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

OMB No 1545-0052

2012

Department of the Treasury  
Internal Revenue Service

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

, 2012, and ending

Simón Bolívar Foundation Inc.  
c/o Dr. Dario Merchán, PO Box 4689  
Houston, TX 77210A Employer identification number  
20-5787382B Telephone number (see the instructions)  
832-486-5562C If exemption application is pending, check here ☐D 1 Foreign organizations, check here ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

G Check all that apply.

☐ Initial return☐ Final return☐ Address change☐ Initial return of a former public charity☐ Amended return☐ Name change

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationI Fair market value of all assets at end of year  
(from Part II, column (c), line 16)

\$ 4,540,592.

J Accounting method: ☐ Cash ☒ Accrual  
☐ Other (specify)

(Part I, column (d) must be on cash basis.)

## Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)

(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 (att sch)

2 Ck ☒ if the foundn is not req to att Sch B

3 Interest on savings and temporary cash investments

4 Dividends and interest from securities

5 a Gross rents

b Net rental income or (loss)

6 a Net gain/(loss) from sale of assets not on line 10

b Gross sales price for all assets on line 6a

7 Capital gain net income (from Part IV, line 2)

8 Net short-term capital gain

9 Income modifications

10 a Gross sales less returns and allowances

b Less: Cost of goods sold

c Gross profit/(loss) (att sch)

11 Other income (attach schedule)

See Statement 1

12 Total. Add lines 1 through 11

13 Compensation of officers, directors, trustees, etc

14 Other employee salaries and wages

15 Pension plans, employee benefits

16 a Legal fees (attach schedule) See St 2

b Accounting fees (attach sch) See St 3

c Other prof fees (attach sch) See St 4

17 Interest

18 Taxes (attach schedule) (see instrs) See Stmt. 5

19 Depreciation (attach sch) and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses (attach schedule)

24 Total operating and administrative expenses. Add lines 13 through 23

25 Contributions, gifts, grants paid Part XV

26 Total expenses and disbursements. Add lines 24 and 25

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

b Net investment income (if negative, enter -0-)

c Adjusted net income (if negative, enter -0-)

| <b>Part II 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>A<br/>S<br/>S<br/>E<br/>T<br/>S</b>                                                                                                | 1 Cash — non-interest-bearing . . . . .                                                                                                                 | 7,915,945.                                                                                                          | 1,679,907.     | 1,679,907.            |
|                                                                                                                                       | 2 Savings and temporary cash investments . . . . .                                                                                                      | 4,705,611.                                                                                                          | 2,654,139.     | 2,654,139.            |
|                                                                                                                                       | 3 Accounts receivable . . . . . 112.                                                                                                                    |                                                                                                                     |                |                       |
|                                                                                                                                       | Less: allowance for doubtful accounts . . . . .                                                                                                         | 1,022.                                                                                                              | 112.           | 112.                  |
|                                                                                                                                       | 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 instructions) . . . . .                     |                                                                                                                     |                |                       |
|                                                                                                                                       | 7 Other notes and loans receivable (attach sch) . . . . .                                                                                               |                                                                                                                     |                |                       |
|                                                                                                                                       | Less: allowance for doubtful accounts . . . . .                                                                                                         |                                                                                                                     |                |                       |
|                                                                                                                                       | 8 Inventories for sale or use . . . . .                                                                                                                 |                                                                                                                     |                |                       |
|                                                                                                                                       | 9 Prepaid expenses and deferred charges . . . . .                                                                                                       | 55,605.                                                                                                             | 144,199.       | 144,199.              |
|                                                                                                                                       | 10a Investments — U.S. and state government obligations (attach schedule) . . . . .                                                                     |                                                                                                                     |                |                       |
|                                                                                                                                       | b Investments — corporate stock (attach schedule) . . . . .                                                                                             |                                                                                                                     |                |                       |
|                                                                                                                                       | c Investments — corporate bonds (attach schedule) . . . . .                                                                                             |                                                                                                                     |                |                       |
|                                                                                                                                       | <b>L<br/>I<br/>A<br/>B<br/>I<br/>L<br/>I<br/>T<br/>I<br/>E<br/>S</b>                                                                                    | 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 . . . . . See Statement 7)                                                                                  |                                                                                                                                                         |                                                                                                                     | 62,235.        | 62,235.               |
| 16 <b>Total assets</b> (to be completed by all filers — see the instructions. Also, see page 1, item I) . . . . .                     |                                                                                                                                                         | 12,678,183.                                                                                                         | 4,540,592.     | 4,540,592.            |
| 17 Accounts payable and accrued expenses . . . . .                                                                                    |                                                                                                                                                         | 1,909,809.                                                                                                          | 2,221,540.     |                       |
| 18 Grants payable . . . . .                                                                                                           |                                                                                                                                                         | 30,380.                                                                                                             | 634,413.       |                       |
| 19 Deferred revenue . . . . .                                                                                                         |                                                                                                                                                         |                                                                                                                     |                |                       |
| 20 Loans from officers, directors, trustees, & 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) . . . . .                                                                       | 1,940,189.                                                                                                                                              | 2,855,953.                                                                                                          |                |                       |
| <b>N<br/>E<br/>T<br/>A<br/>S<br/>S<br/>E<br/>T<br/>S<br/><br/>F<br/>U<br/>N<br/>D<br/>B<br/>A<br/>L<br/>A<br/>N<br/>C<br/>E<br/>S</b> | <b>Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.</b> . . . . . <input checked="" type="checkbox"/> |                                                                                                                     |                |                       |
|                                                                                                                                       | 24 Unrestricted . . . . .                                                                                                                               | 10,717,994.                                                                                                         | 1,684,639.     |                       |
|                                                                                                                                       | 25 Temporarily restricted . . . . .                                                                                                                     | 20,000.                                                                                                             |                |                       |
|                                                                                                                                       | 26 Permanently restricted . . . . .                                                                                                                     |                                                                                                                     |                |                       |
|                                                                                                                                       | <b>Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.</b> . . . . . <input type="checkbox"/>                         |                                                                                                                     |                |                       |
|                                                                                                                                       | 27 Capital stock, trust principal, or current funds . . . . .                                                                                           |                                                                                                                     |                |                       |
|                                                                                                                                       | 28 Paid-in or capital surplus, or land, building, and equipment fund . . . . .                                                                          |                                                                                                                     |                |                       |
|                                                                                                                                       | 29 Retained earnings, accumulated income, endowment, or other funds . . . . .                                                                           |                                                                                                                     |                |                       |
|                                                                                                                                       | 30 <b>Total net assets or fund balances</b> (see instructions) . . . . .                                                                                | 10,737,994.                                                                                                         | 1,684,639.     |                       |
|                                                                                                                                       | 31 <b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .                                                                   | 12,678,183.                                                                                                         | 4,540,592.     |                       |

**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 | 10,737,994. |
| 2 Enter amount from Part I, line 27a . . . . .                                                                                                                         | 2 | -9,053,355. |
| 3 Other increases not included in line 2 (itemize) . . . . .                                                                                                           | 3 |             |
| 4 Add lines 1, 2, and 3. . . . .                                                                                                                                       | 4 | 1,684,639.  |
| 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 | 1,684,639.  |

**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 shares MLC Company) |  | (b) How acquired<br>P — Purchase<br>D — Donation | (c) Date acquired<br>(month, day, year) | (d) Date sold<br>(month, day, year) |
|------------------------------------------------------------------------------------------------------------------------------------------|--|--------------------------------------------------|-----------------------------------------|-------------------------------------|
| 1a N/A                                                                                                                                   |  |                                                  |                                         |                                     |
| b                                                                                                                                        |  |                                                  |                                         |                                     |
| c                                                                                                                                        |  |                                                  |                                         |                                     |
| d                                                                                                                                        |  |                                                  |                                         |                                     |
| e                                                                                                                                        |  |                                                  |                                         |                                     |

| (e) Gross sales price | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g) |
|-----------------------|--------------------------------------------|-------------------------------------------------|----------------------------------------------|
| a                     |                                            |                                                 |                                              |
| b                     |                                            |                                                 |                                              |
| c                     |                                            |                                                 |                                              |
| d                     |                                            |                                                 |                                              |
| e                     |                                            |                                                 |                                              |

| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 |                                      |                                                     | (i) Gains (Column (h)<br>gain minus column (k), but not less<br>than -0-) or Losses (from column (h)) |
|---------------------------------------------------------------------------------------------|--------------------------------------|-----------------------------------------------------|-------------------------------------------------------------------------------------------------------|
| (i) Fair Market Value<br>as of 12/31/69                                                     | (j) Adjusted basis<br>as of 12/31/69 | (k) Excess of column (i)<br>over column (j), if any |                                                                                                       |
| a                                                                                           |                                      |                                                     |                                                                                                       |
| b                                                                                           |                                      |                                                     |                                                                                                       |
| c                                                                                           |                                      |                                                     |                                                                                                       |
| d                                                                                           |                                      |                                                     |                                                                                                       |
| e                                                                                           |                                      |                                                     |                                                                                                       |

2 Capital gain net income or (net capital loss).

— If gain, also enter in Part I, line 7  
If (loss), enter -0- in Part I, line 7 —

2

3 Net-short-term capital gain or (loss) as defined in sections 1222(5) and (6).

If gain, also enter in Part I, line 8, column (c) (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 the instructions before making any entries.

| (a) Base period years<br>Calendar year (or tax year<br>beginning in) | (b) Adjusted qualifying distributions | (c) Net value of<br>noncharitable-use assets | (d) Distribution ratio<br>(column (b) divided by column (c)) |
|----------------------------------------------------------------------|---------------------------------------|----------------------------------------------|--------------------------------------------------------------|
| 2011                                                                 | 10,449,934.                           | 9,931,445.                                   | 1.052207                                                     |
| 2010                                                                 | 32,102,994.                           | 8,186,561.                                   | 3.921426                                                     |
| 2009                                                                 | 9,542,310.                            | 7,805,974.                                   | 1.222437                                                     |
| 2008                                                                 | 7,262,868.                            | 8,106,859.                                   | 0.895892                                                     |
| 2007                                                                 | 749.                                  | 30,304.                                      | 0.024716                                                     |

2 Total of line 1, column (d)

2

7.116678

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

1.423336

4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5

4

8,406,136.

5 Multiply line 4 by line 3

5

11,964,756.

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

6

92.

7 Add lines 5 and 6

7

11,964,848.

8 Enter qualifying distributions from Part XII, line 4

8

8,354,459.

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 V Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 – see instructions)**

|                                                                                                                                                          |            |           |      |
|----------------------------------------------------------------------------------------------------------------------------------------------------------|------------|-----------|------|
| <b>1 a</b> 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 instrs)                                                          |            |           |      |
| <b>b</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 |            | <b>1</b>  | 184. |
| <b>c</b> All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)                       |            |           |      |
| <b>2</b> Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)                                       |            | <b>2</b>  | 0.   |
| <b>3</b> Add lines 1 and 2                                                                                                                               |            | <b>3</b>  | 184. |
| <b>4</b> Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)                                     |            | <b>4</b>  | 0.   |
| <b>5</b> Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-                                                         |            | <b>5</b>  | 184. |
| <b>6</b> Credits/Payments:                                                                                                                               |            |           |      |
| <b>a</b> 2012 estimated tax pmts and 2011 overpayment credited to 2012                                                                                   | <b>6 a</b> | 103.      |      |
| <b>b</b> Exempt foreign organizations – tax withheld at source                                                                                           | <b>6 b</b> |           |      |
| <b>c</b> Tax paid with application for extension of time to file (Form 8868)                                                                             | <b>6 c</b> | 200.      |      |
| <b>d</b> Backup withholding erroneously withheld                                                                                                         | <b>6 d</b> |           |      |
| <b>7</b> Total credits and payments. Add lines 6a through 6d                                                                                             |            | <b>7</b>  | 303. |
| <b>8</b> Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached                               |            | <b>8</b>  |      |
| <b>9</b> Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed                                                                   |            | <b>9</b>  | 0.   |
| <b>10</b> Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid                                                      |            | <b>10</b> | 119. |
| <b>11</b> Enter the amount of line 10 to be: Credited to 2013 estimated tax <b>119.</b> Refunded                                                         |            | <b>11</b> | 0.   |

**Part VII Statements Regarding Activities**

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

BAA

Form 990-PF (2012)

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

|                                                                                                                                                     |                                                                                                                                                                                                                        |    |   |   |
|-----------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|---|---|
| 11                                                                                                                                                  | At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)                                | 11 |   | X |
| 12                                                                                                                                                  | Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)                               | 12 |   | X |
| 13                                                                                                                                                  | Did the foundation comply with the public inspection requirements for its annual returns and exemption application?<br>Website address: <u>www.simonbolivarfoundation.org</u>                                          | 13 | X |   |
| 14                                                                                                                                                  | The books are in care of <u>Claudia Thomas</u> Telephone no <u>832-486-4715</u><br>Located at <u>1293 Eldridge Parkway Houston TX</u> ZIP + 4 <u>77077</u>                                                             |    |   |   |
| 15                                                                                                                                                  | Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <u>N/A</u><br>and enter the amount of tax-exempt interest received or accrued during the year <u>15</u> <u>N/A</u> |    |   |   |
| 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 | X |   |
| See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country <u>Venezuela</u> |                                                                                                                                                                                                                        |    |   |   |

**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  |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------|-----|
| 1 a 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 instructions)?                                                                                                                                                                                                                                                                            | 1 b                                                                 | X   |
| Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>                                                                                                                                                                                                                                                                                                                                                                                       |                                                                     |     |
| 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?                                                                                                                                                                                                                                                                                                         | 1 c                                                                 | X   |
| 2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))                                                                                                                                                                                                                                                                                                                   |                                                                     |     |
| a At the end of tax year 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 <u>20</u> <u>20</u> <u>20</u> <u>20</u>                                                                                                                                                                                                                                                                                                                                                                                                                                  |                                                                     |     |
| 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.)                                                                                                                                                                                       | 2 b                                                                 | N/A |
| c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.<br><u>20</u> <u>20</u> <u>20</u> <u>20</u>                                                                                                                                                                                                                                                                                                                                     |                                                                     |     |
| 3 a 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.) | 3 b                                                                 | N/A |
| 4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?                                                                                                                                                                                                                                                                                                                                                                               | 4 a                                                                 | X   |
| b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?                                                                                                                                                                                                                                                               | 4 b                                                                 | X   |

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**Part VII** **Statements Regarding Activities for Which Form 4720 May Be Required** (continued)**5 a** During the year did the foundation pay or incur any amount to

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

**b** If any answer is 'Yes' to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?Organizations relying on a current notice regarding disaster assistance check here ☐**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? ☐ Yes ☐ No

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

**6 a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No

If 'Yes' to 6b, file Form 8870

**7 a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**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 |
|----------------------|-----------------------------------------------------------|-------------------------------------------|-----------------------------------------------------------------------|---------------------------------------|
| See Statement 8      |                                                           | 0.                                        | 0.                                                                    | 0.                                    |
|                      |                                                           |                                           |                                                                       |                                       |
|                      |                                                           |                                           |                                                                       |                                       |
|                      |                                                           |                                           |                                                                       |                                       |
|                      |                                                           |                                           |                                                                       |                                       |
|                      |                                                           |                                           |                                                                       |                                       |
|                      |                                                           |                                           |                                                                       |                                       |

**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 See Statement 9  |            |
|                    | 5,227,272. |
| 2 See Statement 10 |            |
|                    | 111,344.   |
| 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 instructions                                                           |        |
| 3                                                                                                                 |        |
| Total. Add lines 1 through 3                                                                                      | 0.     |

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

|          |                                                                                                              |                       |
|----------|--------------------------------------------------------------------------------------------------------------|-----------------------|
| <b>1</b> | Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes   |                       |
| <b>a</b> | Average monthly fair market value of securities                                                              | <b>1 a</b>            |
| <b>b</b> | Average of monthly cash balances                                                                             | <b>1 b</b> 8,534,148. |
| <b>c</b> | Fair market value of all other assets (see instructions)                                                     | <b>1 c</b>            |
| <b>d</b> | <b>Total</b> (add lines 1a, b, and c)                                                                        | <b>1 d</b> 8,534,148. |
| <b>e</b> | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)    | <b>1 e</b> 0.         |
| <b>2</b> | Acquisition indebtedness applicable to line 1 assets                                                         | <b>2</b> 0.           |
| <b>3</b> | Subtract line 2 from line 1d                                                                                 | <b>3</b> 8,534,148.   |
| <b>4</b> | Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)    | <b>4</b> 128,012.     |
| <b>5</b> | <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> 8,406,136.   |
| <b>6</b> | <b>Minimum investment return.</b> Enter 5% of line 5.                                                        | <b>6</b> 420,307.     |

**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.)

|            |                                                                                                           |                   |
|------------|-----------------------------------------------------------------------------------------------------------|-------------------|
| <b>1</b>   | Minimum investment return from Part X, line 6.                                                            | <b>1</b> 420,307. |
| <b>2 a</b> | Tax on investment income for 2012 from Part VI, line 5                                                    | <b>2 a</b> 184.   |
| <b>b</b>   | Income tax for 2012. (This does not include the tax from Part VI.)                                        | <b>2 b</b>        |
| <b>c</b>   | Add lines 2a and 2b                                                                                       | <b>2 c</b> 184.   |
| <b>3</b>   | Distributable amount before adjustments. Subtract line 2c from line 1.                                    | <b>3</b> 420,123. |
| <b>4</b>   | Recoveries of amounts treated as qualifying distributions                                                 | <b>4</b>          |
| <b>5</b>   | Add lines 3 and 4                                                                                         | <b>5</b> 420,123. |
| <b>6</b>   | Deduction from distributable amount (see instructions)                                                    | <b>6</b>          |
| <b>7</b>   | <b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | <b>7</b> 420,123. |

**Part XII Qualifying Distributions** (see instructions)

|          |                                                                                                                                                      |                       |
|----------|------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------|
| <b>1</b> | Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:                                                           |                       |
| <b>a</b> | Expenses, contributions, gifts, etc. — total from Part I, column (d), line 26.                                                                       | <b>1 a</b> 8,292,224. |
| <b>b</b> | Program-related investments — total from Part IX-B                                                                                                   | <b>1 b</b>            |
| <b>2</b> | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes                                            | <b>2</b> 62,235.      |
| <b>3</b> | Amounts set aside for specific charitable projects that satisfy the:                                                                                 |                       |
| <b>a</b> | Suitability test (prior IRS approval required)                                                                                                       | <b>3 a</b>            |
| <b>b</b> | Cash distribution test (attach the required schedule)                                                                                                | <b>3 b</b>            |
| <b>4</b> | <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> 8,354,459.   |
| <b>5</b> | 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>              |
| <b>6</b> | <b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4                                                                                | <b>6</b> 8,354,459.   |

**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)<br>Corpus | (b)<br>Years prior to 2011 | (c)<br>2011 | (d)<br>2012 |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2012 from Part XI, line 7                                                                                                                       |               |                            |             | 420,123.    |
| 2 Undistributed income, if any, as of the end of 2012:                                                                                                                     |               |                            |             |             |
| a Enter amount for 2011 only                                                                                                                                               |               |                            | 0.          |             |
| b Total for prior years. 20____, 20____, 20____                                                                                                                            |               | 0.                         |             |             |
| 3 Excess distributions carryover, if any, to 2012                                                                                                                          |               |                            |             |             |
| a From 2007                                                                                                                                                                |               |                            |             |             |
| b From 2008                                                                                                                                                                | 6,827,970.    |                            |             |             |
| c From 2009                                                                                                                                                                | 9,152,011.    |                            |             |             |
| d From 2010                                                                                                                                                                | 31,693,838.   |                            |             |             |
| e From 2011                                                                                                                                                                | 9,953,579.    |                            |             |             |
| f Total of lines 3a through e                                                                                                                                              | 57,627,398.   |                            |             |             |
| 4 Qualifying distributions for 2012 from Part XII, line 4. ▶ \$ 8,354,459.                                                                                                 |               |                            |             |             |
| a Applied to 2011, but not more than line 2a                                                                                                                               |               |                            | 0.          |             |
| 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                                                                                                                                     |               |                            |             | 420,123.    |
| e Remaining amount distributed out of corpus                                                                                                                               | 7,934,336.    |                            |             |             |
| 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                                                                                                                         | 65,561,734.   |                            |             |             |
| 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                                                               |               |                            |             | 0.          |
| 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                                                                                              | 65,561,734.   |                            |             |             |
| 10 Analysis of line 9:                                                                                                                                                     |               |                            |             |             |
| a Excess from 2008                                                                                                                                                         | 6,827,970.    |                            |             |             |
| b Excess from 2009                                                                                                                                                         | 9,152,011.    |                            |             |             |
| c Excess from 2010                                                                                                                                                         | 31,693,838.   |                            |             |             |
| d Excess from 2011                                                                                                                                                         | 9,953,579.    |                            |             |             |
| e Excess from 2012                                                                                                                                                         | 7,934,336.    |                            |             |             |



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

| Recipient<br>Name and address (home or business)  | If recipient is an individual,<br>show any relationship to any<br>foundation manager or<br>substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution | Amount     |
|---------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|--------------------------------------|-------------------------------------|------------|
| <b>a</b> Paid during the year<br>See Statement 12 |                                                                                                                    |                                      |                                     |            |
| <b>Total</b>                                      |                                                                                                                    |                                      | ▶ <b>3a</b>                         | 2,815,141. |
| <b>b</b> Approved for future payment              |                                                                                                                    |                                      |                                     |            |
| <b>Total</b>                                      |                                                                                                                    |                                      | ▶ <b>3b</b>                         |            |

| Enter gross amounts unless otherwise indicated |                                                          | Unrelated business income |               | Excluded by section 512, 513, or 514 |               | (e)<br>Related or exempt<br>function income<br>(See instructions ) |
|------------------------------------------------|----------------------------------------------------------|---------------------------|---------------|--------------------------------------|---------------|--------------------------------------------------------------------|
|                                                |                                                          | (a)<br>Business<br>code   | (b)<br>Amount | (c)<br>Exclu-<br>sion<br>code        | (d)<br>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                                   | 10,451.       |                                                                    |
| 4                                              | Dividends and interest from securities . .               |                           |               |                                      |               |                                                                    |
| 5                                              | Net rental income or (loss) from real estate:            |                           |               |                                      |               |                                                                    |
| a                                              | Debt-financed property                                   |                           |               |                                      |               |                                                                    |
| b                                              | Not debt-financed property . . . . .                     |                           |               |                                      |               |                                                                    |
| 6                                              | Net rental income or (loss) from personal property       |                           |               |                                      |               |                                                                    |
| 7                                              | Other investment income . . . . .                        |                           |               |                                      |               |                                                                    |
| 8                                              | Gain or (loss) from sales of assets other than inventory |                           |               |                                      |               |                                                                    |
| 9                                              | Net income or (loss) from special events . .             |                           |               |                                      |               |                                                                    |
| 10                                             | Gross profit or (loss) from sales of inventory.          |                           |               |                                      |               |                                                                    |
| 11                                             | Other revenue.                                           |                           |               |                                      |               |                                                                    |
| a                                              | Credit Card Rewards                                      |                           |               | 1                                    | 1,450.        |                                                                    |
| b                                              |                                                          |                           |               |                                      |               |                                                                    |
| c                                              |                                                          |                           |               |                                      |               |                                                                    |
| d                                              |                                                          |                           |               |                                      |               |                                                                    |
| e                                              |                                                          |                           |               |                                      |               |                                                                    |
| 12                                             | Subtotal. Add columns (b), (d), and (e)                  |                           |               |                                      | 11,901.       |                                                                    |
| 13                                             | Total. Add line 12, columns (b), (d), and (e)            |                           |               |                                      | 13            | 11,901.                                                            |

(See worksheet in line 13 instructions to verify calculations.)

[illegible]

|     |                                                                                                                                                                                                                                                     | Yes | No |
|-----|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|
| 1   | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? |     |    |
| a   | Transfers from the reporting foundation to a noncharitable exempt organization of.                                                                                                                                                                  |     |    |
| (1) | Cash                                                                                                                                                                                                                                                |     | X  |
| (2) | Other assets                                                                                                                                                                                                                                        |     | X  |
| b   | Other transactions.                                                                                                                                                                                                                                 |     |    |
| (1) | Sales of assets to a noncharitable exempt organization                                                                                                                                                                                              |     | X  |
| (2) | Purchases of assets from a noncharitable exempt organization                                                                                                                                                                                        |     | X  |
| (3) | Rental of facilities, equipment, or other assets                                                                                                                                                                                                    |     | X  |
| (4) | Reimbursement arrangements                                                                                                                                                                                                                          |     | X  |
| (5) | Loans or loan guarantees                                                                                                                                                                                                                            |     | X  |
| (6) | Performance of services or membership or fundraising solicitations                                                                                                                                                                                  |     | X  |
| c   | Sharing of facilities, equipment, mailing lists, other assets, or paid employees                                                                                                                                                                    |     | X  |

**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]

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

☐ Yes ☒ No

**b** If 'Yes,' complete the following schedule

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

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

**Sign  
Here**

Signature of officer or trustee

Date \_\_\_\_\_

Title

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

☒ Yes ☐ No

**Paid  
Preparer  
Use Only**

Print/Type preparer's name

Jody Blazek

~~Preparer's signature~~

Date \_\_\_\_\_

Check

|  |    |  |
|--|----|--|
|  | V. |  |
|--|----|--|

PRINT

Firm's name ▶ Blazek & Vetterling  
Firm's address ▶ 2900 Wesleyan, Suite 200  
Houston, TX 77027-5132

Firm's EIN ▶ 76-0269860

Phone no (713) 439-5739

**BAA**

Form 990-PF (2012)

Simon Bolivar Foundation Inc.

20-5787382

**Statement 1**  
**Form 990-PF, Part I, Line 11**  
**Other Income**

|                              | (a)<br>Revenue<br>per Books | (b) Net<br>Investment<br>Income | (c)<br>Adjusted<br>Net Income |
|------------------------------|-----------------------------|---------------------------------|-------------------------------|
| Credit Card Rewards. . . . . | \$ 1,450.                   |                                 |                               |
| Total                        | \$ 1,450.                   | \$ 0.                           | \$ 0.                         |

**Statement 2**  
**Form 990-PF, Part I, Line 16a**  
**Legal Fees**

|                      | (a)<br>Expenses<br>Per Books | (b) Net<br>Investment<br>Income | (c)<br>Adjusted<br>Net Income | (d)<br>Charitable<br>Purposes |
|----------------------|------------------------------|---------------------------------|-------------------------------|-------------------------------|
| Legal fees . . . . . | \$ 56,164.                   |                                 |                               | \$ 26,183.                    |
| Total                | \$ 56,164.                   | \$ 0.                           |                               | \$ 26,183.                    |

**Statement 3**  
**Form 990-PF, Part I, Line 16b**  
**Accounting Fees**

|                                     | (a)<br>Expenses<br>per Books | (b) Net<br>Investment<br>Income | (c)<br>Adjusted<br>Net Income | (d)<br>Charitable<br>Purposes |
|-------------------------------------|------------------------------|---------------------------------|-------------------------------|-------------------------------|
| Tax planning & compliance . . . . . | \$ 20,200.                   |                                 |                               | \$ 20,200.                    |
| Total                               | \$ 20,200.                   | \$ 0.                           |                               | \$ 20,200.                    |

**Statement 4**  
**Form 990-PF, Part I, Line 16c**  
**Other Professional Fees**

|                                   | (a)<br>Expenses<br>per Books | (b) Net<br>Investment<br>Income | (c)<br>Adjusted<br>Net Income | (d)<br>Charitable<br>Purposes |
|-----------------------------------|------------------------------|---------------------------------|-------------------------------|-------------------------------|
| Administrative services . . . . . | \$ 32,488.                   |                                 |                               | \$ 27,915.                    |
| Translation services . . . . .    | 2,553.                       |                                 |                               | 2,553.                        |
| Website redesign . . . . .        | 12,500.                      |                                 |                               | 12,500.                       |
| Total                             | \$ 47,541.                   | \$ 0.                           |                               | \$ 42,968.                    |

Simon Bolivar Foundation Inc.

20-5787382

**Statement 5**  
**Form 990-PF, Part I, Line 18**  
**Taxes**

|            | (a)<br>Expenses<br>per Books | (b) Net<br>Investment<br>Income | (c)<br>Adjusted<br>Net Income | (d)<br>Charitable<br>Purposes |
|------------|------------------------------|---------------------------------|-------------------------------|-------------------------------|
| Excise Tax | \$ 203.                      |                                 |                               |                               |
| Total      | <u>\$ 203.</u>               | <u>\$ 0.</u>                    |                               | <u>\$ 0.</u>                  |

**Statement 6**  
**Form 990-PF, Part I, Line 23**  
**Other Expenses**

|                                    | (a)<br>Expenses<br>per Books | (b) Net<br>Investment<br>Income | (c)<br>Adjusted<br>Net Income | (d)<br>Charitable<br>Purposes |
|------------------------------------|------------------------------|---------------------------------|-------------------------------|-------------------------------|
| Aid - Haiti earthquake relief      |                              |                                 |                               | \$ 111,344.                   |
| Aid - medicine/hospital/treatment  | \$ 4,899,296.                | -                               | -                             | 4,680,834.                    |
| Aid - patient travel/lodging/meals | 575,500.                     |                                 |                               | 546,438.                      |
| Bank charges                       | 960.                         | \$ 960.                         |                               |                               |
| Foreign currency losses            | 292.                         | 292.                            |                               |                               |
| Insurance                          | 8,391.                       |                                 |                               | 11,594.                       |
| Office and other expenses          | 37,182.                      |                                 |                               | 37,182.                       |
| Total                              | <u>\$ 5,521,621.</u>         | <u>\$ 1,252.</u>                |                               | <u>\$ 5,387,392.</u>          |

**Statement 7**  
**Form 990-PF, Part II, Line 15**  
**Other Assets**

|                                         | Book Value        | Fair Market Value |
|-----------------------------------------|-------------------|-------------------|
| Fossil Replicas-Orocual, Estado Monagas | \$ 62,235.        | \$ 62,235.        |
| Total                                   | <u>\$ 62,235.</u> | <u>\$ 62,235.</u> |

**Statement 8**  
**Form 990-PF, Part VIII, Line 1**  
**List of Officers, Directors, Trustees, and Key Employees**

| Name and Address                                    | Title and<br>Average Hours<br>Per Week Devoted | Compen-<br>sation | Contri-<br>bution to<br>EBP & DC | Expense<br>Account/<br>Other |
|-----------------------------------------------------|------------------------------------------------|-------------------|----------------------------------|------------------------------|
| Dario Merchan<br>P.O. Box 4689<br>Houston, TX 77210 | President<br>20.00                             | \$ 0.             | \$ 0.                            | \$ 0.                        |

Simon Bolivar Foundation Inc.

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Statement 8 (continued)  
Form 990-PF, Part VIII, Line 1  
List of Officers, Directors, Trustees, and Key Employees

| Name and Address                                                  | Title and<br>Average Hours<br>Per Week Devoted | Compen-<br>sation | Contri-<br>bution to<br>EBP & DC | Expense<br>Account/<br>Other |
|-------------------------------------------------------------------|------------------------------------------------|-------------------|----------------------------------|------------------------------|
| Maritza Rojas de Villanueva<br>P.O. Box 4689<br>Houston, TX 77210 | Chairman/Dir<br>2.50                           | \$ 0.             | \$ 0.                            | \$ 0.                        |
| Arnaldo Arcay<br>P.O. Box 4689<br>Houston, TX 77210               | Secretary<br>3.00                              | 0.                | 0.                               | 0.                           |
| Fatima Romero<br>P.O. Box 4689<br>Houston, TX 77210               | Treasurer<br>1.00                              | 0.                | 0.                               | 0.                           |
| Holly Chastain Nini<br>P.O. Box 4689<br>Houston, TX 77210         | Asst Secretary<br>10.00                        | 0.                | 0.                               | 0.                           |
| Julie Okwara<br>P.O. Box 4689<br>Houston, TX 77210                | Asst Secretary<br>0.25                         | 0.                | 0.                               | 0.                           |
| John Butts<br>P.O. Box 4689<br>Houston, TX 77210                  | Asst Treas/Ctrl<br>1.00                        | 0.                | 0.                               | 0.                           |
| Curtis Rowe<br>P.O. Box 4689<br>Houston, TX 77210                 | Asst Treasurer<br>0.50                         | 0.                | 0.                               | 0.                           |
| David Diaz<br>P.O. Box 4689<br>Houston, TX 77210                  | Director<br>1.75                               | 0.                | 0.                               | 0.                           |
| Richard Gooley<br>P.O. Box 4689<br>Houston, TX 77210              | Director<br>0.75                               | 0.                | 0.                               | 0.                           |
| Orestes Parilli<br>P.O. Box 4689<br>Houston, TX 77210             | Director<br>4.00                               | 0.                | 0.                               | 0.                           |
| Eladio Perez<br>P.O. Box 4689<br>Houston, TX 77210                | Director<br>0.50                               | 0.                | 0.                               | 0.                           |
| Fernando Valera<br>P.O. Box 4689<br>Houston, TX 77210             | Director<br>4.00                               | 0.                | 0.                               | 0.                           |
| Total                                                             |                                                | \$ 0.             | \$ 0.                            | \$ 0.                        |

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**Statement 9**  
**Form 990-PF, Part IX-A, Line 1**  
**Summary of Direct Charitable Activities**

| <u>Direct Charitable Activities</u>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | <u>Expenses</u> |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------|
| The Simón Bolívar Foundation (SBF) exists primarily to give the gift of hope to those who are critically ill and unable to pay for treatment. To do this, the Foundation provides access to specialized medical treatment and financial assistance to these individuals by relieving the burden of excessive medical costs for patients, and their families, located in various countries. Specialized treatments are provided in collaboration with our worldwide network of hospitals and medical institutions. SBF's assistance also includes travel, housing, living expenses, medical devices, prescriptions, funeral arrangements (when needed), and dental care. 130 persons were provided assistance this year. SBF also meets the needs of qualifying individuals in severely distressing situations. | \$ 5,227,272.   |

**Statement 10**  
**Form 990-PF, Part IX-A, Line 2**  
**Summary of Direct Charitable Activities**

| <u>Direct Charitable Activities</u>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | <u>Expenses</u> |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------|
| HAITI RELIEF: In 2010, the Simon Bolivar Foundation (SBF) provided assistance in connection with the relief efforts for the victims of the earthquake in Haiti, which occurred on Jan. 12, 2010. During 2012, The SBF purchased equipment, relief supplies and other items such as kitchen supplies, meters, solar panels, plastic water storage, electrical supplies, inverter charger and water pipes to donate to earthquake victims in Haiti and to shelters, schools and other organizations whose primary function is to assist such victims. The cost (total amount) of this equipment and items was \$111,344. | \$ 111,344.     |

**Statement 11**  
**Form 990-PF, Part XV, Line 2a-d**  
**Application Submission Information**

|                         |                                                                                                    |
|-------------------------|----------------------------------------------------------------------------------------------------|
| Name of Grant Program:  |                                                                                                    |
| Name:                   | Dr. Dario Merchan                                                                                  |
| Care Of:                | Simón Bolívar Foundation Inc.                                                                      |
| Street Address:         | 1293 Eldridge Parkway, N5033                                                                       |
| City, State, Zip Code:  | Houston, TX 77077                                                                                  |
| Telephone:              | 832-486-4808                                                                                       |
| E-Mail Address:         |                                                                                                    |
| Form and Content:       | Apply online at <a href="http://www.simonbolivarfoundation.org">www.simonbolivarfoundation.org</a> |
| Submission Deadlines:   | None                                                                                               |
| Restrictions on Awards: | None                                                                                               |

Simon Bolivar Foundation Inc.

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Statement 12  
Form 990-PF, Part XV, Line 3a  
Recipient Paid During the Year

| Name and Address                                                                        | Donee Relationship | Found-<br>ation<br>Status | Purpose of<br>Grant                                                    | Amount     |
|-----------------------------------------------------------------------------------------|--------------------|---------------------------|------------------------------------------------------------------------|------------|
| Embassy of Venezuela<br>1099 30th Street, NW<br>Washington, DC 20007                    | N/A                | Govt                      | Support<br>renovation of<br>Embassy building<br>in Washington,<br>D.C. | \$ 33,803. |
| Arthur Aviles Typical<br>Theatre<br>PO Box 740082<br>Bronx, NY 10474                    | N/A                | 509(a) (1)                | Arts & Culture                                                         | 10,000.    |
| The Bronx River Art Center,<br>Inc.<br>1087 Tremont Ave<br>Bronx, NY 10460              | N/A                | 509(a) (1)                | Arts & Culture                                                         | 10,000.    |
| Bronx Children's Museum<br>PO Box 1381<br>Bronx, NY 10451                               | N/A                | 509(a) (1)                | Environmental                                                          | 20,000.    |
| Bronx Museum of the Arts<br>1040 Grand Concourse<br>Bronx, NY 10456                     | N/A                | 509(a) (1)                | Arts & Culture                                                         | 25,000.    |
| Casa Atabex Ache<br>471 East 140th Street,<br>Basement Lvl<br>Bronx, NY 10454           | N/A                | 509(a) (1)                | Health, Arts &<br>Culture                                              | 27,500.    |
| Casita Maria, Inc.<br>928 Simpson Street<br>Bronx, NY 10549                             | N/A                | 509(a) (1)                | Education                                                              | 20,000.    |
| Community Connections for<br>Youth<br>199 Lincoln Ave, Suite 212<br>Bronx, NY 10454     | N/A                | 509(a) (1)                | Education                                                              | 32,500.    |
| Concourse House Housing<br>Development Fund<br>2751 Grand Concourse<br>Bronx, NY 10468  | N/A                | 509(a) (1)                | Education                                                              | 20,000.    |
| Diversity in Arts and<br>Nations for Cultur<br>1048 Commonwealth Ave<br>Bronx, NY 10472 | N/A                | 509(a) (1)                | Arts & Culture                                                         | 10,000.    |
| The DreamYard Project, Inc.<br>1085 Washington Ave<br>Bronx, NY 10456                   | N/A                | 509(a) (1)                | Arts & Culture                                                         | 10,000.    |

Simon Bolivar Foundation Inc.

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Statement 12 (continued)  
Form 990-PF, Part XV, Line 3a  
Recipient Paid During the Year

| <u>Name and Address</u>                                                                            | <u>Donee Relationship</u> | <u>Found-<br/>ation<br/>Status</u> | <u>Purpose of<br/>Grant</u>                                                                                                                                  | <u>Amount</u> |
|----------------------------------------------------------------------------------------------------|---------------------------|------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|
| Green Worker, Inc.<br>461 Timpson Place<br>Bronx, NY 10455                                         | N/A                       | 509(a) (1)                         | Environmental                                                                                                                                                | \$ 30,000.    |
| La Finca del Sur South<br>Bronx Farmers<br>3400 Ft. Independence St,<br>Apt 14H<br>Bronx, NY 10463 | N/A                       | 509(a) (1)                         | Environmental                                                                                                                                                | 10,000.       |
| Mary Mitchell Family and<br>Youth Center<br>2007 Maples Ave<br>Bronx, NY 10460                     | N/A                       | 509(a) (2)                         | Education and<br>Environmental                                                                                                                               | 37,500.       |
| Mass Transit Street<br>Theater, Inc.<br>PO Box 347<br>Bronx, NY 10468                              | N/A                       | 509(a) (2)                         | Education                                                                                                                                                    | 10,000.       |
| Sistas on the Rise, Inc.<br>654 Manida St #2<br>Bronx, NY 10474                                    | N/A                       | 509(a) (1)                         | Education                                                                                                                                                    | 20,000.       |
| TriLatino Triathlon Club,<br>Inc.<br>930 Tiffany Street<br>Bronx, NY 10459                         | N/A                       | 509(a) (1)                         | Health                                                                                                                                                       | 10,000.       |
| Voices Unbroken<br>PO Box 342<br>Bronx, NY 10461                                                   | N/A                       | 509(a) (1)                         | Health                                                                                                                                                       | 20,000.       |
| City of New Orleans<br>1300 Perdido St<br>New Orleans, LA 70112                                    | N/A                       | Govt                               | Assist with the<br>restoration and<br>refurbishment of<br>the Simon<br>Bolivar Monument<br>and bronze<br>plaques and<br>lettering.                           | 11,897.       |
| Fundacion para el<br>Transplante de Medula<br>Av 15 Esquina Calle 70<br>Maracaibo, Venezuela       | N/A                       | For.Equiv                          | Medical<br>assistance for<br>Bone Marrow<br>transplants and<br>related medical<br>treatment for<br>critically ill<br>individuals<br>residing in<br>Venezuela | 2,000,000.    |

Simon Bolivar Foundation Inc.

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Statement 12 (continued)  
Form 990-PF, Part XV, Line 3a  
Recipient Paid During the Year

| Name and Address                                                                                        | Donee Relationship | Found-<br>ation<br>Status | Purpose of<br>Grant                                                                                                                            | Amount     |
|---------------------------------------------------------------------------------------------------------|--------------------|---------------------------|------------------------------------------------------------------------------------------------------------------------------------------------|------------|
| Embassy of Venezuela<br>11 rue Copernic<br>Paris, 75016 France                                          | N/A                | Govt                      | Francisco de<br>Miranda monument                                                                                                               | \$ 30,691. |
| Fundacion Musical Simon<br>Bolivar<br>Av. Bolivar, Parque<br>Cen,Torre Oeste<br>Caracas, 1010 Venezuela | N/A                | For.Equiv                 | Promote and<br>perform jazz<br>music<br>internationally<br>to demonstrate<br>the educational,<br>musical and<br>artistic reach<br>in Venezuela | 115,000.   |
| Bronx River Alliance Inc<br>One Bronx River Parkway<br>Bronx, NY 10462                                  | N/A                | 509(a) (1)                | Environmental                                                                                                                                  | 20,000.    |
| Garifuna Coalition USA Inc<br>391 E. 149th Street, RM<br>215, Fl 5<br>Bronx, NY 10455                   | N/A                | 509(a) (2)                | Education                                                                                                                                      | 10,000.    |
| Grace Outreach Inc<br>378 East 151st Street, 5th<br>Floor<br>Bronx, NY 10455                            | N/A                | 509(a) (1)                | Education                                                                                                                                      | 17,500.    |
| Highbridge Voices Corp<br>1465 Nelson Ave OFC 1<br>Bronx, NY 10452                                      | N/A                | 509(a) (1)                | Arts & Culture                                                                                                                                 | 12,500.    |
| La Fuente A Tri-State<br>Worker & Comm Fd<br>928 Intervale<br>Bronx, NY 10459                           | N/A                | 509(a) (1)                | Education                                                                                                                                      | 20,000.    |
| MASA Mexed Inc<br>135 East 22nd Street, Rm<br>909<br>Bronx, NY 10010                                    | N/A                | 509(a) (1)                | Education                                                                                                                                      | 10,000.    |
| Muslim Women Institute for<br>Res. & Dev.<br>1363 Ogden Avenue<br>Bronx, NY 10452                       | N/A                | 509(a) (1)                | Health                                                                                                                                         | 20,000.    |
| Neighborhood Self-Help by<br>Older Persons<br>953 Southern Boulevard,<br>Suite 203<br>Bronx, NY 10459   | N/A                | 509(a) (1)                | Health                                                                                                                                         | 12,500.    |

Simon Bolivar Foundation Inc.

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Statement 12 (continued)  
Form 990-PF, Part XV, Line 3a  
Recipient Paid During the Year

| <u>Name and Address</u>                                                               | <u>Donee Relationship</u> | <u>Found-<br/>ation<br/>Status</u> | <u>Purpose of<br/>Grant</u> | <u>Amount</u> |
|---------------------------------------------------------------------------------------|---------------------------|------------------------------------|-----------------------------|---------------|
| Newsett II Housing<br>Development<br>1230 Pennsylvania Avenue<br>Brooklyn, NY 11239   | N/A                       | 509(a) (2)                         | Education                   | \$ 18,750.    |
| Part of the Solution<br>2759 Webster Avenue<br>Bronx, NY 10458                        | N/A                       | 509(a) (1)                         | Health                      | 20,000.       |
| Picture the Homeless<br>2427 Morris Ave, 2nd Floor<br>Bronx, NY 10468                 | N/A                       | 509(a) (1)                         | Education                   | 20,000.       |
| Point Community Development<br>Corp<br>940 Garrison Avenue<br>Bronx, NY 10474         | N/A                       | 509(a) (1)                         | Environmental               | 30,000.       |
| Pregones Touring Puerto<br>Rican Theatre<br>571 Walton Ave. #575<br>Bronx, NY 10451   | N/A                       | 509(a) (1)                         | Arts & Culture              | 15,000.       |
| Sauti Yetu Center for<br>African Women<br>2417 Third Avenue<br>Bronx, NY 10451        | N/A                       | 509(a) (1)                         | Education                   | 25,000.       |
| South Bronx Educational<br>Foundation<br>843 Crotona Park<br>Bronx, NY 10460          | N/A                       | 509(a) (1)                         | Education                   | 20,000.       |
| Sustainable South Bronx Inc<br>1231 Lafayette Avenue, 4th<br>Floor<br>Bronx, NY 10474 | N/A                       | 509(a) (1)                         | Environmental               | 7,500.        |
| Youth Ministries for Peace<br>& Justice<br>1384 Stratford Avenue<br>Bronx, NY 10472   | N/A                       | 509(a) (1)                         | Environmental               | 22,500.       |

Total \$ 2,815,141.

**Part VII-B, Question 5c** Expenditure Responsibility Statements for 2012

Pursuant to IRC Regulation 53.4945-5(d)(2), Simon Bolivar Foundation provides the following information for two grants:

- |             |                              |                                                                                                                                                                 |
|-------------|------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------|
| (i)         | Grantee:                     | More Gardens! Fund<br>139 Saint Ann's Avenue, Bronx, NY 10454                                                                                                   |
| (ii)        | Amount of Grant:             | \$20,000                                                                                                                                                        |
| (iii)       | Purpose of Grant:            | Rise Up and Feed the Bronx market                                                                                                                               |
| (iv) & (vi) | Reports of Amounts Expended: | Reports regarding full expenditure of the grant funds were received on 8/8/11, 12/5/11, 2/5/12 and 3/30/12.<br>\$18,400                                         |
| (v)         | Diversions:                  | To the knowledge of the grantor, no funds have been diverted to any activity other than the activity for which the grant was originally made.                   |
| (vii)       | Verification:                | The grantor has no reason to doubt the accuracy or reliability of the reports from the grantee; therefore, no independent verification of the reports was made. |
| (i)         | Grantee:                     | Mothers on the Move, Inc.<br>926 Intervale Avenue, Bronx, NY 10459                                                                                              |
| (ii)        | Amount of Grant:             | \$80,000                                                                                                                                                        |
| (iii)       | Purpose of Grant:            | "Green Our Hood" Program & Rebel Diaz Arts Collective                                                                                                           |
| (iv) & (vi) | Reports of Amounts Expended: | Reports regarding full expenditure of the grant funds were received on 9/1/11, 12/1/11, 3/30/12, 6/30/12, and 7/30/12.<br>\$63,600                              |
| (v)         | Diversions:                  | To the knowledge of the grantor, no funds have been diverted to any activity other than the activity for which the grant was originally made.                   |
| (vii)       | Verification:                | The grantor has no reason to doubt the accuracy or reliability of the reports from the grantee; therefore, no independent verification of the reports was made. |