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

2012

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

For calendar year 2012, or tax year beginning , 2012, and ending

THE LAWRENCE & NANCY PADFIELD FOUNDATION
11106 FALCONWING DRIVE
THE WOODLANDS, TX 77381

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 foundation

I Fair market value of all assets at end of year (from Part II, column (c), line 16) J Accounting method Cash Accrual
 Other (specify) (Part I, column (d) must be on cash basis) --> \$ 3,427,549.

A Employer identification number
27-2798913

B Telephone number (see the instructions)
(281) 370-0297

C If exemption application is pending, check here ►

D 1 Foreign organizations, check here ►

2 Foreign organizations meeting the 85% test, check here and attach computation ►

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

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE	1 Contributions, gifts, grants, etc, received (att sch)	2,504,485.			
	2 ck ► <input type="checkbox"/> if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	21.	21.		
	4 Dividends and interest from securities	9,286.	9,286.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	31,719.			
	b Gross sales price for all assets on line 6a	3,565,429.			
	7 Capital gain net income (from Part IV, line 2)		31,719.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances	NOV 25 2013			
	b Less Cost of goods sold				
	c Gross profit/(loss) (att sch)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	2,545,511.	41,026.	0.	
ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc	0.			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach sch) SEE ST 1	4,485.	2,985.		1,500.
	c Other prof fees (attach sch)				
	17 Interest				
	18 Taxes (attach schedule)(see instrs) SEE STM 2	3.	3.		
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) SEE STATEMENT 3	13,318.	13,318.		
	24 Total operating and administrative expenses. Add lines 13 through 23	17,806.	16,306.		1,500.
	25 Contributions, gifts, grants paid PART XV	45,545.			45,545.
	26 Total expenses and disbursements. Add lines 24 and 25	63,351.	16,306.	0.	47,045.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	2,482,160.			
	b Net investment income (if negative, enter -0-)		24,720.		
	c Adjusted net income (if negative, enter -0-)			0.	

18P

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year			
			(a) Book Value	(b) Book Value	(c) Fair Market Value		
ASSETS	1	15,251.	2,792,283.	2,792,283.			
	2						
	3						
	4						
	5						
	6						
	7						
	8						
	9						
	10a	Investments – U S and state government obligations (attach schedule)					
	b	Investments – corporate stock (attach schedule)					
	c	Investments – corporate bonds (attach schedule)					
	11	Investments – land, buildings, and equipment basis					
		Less accumulated depreciation (attach schedule)					
	12	Investments – mortgage loans					
	13	Investments – other (attach schedule)	STATEMENT 4	927,556.	620,593.	622,763.	
14	Land, buildings, and equipment basis						
	Less accumulated depreciation (attach schedule)						
15	Other assets (describe ▶ SEE STATEMENT 5)		412.	12,503.	12,503.		
16	Total assets (to be completed by all filers – see the instructions Also, see page 1, item I)		943,219.	3,425,379.	3,427,549.		
LIABILITIES	17	Accounts payable and accrued expenses					
	18	Grants payable					
	19	Deferred revenue					
	20	Loans from officers, directors, trustees, & other disqualified persons					
	21	Mortgages and other notes payable (attach schedule)					
	22	Other liabilities (describe ▶)					
	23	Total liabilities (add lines 17 through 22)		0.	0.		
		Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.	▶ <input type="checkbox"/>				
	NET ASSETS	24	Unrestricted				
		25	Temporarily restricted				
		26	Permanently restricted				
			Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.	▶ <input checked="" type="checkbox"/>			
		27	Capital stock, trust principal, or current funds		943,219.	3,425,379.	
		28	Paid-in or capital surplus, or land, building, and equipment fund				
		29	Retained earnings, accumulated income, endowment, or other funds				
30		Total net assets or fund balances (see instructions)		943,219.	3,425,379.		
31		Total liabilities and net assets/fund balances (see instructions)		943,219.	3,425,379.		

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	943,219.
2	Enter amount from Part I, line 27a	2	2,482,160.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	3,425,379.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	3,425,379.

Part IV. Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company)			(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a SEE STATEMENT 6					
b					
c					
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					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))		
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any			
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss). If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7			2	31,719.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8			3	0.	

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 (column (b) divided by column (c))
2011	46,540.	966,565.	0.048150
2010		985,000.	
2009			
2008			
2007			
2 Total of line 1, column (d)			2 0.048150
3 Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.048150
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 1,027,059.
5 Multiply line 4 by line 3			5 49,453.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 247.
7 Add lines 5 and 6			7 49,700.
8 Enter qualifying distributions from Part XII, line 4			8 47,045.

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)

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1	(attach copy of letter if necessary – see instrs)	1 494.
Date of ruling or determination letter		
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)	2 0.	
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	6 a 1,086. 6 b 6 c 6 d	7 1,086. 8 9 0. 10 592. 11 0.
a 2012 estimated tax pmts 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		
7 Total credits and payments Add lines 6a through 6d		
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> 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	592. Refunded	

Part VII-A Statements Regarding Activities

	Yes	No
1 a 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?	1 a	X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1 b	X
<i>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</i>		
c Did the foundation file Form 1120-POL for this year?	1 c	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
<i>If 'Yes,' attach a detailed description of the activities</i>		
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? <i>If 'Yes,' attach a conformed copy of the changes</i>	3	X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4 a	X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?	4 b	N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5	X
<i>If 'Yes,' attach the statement required by General Instruction T.</i>		
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?		
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XIV</i>	6	X
8 a Enter the states to which the foundation reports or with which it is registered (see instructions)	► TX	
<i>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</i>		
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)? <i>If 'Yes,' complete Part XIV</i>	7	X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>	8 b	X
<i>9 X</i>		
<i>10 X</i>		

BAA

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Part VII-A Statements Regarding Activities (continued)

11		X
12		X
13	X	
Website address N/A		
14	Telephone no (281) 370-0297	
Located at 11106 FALCONWING DRIVE THE WOODLANDS TX ZIP + 4 77381		
15	N/A	15
16	Yes	No
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
1 a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input 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)?		N/A
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?		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
If 'Yes,' list the years 20 20 20 20		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see instructions)		N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20 20 20 20		
3 a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If 'Yes,' did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)		N/A
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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?		X

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

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.

organizations and other beneficiaries served, conferences convened, research papers produced, etc	
1	<u>N/A</u>
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

1	<u>N/A</u>
2	_____

All other program-related investments See instructions

3

Total. Add lines 1 through 3

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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	1 a	624,147.
b	Average of monthly cash balances	1 b	418,553.
c	Fair market value of all other assets (see instructions)	1 c	
d	Total (add lines 1a, b, and c)	1 d	1,042,700.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	1,042,700.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	15,641.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,027,059.
6	Minimum investment return. Enter 5% of line 5	6	51,353.

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	51,353.
2 a	Tax on investment income for 2012 from Part VI, line 5	2 a	494.
b	Income tax for 2012 (This does not include the tax from Part VI)	2 b	
c	Add lines 2a and 2b	2 c	494.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	50,859.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	50,859.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	50,859.

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	1 a	47,045.
b	Program-related investments – total from Part IX-B.	1 b	
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	3 a	
a	Suitability test (prior IRS approval required)	3 b	
b	Cash distribution test (attach the required schedule)	4	47,045.
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	5	
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	6	47,045.
6	Adjusted qualifying distributions. Subtract line 5 from line 4		

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				50,859.
2 Undistributed income, if any, as of the end of 2012.			45,527.	
a Enter amount for 2011 only		0.		
b Total for prior years 20 20 20				
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 ► \$ 47,045.			45,527.	
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)		0.		
d Applied to 2012 distributable amount				1,518.
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				
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount – see instructions		0.		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount – see instructions			0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				49,341.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)		0.		
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)		0.		
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a		0.		
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

Part 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				<input type="checkbox"/> 4942(j)(3) or	4942(j)(5)
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)(ii)					
(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 7

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 8

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

SEE STATEMENT FOR LINE 2A

c Any submission deadlines

SEE STATEMENT FOR LINE 2A

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

SEE STATEMENT FOR LINE 2A

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<i>a Paid during the year</i>				
SEE STATEMENT 9				
Total				► 3a , 45,545.
<i>b Approved for future payment</i>				
Total				► 3b

Part XVI-A Analysis of Income-Producing Activities

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclu- sion 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	21.	
4 Dividends and interest from securities			14	9,286.	
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			14	31,719.	
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)				41,026.	
13 Total. Add line 12, columns (b), (d), and (e)					13 41,026.

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

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

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
- (2) Other assets

Other transactions

3 Other transactions

- (1) Sales of assets to a noncharitable exempt organization
- (2) Purchases of assets from a noncharitable exempt organization
- (3) Rental of facilities, equipment, or other assets
- (4) Reimbursement arrangements
- (5) Loans or loan guarantees
- (6) Performance of services or membership or fundraising solicitations

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

	Yes	No
1 a (1)		X
1 a (2)		X
1 b (1)		X
1 b (2)		X
1 b (3)		X
1 b (4)		X
1 b (5)		X
1 b (6)		X
1 c		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			

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

Yes No

b If 'Yes.' complete the following schedule

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

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

Sign
Here

Signature of officer or trustee

Date

Date

Title

Title _____ (see instructions) Yes No

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

Yes No

Paid Preparer Use Only	LOUISE S. ROSENTHAL, CPA	<i>Louise S. Rosenthal, CPA 11/12/13</i>	Check <input type="checkbox"/>
	Firm's name	ROSENTHAL & CO., P.C.	Firm's EIN 76-0589675
	Firm's address	3900 ESSEX LANE, SUITE 1120 HOUSTON, TX 77027	Phone no (713) 655-0163
		self-employed	P00088243

BAA

Form 990-PF (2012)

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

OMB No 1545-0047

Schedule of Contributors

► Attach to Form 990, Form 990-EZ, or Form 990-PF

2012

Name of the organization THE LAWRENCE & NANCY PADFIELD FOUNDATION	Employer identification number 27-2798913
Organization type (check one)	
Filers of: Form 990 or 990-EZ	Section: <input type="checkbox"/> 501(c)(____) (enter number) organization <input type="checkbox"/> 4947(a)(1) nonexempt charitable trust not treated as a private foundation <input type="checkbox"/> 527 political organization
Form 990-PF	<input checked="" type="checkbox"/> 501(c)(3) exempt private foundation <input type="checkbox"/> 4947(a)(1) nonexempt charitable trust treated as a private foundation <input type="checkbox"/> 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions

General Rule For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor (Complete Parts I and II.)**Special Rules** For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33-1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II. For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III. For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc. purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc. purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc. contributions of \$5,000 or more during the year ► \$ _____

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

BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization

THE LAWRENCE & NANCY PADFIELD FOUNDATION

Employer identification number

27-2798913

Part I **Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	LAWRENCE & NANCY PADFIELD 11106 FALCONWING DRIVE THE WOODLANDS, TX 77381	\$ 2,504,485.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>
			(Complete Part II if there is a noncash contribution)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>
			(Complete Part II if there is a noncash contribution)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>
			(Complete Part II if there is a noncash contribution)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>
			(Complete Part II if there is a noncash contribution)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>
			(Complete Part II if there is a noncash contribution)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>
			(Complete Part II if there is a noncash contribution)

Name of organization

THE LAWRENCE & NANCY PADFIELD FOUNDATION

Employer identification number

27-2798913

Part II Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received	
N/A		\$		
			\$	
			\$	
			\$	
			\$	
	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received	
			\$	
			\$	
			\$	
			\$	
	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received	
			\$	
			\$	
			\$	
			\$	
	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received	
			\$	
			\$	
			\$	
			\$	

BAA

Name of organization

THE LAWRENCE & NANCY PADFIELD FOUNDATION

Employer identification number

27-2798913

Part III

Exclusively religious, charitable, etc, individual contributions to section 501(c)(7), (8) or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry.

For organizations completing Part III, enter total of *exclusively* religious, charitable, etc, contributions of **\$1,000 or less** for the year (Enter this information once See instructions) Use duplicate copies of Part III if additional space is needed

► \$ N/A

N/A

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

2012

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THE LAWRENCE & NANCY PADFIELD FOUNDATION

27-2798913

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STATEMENT 1
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	\$ 4,485.	\$ 2,985.	\$ 0.	\$ 1,500.
TOTAL	<u>\$ 4,485.</u>	<u>\$ 2,985.</u>	<u>\$ 0.</u>	<u>\$ 1,500.</u>

STATEMENT 2
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES PAID	\$ 3.	\$ 3.	\$ 0.	\$ 0.
TOTAL	<u>\$ 3.</u>	<u>\$ 3.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

STATEMENT 3
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	\$ 13,318.	\$ 13,318.	\$ 0.	\$ 0.
TOTAL	<u>\$ 13,318.</u>	<u>\$ 13,318.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

STATEMENT 4
FORM 990-PF, PART II, LINE 13
INVESTMENTS - OTHER

	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
<u>OTHER SECURITIES</u>			
EQUITY FUNDS - SEE DETAIL	COST	\$ 145,325.	\$ 136,204.
BOND FUNDS - SEE DETAIL	COST	31,390.	29,664.
OTHER ASSETS - SEE DETAIL	COST	443,878.	456,895.
	TOTAL	<u>\$ 620,593.</u>	<u>\$ 622,763.</u>

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THE LAWRENCE & NANCY PADFIELD FOUNDATION

27-2798913

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STATEMENT 5
FORM 990-PF, PART II, LINE 15
OTHER ASSETS

	BOOK VALUE	FAIR MARKET VALUE
AR DIVIDENDS	\$ 2,626.	\$ 2,626.
TRADES PENDING	9,877.	9,877.
TOTAL	\$ 12,503.	\$ 12,503.

STATEMENT 6
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
1	SEE SCHEDULE PERSHING LLC - SHORT-TERM	PURCHASED	VARIOUS	VARIOUS
2	SEE SCHEDULE PERSHING LLC - LONG-TERM	PURCHASED	VARIOUS	VARIOUS
3	89.547 SH INVESTMENT MKTS FD CL Y	PURCHASED	3/16/2012	4/13/2012
4	627.99 SH AQR MOMENTUM FUND CLASS L	PURCHASED	3/16/2012	4/13/2012
5	.045 SH AMERICAN CENTURY MID CAP VALUE FD	PURCHASED	3/13/2012	4/13/2012
6	1.233 SH GATEWAY FUND CLASS Y	PURCHASED	3/23/2012	4/13/2012
7	7.98 SH RIDGEWORTH SEIX FLT RT HI INC FD	PURCHASED	VARIOUS	4/13/2012
8	10.541 SH TCW EMERGING MARKETS INCOME FD	PURCHASED	VARIOUS	4/13/2012
9	.779 SH THORNBURG INTERNATIONAL VALUE	PURCHASED	3/26/2012	4/13/2012
10	528.807 SH VIRTUS EMERGING MKTS OPPOR FD	PURCHASED	3/16/2012	4/13/2012
11	19.953 SH AMERICAN CNTRY MID CAP VALUE FD	PURCHASED	3/16/2012	4/13/2012
12	20.554 SH RIDGEWORTH SEIX FLT RT HI INC FD	PURCHASED	VARIOUS	4/13/2012
13	CAPITAL GAIN DISTRIBUTIONS	PURCHASED	VARIOUS	4/13/2012
14	12 SH ISHARES TR BARCLAYS CR BD 1-3 YRS	PURCHASED	VARIOUS	5/02/2012
15	29 SH ISHARES TR BARCLAYS BOND 1-3 YRS	PURCHASED	VARIOUS	5/02/2012
16	25 SH ISHARES TR BARCLAYS BOND 7-10 YRS	PURCHASED	VARIOUS	5/02/2012
17	16 SH ISHARES TR BARCLAYS TIPS BD FD	PURCHASED	VARIOUS	5/02/2012
18	20,982.894 SH PROFUNDS BANKS	PURCHASED	VARIOUS	VARIOUS
19	3,269.887 SH PROFUNDS BULL FUND	PURCHASED	VARIOUS	VARIOUS
20	3,792.419 SH PROFUNDS FINANCIALS	PURCHASED	VARIOUS	VARIOUS
21	1,232.61 SH PROFUNDS MOBILE TELECOMM	PURCHASED	VARIOUS	5/03/2012
22	316.897 SH PROFUNDS NASDAQ 100 FUND	PURCHASED	10/31/2012	VARIOUS
23	352.012 SH PROFUNDS OIL & GAS	PURCHASED	7/17/2012	VARIOUS
24	3,895.338 SH PROFUNDS PRECIOUS METALS	PURCHASED	VARIOUS	VARIOUS
25	4,180.313 SH PROFUNDS REAL ESTATE	PURCHASED	VARIOUS	VARIOUS
26	10,650.915 SH PROFUNDS RISING RATES OPPOR 10	PURCHASED	VARIOUS	VARIOUS
27	26,602.093 SH PROFUNDS RISING RATES OPPRTNTY	PURCHASED	VARIOUS	VARIOUS
28	33,554.174 SH PROFUNDS SHORT NASDAQ	PURCHASED	VARIOUS	VARIOUS
29	5,583.509 SH PROFUNDS SHORT SMALL CAP FUND	PURCHASED	VARIOUS	VARIOUS
30	1,729.202 SH PROFUNDS SMALL CAP VALUE FUND	PURCHASED	VARIOUS	VARIOUS
31	9,634.627 SH PROFUNDS ULTRA CHINA	PURCHASED	VARIOUS	VARIOUS
32	2,137.329 SH PROFUNDS ULTRA INTL FUND	PURCHASED	6/04/2012	6/05/2012
33	12,509.416 SH PROFUNDS ULTRA JAPAN FUND	PURCHASED	VARIOUS	VARIOUS
34	3,349.956 SH PROFUNDS ULTRASHORT JAPAN	PURCHASED	VARIOUS	VARIOUS
35	257.161 SH PRUDENTIAL JENNISON HEALTH	PURCHASED	VARIOUS	5/02/2012
36	48 SH VANGUARD BOND INDEX FUND	PURCHASED	VARIOUS	5/02/2012
37	18 SH VANGUARD DIV APPRECIATION	PURCHASED	6/07/2011	5/02/2012
38	110 SH ISHARES TR BARCLAYS CR BD FD 1-3 YR	PURCHASED	4/06/2011	5/02/2012
39	245 SH ISHARES TR BARCLAYS BOND 1-3 YRS	PURCHASED	4/06/2011	5/02/2012
40	100 SH ISHARES TR BARCLAYS BOND 7-10 YRS	PURCHASED	4/06/2011	5/02/2012

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THE LAWRENCE & NANCY PADFIELD FOUNDATION

27-2798913

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STATEMENT 6 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD				
41	93 SH ISHARES TR BARCLAYS TIPS BD FD	PURCHASED	4/06/2011	5/02/2012				
42	20 SH SPDR GOLD TRUST	PURCHASED	4/06/2011	5/02/2012				
43	262 SH VANGUARD BOND INDEX FUND	PURCHASED	4/06/2011	5/02/2012				
44	496 SH VANGUARD DIV APPRECIATION	PURCHASED	4/06/2011	5/02/2012				
45	SEE SCHEDULE CHARLES SCHWAB - SHORT-TERM	PURCHASED	VARIOUS	VARIOUS				
ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
1	786,248.		793,454.	-7,206.				\$ -7,206.
2	16,374.		16,857.	-483.				-483.
3	2,859.		2,904.	-45.				-45.
4	9,690.		9,715.	-25.				-25.
5	1.		1.	0.				0.
6	33.		33.	0.				0.
7	70.		71.	-1.				-1.
8	92.		92.	0.				0.
9	21.		24.	-3.				-3.
10	5,156.		5,140.	16.				16.
11	248.		274.	-26.				-26.
12	182.		186.	-4.				-4.
13	12.		0.	12.				12.
14	1,257.		1,256.	1.				1.
15	2,447.		2,447.	0.				0.
16	2,634.		2,567.	67.				67.
17	1,906.		1,848.	58.				58.
18	150,121.		147,863.	2,258.				2,258.
19	209,402.		204,589.	4,813.				4,813.
20	28,694.		27,297.	1,397.				1,397.
21	27,857.		27,880.	-23.				-23.
22	27,568.		27,586.	-18.				-18.
23	14,315.		13,271.	1,044.				1,044.
24	115,906.		111,162.	4,744.				4,744.
25	110,579.		108,081.	2,498.				2,498.
26	187,930.		189,682.	-1,752.				-1,752.
27	196,630.		199,678.	-3,048.				-3,048.
28	233,323.		227,659.	5,664.				5,664.
29	42,707.		40,825.	1,882.				1,882.
30	79,646.		76,440.	3,206.				3,206.
31	64,990.		65,902.	-912.				-912.
32	17,761.		17,526.	235.				235.
33	74,323.		73,511.	812.				812.
34	60,258.		59,197.	1,061.				1,061.
35	7,962.		6,429.	1,533.				1,533.
36	4,017.		3,986.	31.				31.
37	1,051.		988.	63.				63.
38	11,520.		11,456.	64.				64.
39	20,677.		20,503.	174.				174.
40	10,538.		9,256.	1,282.				1,282.
41	11,078.		10,128.	950.				950.
42	3,199.		2,851.	348.				348.
43	21,927.		20,904.	1,023.				1,023.
44	28,953.		27,890.	1,063.				1,063.
45	973,267.		964,301.	8,966.				8,966.
							TOTAL \$	<u>31,719.</u>

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THE LAWRENCE & NANCY PADFIELD FOUNDATION

27-2798913

11/12/13

10:42AM

STATEMENT 7
FORM 990-PF, PART XV, LINE 1A
FOUNDATION MANAGERS - 2% OR MORE CONTRIBUTORS

LAWRENCE JAMES PADFIELD
 NANCY JEAN PADFIELD

STATEMENT 8
FORM 990-PF, PART XV, LINE 2A-D
APPLICATION SUBMISSION INFORMATION

NAME OF GRANT PROGRAM: LAWRENCE AND NANCY PADFIELD FOUNDATION
 NAME:
 CARE OF: LAWRENCE & NANCY PADFIELD
 STREET ADDRESS: 11106 FALCONWING DRIVE
 CITY, STATE, ZIP CODE: THE WOODLANDS, TX 77381
 TELEPHONE: (281) 370-0297
 E-MAIL ADDRESS:
 FORM AND CONTENT: SOLICITATIONS OF CHARITABLE NEEDS INCLUDING INTRODUCTORY LETTER OF QUALIFIED ORGANIZATION.
 SUBMISSION DEADLINES: NONE
 RESTRICTIONS ON AWARDS: SUPPORT OF CHARITABLE, RELIGIOUS, EDUCATIONAL AND SCIENTIFIC ENDEAVORS OF QUALIFIED ORGANIZATIONS UNDER PROVISIONS OF SECTION 501(C) (3) OF THE INTERNAL REVENUE CODE.

STATEMENT 9
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
GOLFERS AGAINST CANCER 1700 LAKE KINGWOOD TR. KINGWOOD, TX 77339	NONE	501C-3	CHARITABLE	\$ 5,000.
ROMO FOUNDATION 9832 WHITCOMB LANE SAINT LOUIS, MO 63123	NONE	501C-3	CHARITABLE	5,000.
NORTHWEST ASSISTANCE MINISTRIES 15555 KUYKENDAHL HOUSTON, TX 77090	NONE	501C-3	CHARITABLE	545.
ALZHEIMER'S ASSOCIATION 2242 W. HOLCOMBE BLVD. HOUSTON, TX 77030	NONE	501C-3	CHARITABLE	10,000.

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THE LAWRENCE & NANCY PADFIELD FOUNDATION

27-2798913

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STATEMENT 9 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

<u>NAME AND ADDRESS</u>	<u>DONEE RELATIONSHIP</u>	<u>FOUND- ATION STATUS</u>	<u>PURPOSE OF GRANT</u>	<u>AMOUNT</u>
A SMART RESCUE P.O. BOX 910 SPRING, TX 77383	NONE	501C-3	CHARITABLE	\$ 5,000.
ST. JUDE CHILDREN'S RESEARCH HOSPITAL 501 ST. JUDE PLACE MEMPHIS, TN 38105	NONE	501C-3	CHARITABLE	10,000.
INJURED MARINE SEMPER FI FD P.O. BOX 555193 CAMP PENDLETON, CA 92055	NONE	501C-3	CHARITABLE	10,000.
				TOTAL \$ <u>45,545.</u>

LAWRENCE & NANCY PADFIELD FOUNDATION
 2012 Form 990-PF
 PAGE 2, PART II, BALANCE SHEETS

EIN 27-2798913

	BEGINNING OF YEAR		END OF YEAR	
	Book Value	Book Value	Fair Market Value	Value

STATEMENT 4 -
Other Securities

Equity Funds

Invesco Developing Markets Fund CI Y	37,164	-	-
AQR Momentum Fund CI L	42,052	-	-
American Century Mid Cap Value Fd	36,645	-	-
William Blair International Small	34,804	-	-
Gateway Fund CI Y	42,253	-	-
MSIF Inc International	32,314	-	-
Parnassus Small-Cap Fund	41,659	-	-
Prudential Jennison Health Sciences	27,624	-	-
Ridgeworth Seix Floating Rate High	24,044	-	-
Schwab Fundamental US Large Co	94,553	-	-
TCW Emerging Markets	23,103	-	-
Thornburg International	41,229	-	-
SPDR Gold TR	23,945	-	-
Vanguard Specialized Port Dividend	130,877	-	-
Profunds Precious Metals	-	21,751	22,707
Profunds Rising Rates	-	30,933	29,824
Profunds Short Small Cap	-	21,801	21,019
Profunds Ultrashort (China)	-	22,397	19,581
Profunds Ultrashort (Japan)	-	26,813	22,720
Profunds Ultrashort Intl	-	21,630	20,353
Total Equity Funds	632,266	145,325	136,204

Bond Funds

Ishares TR Barclays TIPS Bd Fd	42,748	-	-
Ishares TR Barclays 7-10 Yr Treas Bd	40,614	-	-
Ishares TR Barclays 1-3 Yr Treas Bd	80,267	-	-
Ishares TR Barcلاus 1-3 Yr Cr Bd Fd	44,991	-	-
Vanguard Bd Index Fd	86,670	-	-
Profunds Rising Rates	-	31,390	29,664
Total Bond Funds	295,290	31,390	29,664

Other Assets:

Ishares TR DJ US Finl	-	111,399	118,001
Sector SPDR Consumer FD	-	110,613	114,328
Sector SPDR Health Fund	-	110,459	113,340
Sector SPDR Tr Con Stpls	-	111,407	111,226
Total Other Assets		443,878	456,895

Total Securities	927,556	620,593	622,763
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THE LAWRENCE AND NANCY PADFIELD FOUNDATION
 FORM 990-PF 2012
 PAGE 3, PART IV
 PERSHING, LLC

27-2798913

Quantity	Position	Acquired	Sold	Sales Price	Basis	Gain (Loss)
1,268 797	Invesco Developing Markets	Various	Various	37,764 87	37,164 58	600 29
2,845 163	AQR Momentum Fund	Various	Various	41,020 23	42,051 84	(1,031 61)
2,448 354	American Century Mid Cap Value Fd	Various	Various	29,278 42	31,945.90	(2,667 48)
2,648 708	William Blair Intern Small Cap Gr	Various	Various	31,588 26	34,804 31	(3,216 05)
1,320 472	Gateway Fund	Various	Various	35,153 20	35,300 80	(147 60)
289 000	Ishares Tr Barclays TIPS Bd	04/06/11	01/09/12	33,988 69	31,474 96	2,513 73
321 000	Ishares Tr Barclays 7-10 Yr Treas Bd	04/06/11	01/09/12	33,749 35	29,724.57	4,024 78
700 000	Ishares Tr Barclays 1-3 Yr Treas Bd	04/06/11	01/09/12	59,134 94	58,580 90	554 04
316 000	Ishares Tr Barclays 1-3 Yr Cr Bd	04/06/11	01/09/12	32,946 63	32,909 50	37 13
2,562.490	MSIF Inc International Equity Fd	Various	Various	32,134 08	32,314 06	(179 98)
1,710 610	Parnassus Small-Cap Fd	Various	Various	36,287 92	41,533 84	(5,245 92)
853.941	Prudential Jennison Health Sciences Fd	08/07/11	Various	23,511 13	21,194 82	2,316 31
2,217 321	Ridgeworth SEIX Floating Rate High Inc	Various	Various	19,321 82	19,953 65	(631 83)
428 000	SPDR Gold Tr	Various	Various	23,307 22	21,094 43	2,212 79
9,447 284	Schwab Fundamental US Large Co Index	Various	Various	92,173 53	94,552 62	(2,379.09)
2,780 533	TCW Emerging Markets Income Fd	Various	Various	23,424 34	23,241 20	183.14
1,379 820	Thornburg International Value Fd	Various	Various	35,093 90	40,342 35	(5,248 45)
1,814 000	Vanguard Specialized Prtfls Dvdnd Appr	04/06/11	Various	100,234 77	101,999 77	(1,765 00)
793 000	Vanguard Bd Index Fd Inc Total Bd Mkt	04/06/11	01/09/12	66,135 09	63,270 30	2,864 79
			Total Short-term	786,248 39	793,454 40	(7,206 01)
354 625	American Century Mid Cap Value Fd	04/06/11	04/13/12	4,415 08	4,706 28	(291 20)
259 903	Gateway Fund	04/06/11	04/13/12	6,978 39	6,952 41	25 98
4 855	Parnassus Small-Cap Fd	04/06/11	04/13/12	108 80	125 02	(16 22)
463.704	Ridgeworth SEIX Floating Rate High Inc	04/06/11	04/13/12	4,094 52	4,187 25	(92 73)
29 112	Thornburg International Value Fd	04/06/11	04/13/12	777 01	886 46	(109 45)
			Total Long-term.	16,373 80	16,857 42	(483 62)
		Grand Total		802,622 19	810,311 82	(7,689 63)

2012 Year-End Schwab Gain/Loss Report

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						Accounting Method	
						Mutual Funds	Average
						All Other Investments	First In First Out [FIFO]
Short-Term	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)	
ISHARES TR DJ US ENERGY US ENERGY SECTR INDEX FD. IYE	100 0000	07/30/12	10/31/12	\$4,119.01	\$4,059.90	\$59.11	
ISHARES TR DJ US ENERGY US ENERGY SECTR INDEX FD. IYE	100 0000	07/30/12	10/31/12	\$4,119.01	\$4,059.90	\$59.11	
ISHARES TR DJ US ENERGY US ENERGY SECTR INDEX FD. IYE	200 0000	07/30/12	10/31/12	\$8,238.02	\$8,119.80	\$118.22	
ISHARES TR DJ US ENERGY US ENERGY SECTR INDEX FD: IYE	744 0000	07/30/12	10/31/12	\$30,645.41	\$30,205.66	\$439.75	
Security Subtotal				\$47,121.45	\$46,445.26	\$676.19	
ISHARES TR DJ US FINL DOW JONES U S FINANCIAL SECTOR INDEX IYF	225 0000	07/02/12	07/30/12	\$12,551.12	\$12,496.05	\$55.07	
ISHARES TR DJ US FINL DOW JONES U S FINANCIAL SECTOR INDEX IYF	233 0000	07/02/12	07/30/12	\$12,997.38	\$12,940.35	\$57.03	
ISHARES TR DJ US FINL DOW JONES U S FINANCIAL SECTOR INDEX IYF	31 0000	07/02/12	12/31/12	\$1,861.88	\$1,721.68	\$140.20	
ISHARES TR DJ US FINL DOW JONES U S FINANCIAL SECTOR INDEX IYF	100 0000	07/02/12	12/31/12	\$6,006.07	\$5,553.80	\$452.27	

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2012 Year-End Schwab Gain/Loss Report

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Realized Gain or (Loss) (continued)

Accounting Method
Mutual Funds' Average
All Other Investments' First In First Out [FIFO]

Short-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
ISHARES TR DJ US FINL DOW JONES U S FINANCIAL SECTOR INDEX IYF	125 0000	07/02/12	12/31/12	\$7,507.58	\$6,942.25	\$565.33
ISHARES TR DJ US FINL DOW JONES U S FINANCIAL SECTOR INDEX IYF	175 0000	07/02/12	12/31/12	\$10,510.62	\$9,719.15	\$791.47
ISHARES TR DJ US FINL DOW JONES U S FINANCIAL SECTOR INDEX IYF	200 0000	07/02/12	12/31/12	\$12,011.93	\$11,107.60	\$904.33
ISHARES TR DJ US FINL DOW JONES U S FINANCIAL SECTOR INDEX IYF	300 0000	07/02/12	12/31/12	\$18,018.20	\$16,661.40	\$1,356.80
ISHARES TR DJ US FINL DOW JONES U S FINANCIAL SECTOR INDEX IYF	40 0000	10/31/12	12/31/12	\$2,402.42	\$2,355.56	\$46.86
Security Subtotal				\$83,867.20	\$79,497.84	\$4,369.36
ISHARES TR DJ US INDL US INDUSTRIAL SECTR INDX IYJ	674 0000	07/30/12	12/03/12	\$48,280.24	\$46,485.11	\$1,795.13
ISHARES TR DJ US INDL US INDUSTRIAL SECTR INDX IYJ	126 0000	10/31/12	12/03/12	\$9,025.68	\$8,902.65	\$123.03
ISHARES TR DJ US INDL US INDUSTRIAL SECTR INDX IYJ	278 0000	10/31/12	12/03/12	\$19,911.02	\$19,642.37	\$268.65
Security Subtotal				\$77,216.94	\$75,030.13	\$2,186.81

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2012 Year-End Schwab Gain/Loss Report

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Realized Gain or (Loss) (continued)

Accounting Method
Mutual Funds Average
All Other Investments First In First Out [FIFO]

Short-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
SECTOR SPDR CONSUMER FD SHARES OF BENEFICIAL INT. XLY	14 0000	03/19/12	04/02/12	\$633.80	\$624.78	\$9.02
SECTOR SPDR CONSUMER FD SHARES OF BENEFICIAL INT XLY	100 0000	03/19/12	04/02/12	\$4,527.10	\$4,462.70	\$64.40
SECTOR SPDR CONSUMER FD SHARES OF BENEFICIAL INT. XLY	200 0000	03/19/12	04/02/12	\$9,054.20	\$8,925.40	\$128.80
SECTOR SPDR CONSUMER FD SHARES OF BENEFICIAL INT XLY	171 0000	03/19/12	06/19/12	\$7,549.82	\$7,631.22	(\$81.40)
SECTOR SPDR CONSUMER FD SHARES OF BENEFICIAL INT XLY	182 0000	03/19/12	07/30/12	\$8,053.50	\$8,122.11	(\$68.61)
SECTOR SPDR CONSUMER FD SHARES OF BENEFICIAL INT XLY	200 0000	03/19/12	07/30/12	\$8,850.00	\$8,925.40	(\$75.40)
SECTOR SPDR CONSUMER FD SHARES OF BENEFICIAL INT XLY	200 0000	03/19/12	07/30/12	\$8,850.00	\$8,925.40	(\$75.40)
SECTOR SPDR CONSUMER FD SHARES OF BENEFICIAL INT XLY	90 0000	03/19/12	12/31/12	\$4,195.10	\$4,016.43	\$178.67
SECTOR SPDR CONSUMER FD SHARES OF BENEFICIAL INT XLY	100 0000	03/19/12	12/31/12	\$4,661.22	\$4,462.70	\$198.52

2012 Year-End Schwab Gain/Loss Report

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Realized Gain or (Loss) (continued)

Short-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Accounting Method	
					Mutual Funds	Average
SECTOR SPDR CONSUMER FD SHARES OF BENEFICIAL INT XLY	10 0000	04/25/12	12/31/12	\$466 12	\$446 78	\$19 34
SECTOR SPDR CONSUMER FD SHARES OF BENEFICIAL INT XLY	100 0000	04/25/12	12/31/12	\$4,661 22	\$4,467 80	\$193 42
SECTOR SPDR CONSUMER FD SHARES OF BENEFICIAL INT. XLY	224 0000	04/25/12	12/31/12	\$10,440 63	\$10,007 87	\$432 76
SECTOR SPDR CONSUMER FD SHARES OF BENEFICIAL INT. XLY	67 0000	04/30/12	12/31/12	\$3,122 87	\$3,053 66	\$69 21
SECTOR SPDR CONSUMER FD SHARES OF BENEFICIAL INT. XLY	76 0000	04/30/12	12/31/12	\$3,542 36	\$3,463 85	\$78 51
SECTOR SPDR CONSUMER FD SHARES OF BENEFICIAL INT XLY	255 0000	04/30/12	12/31/12	\$11,885 54	\$11,622 14	\$263 40
SECTOR SPDR CONSUMER FD SHARES OF BENEFICIAL INT XLY	233 0000	06/29/12	12/31/12	\$10,860 12	\$10,167 65	\$692 47
Security Subtotal				\$101,353.60	\$99,325.89	\$2,027.71
SECTOR SPDR FINCL SELECTSHARES OF BENEFICIAL INT. XLF	2,656 0000	04/02/12	04/30/12	\$40,877 58	\$42,283 52	(\$1,405 94)

2012 Year-End Schwab Gain/Loss Report

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Realized Gain or (Loss) (continued)

Accounting Method
Mutual Funds Average
All Other Investments First In First Out (FIFO)

Short-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
SECTOR SPDR FINCL SELECTSHARES OF -BENEFICIAL INT XLF	1,055 0000	04/25/12	04/30/12	\$16,237 14	\$16,234 34	\$2 80
Security Subtotal				\$57,114.72	\$58,517 86	(\$1,403 14)
SECTOR SPDR HEALTH FUND SHARES OF BENEFICIAL INT XLV	390 0000	03/19/12	04/02/12	\$14,722 95	\$14,389 83	\$333 12
SECTOR SPDR HEALTH FUND SHARES OF BENEFICIAL INT XLV	208 0000	03/19/12	06/19/12	\$7,837 68	\$7,674 58	\$163 10
SECTOR SPDR HEALTH FUND SHARES OF BENEFICIAL INT XLV	499 0000	03/19/12	07/30/12	\$19,326 84	\$18,411 60	\$915 24
SECTOR SPDR HEALTH FUND SHARES OF BENEFICIAL INT XLV	124 0000	03/19/12	12/31/12	\$4,893.05	\$4,575 23	\$317 82
SECTOR SPDR HEALTH FUND SHARES OF BENEFICIAL INT XLV	300 0000	03/19/12	12/31/12	\$11,838 51	\$11,069 10	\$769 41
SECTOR SPDR HEALTH FUND SHARES OF BENEFICIAL INT XLV	44 0000	04/25/12	12/31/12	\$1,736 25	\$1,651 23	\$85 02
SECTOR SPDR HEALTH FUND SHARES OF BENEFICIAL INT XLV	56 0000	04/25/12	12/31/12	\$2,209 77	\$2,101 57	\$108 20
SECTOR SPDR HEALTH FUND SHARES OF BENEFICIAL INT XLV	89 0000	04/25/12	12/31/12	\$3,511 95	\$3,339 99	\$171 96

2012 Year-End Schwab Gain/Loss Report

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Realized Gain or (Loss) (continued)

Accounting Method
Mutual Funds Average
All Other Investments First In First Out (FIFO)

Short-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
SECTOR SPDR HEALTH FUND SHARES OF BENEFICIAL INT. XLV	100 0000	04/25/12	12/31/12	\$3,946 01	\$3,752 80	\$193 21
SECTOR SPDR HEALTH FUND SHARES OF BENEFICIAL INT. XLV	100 0000	04/25/12	12/31/12	\$3,946 01	\$3,753 00	\$193 01
SECTOR SPDR HEALTH FUND SHARES OF BENEFICIAL INT. XLV	17 0000	04/30/12	12/31/12	\$670 82	\$637 65	\$33 17
SECTOR SPDR HEALTH FUND SHARES OF BENEFICIAL INT. XLV	27 0000	04/30/12	12/31/12	\$1,065 42	\$1,012 74	\$52 68
SECTOR SPDR HEALTH FUND SHARES OF BENEFICIAL INT. XLV	100 0000	04/30/12	12/31/12	\$3,946 01	\$3,750 84	\$195 17
SECTOR SPDR HEALTH FUND SHARES OF BENEFICIAL INT. XLV	183 0000	04/30/12	12/31/12	\$7,221 20	\$6,864 15	\$357 05
SECTOR SPDR HEALTH FUND SHARES OF BENEFICIAL INT. XLV	200 0000	04/30/12	12/31/12	\$7,892 03	\$7,501 80	\$390 23
SECTOR SPDR HEALTH FUND SHARES OF BENEFICIAL INT. XLV	3 0000	10/31/12	12/31/12	\$118 38	\$120 41	(\$2 03)
SECTOR SPDR HEALTH FUND SHARES OF BENEFICIAL INT. XLV	14 0000	10/31/12	12/31/12	\$552 44	\$561 92	(\$9 48)
Security Subtotal				\$95,435 32	\$91,168.44	\$4,266 88

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2012 Year-End Schwab Gain/Loss Report

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Realized Gain or (Loss) (continued)

Accounting Method
Mutual Funds Average
All Other Investments First In First Out [FIFO]

Short-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
SECTOR SPDR INDL SELECT SHARES OF BENEFICIAL INT XLI	140 0000	03/19/12	04/02/12	\$5,273.96	\$5,333.72	(\$59.76)
SECTOR SPDR INDL SELECT SHARES OF BENEFICIAL INT XLI	200 0000	03/19/12	04/02/12	\$7,534.23	\$7,619.60	(\$85.37)
SECTOR SPDR INDL SELECT SHARES OF BENEFICIAL INT XLI	60 0000	03/19/12	04/30/12	\$2,220.13	\$2,285.88	(\$65.75)
SECTOR SPDR INDL SELECT SHARES OF BENEFICIAL INT XLI	72 0000	03/19/12	04/30/12	\$2,664.16	\$2,743.06	(\$78.90)
SECTOR SPDR INDL SELECT SHARES OF BENEFICIAL INT XLI	200 0000	03/19/12	04/30/12	\$7,400.43	\$7,619.60	(\$219.17)
SECTOR SPDR INDL SELECT SHARES OF BENEFICIAL INT XLI	200 0000	03/19/12	04/30/12	\$7,400.43	\$7,619.60	(\$219.17)
SECTOR SPDR INDL SELECT SHARES OF BENEFICIAL INT XLI	200 0000	03/19/12	04/30/12	\$7,400.43	\$7,619.60	(\$219.17)
SECTOR SPDR INDL SELECT SHARES OF BENEFICIAL INT XLI	200 0000	03/19/12	04/30/12	\$7,400.43	\$7,619.60	(\$219.17)

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2012 Year-End Schwab Gain/Loss Report

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Realized Gain or (Loss) (continued)

Short-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
SECTOR SPDR INDL SELECT SHARES OF BENEFICIAL INT XLI	415 0000	04/25/12	04/30/12	\$15,355.92	\$15,308.52	\$47.40
Security Subtotal				\$70,050.55	\$71,388.78	(\$1,338.23)
SECTOR SPDR MATERIALS FDSHARES OF BENEFICIAL INT XLB	212 0000	04/02/12	06/19/12	\$7,471.13	\$7,939.40	(\$468.27)
SECTOR SPDR MATERIALS FDSHARES OF BENEFICIAL INT XLB	100 0000	04/02/12	07/02/12	\$3,514.92	\$3,745.00	(\$230.08)
SECTOR SPDR MATERIALS FDSHARES OF BENEFICIAL INT XLB	100 0000	04/02/12	07/02/12	\$3,515.02	\$3,745.00	(\$229.98)
SECTOR SPDR MATERIALS FDSHARES OF BENEFICIAL INT XLB	100 0000	04/02/12	07/02/12	\$3,514.92	\$3,745.00	(\$230.08)
SECTOR SPDR MATERIALS FDSHARES OF BENEFICIAL INT XLB	100 0000	04/02/12	07/02/12	\$3,514.92	\$3,745.00	(\$230.08)
SECTOR SPDR MATERIALS FDSHARES OF BENEFICIAL INT XLB	515 0000	04/02/12	07/02/12	\$18,102.36	\$19,286.75	(\$1,184.39)
SECTOR SPDR MATERIALS FDSHARES OF BENEFICIAL INT XLB	427 0000	04/25/12	07/02/12	\$15,009.14	\$15,687.13	(\$677.99)
SECTOR SPDR MATERIALS FDSHARES OF BENEFICIAL INT XLB	68 0000	04/30/12	07/02/12	\$2,390.21	\$2,494.85	(\$104.64)

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2012 Year-End Schwab Gain/Loss Report

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Realized Gain or (Loss) (continued)

Accounting Method
Mutual Funds Average
All Other Investments: First In First Out [FIFO]

Short-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
SECTOR SPDR MATERIALS FDSHARES OF BENEFICIAL INT. XLB	126 0000	04/30/12	07/02/12	\$4,428.93	\$4,622.81	(\$193.88)
SECTOR SPDR MATERIALS FDSHARES OF BENEFICIAL INT: XLB	132 0000	04/30/12	07/02/12	\$4,639.83	\$4,842.95	(\$203.12)
SECTOR SPDR MATERIALS FDSHARES OF BENEFICIAL INT XLB	200 0000	04/30/12	07/02/12	\$7,030.04	\$7,337.80	(\$307.76)
SECTOR SPDR MATERIALS FDSHARES OF BENEFICIAL INT XLB	32 0000	06/29/12	07/02/12	\$1,124.81	\$1,125.70	(\$0.89)
SECTOR SPDR MATERIALS FDSHARES OF BENEFICIAL INT XLB	277 0000	06/29/12	07/02/12	\$9,736.61	\$9,744.30	(\$7.69)
SECTOR SPDR MATERIALS FDSHARES OF BENEFICIAL INT XLB	1,317.0000	07/30/12	10/31/12	\$47,611.11	\$46,474.30	\$1,136.81
Security Subtotal				\$131,603.95	\$134,535.99	(\$2,932.04)
SECTOR SPDR TECH SELECT SHARES OF BENEFICIAL INT XLK	459 0000	03/19/12	04/02/12	\$13,995.52	\$13,846.65	\$148.87
SECTOR SPDR TECH SELECT SHARES OF BENEFICIAL INT. XLK	261 0000	03/19/12	06/19/12	\$7,514.54	\$7,873.59	(\$359.05)
SECTOR SPDR TECH SELECT SHARES OF BENEFICIAL INT XLK	300 0000	03/19/12	07/30/12	\$8,778.10	\$9,050.10	(\$272.00)

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2012 Year-End Schwab Gain/Loss Report

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Realized Gain or (Loss) (continued)

Accounting Method
Mutual Funds, Average
All Other Investments First In First Out [FIFO]

Short-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
SECTOR SPDR TECH SELECT SHARES OF BENEFICIAL INT XLK	300 0000	03/19/12	07/30/12	\$8,778 10	\$9,050 10	(\$272 00)
SECTOR SPDR TECH SELECT SHARES OF BENEFICIAL INT XLK	300 0000	03/19/12	07/30/12	\$8,778 10	\$9,050 10	(\$272 00)
SECTOR SPDR TECH SELECT SHARES OF BENEFICIAL INT XLK	240 0000	03/19/12	10/31/12	\$6,936 32	\$7,240 08	(\$303 76)
SECTOR SPDR TECH SELECT SHARES OF BENEFICIAL INT XLK	516 0000	04/25/12	10/31/12	\$14,913 10	\$15,355 13	(\$442 03)
SECTOR SPDR TECH SELECT SHARES OF BENEFICIAL INT XLK	641 0000	04/30/12	10/31/12	\$18,525 77	\$19,176 80	(\$651 03)
SECTOR SPDR TECH SELECT SHARES OF BENEFICIAL INT XLK	373 0000	06/29/12	10/31/12	\$10,780 20	\$10,700 62	\$79 58
Security Subtotal				\$98,999 75	\$101,343 17	(\$2,343.42)
SECTOR SPDR TR CON STPLSSHARES OF BENEFICIAL INT XLP	100 0000	03/19/12	04/02/12	\$3,436 42	\$3,362 70	\$73 72
SECTOR SPDR TR CON STPLSSHARES OF BENEFICIAL INT XLP	100 0000	03/19/12	04/02/12	\$3,436 02	\$3,362 70	\$73 32
SECTOR SPDR TR CON STPLSSHARES OF BENEFICIAL INT XLP	100 0000	03/19/12	04/02/12	\$3,436 16	\$3,362 70	\$73 46

2012 Year-End Schwab Gain/Loss Report

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Realized Gain or (Loss) (continued)

Accounting Method
Mutual Funds. Average
All Other Investments First In First Out [FIFO]

Short-Term (continued)	Quantity/Par	Acquired/Opened	Sold/Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
SECTOR SPDR TR CON STPLSSHARES OF BENEFICIAL INT XLP	124 0000	03/19/12	04/02/12	\$4,260 79	\$4,169 75	\$91 04
SECTOR SPDR TR CON STPLSSHARES OF BENEFICIAL INT XLP	228 0000	03/19/12	06/19/12	\$7,870 84	\$7,666 96	\$203 88
SECTOR SPDR TR CON STPLSSHARES OF BENEFICIAL INT XLP	561 0000	03/19/12	07/30/12	\$20,050 81	\$18,864 75	\$1,186 06
SECTOR SPDR TR CON STPLSSHARES OF BENEFICIAL INT XLP	55 0000	03/19/12	12/31/12	\$1,892 56	\$1,849 48	\$43 08
SECTOR SPDR TR CON STPLSSHARES OF BENEFICIAL INT XLP	400 0000	03/19/12	12/31/12	\$13,764 09	\$13,450 80	\$313 29
SECTOR SPDR TR CON STPLSSHARES OF BENEFICIAL INT XLP	100 0000	04/25/12	12/31/12	\$3,441 02	\$3,399 80	\$41 22
SECTOR SPDR TR CON STPLSSHARES OF BENEFICIAL INT XLP	133 0000	04/25/12	12/31/12	\$4,576 56	\$4,523 06	\$53 50
SECTOR SPDR TR CON STPLSSHARES OF BENEFICIAL INT XLP	200 0000	04/25/12	12/31/12	\$6,882 05	\$6,799 60	\$82.45
SECTOR SPDR TR CON STPLSSHARES OF BENEFICIAL INT XLP	202 0000	04/30/12	12/31/12	\$6,950 87	\$6,899 72	\$51 15

2012 Year-End Schwab Gain/Loss Report

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Realized Gain or (Loss) (continued)

Short-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Accounting Method	
					Mutual Funds	Average
SECTOR SPDR TR CON STPLSSHARES OF BENEFICIAL INT XLP	363 0000	04/30/12	12/31/12	\$12,490 91	\$12,398 99	\$91 92
SECTOR SPDR TR CON STPLSSHARES OF BENEFICIAL INT XLP	37 0000	10/31/12	12/31/12	\$1,273 18	\$1,311 98	(\$38 80)
Security Subtotal				\$93,762 28	\$91,422 99	\$2,339 29
SECTOR SPDR UTIL SELECT SHARES OF BENEFICIAL INT XLU	5 0000	03/19/12	04/02/12	\$175 81	\$173 39	\$2 42
SECTOR SPDR UTIL SELECT SHARES OF BENEFICIAL INT XLU	92 0000	03/19/12	04/02/12	\$3,234 83	\$3,190 30	\$44 53
SECTOR SPDR UTIL SELECT SHARES OF BENEFICIAL INT XLU	100 0000	03/19/12	04/02/12	\$3,516 12	\$3,467 72	\$48 40
SECTOR SPDR UTIL SELECT SHARES OF BENEFICIAL INT XLU	100 0000	03/19/12	04/02/12	\$3,516 12	\$3,467 72	\$48 40
SECTOR SPDR UTIL SELECT SHARES OF BENEFICIAL INT XLU	108 0000	03/19/12	04/02/12	\$3,797 41	\$3,745 14	\$52 27
SECTOR SPDR UTIL SELECT SHARES OF BENEFICIAL INT XLU	20 0000	03/19/12	06/19/12	\$743 00	\$693 54	\$49 46
SECTOR SPDR UTIL SELECT SHARES OF BENEFICIAL INT XLU	25 0000	03/19/12	06/19/12	\$928 75	\$866 97	\$61 78

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2012 Year-End Schwab Gain/Loss Report

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Realized Gain or (Loss) (continued)

Accounting Method
Mutual Funds Average
All Other Investments First in First Out [FIFO]

Short-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
SECTOR SPDR UTIL SELECT SHARES OF BENEFICIAL INT XLU	75 0000	03/19/12	06/19/12	\$2,786.27	\$2,600.79	\$185.48
SECTOR SPDR UTIL SELECT SHARES OF BENEFICIAL INT. XLU	100 0000	03/19/12	06/19/12	\$3,715.02	\$3,467.90	\$247.12
SECTOR SPDR UTIL SELECT SHARES OF BENEFICIAL INT. XLU	183 0000	03/19/12	07/30/12	\$6,998.13	\$6,346.26	\$651.87
SECTOR SPDR UTIL SELECT SHARES OF BENEFICIAL INT XLU	394 0000	03/19/12	07/30/12	\$15,067.01	\$13,663.53	\$1,403.48
SECTOR SPDR UTIL SELECT SHARES OF BENEFICIAL INT. XLU	100 0000	03/19/12	12/03/12	\$3,496.02	\$3,467.90	\$28.12
SECTOR SPDR UTIL SELECT SHARES OF BENEFICIAL INT XLU	317 0000	03/19/12	12/03/12	\$11,082.39	\$10,993.24	\$89.15
SECTOR SPDR UTIL SELECT SHARES OF BENEFICIAL INT XLU	183 0000	04/25/12	12/03/12	\$6,397.72	\$6,457.70	(\$59.98)
SECTOR SPDR UTIL SELECT SHARES OF BENEFICIAL INT XLU	220 0000	04/25/12	12/03/12	\$7,691.25	\$7,763.36	(\$72.11)
SECTOR SPDR UTIL SELECT SHARES OF BENEFICIAL INT XLU	53 0000	04/30/12	12/03/12	\$1,852.89	\$1,882.45	(\$29.56)

2012 Year-End Schwab Gain/Loss Report

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Realized Gain or (Loss) (continued)

Accounting Method
Mutual Funds Average
All Other Investments. First In First Out [FIFO]

Short-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
SECTOR SPDR UTIL SELECT SHARES OF BENEFICIAL INT XLU	140 0000	04/30/12	12/03/12	\$4,894 43	\$4,972 52	(\$78 09)
SECTOR SPDR UTIL SELECT SHARES OF BENEFICIAL INT XLU	147 0000	04/30/12	12/03/12	\$5,139 15	\$5,221 15	(\$82 00)
SECTOR SPDR UTIL SELECT SHARES OF BENEFICIAL INT XLU	200 0000	04/30/12	12/03/12	\$6,992 05	\$7,103 60	(\$111 55)
SECTOR SPDR UTIL SELECT SHARES OF BENEFICIAL INT XLU	307 0000	10/31/12	12/03/12	\$10,732 79	\$11,324 62	(\$591 83)
SECTOR SPDR UTIL SELECT SHARES OF BENEFICIAL INT. XLU	400 0000	10/31/12	12/03/12	\$13,984 09	\$14,755 20	(\$771 11)
Security Subtotal				\$116,741 25	\$115,625.00	\$1,116 25
Total Short-Term				\$973,267 01	\$964,301.35	\$8,965.66
Total Realized Gain or (Loss)				\$973,267 01	\$964,301 35	\$8,965.66

Schwab has provided realized gain and loss information wherever possible for most investments. Cost basis data may be incomplete or unavailable for some of your holdings. See Terms and Conditions.

Options Customers. Realized gain/loss of underlying securities is adjusted to reflect the premiums of assigned or exercised options. Please consult IRS publication 550, Investment Income and Expenses, for additional information on Options.

Application for Extension of Time To File an
Exempt Organization Return

► File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension**, complete only Part I and check this box

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extention on a previously filed Form 8868

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension – check this box and complete Part I only

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions THE LAWRENCE & NANCY PADFIELD FOUNDATION	Employer identification number (EIN) or 27-2798913
File by the due date for filing your return. See instructions	Number, street, and room or suite number. If a P O box, see instructions 11106 FALCONWING DRIVE	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions THE WOODLANDS, TX 77381	

Enter the Return code for the return that this application is for (file a separate application for each return)

04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (section 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ► LAWRENCE J. PADFIELD

Telephone No ► (281) 370-0297

FAX No ►

- If the organization does not have an office or place of business in the United States, check this box

- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) If this is for the whole group, check this box ► If it is for part of the group, check this box ► and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 8/15, 2013, to file the exempt organization return for the organization named above

The extension is for the organization's return for

► calendar year 2012 or

► tax year beginning , 20 , and ending , 20

2 If the tax year entered in line 1 is for less than 12 months, check reason: Initial return Final return
 Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a \$ 540.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b \$ 1,086.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c \$ 0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions



- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II and check this box

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

- If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1)

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print File by the extended due date for filing your return. See instructions	Name of exempt organization or other filer, see instructions THE LAWRENCE & NANCY PADFIELD FOUNDATION	Employer identification number (EIN) or 27-2798913
	Number, street, and room or suite number. If a P O box, see instructions ROSENTHAL & CO., P.C. 3900 ESSEX LANE, SUITE 1120	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions HOUSTON, TX 77027	

Enter the Return code for the return that this application is for (file a separate application for each return)

04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (section 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in care of ► LAWRENCE J. PADFIELD Telephone No ► (281) 370-0297 FAX No ► -----
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ----- If this is for the whole group, check this box ► If it is for part of the group, check this box ► and attach a list with the names and EINs of all members the extension is for

- I request an additional 3-month extension of time until 11/15, 20 13
- For calendar year 2012, or other tax year beginning -----, 20 -----, and ending -----, 20 -----
- If the tax year entered in line 5 is for less than 12 months, check reason Initial return Final return
 Change in accounting period
- State in detail why you need the extension TAXPAYER RESPECTFULLY REQUESTS ADDITIONAL TIME TO GATHER INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE TAX RETURN.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	8a \$ <u>0.</u>
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b \$ <u>1,086.</u>
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	8c \$ <u>0.</u>

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ► Leah C. M. -fer

Title ► OPA

BAA

FIF20502L 01/21/13

Date ► 8/2/2013

Form 8868 (Rev 1-2013)