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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.

2012

For calendar year 2012 or tax year beginning

, and ending

Name of foundation

THE JABEZ FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)

407 JULIE RIVERS DR

A Employer identification number

26-3691022

City or town, state, and ZIP code

SUGAR LAND, TX 77478

G Check all that apply:

Initial return Initial return of a former public charity
 Final return Amended return
 Address change 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 J Accounting method: Cash Accrual

(from Part II, col (c), line 16)

► \$ 2,067,798. (Part I, column (d) must be on cash basis.)

		(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 ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	1,096.	1,096.		
	4 Dividends and interest from securities	64,743.	64,743.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	159,691.			
	b Gross sales price for all assets on line 6a	1,089,873.			
	7 Capital gain net income (from Part IV, line 2)		159,691.		
	8 Net short-term capital gain				
	9 Income modifications				
	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	225,530.	225,530.		
	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees	STMT 3	456.	0.	0.
	b Accounting fees	STMT 4	2,840.	1,420.	0.
	c Other professional fees	STMT 5	20,068.	20,068.	0.
	17 Interest				
	18 Taxes	STMT 6	2,953.	548.	0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses				
	24 Total operating and administrative expenses. Add lines 13 through 23		26,317.	22,036.	0.
	25 Contributions, gifts, grants paid		115,000.		115,000.
	26 Total expenses and disbursements. Add lines 24 and 25		141,317.	22,036.	115,000.
	27 Subtract line 26 from line 12:		84,213.	203,494.	N/A
	a Excess of revenue over expenses and disbursements				
	b Net investment income (if negative, enter -0-)				
	c Adjusted net income (if negative, enter -0-)				

914 4

Balance Sheets <small>Attached schedules and amounts in the description column should be for end-of-year amounts only</small>		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
1	Cash - non-interest-bearing	5,744.	1,043.	1,043.
2	Savings and temporary cash investments	198,185.	618,025.	618,025.
3	Accounts receivable ►			
	Less: allowance for doubtful accounts ►			
4	Pledges receivable ►			
	Less: allowance for doubtful accounts ►			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons			
7	Other notes and loans receivable ►			
	Less: allowance for doubtful accounts ►			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10a	Investments - U.S. and state government obligations			
b	Investments - corporate stock	STMT 7	1,759,563.	1,428,637.
c	Investments - corporate bonds			1,448,730.
11	Investments - land, buildings, and equipment basis ►			
	Less accumulated depreciation ►			
12	Investments - mortgage loans			
13	Investments - other			
14	Land, buildings, and equipment basis ►			
	Less accumulated depreciation ►			
15	Other assets (describe ►))			
16	Total assets (to be completed by all filers)		1,963,492.	2,047,705.
				2,067,798.
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.
24	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.			
25	Unrestricted			
26	Temporarily restricted			
	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>			
	and complete lines 27 through 31.			
27	Permanently restricted			
	Capital stock, trust principal, or current funds		0.	0.
28	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.
29	Retained earnings, accumulated income, endowment, or other funds		1,963,492.	2,047,705.
30	Total net assets or fund balances		1,963,492.	2,047,705.
31	Total liabilities and net assets/fund balances		1,963,492.	2,047,705.

Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,963,492.
2	Enter amount from Part I, line 27a	2	84,213.
3	Other increases not included in line 2 (itemize) ►	3	0.
4	Add lines 1, 2, and 3	4	2,047,705.
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	2,047,705.

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 SECURITIES		P		
b SECURITIES		P		
c SECURITIES- ADJUST FOR PTP SALES		P		
d CAPITAL GAIN DISTRIBUTION		P		
e SECURITIES-ADJUSTMENT		P		
(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 113,770.		119,671.	-5,901.	
b 928,654.		813,809.	114,845.	
c		-3,298.	3,298.	
d 6,533.			6,533.	
e 40,916.			40,916.	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a			-5,901.	
b			114,845.	
c			3,298.	
d			6,533.	
e			40,916.	
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	159,691.
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

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	117,611.	2,070,576.	.056801
2010	120,556.	1,940,549.	.062125
2009	102,359.	1,963,145.	.052140
2008	0.	492,520.	.000000
2007			
2 Total of line 1, column (d)			2 .171066
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 .042767
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 2,158,111.
5 Multiply line 4 by line 3			5 92,296.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 2,035.
7 Add lines 5 and 6			7 94,331.
8 Enter qualifying distributions from Part XII, line 4			8 115,000.

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.

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

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-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-

6 Credits/Payments:

a 2012 estimated tax payments and 2011 overpayment credited to 2012

b Exempt foreign organizations - tax withheld at source

c Tax paid with application for extension of time to file (Form 8868)

d Backup withholding erroneously withheld

6a

6b

6c

6d

7 Total credits and payments. Add lines 6a through 6d

8 Enter any penalty for underpayment of estimated tax. Check here if Form 2220 is attached

9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed

10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid

11 Enter the amount of line 10 to be: Credited to 2013 estimated tax ►

Refunded ►

7 0.

8 46.

9 2,081.

10

11

Statements Regarding Activities

1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?

Yes

No

1a X

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?

1b 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

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?

2 X

If "Yes," attach a detailed description of the activities.

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

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

5 X

If "Yes," attach the statement required by General Instruction T.

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:

6 X

• 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?

7 X

7 Did the foundation have at least \$5,000 in assets at any time during the year?

8b X

If "Yes," complete Part II, col. (c), and Part XV.

8a Enter the states to which the foundation reports or with which it is registered (see instructions) ►

9 X

TX

b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate)

10 X

of each state as required by General Instruction G? If "No," attach explanation

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

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? Website address ► N/A	13	X
14	The books are in care of ► MAZIE LEFTWICH Located at ► 1923 STERLING GREEN CT, SUGAR LAND, TX	Telephone no. ► 281-844-0212 ZIP+4 ► 77479	
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes No X

Statements Regarding Activities for Which Form 4720 May Be Required

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.	Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/>	Yes <input checked="" 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)? Organizations relying on a current notice regarding disaster assistance check here	N/A ►	
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	
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? If "Yes," list the years ►	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A 2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<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.)	N/A 3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	
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	

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No
 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? Yes No
If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **N/A** **7b**

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
G. BRENT LEFTWICH 407 JULIE RIVERS CT SUGAR LAND, TX 77478	PRESIDENT/DIRECTOR 5.00	0.	0.	0.
MAZIE LEFTWICH 407 JULIE RIVERS CT SUGAR LAND, TX 77478	SECRETARY/DIRECTOR 5.00	0.	0.	0.
RUSSELL C. JONES 407 JULIE RIVERS CT SUGAR LAND, TX 77478	DIRECTOR 1.00	0.	0.	0.

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

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

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

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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
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 NONE		
		0.
2		
3		
4		

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 NONE		
		0.
2		
3 All other program-related investments. See instructions.		
3 NONE		
		0.
Total. Add lines 1 through 3		► 0.

Form 990-PF (2012)

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 1,994,907.
b	Average of monthly cash balances	1b 196,069.
c	Fair market value of all other assets	1c
d	Total (add lines 1a, b, and c)	1d 2,190,976.
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 2,190,976.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4 32,865.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5 2,158,111.
6	Minimum investment return. Enter 5% of line 5	6 107,906.

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	1 107,906.
2a	Tax on investment income for 2012 from Part VI, line 5	2a 2,035.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b
c	Add lines 2a and 2b	2c 2,035.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3 105,871.
4	Recoveries of amounts treated as qualifying distributions	4 0.
5	Add lines 3 and 4	5 105,871.
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	7 105,871.

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 115,000.
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	4 115,000.
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 2,035.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6 112,965.

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				105,871.
2 Undistributed income, if any, as of the end of 2012			0.	
a Enter amount for 2011 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009	665.			
d From 2010	24,767.			
e From 2011	18,860.			
f Total of lines 3a through e	44,292.			
4 Qualifying distributions for 2012 from Part XII, line 4: ►\$ 115,000.			0.	
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2012 distributable amount				105,871.
e Remaining amount distributed out of corpus				
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:	53,421.			
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				0.
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	53,421.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009	665.			
c Excess from 2010	24,767.			
d Excess from 2011	18,860.			
e Excess from 2012	9,129.			

Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
FRELSBURG VOLUNTEER FIRE DEPARTMENT 2319 FM 1291 NEW ULM, TX 78950	NONE	SOCIAL WELFARE ORGANIZATION	EQUIPMENT UPGRADE	20,000.
LITTLE FOOTPRINTS CHILDREN'S MINISTRIES P.O. BOX 70348 HOUSTON, TX 77270	NONE	CHARITABLE ORGANIZATION	PROGRAM SUPPORT	20,000.
CREATIVE DREAMS OUTREACH CENTER 2610 RUTH AVENUE STAFFORD, TX 77477	NONE	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	15,000.
THE PERRY ABERNATHY RECREATION CENTER 431 ELDREDGE ROAD SUGAR LAND, TX 77478	NONE	501(C)(3) PUBLIC CHARITY	SCHOLARSHIP PROGRAM	20,000.
ATTACK POVERTY P.O. BOX 1509 RICHMOND, TX 77469	NONE	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	40,000.
Total			► 3a	115,000.
b Approved for future payment				
NONE				
Total			► 3b	0.

Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		(e) Related or exempt function income	
		(a) Business code	(b) 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					
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					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)			0.	225,530.	0.
13 Total. Add line 12, columns (b), (d), and (e)				13	225,530.
(See worksheet in line 12 instructions to verify calculations.)					

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	

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

SOURCE	AMOUNT
ENERGY TRANSFER PARTNERS, LP	95.
ENTERPRISE PRODUCTS PARTNERS LP	2.
KINDER MORGAN ENERGY PARTNERS, LP	111.
LINN ENERGY, LLC	12.
MARKWEST ENERGY PARTNERS, LP	125.
RAYMOND JAMES	92.
VISTA BANK TEXAS	659.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	1,096.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
ENERGY TRANSFER PARTNERS, LP	283.	0.	283.
ENTERPRISE PRODUCTS PARTNERS LP	1.	0.	1.
KINDER MORGAN ENERGY PARTNERS, LP	59.	0.	59.
MARKWEST ENERGY PARTNERS, LP	538.	0.	538.
RAYMOND JAMES	62,911.	0.	62,911.
RAYMOND JAMES	951.	0.	951.
TOTAL TO FM 990-PF, PART I, LN 4	64,743.	0.	64,743.

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 SERVICES	456.	0.		0.
TO FM 990-PF, PG 1, LN 16A	456.	0.		0.

FORM 990-PF

ACCOUNTING FEES

STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING SERVICES	2,840.	1,420.		0.
TO FORM 990-PF, PG 1, LN 16B	2,840.	1,420.		0.

FORM 990-PF

OTHER PROFESSIONAL FEES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGER FEES	20,068.	20,068.		0.
TO FORM 990-PF, PG 1, LN 16C	20,068.	20,068.		0.

FORM 990-PF

TAXES

STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
US FEDERAL INCOME TAX	2,405.	0.		0.
CANADIAN INCOME TAX	92.	92.		0.
SPAIN INCOME TAX	456.	456.		0.
TO FORM 990-PF, PG 1, LN 18	2,953.	548.		0.

FORM 990-PF

CORPORATE STOCK

STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
RAYMOND JAMES	1,428,637.	1,448,730.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,428,637.	1,448,730.

FORM 990-PF

PART XV - LINE 1A
LIST OF FOUNDATION MANAGERS

STATEMENT 8

NAME OF MANAGER

G. BRENT LEFTWICH
MAZIE LEFTWICH

THE JABEZ FOUNDATION

APPLICATION SUBMISSION INSTRUCTIONS

1. Submit a Grant Application to The Jabez Foundation by the appropriate deadline. The Grant Application should include a description of the project, a total estimated cost and benefits to be derived. Grant Applications should be as brief as possible but long enough to explain the project. When an application is received, it will be reviewed for thoroughness and the receipt acknowledged. The Jabez Foundation may request a meeting with the applicant to discuss the application.
2. Completed Grant Applications (which must meet grant application guidelines) will be reviewed by the Foundation's Board of Directors on a semi-annual basis and funding priorities will be established. Deadlines for applications are February 1 and September 1, as applicable. Applicants should not contact members of the Board to discuss applications. All applicants will be notified as soon as a decision is made concerning their applications.
3. Grants will be distributed on the applicable grant distribution date. These deadlines are subject to change.

<u>Application Deadline</u>	<u>Grant Distribution Date</u>
February 1	April 1
September 1	November 1

4. Once grants are distributed, each grantee shall execute The Jabez Foundation Grant Agreement as a condition of grant acceptance. A report of the use of funds and effectiveness of the project should be submitted to the Foundation by January 15 of the year following the grant and any subsequent year(s) expenditures.

5. Grant applications should be sent to:

The Jabez Foundation
Attn: Mazie Leftwich, Secretary
407 Julie Rivers Drive
Sugar Land, Texas 77478

ATTACHMENT A

THE JABEZ FOUNDATION

GRANT APPLICATION INSTRUCTIONS

The enclosed application should be used to request a grant.

Grant applications may request that grants from The Jabez Foundation for a specific program be made over a multiple year period, not to exceed five (5) years. Organizations may reapply for funding for a specific program after a two year break in funding.

ATTACHMENT A

THE JABEZ FOUNDATION

GRANT APPLICATION

I. IDENTIFICATION OF GRANTEE

A. Name of Grantee (exactly as shown on tax-exempt letter, unless a governmental entity).

B. Project Name (if different from Grantee), street address, city, state and zip code.

C. Contact information.

Name and Title: _____
Telephone Number: _____
Fax Number: _____
Email Address: _____

II. PURPOSE OF GRANT

A. What focus area of The Jabez Foundation Mission Statement would the grant serve? (Education, Cultural Activities)

B. State the type of project: (Capital Improvement, endowment for specific project and program, nonsustaining program, etc.)

C. Description of the community need met by the proposal.

D. How many and who will be served by this project? (Be specific.)

E. What outcomes are expected as a result of the project?

F. The timetable or work plan for the project.

G. How will the project be evaluated (i.e. what is the measure of the project's success?)

H. Description of expenses for which The Jabez Foundation funds will be used.

I. Exact dollar (\$) amount requested from The Jabez Foundation.

1. All at one time — when?
2. If over period of time — what period?

III. BACKGROUND OF ORGANIZATION

A. Brief description of the purposes and the historical development of the organization.

B. If the purpose of the organization has changed, why and what is different now?

- C. List the Board of Directors, including name and affiliation of each one.
- D. List all current staff. Specify who will be involved with the project.
- E. What specific qualifications do they bring to the project?
- F. Representative List of Other Donors to the Organization

IV. FINANCIAL INFORMATION

- A. A line item budget for the total project. (please attach)
- B. A plan for continuing the project, or the tangible results of the project, after the requested grant funds expire.
- C. What other foundations, corporations, individual donors or volunteer groups have you approached for funds for this project?
- D. How will a grant from The Jabez Foundation to the project leverage additional dollars (other foundation or corporate funds, governmental funds, etc.)?

V. ADDITIONAL INFORMATION (must be provided-- please attach to application):

- A. A copy of the Grantee Organization's tax-exempt letter from the Internal Revenue Service, including a statement that Grantee is in continuing compliance with its tax-exempt letter, (i.e., no revocations, or changes to exempt function).
- B. A copy of the Organization's most recent audited financial statement or Form 990.
- C. A copy of the Organization's current operating and capital expenditure budgets.
- D. Executed Statement of Potential Grantee

THE JABEZ FOUNDATION

CRITERIA TO BE USED BY BOARD OF DIRECTORS IN EVALUATING A GRANT APPLICATION

I. Grantee Organization

A. Does application meet general guidelines?

1. Is applicant a 501(c)(3) organization? (Proof of good standing included with application?)
2. Is application complete in all respects, and if not, has the grant committee or staff contacted the applicant organization for more information?
3. What is the grant committee or staff recommendation?
4. What Board of Directors Member is assigned oversight of project (i.e. expenditure responsibility)?

II. Purpose of Grant

A. Is the purpose of the proposed project clear? What Focus area of the Mission Statement does the proposal address?

1. Education

2. Cultural Activities

B. What will be the ultimate use of the funds? Is the proposed use in keeping with the Focus of Funds Use of the Mission Statement? Is the need for the proposed project clearly stated and justified? If so, how will the proposed project help meet the need?

1. Capital Improvements?

2. Endowment for specific projects and programs?

3. Non-sustaining program funds?

4. Other?

C. What qualifications do project proponents bring to the project to ensure its success?

III. Financial Concerns/Expenditure Responsibility

A. Does the proposed budget for the project seem reasonable?

B. How will the proposed project be supported after the requested grant expires?

Proceeds from Broker and Barter Exchange Transactions

(continued)

Report on Form 8049, Part II, with Box B checked

8 - Description / CUSIP / 1d - Symbol

9 - Date of Sale or exchange

1e - Quantity

2a - Proceeds of stocks, bonds, etc.

2a - Date of acquisition

Cost or other basis.

Gain or loss

Additional Information

Notes

LONG-TERM TRANSACTIONS 6 - NONCOVERED tax lot for which cost basis is NOT reported to the IRS**

Report on Form 8049, Part II, with Box B checked

8 - Description / CUSIP / 1d - Symbol

9 - Date of Sale or exchange

1e - Quantity

2a - Proceeds of stocks, bonds, etc.

2a - Date of acquisition

Cost or other basis.

Gain or loss

Additional Information

Notes

These columns are not reported to the IRS

CARRIZO OIL & COMPANY / CUSIP 144577103 / Symbol CRZO

12/06/12 1,000 000 20,779.53 10/17/11 24,745.80 -3,966.27 Sale

CATERPILLAR INCORPORATED DEL / CUSIP 149123101 / Symbol CAT

08/10/12 500 000 44,059.81 08/05/11 50,457.35 -6,397.54 Sale

DIGITAL RLTY TR INCORPORATED / CUSIP 253868103 / Symbol DLR

08/10/12 1,000 000 75,962.29 08/05/11 57,891.77 18,070.52 Sale

* ENERGY TRANSFER PARTNERS LP / CUSIP 29273R109 / Symbol ETP

08/10/12 940,000 41,650.55 08/08/11 *

40,247.80 1,402.75 Sale

* ENTERPRISE PRODUCTS PARTNERS L / CUSIP 293792107 / Symbol EPD

08/10/12 940,000 49,369.10 08/08/11 *

35,547.04 13,822.06 Sale

GREIF INCORPORATED CLASS A / CUSIP 3977624107 / Symbol GEF

08/10/12 1,000 000 43,370.02 08/05/11

56,345.48 -12,975.46 Sale

* KINDER MORGAN ENERGY PARTNERS / CUSIP 494550106 / Symbol KMP

08/10/12 1,000 000 80,864.58 08/05/11 *

69,949.26 10,915.32 Sale

* LINN ENERGY LLC / CUSIP 536020100 / Symbol LINE

08/10/12 1,000 000 38,989.12 08/05/11 *

35,473.60 3,515.52 Sale

* MARKWEST ENERGY PARTNERS L P / CUSIP 570759100 / Symbol MWE

08/10/12 920 000 48,967.83 08/08/11 *

37,417.50 11,550.33 Sale

NL INDUSTRIES INCORPORATED COM / CUSIP 629156407 / Symbol NL

08/10/12 1,000 000 11,821.73 08/05/11 16,005.05 -4,183.32 Sale

PFIZER INCORPORATED / CUSIP 717081103 / Symbol PFE

08/10/12 3,000 000 71,522.59 08/05/11 53,213.91 18,308.68 Sale

PROCTER & GAMBLE COMPANY / CUSIP 742718109 / Symbol PG

08/10/12 590 000 39,345.80 08/08/11 36,065.82 3,279.98 Sale

PUBLIC SVC ENTERPRISE GROUP / CUSIP 744573106 / Symbol PEG

08/10/12 2,100 000 68,587.61 08/05/11 63,630.00 4,957.61 Sale

Proceeds from Broker and Barter Exchange Transactions
(continued)

LONG-TERM TRANSACTIONS 6 - NONCOVERED tax lot for which cost basis is NOT reported to the IRS**

Report on Form 8949, Part II, with Box B checked

8 - Description / CUSIP / 1d - Symbol

1a - Date of Sale

or exchange

These columns are not reported to the IRS

2a - Proceeds of * stocks, bonds, etc.

Cost or other basis

Gain or loss

Additional Information

Notes

ROYAL DUTCH SHELL PLC / CUSIP: 780259107 / Symbol: RDS.B

08/10/12 1,000 000 73,254.35 08/05/11

V F CORPORATION / CUSIP: 918204108 / Symbol: VFC

08/10/12 500 000 73,683.34 08/05/11

VERIZON COMMUNICATIONS / CUSIP: 92343V104 / Symbol: VZ

08/10/12 1,180 000 52,298.07 08/08/11

Totals:

928,654.41

813,809.10

114,845.31

8,074.45

Sale

65,179.90

Sale

55,150.25

Sale

39,848.60

Sale

12,449.47

Sale

18,533.09

Sale

8,074.45

Sale

114,845.31

