Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to public Inspection

For calendar year 2012 or tax year beginning , and ending

Name of foundation: THE FRUEHAUF FOUNDATION

A Employer identification number: 23-7015744

Number and street (or P O box number if mail is not delivered to street address): C/O SENTINEL TRUST; 2001 KIRBY DR

Room/suite: 1200

B Telephone number: 713-529-3729

City or town, state, and ZIP code: HOUSTON, TX 77019

C If exemption application is pending, check here ▶ [ ]

G Check all that apply: [ ] Initial return [ ] Initial return of a former public charity [ ] Final return [ ] Amended return [ ] Address change [ ] Name change

D 1. Foreign organizations, check here ▶ [ ]

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

H Check type of organization: [X] Section 501(c)(3) exempt private foundation [ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ [ ]

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 4,905,325.

J Accounting method: [X] Cash [ ] Accrual [ ] Other (specify) *(Part I, column (d) must be on cash basis)*

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ [ ]

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received				
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	90.	90.		STATEMENT 1
	4 Dividends and interest from securities	110,083.	110,083.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	124,121.			
	b Gross sales price for all assets on line 6a 1,359,326.				
	7 Capital gain net income (from Part IV, line 2)		124,121.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income				
	12 **Total.** Add lines 1 through 11	234,294.	234,294.	0.	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.	0.	0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 3	5,740.	2,870.	0.	2,870.
	b Accounting fees STMT 4	3,641.	1,821.	0.	1,820.
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 5	6,354.	2,418.	0.	0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 6	23,919.	11,961.	0.	11,958.
	24 **Total operating and administrative expenses** Add lines 13 through 23	39,654.	19,070.	0.	16,648.
	25 Contributions, gifts, grants paid	220,000.			220,000.
	26 **Total expenses and disbursements.** Add lines 24 and 25	259,654.	19,070.	0.	236,648.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	<25,360.>			
	b **Net investment income** (if negative, enter -0-)		215,224.		
	c **Adjusted net income** (if negative, enter -0-)			0.	

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Part II Balance Sheets (Attached schedules and amounts in the description column should be for end-of-year amounts only)		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets				
1	Cash - non-interest-bearing			
2	Savings and temporary cash investments	681,250.	623,544.	623,544.
3	Accounts receivable ▶ 25,057. Less: allowance for doubtful accounts ▶	4,522.	25,057.	25,057.
4	Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons			
7	Other notes and loans receivable ▶ Less: allowance for doubtful accounts ▶			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10a	Investments - U.S. and state government obligations			
b	Investments - corporate stock			
c	Investments - corporate bonds			
11	Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation ▶			
12	Investments - mortgage loans			
13	Investments - other STMT 7	3,747,321.	3,759,132.	4,256,724.
14	Land, buildings, and equipment: basis ▶ Less accumulated depreciation ▶			
15	Other assets (describe ▶)			
16	**Total assets** (to be completed by all filers)	4,433,093.	4,407,733.	4,905,325.
Liabilities				
17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable			
22	Other liabilities (describe ▶)			
23	**Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances				
	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31.			
27	Capital stock, trust principal, or current funds	3,977,256.	3,977,256.	
28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
29	Retained earnings, accumulated income, endowment, or other funds	455,837.	430,477.	
30	**Total net assets or fund balances**	4,433,093.	4,407,733.	
31	**Total liabilities and net assets/fund balances**	4,433,093.	4,407,733.	

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	4,433,093.
2	Enter amount from Part I, line 27a	2	<25,360.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	4,407,733.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4,407,733.

Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	1,358,008.		1,235,205.	122,803.
b	40.			40.
c	1,278.			1,278.
d				
e				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				122,803.
b				40.
c				1,278.
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 — 124,121.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):
If gain, also enter in Part I, line 8, column (c).
If (loss), enter -0- in Part I, line 8 — 3 — N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	226,507.	4,828,982.	.046906
2010	219,852.	4,625,512.	.047530
2009	246,034.	4,278,424.	.057506
2008	281,717.	5,026,097.	.056051
2007	254,790.	5,810,908.	.043847

2	**Total** of line 1, column (d)	2	.251840
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	.050368
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	4,837,878.
5	Multiply line 4 by line 3	5	243,674.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2,152.
7	Add lines 5 and 6	7	245,826.
8	Enter qualifying distributions from Part XII, line 4	8	236,648.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ (attach copy of letter if necessary-see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b		1	4,304.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3	Add lines 1 and 2		3	4,304.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-		5	4,304.
6	Credits/Payments:			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a 1,270.		
b	Exempt foreign organizations - tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d		7	1,270.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	60.
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	3,094.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶	Refunded ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? *If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*	1b		X
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 0. **(2)** On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ MI			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
	Website address ▶ N/A			
14	The books are in care of ▶ HARVEY C FRUEHAUF, JR - PRESIDENT Telephone no. ▶ (713) 529-3729			
	Located at ▶ 2001 KIRBY DR, STE 1200, HOUSTON, TX ZIP+4 ▶ 77019			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A			
16	At any time during calendar year 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 ▶			

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		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? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		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?	4b		X

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

			Yes	No
5a During the year did the foundation pay or incur any amount to:				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No			
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No			
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?	☐ Yes ☒ No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No			
b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	N/A	5b		
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? N/A	☐ Yes ☐ No			
If "Yes," attach the statement required by Regulations section 53 4945-5(d).				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b		X
If "Yes" to 6b, file Form 8870.				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No			
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	7b		

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 8		0.	0.	0.

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

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

Total number of other employees paid over $50,000 ▶ 0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	4,120,383.
b	Average of monthly cash balances	1b	789,936.
c	Fair market value of all other assets	1c	1,232.
d	**Total** (add lines 1a, b, and c)	1d	4,911,551.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	4,911,551.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	73,673.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,837,878.
6	**Minimum investment return.** Enter 5% of line 5	6	241,894.

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

1	Minimum investment return from Part X, line 6			1	241,894.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	4,304.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	4,304.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	237,590.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	237,590.
6	Deduction from distributable amount (see instructions)			6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	237,590.

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	236,648.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	236,648.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	236,648.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				237,590.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			217,566.	
b Total for prior years: ____, ____, ____		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 236,648.				
a Applied to 2011, but not more than line 2a			217,566.	
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				19,082.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				218,508.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year-see instructions.)

1 **Information Regarding Foundation Managers:**

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

SEE STATEMENT 9

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

NONE

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

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

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

SEE STATEMENT 10

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT B				220,000.
Total			▶ 3a	220,000.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

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

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	90.	
4 Dividends and interest from securities			14	110,083.	
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			18	124,121.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		234,294.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 234,294.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).
	N/A

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

			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	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		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.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule.

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

Sign Here

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

Signature of officer or trustee: [signature] Date: 5/14/13 Title: VP

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
CONNIE L ESTOPINAL	Connie L. Estopinal			P00150005

Firm's name ▶ MOHLE ADAMS — Firm's EIN ▶ 74-1067601

Firm's address ▶ 3900 ESSEX LANE, SUITE 1000
HOUSTON, TX 77027 — Phone no. 713-629-1381

223622
12-05-12

EIN: 23-7015744 STATEMENT A

January 01, 2012 To December 31, 2012

Account Name : Fruehauf Foundation

Summary Of Investment Holdings

Shares or Par Value	Investment Category	Cost Basis	Unit Value	Market Value	Estimated Ann Inc	Curr Yield	% Port
	Money Market Funds						
623,543.97	Northern Inst. Government Select Fund	623,543.97	100.00	623,543 97	62.35	0.01%	12.71%
	Totals	**623,543.97**		**623,543.97**	**62.35**	**0.01%**	**12.71%**
	Common Stock						
130	Abercrombie & Fitch Co, Cl A	4,033.90	47 97	6,236.10	91.00	1.46%	0.13%
160	Agco Corp	6,010.01	49.12	7,859.20	0.00	0.00%	0 16%
1,800	Alcoa Inc	18,015.52	8.68	15,624.00	216 00	1.38%	0.32%
420	Allstate Corp	16,167.19	40.17	16,871.40	369 60	2.19%	0.34%
615	American Electric Power	24,189.00	42.68	26,248.20	1,156.20	4.40%	0 54%
465	Apache Corp	46,013.01	78.50	36,502 50	316.20	0.87%	0.74%
5	Apple Computer Inc	2,640 55	532 17	2,660.87	53 00	1 99%	0 05%
190	AT&T Inc	4,512.21	33.71	6,404 90	342.00	5.34%	0.13%
305	Baker Hughes Inc	13,706.97	40.85	12,458.55	183 00	1.47%	0.25%
4,190	Bank Amer Corp	33,082 23	11.61	48,645 90	167.60	0 34%	0 99%
210	Bill Barrett Corp	4,380.89	17.79	3,735.90	0.00	0 00%	0.08%
100	Bunge Ltd	6,371.23	72.69	7,269.00	108.00	1.49%	0 15%
100	Capital One Financial	4,240 53	57.93	5,793.00	20.00	0 35%	0.12%
260	Chevron Corp	15,550.62	108 14	28,116.40	936.00	3 33%	0.57%
400	Cimarex Energy Co	23,658 56	57.73	23,092 00	192 00	0.83%	0.47%
1,555	Cisco Systems Inc	26,195 88	19 65	30,554 82	870 80	2.85%	0.62%
1,049	Citigroup Inc	41,749.14	39.56	41,498.44	41 96	0.10%	0 85%
200	Computer Sciences Corp	5,149.64	40.05	8,010 00	160.00	2.00%	0 16%
400	Comtech Telecommunications Corp New	10,316.90	25.38	10,152.00	440 00	4 33%	0 21%
85	ConocoPhillips	1,895 55	57.99	4,929.15	224.40	4 55%	0.10%

January 01, 2012 To December 31, 2012

Account Name : Fruehauf Foundation

Summary Of Investment Holdings

Shares or Par Value	Investment Category	Cost Basis	Unit Value	Market Value	Estimated Ann Inc	Curr Yield	% Port
15	Cooper Tire & Rubber Co	160.45	25.36	380.40	6.30	1.66%	0.01%
115	CVS Corp	3,559 82	48 35	5,560.25	103.50	1.86%	0.11%
3,045	Dell Inc	31,676.19	10 14	30,876.30	974.40	3.16%	0 63%
845	Devon Energy Corp	54,814.67	52.04	43,973.80	676.00	1.54%	0.90%
275	Directv	12,020.39	50 16	13,794 00	0.00	0.00%	0.28%
4,080	Emulex Corp	28,379.88	7.30	29,784.00	0 00	0 00%	0.61%
995	EnCana Corp	17,859 68	19 76	19,661.20	796.00	4.05%	0.40%
995	Entergy Corp	66,229.93	63.75	63,431.25	3,303 40	5.21%	1.29%
10	Fedex Corp Com	878.26	91.72	917.20	5.60	0.61%	0 02%
2,170	Ford Motor Co	23,435 58	12.95	28,101.50	434.00	1.54%	0 57%
305	Forest Laboratories, Inc	9,714.60	35.32	10,772 60	0.00	0 00%	0 22%
3,685	Form Factor Inc	19,209.33	4 56	16,803.60	0.00	0 00%	0.34%
1,025	Freeport-McMoran Copper & Gold, Inc	40,469 28	34 20	35,055.00	1,281.25	3 65%	0.71%
8,905	Frontier Communications Corp	38,859 04	4 28	38,113 40	3,562 00	9.35%	0.78%
325	General Dynamics Corp	20,193.22	69.27	22,512 75	663 00	2 94%	0.46%
530	Goldman Sachs Group, Inc	63,286.97	127.56	67,606.80	1,060.00	1.57%	1 38%
730	Hartford Financial Services Group	14,022 88	22.44	16,381.20	292 00	1.78%	0.33%
500	Helmerich & Payne Inc	22,935.31	56.01	28,005.00	300.00	1.07%	0.57%
1,685	Hewlett-Packard Co	46,012.42	14 25	24,011.25	889.68	3.71%	0.49%
2,900	Integrated Device Tech	12,734.40	7 30	21,170.00	0 00	0.00%	0.43%
1,575	Intel Corp	35,641.95	20 62	32,476.50	1,417.50	4.36%	0 66%
930	J P Morgan Chase & Co	32,573.52	43.97	40,891.26	1,116.00	2 73%	0 83%
700	Jabil Circuit Inc	13,284 74	19.29	13,503.00	224 00	1.66%	0 28%
6,630	Jetblue Airways Corp	35,216.70	5.72	37,923.60	0 00	0 00%	0 77%

January 01, 2012 To December 31, 2012

Account Name : Fruehauf Foundation

Summary Of Investment Holdings

Shares or Par Value	Investment Category	Cost Basis	Unit Value	Market Value	Estimated Ann Inc	Curr Yield	% Port
2,975	Kindred Healthcare Inc	28,890.82	10.82	32,189.50	0.00	0.00%	0.66%
200	Kohl's Corporation	8,919.40	42.98	8,596.00	256 00	2.98%	0.18%
1,865	Kroger Co	39,784.08	26 02	48,527.30	1,119.00	2 31%	0.99%
425	Lilly Eli & Co	13,985.69	49.32	20,961.00	833.00	3.97%	0.43%
190	Loews Corp	3,533 58	40 75	7,742 50	47.50	0 61%	0.16%
605	Marathon Oil Corp	13,971.94	30.66	18,549.30	411.40	2.22%	0 38%
1,287	Marathon Petroleum Corp	40,250.42	63.00	81,081.00	1,801 80	2.22%	1.65%
135	Medtronic Inc	4,498.08	41.02	5,537.70	140 40	2 54%	0.11%
520	Merck & Co Inc New	16,800.92	40.94	21,288.80	894 40	4.20%	0.43%
895	Metlife Inc Com	27,875.31	32.94	29,481.30	662.30	2 25%	0.60%
1,770	Micron Technology	10,050.61	6.34	11,221 80	0.00	0.00%	0.23%
1,070	Microsoft Corp	26,418.04	26.71	28,579.38	984.40	3.44%	0.58%
1,695	Morgan Stanley	28,562.19	19.12	32,408.40	339.00	1.05%	0 66%
160	Neutral Tandem Inc.	765.04	2.57	411.20	0.00	0.00%	0.01%
690	Norfolk Southern Corp	39,723.05	61.84	42,669.60	1,380.00	3.23%	0.87%
420	Occidental Petroleum Corp	33,577.74	76.61	32,176.20	907.20	2.82%	0.66%
3,075	Omnivision Technologies	42,215.56	14 08	43,296.00	0 00	0.00%	0.88%
620	Oshkosh Corp Com	10,543.48	29 65	18,383 00	0 00	0.00%	0 37%
6,700	Photronics Inc	34,673.33	5.96	39,932.00	0 00	0.00%	0.81%
475	Qualcomm Inc	27,222.33	61.86	29,383.31	475 00	1.62%	0 60%
490	Raytheon Co (New)	22,416.18	57.56	28,204.40	980 00	3.47%	0.57%
4,325	Rite Aid Corp	5,517.25	1.36	5,882.00	0.00	0 00%	0 12%
6,115	Southwest Airlines Co	60,521 27	10 24	62,617.60	244.60	0.39%	1.28%
710	Steel Dynamics Inc	8,028 40	13.73	9,748.30	284 00	2.91%	0.20%

January 01, 2012 To December 31, 2012

Account Name : Fruehauf Foundation

Summary Of Investment Holdings

Shares or Par Value	Investment Category	Cost Basis	Unit Value	Market Value	Estimated Ann Inc	Curr Yield	% Port
288	Time Warner Cable	7,904.91	97.19	27,990.72	645 12	2.30%	0.57%
80	Travelers Cos Inc	3,977 28	71.82	5,745 60	147.20	2.56%	0.12%
2,350	UnumProvident Corp	46,296.46	20.82	48,927.00	1,222.00	2.50%	1.00%
15	Verizon Communications	405 28	43 27	649.05	30.90	4.76%	0.01%
400	Wal-Mart Stores Inc	17,585 74	68.23	27,292.00	636.00	2.33%	0.56%
325	Walgreen Co	10,605.35	37.01	12,028.25	357.50	2.97%	0.25%
100	Watson Pharmaceutical, Inc	5,606 94	86.00	8,600 00	0.00	0.00%	0.18%
760	Wellpoint Inc	40,473 08	60 92	46,299.20	874.00	1.89%	0.94%
565	Wells Fargo & Co	16,287 03	34.18	19,311.70	497 20	2.57%	0.39%
	Totals	**1,648,935.52**		**1,840,079.30**	**39,162.31**	**2.13%**	**37.50%**
	Call Options						
18	AA Call $9.000 01/19/13	-262.49	0.11	-198 00	0 00	0.00%	0.00%
4	ALL Call $40.000 01/19/13	-393 60	0.74	-296.00	0.00	0 00%	-0 01%
1	ANF Call $38 000 01/19/13	-102.13	10.05	-1,005.00	0.00	0.00%	-0.02%
7	BAC Call $10.000 01/19/13	-314.99	1.64	-1,148.00	0.00	0.00%	-0.02%
1	C Call $41.000 01/19/13	-103 00	0 70	-70.00	0.00	0.00%	0.00%
1	COF Call $57.500 01/19/13	-392 54	1.74	-174.00	0 00	0 00%	0 00%
16	DELL Call $11 000 01/19/13	-367.99	0 07	-112.00	0.00	0 00%	0 00%
4	ECA Call $24 000 01/19/13	-100.84	0.05	-20.00	0.00	0.00%	0.00%
18	FORM Call $5 000 01/19/13	-601.99	0.05	-90.00	0.00	0 00%	0 00%
3	FRX Call $34.000 01/19/13	-173.43	1.60	-480.00	0.00	0.00%	-0.01%
29	FTR Call $5 000 01/19/13	-550 98	0 05	-145.00	0 00	0 00%	0.00%
1	GS Call $130.000 01/19/13	-252.99	2 85	-285.00	0 00	0.00%	-0.01%
10	HPQ Call $15.000 01/19/13	-679.98	0 20	-200.00	0.00	0 00%	0.00%

January 01, 2012 To December 31, 2012

Account Name : Fruehauf Foundation

Summary Of Investment Holdings

Shares or Par Value	Investment Category		Cost Basis	Unit Value	Market Value	Estimated Ann Inc	Curr Yield	% Port
19	IDTI Call	$6 00 01/19/13	-835.98	1 25	-2,375.00	0 00	0.00%	-0 05%
1	JBLU Call	$6.000 01/19/13	-32.46	0.10	-10.00	0.00	0.00%	0.00%
7	KR Call	$25.000 01/19/13	-328.24	1.10	-770.00	0.00	0.00%	-0.02%
4	LLY Call	$52.500 01/19/13	-192.00	0.07	-28.00	0.00	0.00%	0.00%
10	MPC Call	$45 000 01/19/13	-2,289.95	17 30	-17,300.00	0 00	0 00%	-0.35%
2	MPC Call	$62.500 01/19/13	-188.00	2.10	-420.00	0.00	0 00%	-0.01%
1	MRK Call	$44.000 01/19/13	-69 00	0.06	-6.00	0 00	0 00%	0.00%
6	OSK Call	$32.000 01/19/13	-894.52	0 05	-30.00	0.00	0.00%	0.00%
1	OVTI Call	$17.500 01/19/13	-36 00	0 05	-5.00	0.00	0.00%	0.00%
7	OVTI Call	$22 000 01/19/13	-267 85	0.30	-210.00	0.00	0 00%	0.00%
7	STLD Call	$14 000 01/19/13	-572.03	0.30	-210.00	0 00	0.00%	0 00%
2	WAG Call	$40 000 01/19/13	-30.24	0 07	-14.00	0.00	0.00%	0.00%
2	WFC Call	$37.000 01/19/13	-90 00	0.06	-12.00	0.00	0.00%	0.00%
1	AGCO Call	$45.000 02/16/13	-258.99	4.20	-420 00	0.00	0.00%	-0 01%
27	BAC Call	$11 000 02/16/13	-679.97	0.97	-2,619.00	0.00	0.00%	-0.05%
7	BAC Call	$12.000 02/16/13	-293.99	0.46	-322 00	0 00	0.00%	-0.01%
2	C Call	$39.000 02/16/13	-240 19	2.24	-448.00	0.00	0 00%	-0.01%
5	FCX Call	$34 000 02/16/13	-488 24	1.49	-745 00	0.00	0.00%	-0 02%
1	GD Call	$72 500 02/16/13	-144.00	0.85	-85.00	0.00	0 00%	0 00%
10	IDTI Call	$6.000 02/16/13	-289.99	1.30	-1,300 00	0.00	0.00%	-0.03%
7	KND Call	$12.500 02/16/13	-587.99	0.10	-70.00	0.00	0.00%	0.00%
1	KND Call	$15.000 02/16/13	-54.00	0.05	-5 00	0 00	0.00%	0.00%
1	RTN Call	$57.500 02/16/13	-90.00	1.55	-155.00	0 00	0.00%	0.00%
1	WPI Call	$80 000 02/16/13	-506 99	7.10	-710.00	0.00	0 00%	-0.01%

January 01, 2012 To December 31, 2012

Account Name : Fruehauf Foundation

Summary Of Investment Holdings

Shares or Par Value	Investment Category		Cost Basis	Unit Value	Market Value	Estimated Ann Inc	Curr Yield	% Port
3	C Call	$40.000 03/16/13	-593.99	2.23	-669.00	0.00	0.00%	-0.01%
2	CSC Call	$35.000 03/16/13	-507.99	5.80	-1,160.00	0 00	0.00%	-0.02%
5	CSCO Call	$22 000 03/16/13	-142.45	0 20	-100 00	0 00	0.00%	0.00%
2	CVX Call	$110.00 03/16/13	-519 99	2.10	-420.00	0 00	0 00%	-0 01%
2	ETR Call	$75.000 03/16/13	-158.00	0.05	-10.00	0.00	0.00%	0 00%
15	LUV Call	$10.000 03/16/13	-584 99	0.61	-915 00	0.00	0.00%	-0.02%
3	MET Call	$37.000 03/16/13	-172.77	0.46	-138.00	0.00	0.00%	0.00%
15	OVTI Call	$18.000 03/16/13	-809.98	0.25	-375 00	0 00	0 00%	-0 01%
1	WMT Call	$70.000 03/16/13	-157.00	1.34	-134.00	0.00	0 00%	0.00%
3	WMT Call	$75.000 03/16/13	-477 08	0.22	-66.00	0.00	0 00%	0 00%
1	BG Call	$75.000 04/20/13	-225.91	1.75	-175 00	0.00	0 00%	0.00%
3	BHI Call	$50.000 04/20/13	-458.99	0 27	-81.00	0 00	0 00%	0.00%
1	GS Call	$135.00 04/20/13	-483.99	4.85	-485.00	0 00	0.00%	-0.01%
1	KSS Call	$48.000 04/20/13	-99.00	0.80	-80 00	0.00	0.00%	0.00%
1	MRK Call	$45.000 04/20/13	-97 00	0.28	-28 00	0.00	0.00%	0.00%
6	MS Call	$22.000 04/20/13	-290 09	0.52	-312.00	0.00	0.00%	-0.01%
8	MU Call	$7.000 04/20/13	-176.00	0 38	-304.00	0 00	0 00%	-0.01%
2	QCOM Call	$67.500 04/20/13	-246.13	1.39	-278.00	0 00	0 00%	-0.01%
14	DELL Call	$12.000 05/18/13	-307 99	0.26	-364 00	0.00	0.00%	-0.01%
5	FCX Call	$35 000 05/18/13	-879 98	2 16	-1,080.00	0 00	0 00%	-0 02%
1	OXY Call	$85.000 05/18/13	-169.64	1.58	-158.00	0.00	0.00%	0.00%
2	BBG Call	$25.000 06/22/13	-314.99	0 40	-80 00	0.00	0.00%	0.00%
2	DTV Call	$55 000 06/22/13	-305 59	1.65	-330.00	0 00	0.00%	-0.01%
13	F Call	$13.000 06/22/13	-545.99	1 10	-1,430.00	0 00	0.00%	-0.03%

January 01, 2012 To December 31, 2012

Account Name : Fruehauf Foundation

Summary Of Investment Holdings

Shares or Par Value	Investment Category		Cost Basis	Unit Value	Market Value	Estimated Ann Inc	Curr Yield	% Port
7	PLAB Call	$5.000 06/22/13	-455 41	1.10	-770.00	0.00	0.00%	-0.02%
2	XEC Call	$75.000 06/22/13	-657.99	1.10	-220.00	0.00	0.00%	0.00%
3	CMTL Call	$30.000 07/20/13	-207.00	0.50	-150.00	0.00	0 00%	0.00%
9	ELX Call	$8.000 07/20/13	-518.03	0 60	-540.00	0.00	0.00%	-0.01%
1	GS Call	$140.00 07/20/13	-272.99	5 25	-525.00	0.00	0.00%	-0.01%
2	AEP Call	$47.000 01/18/14	-122 00	0.65	-130.00	0.00	0.00%	0.00%
4	CCL Call	$39.50 01/18/14	-815.98	2 60	-1,040.00	0 00	0.00%	-0.02%
8	F Call	$15.000 01/18/14	-256.23	0.82	-656.00	0.00	0.00%	-0.01%
2	HIG Call	$27.000 01/18/14	-214.38	1.24	-248.00	0.00	0.00%	-0.01%
2	HP Call	$65 000 01/18/14	-737.98	4.10	-820 00	0 00	0 00%	-0 02%
5	INTC Call	$30.000 01/18/14	-209.85	0.11	-55 00	0 00	0 00%	0.00%
7	JBL Call	$25.000 01/18/14	-670.72	0.95	-665.00	0.00	0.00%	-0.01%
3	NSC Call	$70.000 01/18/14	-637.64	2.35	-705.00	0.00	0.00%	-0.01%
	Totals		**-28,259.30**		**-48,188.00**	**0.00**	**0.00%**	**-0.94%**
	International Equities							
10	Accenture PLC		562 30	66.50	665.00	16.20	2.44%	0.01%
445	Carnival Corporation		15,142.80	36 77	16,362.65	445.00	2.72%	0.33%
600	Nokia Corp Sponsored ADR		16,386 00	3.95	2,370.00	106.09	4.48%	0.05%
155	Partnerre Ltd		9,875.83	80.49	12,475.95	384.40	3.08%	0 25%
	Totals		**41,966.93**		**31,873.60**	**951.69**	**2.99%**	**0.64%**
	Commingled - Int'l Equity							
4,150	iShares MSCI EAFE Index Fund		194,874 32	56.86	235,969.00	7,298 25	3.09%	4 81%
1,103	iShares MSCI EMRG Index Fund		32,615.71	44.35	48,918.05	821.64	1.68%	1.00%

January 01, 2012 To December 31, 2012

Account Name : Fruehauf Foundation

Summary Of Investment Holdings

Shares or Par Value	Investment Category	Cost Basis	Unit Value	Market Value	Estimated Ann Inc	Curr Yield	% Port
1,310	Vanguard MSCI Emerging Markets ETF	44,532.92	44.53	58,334.30	1,277 25	2.19%	1.19%
	Totals	**272,022.95**		**343,221.35**	**9,397.14**	**2.74%**	**7.00%**
	Mutual Fund - Int'l Equity						
18,800 836	Fidelity Spartan Intl Index Fd Advantage Clas	449,902.31	34.28	644,492.66	18,751.58	2.91%	13.14%
	Totals	**449,902.31**		**644,492.66**	**18,751.58**	**2.91%**	**13.14%**
	Mutual Fund - Fixed Income						
24,421.6	Vanguard Total Bond Market Index Fund Vanguard Fund #84	248,560 08	11 09	270,835 54	7,080.43	2 61%	5 52%
	Totals	**248,560.08**		**270,835.54**	**7,080.43**	**2.61%**	**5.52%**
	Commingled - Fixed Income						
2,491	IShares Barclays 1-3 Year Credit	260,463.22	105.48	262,750 68	4,106.68	1.56%	5 36%
320	IShares Barclays 1-3 YR Tsy Bd	27,030.40	84.42	27,014.40	100.12	0.37%	0.55%
8,188	iShares Core Total US Bond Market	878,236 57	111 08	909,523 04	23,152.77	2 55%	18.54%
	Totals	**1,165,730.19**		**1,199,288.12**	**27,359.57**	**2.28%**	**24.45%**
	Investments	**4,422,402.65**		**4,905,146.54**	**102,765.07**	**2.10%**	**100.00%**
	Return of Capital						
	Frontier Communications	-680 65					
	Adjust for Timing Difference						
775	Cisco Systems	- 13,885.39		-15,135.41			
15	Cooper Tire & Rubber Co	-160 45		-371.97			
685	Hewlett-Packard Co	-25,000.27		-9,371.21			
	Totals Investments	***4,382,675.89***		***4,880,267.95***			
	Cash Total	623,543.97		623,543.97			
	Investment Total	3,759,131.92		4,256,723 98			
	Totals Investments	***4,382,675.89***		***4,880,267.95***			

THE FRUEHAUF FOUNDATION - 2012 FORM 990PF - TAX ID 23-7015744
PART XV SUPPLEMENTARY INFORMATION
LINE 3a GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR
STATEMENT B

RECIPIENT NAME	RECIPIENT ADDRESS	RELATIONSHIP	FOUNDATION STATUS	PURPOSE OF CONTRIBUTION	AMOUNT
Aids/HIV Services Group, Inc	P. O. Box 2322 Charlottesville, VA 22902	None	Medical	Gen Operating Expense	1,000.00
Alliance Defense Fund	15333 N. Pima Road, Ste 165 Scottsdale, AZ 85260	None	Public Welfare	Gen Operating Expense	3,000.00
American Center for Law & Justice	1000 Regent University Drive PO Box 64429 Virginia Beach, VA 23467	None	Public Welfare	Gen Operating Expense	3,000.00
American Red Cross	100 Mack Detroit, MI 48244	None	Public Welfare	Gen Operating Expense	7,500.00
American Red Cross Mass Bay	139 Main St Cambridge, MA 02142	None	Public Welfare	Gen Operating Expense	2,000.00
The Beaumont Foundation	Beaumont Hospitals P.O. Box 5802 Troy, MI 48007-5802	None	Medical	Gen Operating Expense	5,000.00
Billy Graham Evangelistic Assoc.	One Billy Graham Parkway Charlotte, NC 28201	None	Religious	Gen Operating Expense	2,000.00
Boy Scouts of America	189 N. Main Street Middleton, MA 01949	None	Public Welfare	Gen Operating Expense	3,000.00
Charlottesville Free Clinic	1138 Rose Hill Drive Suite 200 Charlottesville, VA 22903-5128	None	Medical	Gen Operating Expense	2,000 00
Community Presbyterian Church	1920 S.E. 4th St. Deerfield Beach, FL 33441	None	Religious	Gen Operating Expense	500.00
Compassionate Care Hospice	2020 North Loop W, Suite 140 Houston, TX 77018	None	Medical	Gen Operating Expense	500.00
Doctors Without Borders	333 Seventh Ave., 2nd Floor New York, NY 10001	None	Medical	Gen Operating Expense	3,000.00
Epilepsy Foundation of Virginia	PO Box 800659 UVA Health Center Charlottesville, VA 22908	None	Medical	Gen Operating Expense	1,000.00
Episcopal High School	Attn: Sukey Voskamp PO Box 271299 Houston, TX 77277	None	Education	Gen Operating Expense	13,500.00
Family Research Council	801 G Street, N.W. Washington, DC 20001	None	Public Welfare	Gen Operating Expense	3,000 00

THE FRUEHAUF FOUNDATION - 2012 FORM 990PF - TAX ID 23-7015744
PART XV SUPPLEMENTARY INFORMATION
LINE 3a GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR
STATEMENT B

RECIPIENT NAME	RECIPIENT ADDRESS	RELATIONSHIP	FOUNDATION STATUS	PURPOSE OF CONTRIBUTION	AMOUNT
Fisher House Foundation	111 Rockville Pike, Suite 420 Rockville, MD 20850	None	Education	Gen Operating Expense	2,000.00
Fight SMA	1807 Libbie Ave., Suite 104 Richmond, VA 23226	None	Public Welfare	Gen Operating Expense	1,000.00
Focus on the Family	8605 Explorer Drive Colorado Springs, CO 80995	None	Public Welfare	Gen Operating Expense	3,000.00
Foundation Fighting Blindness	1580 S. Wilwaukee Ave #606 Libertyville, IL 60048	None	Public Welfare	Gen Operating Expense	1,000.00
Friends of MacArthur State Park	10900 State Road 703 North Palm Beach, FL 33408	None	Public Welfare	Gen Operating Expense	5,000.00
Gordon College	255 Grapevine Road Wenham, MA 01984-1899	None	Education	Gen Operating Expense	13,000.00
Gordon-Conwell Theological Seminary	363 South Huntington Ave. Boston, MA 02130	None	Education	Gen Operating Expense	3,000.00
Harbor House of Central Florida	P.O. Box 680748 Orlando, FL 32746	None	Public Welfare	Gen Operating Expense	1,000.00
Hillsdale College	33 East College St Hillsdale, MI 48242	None	Education	Gen Operating Expense	13,000.00
Hospice of Palm Beach County	5300 East Avenue West Palm Beach, FL 33407	None	Public Welfare	Gen Operating Expense	1,500.00
Hospice of the Piedmont	675 Peter Jefferson Parkway, Suite 300 Charlottesville, VA 22911	None	Public Welfare	Gen Operating Expense	5,000.00
Houston Museum of Natural Science	1 Herman Circle Drive Houston, TX 77030	None	Public Welfare	Gem & Mineral Acquisition Fund	13,000.00
Interlochen Center for the Arts	P.O. Box 199 Interlochen, MI 49643-0199	None	Arts	Gen Operating Expense	1,000.00
Legal Aid Justice Center	1000 Preston Ave., Suite A Charlottesville, VA 22903	None	Public Welfare	Gen Operating Expense	1,000.00
Lighthouse Center for the Arts	373 Tequesta Drive Tequesta, FL 33469	None	Arts	Gen Operating Expense	500.00
Literacy Volunteers of Charlottesville/Albemarle	PO Box 1156; 418 7th Street NE Charlottesville, VA 22902	None	Public Welfare	Gen Operating Expense	1,000.00
Live Arts	123 East Water Street Charlottesville, VA 22902	None	Arts	Gen Operating Expense	1,500.00
Lost Tree Chapel	11149 Turtle Beach Road North Palm Beach, FL 33408	None	Religious	Gen Operating Expense	6,000.00

PART XV SUPPLEMENTARY INFORMATION

LINE 3a GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

STATEMENT B

RECIPIENT NAME	RECIPIENT ADDRESS	RELATIONSHIP	FOUNDATION STATUS	PURPOSE OF CONTRIBUTION	AMOUNT
Lost Tree Village Charitable Foundation	11555 Lost Tree Way North Palm Beach, FL 33408	None	Public Welfare	Gen Operating Expense	1,000.00
Lutheran Social Services of the South, Inc	8305 Cross Park Drive Austin, TX 78754	None	Public Welfare	Gen Operating Expense	3,000.00
Martha Jefferson Hospital Foundation	459 Locust Ave., Charlottesville, NC 22902	None	Medical	Gen Operating Expense	4,000.00
Mayo Clinic Rochester	200 1st Street SW Rochester, MN 55905	None	Medical	Gen Operating Expense	5,000.00
Music Theater Bavaria	P.O. Box 533939 Orlando, FL 32853-3939	None	Education	Gen Operating Expense	6,000.00
Neighborhood Club	17150 Waterloo Grosse Pointe, MI 48230-121	None	Public Welfare	Gen Operating Expense	2,000.00
Next Generation Choice Foundation	1247 Washington Road Rye, NH 03870	None	Education	Gen Operating Expense	2,500.00
North Shore Medical Center	81 Highland Avenue Salem, MA 01970-9881	None	Medical	Gen Operating Expense	3,000.00
Orlando-UCF Shakespeare Theatre	Attn: S. Lucek, Dir of Development 812 East Rollins Street Orlando, FL 32803	None	Arts	Gen Operating Expense	10,000.00
Peabody Essex Museum	East India Square Salem, MA 01970	None	Public Welfare	Gen Operating Expense	2,000.00
Planned Parenthood of South Florida	2300 North Florida Mango Road West Palm Beach, FL 33409	None	Public Welfare	Gen Operating Expense	2,000.00
Recording for the Blind and Dyslexic	350 Greenbrier Drive Charlottesville, VA 22902	None	Public Welfare	Gen Operating Expense	1,000.00
Safe Harbor Animal Rescue	P.O. Box 1843 Jupiter, FL 33477	None	Public Welfare	Gen Operating Expense	1,500.00
Salvation Army - Boston Area	147 Berkeley Street Boston, MA 0216-5197	None	Public Welfare	Gen Operating Expense	3,000.00
Sexual Assault Resource Agency	PO Box 6880 Charlottesville, VA 22906	None	Public Welfare	Gen Operating Expense	1,000.00
Shelter for Help in Emergency	1410 Sachem Place Charlottesville, VA 22901	None	Public Welfare	Gen Operating Expense	1,000.00
St. Francis Episcopal School	335 Piney Point Road Houston, TX 77024-6505	None	Education	Permanent Endowment	2,500.00

THE FRUEHAUF FOUNDATION - 2012 FORM 990PF - TAX ID 23-7015744
PART XV SUPPLEMENTARY INFORMATION
LINE 3a GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR
STATEMENT B

RECIPIENT NAME	RECIPIENT ADDRESS	RELATIONSHIP	FOUNDATION STATUS	PURPOSE OF CONTRIBUTION	AMOUNT
St. Jude Children's Research Hospital	501 St. Jude Place Memphis, TN 38105	None	Medical	Gen Operating Expense	3,000.00
St. Lawrence University - Linda Fund	23 Romoda Drive Canton, NY 13617	None	Education	Gen Operating Expense	5,000.00
St. Martin's Episcopal Church	717 Sage Road Houston, TX 77056	None	Religious	Annual Fund	8,500.00
The Bucknell University Fund	1 Dent Drive Lewisburg, PA 17837	None	Education	Gen Operating Expense	7,500.00
The Capuchin Soup Kitchen	1820 Mt. Elliott St. Detroit, MI 48207	None	Education	Gen Operating Expense	500.00
The Stella Adler Studio of Acting	31 West 27th Street, 3rd Fl New York, NY 10001	None	Arts	Gen Operating Expense	2,000.00
Trinity Preparatory School of Florida	Attn: Mr. Craig Maughan, Headmaster 5700 Trinity Prep Lane Winter Park, FL 32792	None	Education	Gen Operating Expense	5,000.00
University of Louisville	Development Office 2323 South Brook Street Louisville, KY 40292	None	Education	Gen Operating Expense	1,500.00
University Liggett School J L Gushee Lang Arts Scholarship	1045 Cook Road Grosse Pointe Woods, MI 48236	None	Education	Gen Operating Expense	5,000.00
University of Texas MD Anderson Cancer Ctr	Attn. Stephanie Young Off of Development 1515 Holcomb Blvd Houston, TX 77030-4095	None	Medical	Cancer Research Endowment	5,500.00
Wounded Warrior Project - FL	4899 Belford Road, Suite 300 Jacksonville, FL 32256	None	Public Welfare	Gen Operating Expense	1,000.00
Wounded Warrior Project	PO Box 758517 Topeka, KS 66675	None	Public Welfare	Gen Operating Expense	500.00
WXEL Public Broadcasting	PO Box 6607 West Palm Beach, FL 33405-0607	None	Public Welfare	Gen Operating Expense	2,000.00
TOTAL FOUNDATION GIFTING					**220,000.00**

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

SOURCE	AMOUNT
SENTINEL TRUST COMPANY, LBA (MMKT & SWEEP)	90.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	90.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
SENTINEL TRUST CO - CAPITAL GAIN DISTRIBUTIONS	1,278.	1,278.	0.
SENTINEL TRUST COMPANY, LBA	110,083.	0.	110,083.
TOTAL TO FM 990-PF, PART I, LN 4	111,361.	1,278.	110,083.

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL	5,740.	2,870.	0.	2,870.
TO FM 990-PF, PG 1, LN 16A	5,740.	2,870.	0.	2,870.

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION FEES	3,641.	1,821.	0.	1,820.
TO FORM 990-PF, PG 1, LN 16B	3,641.	1,821.	0.	1,820.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN W/H	2,418.	2,418.	0.	0.
INVESTMENT INCOME TAX	3,936.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 18	6,354.	2,418.	0.	0.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INSURANCE	23,917.	11,959.	0.	11,958.
FOREIGN FILING FEES	2.	2.	0.	0.
TO FORM 990-PF, PG 1, LN 23	23,919.	11,961.	0.	11,958.

FORM 990-PF OTHER INVESTMENTS STATEMENT 7

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
INVESTMENTS (SEE STATEMENT A)	COST	3,759,132.	4,256,724.
TOTAL TO FORM 990-PF, PART II, LINE 13		3,759,132.	4,256,724.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 8

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
HARVEY C FRUEHAUF, JR 11958 TURTLE BEACH RD NORTH PALM BEACH, FL 33408	PRESIDENT/TSR/DIRECTOR 0.00	0.	0.	0.
BARBARA F BRISTOL 3 COOKS FARM LANE LYNNFIELD, MA 01940	VICE PRES/DIRECTOR 0.00	0.	0.	0.
MARTHA S. FRUEHAUF 135 SOMERSET FARM DRIVE CHARLOTTESVILLE, VA 22902	DIRECTOR 0.00	0.	0.	0.
HARVEY B WALLACE II 1310 PACKARD ST, APT 4 ANN ARBOR, MI 48104	DIRECTOR 0.00	0.	0.	0.
BARTLEY J. RAINEY 2001 KIRBY DR, STE 1200 HOUSTON, TX 77019	VICE PRES 0.00	0.	0.	0.
VIRGINIA L. KIRILA 2001 KIRBY DR, STE 1200 HOUSTON, TX 77019	SECRETARY 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF PART XV - LINE 1A LIST OF FOUNDATION MANAGERS STATEMENT 9

NAME OF MANAGER

HARVEY C FRUEHAUF, JR
BARBARA F BRISTOL

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION PART XV, LINES 2A THROUGH 2D STATEMENT 10

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

HARVEY C. FRUEHAUF, JR.
2001 KIRBY DRIVE, SUITE 1200
HOUSTON, TX 77019-6081

TELEPHONE NUMBER

713-529-3729

FORM AND CONTENT OF APPLICATIONS

REQUESTS SHOULD BE SUBMITTED IN LETTER FORM.

ANY SUBMISSION DEADLINES

NONE - APPLICATIONS ARE REVIEWED ON A MONTHLY BASIS.

RESTRICTIONS AND LIMITATIONS ON AWARDS

ORGANIZATIONS LISTED IN OR OTHERWISE QUALIFYING AS: CUMULATIVE LIST OF ORGANIZATIONS DESCRIBED IN SECTION 170(C) OF THE INTERNAL REVENUE CODE OF 1986.