDS, TX 77380</div>	<div>\$6,946</div>	<div>Person <input checked="" type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash <input type="checkbox"/></div> <div>(Complete Part II if there is a noncash contribution)</div>
<div>20</div>	<div>DELL INC</div> <div>2815 BROKEN ARROW</div> <div>MISSOURI CITY, TX 77459</div>	<div>\$6,946</div>	<div>Person <input checked="" type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash <input type="checkbox"/></div> <div>(Complete Part II if there is a noncash contribution)</div>
<div>21</div>	<div>DONNA GIANNATTASIO</div> <div>39 S TRANQUIL PATH DR</div> <div>THE WOODLANDS, TX 77380</div>	<div>\$5,000</div>	<div>Person <input checked="" type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash <input type="checkbox"/></div> <div>(Complete Part II if there is a noncash contribution)</div>

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<div>22</div>	<div>RALPH MCINGVALE</div> <div>22 PALMER CREST</div> <div>THE WOODLANDS, TX 77381</div>	<div>\$14,020</div>	<div>Person <input checked="" type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash <input type="checkbox"/></div> <div>(Complete Part II if there is a noncash contribution)</div>
<div>23</div>	<div>KELLY HOLMES</div> <div>1927 BOULDER RIDGE DRIVE</div> <div>CONROE, TX 77304</div>	<div>\$9,124</div>	<div>Person <input checked="" type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash <input type="checkbox"/></div> <div>(Complete Part II if there is a noncash contribution)</div>
<div>24</div>	<div>JULIE MAYRANT</div> <div>6759 KINGSTON COVE LANE</div> <div>WILLIS, TX 77318</div>	<div>\$16,924</div>	<div>Person <input checked="" type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash <input type="checkbox"/></div> <div>(Complete Part II if there is a noncash contribution)</div>
<div>25</div>	<div>BRET STRONG</div> <div>26 WATERWAY COURT</div> <div>THE WOODLANDS, TX 77380</div>	<div>\$8,600</div>	<div>Person <input checked="" type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash <input type="checkbox"/></div> <div>(Complete Part II if there is a noncash contribution)</div>
<div>26</div>	<div>RBR LLC</div> <div>7123 FM 1488</div> <div>MAGNOLIA, TX 77354</div>	<div>\$24,200</div>	<div>Person <input checked="" type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash <input type="checkbox"/></div> <div>(Complete Part II if there is a noncash contribution)</div>
<div>27</div>	<div>HENRY BROOKS</div> <div>15 MAYMONT WAY</div> <div>THE WOODLANDS, TX 77382</div>	<div>\$8,600</div>	<div>Person <input checked="" type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash <input type="checkbox"/></div> <div>(Complete Part II if there is a noncash contribution)</div>
<div>28</div>	<div>SPENCE & ASSOCIATES</div> <div>88 W GRAND REGENCY CIRCLE</div> <div>THE WOODLANDS, TX 77382</div>	<div>\$8,600</div>	<div>Person <input checked="" type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash <input type="checkbox"/></div> <div>(Complete Part II if there is a noncash contribution)</div>

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<div>29</div>	<div>ED JONES</div> <div>40 WATERWAY COURT</div> <div>THE WOODLANDS, TX 77380</div>	<div>\$ 9,600</div>	<div>Person <input checked="" type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash <input type="checkbox"/></div> <div>(Complete Part II if there is a noncash contribution)</div>
<div>30</div>	<div>RALPH ALEXANDER</div> <div>79 GOLDEN SCROLL CIRCLE</div> <div>THE WOODLANDS, TX 77382</div>	<div>\$ 15,600</div>	<div>Person <input checked="" type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash <input type="checkbox"/></div> <div>(Complete Part II if there is a noncash contribution)</div>
<div>31</div>	<div>WALTER COOKE</div> <div>26 SKYLAND PLACE</div> <div>THE WOODLANDS, TX 77381</div>	<div>\$ 8,600</div>	<div>Person <input checked="" type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash <input type="checkbox"/></div> <div>(Complete Part II if there is a noncash contribution)</div>
<div>32</div>	<div>ST LUKE'S</div> <div>17200 ST LUKES WAY</div> <div>THE WOODLANDS, TX 77384</div>	<div>\$ 4,000</div>	<div>Person <input checked="" type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash <input type="checkbox"/></div> <div>(Complete Part II if there is a noncash contribution)</div>
<div>33</div>	<div>BRUCE LACTERMAN</div> <div>11 SOUTH REGENT OAK</div> <div>THE WOODLANDS, TX 77381</div>	<div>\$ 8,600</div>	<div>Person <input checked="" type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash <input type="checkbox"/></div> <div>(Complete Part II if there is a noncash contribution)</div>
<div>34</div>	<div>BILL LEIGH</div> <div>PO BOX 7002</div> <div>THE WOODLANDS, TX 77387</div>	<div>\$ 8,600</div>	<div>Person <input checked="" type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash <input type="checkbox"/></div> <div>(Complete Part II if there is a noncash contribution)</div>
<div>35</div>	<div>TOMMY WILLIAMS</div> <div>8 HORNSILVER</div> <div>THE WOODLANDS, TX 77381</div>	<div>\$ 8,600</div>	<div>Person <input checked="" type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash <input type="checkbox"/></div> <div>(Complete Part II if there is a noncash contribution)</div>

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<div>36</div>	<div>RICHIE SPECIALTY PHARMACY</div> <div>12820 HWY 105 W</div> <div>CONROE, TX 77304</div>	<div>\$25,000</div>	<div>Person <input checked="" type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash <input type="checkbox"/></div> <div>(Complete Part II if there is a noncash contribution)</div>
<div>37</div>	<div>THE RYAN FOUNDATION</div> <div>THREE GALLERIA TOWER 13155 NOEL RD</div> <div>DALLAS, TX 75240</div>	<div>\$6,946</div>	<div>Person <input checked="" type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash <input type="checkbox"/></div> <div>(Complete Part II if there is a noncash contribution)</div>
<div>38</div>	<div>TRITON</div> <div>21405 B STREET</div> <div>LONG BEACH, MS 39560</div>	<div>\$6,946</div>	<div>Person <input checked="" type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash <input type="checkbox"/></div> <div>(Complete Part II if there is a noncash contribution)</div>
<div>39</div>	<div>ALVAREZ AND MARSAL</div> <div>700 LOUISIANA STREET SUITE 900</div> <div>HOUSTON, TX 77002</div>	<div>\$6,946</div>	<div>Person <input checked="" type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash <input type="checkbox"/></div> <div>(Complete Part II if there is a noncash contribution)</div>
<div>40</div>	<div>OFFICE MAX</div> <div>6355 CLARA ROAD STE 100</div> <div>HOUSTON, TX 77041</div>	<div>\$14,076</div>	<div>Person <input checked="" type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash <input type="checkbox"/></div> <div>(Complete Part II if there is a noncash contribution)</div>
<div>41</div>	<div>FIRST DATA CORPORATION</div> <div>1845 CORTLANDT ST</div> <div>HOUSTON, TX 77008</div>	<div>\$6,946</div>	<div>Person <input checked="" type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash <input type="checkbox"/></div> <div>(Complete Part II if there is a noncash contribution)</div>
<div>42</div>	<div>OMNIVEX</div> <div>3300 HIGHWAY 7 SUITE 501</div> <div>CONCORD, ONTARIO L4K4M3 CA</div>	<div>\$13,892</div>	<div>Person <input checked="" type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash <input type="checkbox"/></div> <div>(Complete Part II if there is a noncash contribution)</div>

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<div>43</div>	<div>MCPS</div> <div>25231 GROGANS MILL RD 6TH FLOOR</div> <div>THE WOODLANDS, TX 77380</div>	<div>\$118,522</div>	<div>Person <input checked="" type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash <input type="checkbox"/></div> <div>(Complete Part II if there is a noncash contribution)</div>
<div>44</div>	<div>JAMES FIELD</div> <div>11 MAPLE LOFT PLACE</div> <div>THE WOODLANDS, TX 77381</div>	<div>\$8,200</div>	<div>Person <input checked="" type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash <input type="checkbox"/></div> <div>(Complete Part II if there is a noncash contribution)</div>
<div>45</div>	<div>BRIAN PETRAUSKAS</div> <div>22 ELOQUENCE WAY</div> <div>THE WOODLANDS, TX 77382</div>	<div>\$8,600</div>	<div>Person <input checked="" type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash <input type="checkbox"/></div> <div>(Complete Part II if there is a noncash contribution)</div>
<div>46</div>	<div>CHRIS BAKER</div> <div>7435 HOLLISTER RD</div> <div>HOUSTON, TX 77040</div>	<div>\$8,600</div>	<div>Person <input checked="" type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash <input type="checkbox"/></div> <div>(Complete Part II if there is a noncash contribution)</div>

TY 2012 Accounting Fees Schedule

Name: THE WOODFOREST CHARITABLE FOUNDATION

EIN: 20-2516951

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	24,631	12,315	0	12,316

**TY 2012 Investments Corporate
Stock Schedule****Name:** THE WOODFOREST CHARITABLE FOUNDATION**EIN:** 20-2516951

Name of Stock	End of Year Book Value	End of Year Fair Market Value
STOCK INVESTMENTS	6,928,659	6,978,615

TY 2012 Other Decreases Schedule

Name: THE WOODFOREST CHARITABLE FOUNDATION

EIN: 20-2516951

Description	Amount
PRIOR YEAR UNREALIZED LOSS	607,737

TY 2012 Other Expenses Schedule**Name:** THE WOODFOREST CHARITABLE FOUNDATION**EIN:** 20-2516951

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INSURANCE	2,121	707	707	707
FILING FEES	1,810	603	603	604
PUBLIC RELATIONS	4,048	0	0	4,048
FUNDRAISING	7,000	0	0	7,000
OTHER EXPENSE	35	0	0	35
CREDIT CARD FEES	7,441	2,480	2,480	2,481
PRINTING EXPENSE	232	0	0	232
SUPPLIES EXPENSE	119	0	119	0

TY 2012 Other Income Schedule**Name:** THE WOODFOREST CHARITABLE FOUNDATION**EIN:** 20-2516951

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
OTHER INVESTMENT INCOME	54,525	54,525	

TY 2012 Other Professional Fees Schedule

Name: THE WOODFOREST CHARITABLE FOUNDATION

EIN: 20-2516951

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT FEES	45,327	45,327	0	0

TY 2012 Taxes Schedule**Name:** THE WOODFOREST CHARITABLE FOUNDATION**EIN:** 20-2516951

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL INCOME TAXES	1,659	0	0	0
TAXES ON INVESTMENTS	299	0	0	0