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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

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation THE JABEZ FOUNDATION		A Employer identification number 26-3691022
Number and street (or P.O. box number if mail is not delivered to street address) 407 JULIE RIVERS DR	Room/suite	B Telephone number 281-242-8100
City or town, state, and ZIP code SUGAR LAND, TX 77478		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 2,067,798.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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 <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				
	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	225,530.	225,530.			
Operating and Administrative Expenses	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:					
a Excess of revenue over expenses and disbursements	84,213.				
b Net investment income (if negative, enter -0-)		203,494.			
c Adjusted net income (if negative, enter -0-)			N/A		

git 4

Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	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.	1,448,730.
	c Investments - corporate bonds			
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.	
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 ▶ <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	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

(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			-5,901.
b			114,845.
c			3,298.
d			6,533.
e			40,916.

2 Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	2	159,691.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):	<div> <div>If gain, also enter in Part I, line 8, column (c).</div> <div>If (loss), enter -0- in Part I, line 8</div> </div>	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 <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1 2,035.
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 2,035.
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 2,035.
6 Credits/Payments:		
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	
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	0.
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	46.
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	2,081.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <input type="checkbox"/> Refunded <input checked="" type="checkbox"/>	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)? 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		X
1b		X
c Did the foundation file Form 1120-POL for this year?		X
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?	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) <input type="checkbox"/> TX		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? 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

N/A

Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► MAZIE LEFTWICH Telephone no. ► 281-844-0212 Located at ► 1923 STERLING GREEN CT, SUGAR LAND, TX 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	1b
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
		X

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

(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

6b

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?

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

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	
All other program-related investments. See instructions.	
3 NONE	
	0.
	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				
a Enter amount for 2011 only			0.	
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.				
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				105,871.
e Remaining amount distributed out of corpus	9,129.			
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	53,421.			
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 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				
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 ELDRIDGE 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.

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. | | |

[illegible]

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

- b** If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
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.				May the IRS discuss this return with the preparer shown below (see instr.)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
	Signature of officer or trustee <i>Charles Bucek Jr.</i>	Date 19/7/13	Title CPA / Director		
Paid Preparer Use Only	Print/Type preparer's name CHARLES BUCEK JR.	Preparer's signature <i>Charles Bucek Jr.</i>	Date 9/6/13	Check <input type="checkbox"/> if self-employed	PTIN P00981117
	Firm's name ▶ WHITLEY PENN LLP			Firm's EIN ▶ 75-2393478	
	Firm's address ▶ 3411 RICHMOND AVE SUITE 500 HOUSTON, TX 77046			Phone no. (713) 621-1515	

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

<u>SOURCE</u>	<u>AMOUNT</u>
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

<u>SOURCE</u>	<u>GROSS AMOUNT</u>	<u>CAPITAL GAINS DIVIDENDS</u>	<u>COLUMN (A) AMOUNT</u>
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

<u>DESCRIPTION</u>	<u>(A) EXPENSES PER BOOKS</u>	<u>(B) NET INVEST- MENT INCOME</u>	<u>(C) ADJUSTED NET INCOME</u>	<u>(D) CHARITABLE PURPOSES</u>
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 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?

Raymond James & Associates, Inc.

Account 15351964

Proceeds from Broker and Barter Exchange Transactions

2012

1c - SHORT-TERM TRANSACTIONS 6 - COVERED tax lot for which cost basis is reported to the IRS**

Report on Form 8949, Part I, with Box A checked

8 - Description / CUSIP / 1d - Symbol

1a - Date of Sale or exchange	1e - Quantity	2a - Proceeds of stocks, bonds, etc.	1b - Date of acquisition	3 - Cost or other basis	Gain or loss	Additional Information	Notes
These columns are not reported to the IRS.							
AMERICAN ELEC PWR INCORPORATED / CUSIP 025537101 / Symbol AEP	1,500 000	64,695 80	09/14/12	65,442 75	-746 95	Sale	
12/06/12							
ASTRAZENECA PLC / CUSIP 046353108 / Symbol AZN	500 000	24,000 21	05/03/12	22,217 85	1,782 36	Sale	
12/06/12							
BOX SHIPS INCORPORATED / CUSIP: Y09675102 / Symbol TEU	5,000 000	25,063.43	09/14/12	31,995 46	-6,932 03	Sale	C
12/06/12							
Totals.		113,759.44		119,656.06	-5,896.62		

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

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

8 - Description / CUSIP / 1d - Symbol

1a - Date of Sale or exchange	1e - Quantity	2a - Proceeds of stocks, bonds, etc.	Date of acquisition	Cost or other basis	Gain or loss	Additional Information	Notes
These columns are not reported to the IRS.							
TELEFONICA S A / CUSIP, 879382208 / Symbol TEF	0 842	10 12	09/13/11	15 23	-5 11	Sale	
06/18/12							

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	1e - Quantity	2a - Proceeds of stocks, bonds, etc.	Date of acquisition	Cost or other basis	Gain or loss	Additional Information	Notes
These columns are not reported to the IRS.							
AMERICAN ELEC PWR INCORPORATED / CUSIP, 025537101 / Symbol AEP	1,070 000	46,385 07	08/08/11	37,213 00	9,172 07	Sale	
08/10/12							
AUTOMATIC DATA PROCESSING / CUSIP 053015103 / Symbol: ADP							
2 tax lots for 08/10/12 Total proceeds (and cost when required) reported to the IRS							
	230 000	13,229 99	08/08/11	10,769 89	2,460 10	Sale	
	600 000	34,513.03	08/08/11	28,657 08	5,855 95	Sale	
08/10/12	830 000	47,743.02	VARIOUS	39,426 97	8,316 05	Total of 2 lots	



15351964 - 003

Raymond James & Associates, Inc.

Account 15351964

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		1e - Quantity		2a - Proceeds of stocks, bonds, etc.		Date of acquisition	These columns are not reported to the IRS		Notes
1a - Date of Sale or exchange							Cost or other basis	Gain or loss	
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 PRTNRS L P / 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: 397624107 / 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			

Raymond James & Associates, Inc.

Account 15351964

Proceeds from Broker and Barter Exchange Transactions

(continued)

2012

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	1e - Quantity	2a - Proceeds of stocks, bonds, etc.	Date of acquisition	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	65,179.90	8,074.45	Sale	
V F CORPORATION / CUSIP: 918204108 / Symbol: VFC 08/10/12	500 000	73,683.34	08/05/11	55,150.25	18,533.09	Sale	
VERIZON COMMUNICATIONS / CUSIP: 92343V104 / Symbol: VZ 08/10/12	1,180 000	52,298.07	08/08/11	39,848.60	12,449.47	Sale	
Totals:		928,654.41		813,809.10	114,845.31		

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