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

OMB No 1545-0052

2012

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

For calendar year 2012 or tax year beginning , 2012, and ending , 20

Name of foundation THE GALLOGLY FAMILY FOUNDATION		A Employer identification number 27-4133050
Number and street (or P O box number if mail is not delivered to street address) 15 MOTT LANE	Room/suite	B Telephone number (see instructions) (713) 309-4873
City or town, state, and ZIP code HOUSTON, TX 77024-7315		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply	<input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change	<input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change
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		D 1 Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) <input type="checkbox"/> \$ 4,659,570.		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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)
1 Contributions, gifts, grants, etc., received (attach schedule)		2,000,000.			
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		140.	140.		ATCH 1
4 Dividends and interest from securities		114,134.	114,102.		ATCH 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		707,174.			
b Gross sales price for all assets on line 6a 2,760,857.					
7 Capital gain net income (from Part IV, line 2)			707,174.		
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) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11		2,821,448.	821,416.		
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 schedule)					
c Other professional fees (attach schedule) *		15,902.	15,902.		
17 Interest					
18 Taxes (attach schedule) (see instructions) ATCH 4		1,788.	38.		
19 Depreciation (attach schedule) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (attach schedule) ATCH 5		95.	95.		
24 Total operating and administrative expenses. Add lines 13 through 23		17,785.	16,035.		
25 Contributions, gifts, grants paid		120,000.			120,000.
26 Total expenses and disbursements. Add lines 24 and 25		137,785.	16,035.		120,000.
27 Subtract line 26 from line 12		2,683,663.			
a Excess of revenue over expenses and disbursements			805,381.		
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)					

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing		57,688.	119,271.	119,271.
	2	Savings and temporary cash investments			2,000,000.	2,000,000.
	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 (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U S and state government obligations (attach schedule) .				
	b	Investments - corporate stock (attach schedule) ATCH 6		1,847,617.	2,469,173.	2,540,299.
	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)				
	14	Land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶				
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)		1,905,305.	4,588,444.	4,659,570.	
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 (attach schedule)				
	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"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds		1,905,305.	4,588,444.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds . .				
	30	Total net assets or fund balances (see instructions)		1,905,305.	4,588,444.	
	31	Total liabilities and net assets/fund balances (see instructions)		1,905,305.	4,588,444.	

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	1,905,305.
2	Enter amount from Part I, line 27a	2	2,683,663.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	4,588,968.
5	Decreases not included in line 2 (itemize) ▶ ATCH 7	5	524.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4,588,444.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a SEE PART IV SCHEDULE					
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) 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					
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	707,174.	
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 (col (b) divided by col (c))
2011	100,000.	634,849.	0.157518
2010			
2009			
2008			
2007			
2 Total of line 1, column (d)			2 0.157518
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 0.157518
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 2,707,696.
5 Multiply line 4 by line 3			5 426,511.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 8,054.
7 Add lines 5 and 6			7 434,565.
8 Enter qualifying distributions from Part XII, line 4 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			8 120,000.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <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 type="checkbox"/> and enter 1% of Part I, line 27b		1	16,108.
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	
3 Add lines 1 and 2		3	16,108.
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	16,108.
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	775.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	22,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	22,775.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	2.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	6,665.	
11 Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> 6,665. Refunded <input type="checkbox"/> 11	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the 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
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
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		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		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?	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	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	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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address N/A				
14	The books are in care of JAMES GALLOGLY Telephone no 713-309-4873			
Located at 15 MOTT LANE HOUSTON, TX ZIP+4 77024				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here	15		
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

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
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)?	1b	N/A
Organizations relying on a current notice regarding disaster assistance check here		<input type="checkbox"/>
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? 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)	2b	X
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)	3b	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

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Part VII-B 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)? (see instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ No 5b N/A

Organizations relying on a current notice regarding disaster assistance check here ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No N/A

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No 6b X

If "Yes" to 6b, file Form 8870

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No 7b N/A

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

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

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE		0	0	0

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

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

0

Expenses

Part IX-B Summary of Program-Related Investments (see instructions)Form 990-PF (2012)

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	2,501,239.
b	Average of monthly cash balances	1b	247,691.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	2,748,930.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	2,748,930.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	41,234.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,707,696.
6	Minimum investment return. Enter 5% of line 5	6	135,385.

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	135,385.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	16,108.
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	16,108.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	119,277.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	119,277.
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	119,277.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	120,000.
b	Program-related investments - total from Part IX-B	1b	
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	120,000.
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 (see instructions)	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	120,000.

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				119,277.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only				
b Total for prior years 20 <u>10</u> , 20 <u>09</u> , 20 <u>08</u>				
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				69,211.
f Total of lines 3a through e	69,211.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ <u>120,000.</u>				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2012 distributable amount				119,277.
e Remaining amount distributed out of corpus	723.			
5 Excess distributions carryover applied to 2012. (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	69,934.			
b Prior years' undistributed income Subtract line 4b from line 2b				
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				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	69,934.			
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				69,211.
e Excess from 2012				723.

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

NOT APPLICABLE

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

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or

4942(j)(5)

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

Tax year	Prior 3 years			(e) Total
(a) 2012	(b) 2011	(c) 2010	(d) 2009	
		NOT APPLICABLE		

NOT APPLICABLE

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))

JAMES GALLOGLY

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

N/A

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

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

c Any submission deadlines

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

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

<div>Recipient</div> <div>Name and address (home or business)</div>	<div>If recipient is an individual, show any relationship to any foundation manager or substantial contributor</div>	<div>Foundation status of recipient</div>	<div>Purpose of grant or contribution</div>	<div>Amount</div>
a Paid during the year ATCH 9				
Total			3a	120,000.
b Approved for future payment NONE				
Total			3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)
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	140.	
4	Dividends and interest from securities			14	114,134.	
5	Net rental income or (loss) from real estate					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property .					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory			18	707,174.	
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)				821,448.	
13	Total. Add line 12, columns (b), (d), and (e)					821,448.

(See worksheet in line 13 instructions to verify calculations)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes[illegible]

		Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a	Transfers from the reporting foundation to a noncharitable exempt organization of:		
	(1) Cash	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

**Sign
Here**

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


Signature of officer or trustee

Date July 28, 2013

► President
Title

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

Paid
Preparer
Use Only

Print/Type preparer's name

CHRISTOPHER R. WILLIAMS

Preparer's signature

Christy Lee W. Williams

Date _____

07/23/2013

Check ☐ if self-employed

PTIN

P01249980

Firm's name	▶ ERNST & YOUNG U.S. LLP
-------------	--------------------------

Firm's address ► 5 TIMES SQUARE
NEW YORK, NY

10036

Firm's EIN ▶ 34-6565596

Phone no 212-773-3000

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

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No 1545-0047

2012

Name of the organization

THE GALLOGLY FAMILY FOUNDATION

Employer identification number

27-4133050

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck 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 the greater 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)

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

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

Name of organization THE GALLOGLY FAMILY FOUNDATION

Employer identification number
27-4133050**Part I** Contributors (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	JAMES GALLOGLY 15 MOTT LANE HOUSTON, TX 77024	\$ 2,000,000.	Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash 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 GALLOGLY FAMILY FOUNDATION

Employer identification number

27-4133050

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

Name of organization THE GALLOGLY FAMILY FOUNDATION

Employer identification number

27-4133050

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 entryFor organizations completing Part III, enter the 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

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

FORM 990-PF - PART IV**CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
		TOTAL CAPITAL GAIN DISTRIBUTIONS				3,829.	
220,012.		THRU MERRILL LYNCH 816-02873 PROPERTY TYPE: SECURITIES 206,066.				VAR 13,946.	VAR
356,142.		4,890 SHS CONOCO PHILLIPS PROPERTY TYPE: SECURITIES 342,911.				VAR 13,231.	VAR
2,180,874.		30,030 SHS CONOCO PHILLIPS PROPERTY TYPE: SECURITIES 1,504,706.				VAR 676,168.	VAR
TOTAL GAIN (LOSS)						<u>707,174.</u>	

ATTACHMENT 1

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
MERRILL LYNCH A/C 816-02873	140.	140.
TOTAL	<u>140.</u>	<u>140.</u>

ATTACHMENT 2

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
MERRILL LYNCH A/C 816-02873	114,134.	114,102.
TOTAL	<u>114,134.</u>	<u>114,102.</u>

ATTACHMENT 3

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
MERRILL LYNCH FEES	15,902.	15,902.
TOTALS	<u>15,902.</u>	<u>15,902.</u>

ATTACHMENT 4

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
2011 EXTENSION TAX PAYMENT	1,750.	
FOREIGN TAX PAID	38.	38.
TOTALS	<u>1,788.</u>	<u>38.</u>

ATTACHMENT 5

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
BANK FEES THRU MERRILL LYNCH	95.	95.
TOTALS	95.	95.

ATTACHMENT 6FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
MERRILL LYNCH INVEST SEE STMT	2,469,173.	2,540,299.
TOTALS	<u>2,469,173.</u>	<u>2,540,299.</u>



GALLOGLY FAMILY FOUNDATION

EMA Fiscal Statement

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/12	Unrealized Gain or (Loss)	Est Accrued Interest	Est Annual Income
119,210	CASH	12/02/11	61.12	61.12			
	ML BANK DEPOSIT PROGRAM		119,210.00	119,210.00			83.44
	Total Cash and Money Funds		119,271.12	119,271.12			83.44

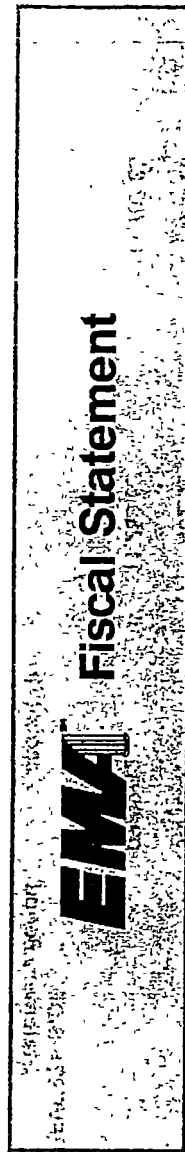
CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/12	Unrealized Gain or (Loss)	Est Annual Income
Equities						
215	ABBOTT LABS	02/22/12	12,088.42	14,082.50	1,994.08	121.00
10	ABBOTT LABS	04/19/12	594.40	655.00	60.60	6.00
31	AIR PRODUCTS&CHEM	02/22/12	2,828.44	2,604.62	(223.82)	80.00
100	AIR PRODUCTS&CHEM	02/22/12	9,124.00	8,402.00	(722.00)	256.00
6	AIR PRODUCTS&CHEM	04/19/12	535.44	504.12	(31.32)	16.00
130	AT&T INC	02/22/12	3,940.78	4,382.30	441.52	234.00
250	AT&T INC	04/19/12	7,688.75	8,427.50	738.75	450.00
16	AT&T INC	04/19/12	492.32	539.36	47.04	29.00
22	APPLE INC	02/22/12	11,289.52	11,707.80	418.28	234.00

PLEASE SEE REVERSE SIDE
Statement Period
Year Ending 12/31/12
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GALLOGLY FAMILY FOUNDATION



CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/12	Unrealized Gain or (Loss)	Est Annual Income
Equities						
1	APPLE INC	04/19/12	595.92	532.17	(63.75)	11.00
218	AUTOMATIC DATA PROC	02/22/12	11,749.15	12,410.74	661.59	380.00
10	AUTOMATIC DATA PROC	04/19/12	546.40	569.30	22.90	18.00
9	BAXTER INTERNTL INC	02/22/12	510.39	599.94	89.55	17.00
200	BAXTER INTERNTL INC	02/22/12	11,342.00	13,332.00	1,990.00	360.00
10	BAXTER INTERNTL INC	04/19/12	541.80	666.60	124.80	18.00
150	BOEING COMPANY	02/22/12	11,408.06	11,304.00	(104.06)	291.00
8	BOEING COMPANY	04/19/12	587.20	602.88	15.68	16.00
50	CNOOC LTD ADR	02/22/12	11,329.50	11,000.00	(329.50)	250.00
2	CNOOC LTD ADR	04/19/12	416.46	440.00	23.54	10.00
105	CHEVRON CORP	02/22/12	11,269.65	11,354.70	85.05	378.00
5	CHEVRON CORP	04/19/12	515.60	540.70	25.10	18.00
102	CATERPILLAR INC DEL	02/22/12	11,846.28	9,140.07	(2,706.21)	213.00
5	CATERPILLAR INC DEL	04/19/12	540.75	448.04	(92.71)	11.00
226	COVIDIEN PLC SHS NEW	02/22/12	11,850.31	13,049.24	1,198.93	236.00
11	COVIDIEN PLC SHS NEW	04/19/12	594.00	635.14	41.14	12.00
340	COCA COLA COM	02/22/12	11,773.13	12,325.00	551.87	347.00

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GALLOGLY FAMILY FOUNDATION

EMA Fiscal Statement

CURRENT PORTFOLIO SUMMARY

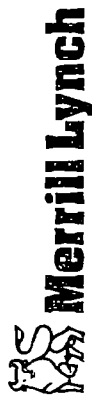
Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/12	Unrealized Gain or (Loss)	Est Annual Income
Equities						
16	COCA COLA COM	04/19/12	589.92	580.00	(9.92)	17 00
125	COLGATE PALMOLIVE	02/22/12	11,640.63	13,067.50	1,426.87	310 00
6	COLGATE PALMOLIVE	04/19/12	591.00	627.24	36.24	15.00
500	CONAGRA FOODS INC	04/19/12	13,055.00	14,750.00	1,695.00	500 00
172	DIGITAL RLTY TR INC	02/22/12	11,881.76	11,677.08	(204.68)	503 00
8	DIGITAL RLTY TR INC	04/19/12	597.68	543.12	(54.56)	24 00
135	EXXON MOBIL CORP COM	02/22/12	11,731.91	11,684.25	(47.66)	308 00
6	EXXON MOBIL CORP COM	04/19/12	513.90	519.30	5.40	14 00
239	EATON CORP PLC	12/04/12	12,405.44	12,949.02	543.58	364 00
225	EMERSON ELEC CO	02/22/12	11,703.42	11,916.00	212.58	369.00
10	EMERSON ELEC CO	04/19/12	502.70	529.60	26.90	17 00
169	GENL DYNAMICS CORP COM	02/22/12	11,922.95	11,706.63	(216.32)	345 00
8	GENL DYNAMICS CORP COM	04/19/12	554.24	554.16	(0.08)	17 00
600	GENERAL ELECTRIC	02/22/12	11,595.84	12,594.00	998.16	456 00
30	GENERAL ELECTRIC	04/19/12	572.10	629.70	57.60	23 00
310	GENERAL MILLS	02/22/12	11,939.71	12,530.20	590.49	410 00
15	GENERAL MILLS	04/19/12	585.90	606.30	20.40	20 00

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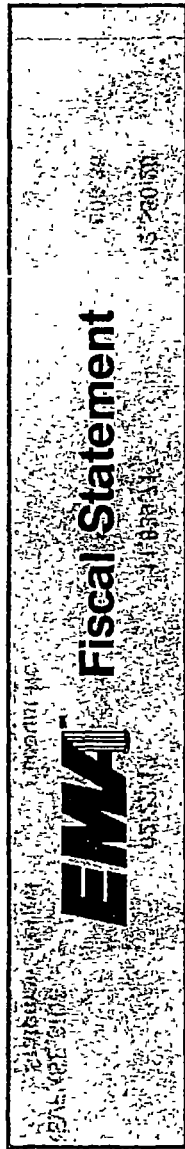
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GALLOGLY FAMILY FOUNDATION



CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/12	Unrealized Gain or (Loss)	Est Annual Income
Equities						
10	GOOGLE INC CL A	02/22/12	6,098.40	7,073.80	975.40	
10	GOOGLE INC CL A	02/22/12	6,097.54	7,073.80	976.26	
1	GOOGLE INC CL A	04/19/12	608.87	707.38	98.51	
200	HONEYWELL INTL INC DEL	02/22/12	11,905.48	12,694.00	788.52	328.00
10	HONEYWELL INTL INC DEL	04/19/12	582.30	634.70	52.40	17.00
184	HESS CORP	02/22/12	11,965.52	9,744.64	(2,220.88)	74.00
9	HESS CORP	04/19/12	498.87	476.64	(22.23)	4.00
254	HOME DEPOT INC	02/22/12	11,841.45	15,709.90	3,868.45	295.00
12	HOME DEPOT INC	04/19/12	619.20	742.20	123.00	14.00
200	ILLINOIS TOOL WORKS INC	02/22/12	11,262.00	12,162.00	900.00	304.00
10	ILLINOIS TOOL WORKS INC	04/19/12	558.20	608.10	49.90	16.00
440	INTEL CORP	02/22/12	11,744.57	9,072.80	(2,671.77)	396.00
22	INTEL CORP	04/19/12	610.28	453.64	(156.64)	20.00
60	INTL BUSINESS MACHINES CORP IBM	02/22/12	11,661.00	11,493.00	(168.00)	204.00
3	INTL BUSINESS MACHINES CORP IBM	04/19/12	597.15	574.65	(22.50)	11.00
93	INTUIT INC COM	02/22/12	5,728.80	5,531.21	(197.59)	64.00

PLEASE SEE REVERSE SIDE

Statement Period
Year Ending 12/31/12
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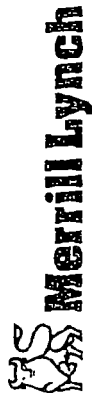
GALLOGLY FAMILY FOUNDATION

EMA Fiscal Statement

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/12	Unrealized Gain or (Loss)	Est Annual Income
Equities						
100	INTUIT INC COM	02/22/12	6,161.00	5,947.54	(213.46)	68.00
10	INTUIT INC COM	04/19/12	608.90	594.75	(14.15)	7.00
200	JPMORGAN CHASE & CO	02/22/12	7,598.00	8,793.82	1,195.82	240.00
100	JPMORGAN CHASE & CO	04/19/12	4,316.50	4,396.91	80.41	120.00
15	JPMORGAN CHASE & CO	04/19/12	649.05	659.54	10.49	18.00
180	JOHNSON AND JOHNSON COM	02/22/12	11,709.54	12,618.00	908.46	440.00
9	JOHNSON AND JOHNSON COM	04/19/12	569.43	630.90	61.47	22.00
160	KIMBERLY CLARK	02/22/12	11,399.23	13,508.80	2,109.57	474.00
8	KIMBERLY CLARK	04/19/12	604.32	675.44	71.12	24.00
215	KOHL'S CORP WISC PV 1CT	02/22/12	11,253.10	9,240.70	(2,012.40)	276.00
10	KOHL'S CORP WISC PV 1CT	04/19/12	509.70	429.80	(79.90)	13.00
300	ELI LILLY & CO	02/22/12	11,650.56	14,796.00	3,145.44	588.00
15	ELI LILLY & CO	04/19/12	596.25	739.80	143.55	30.00
240	MARATHON OIL CORP	02/22/12	8,249.69	7,358.40	(891.29)	164.00
100	MARATHON OIL CORP	02/22/12	3,438.00	3,066.00	(372.00)	68.00
17	MARATHON OIL CORP	04/19/12	503.88	521.22	17.34	12.00
115	MCDONALD'S CORP COM	02/22/12	11,558.10	10,144.15	(1,413.95)	355.00

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GALLOGLY FAMILY FOUNDATION



CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/12	Unrealized Gain or (Loss)	Est Annual Income
Equities						
5	MCDONALDS CORP COM	04/19/12	478.30	441.05	(37.25)	16.00
300	MEDTRONIC INC COM	02/22/12	11,484.90	12,306.00	821.10	312.00
15	MEDTRONIC INC COM	04/19/12	569.25	615.30	46.05	16.00
375	MICROSOFT CORP	02/22/12	11,773.13	10,016.14	(1,756.99)	345.00
17	MICROSOFT CORP	04/19/12	530.06	454.06	(76.00)	16.00
224	NIKE INC CL B	02/22/12	11,853.45	11,558.40	(305.05)	95.00
10	NIKE INC CL B	04/19/12	550.05	516.00	(34.05)	5.00
115	OCCIDENTAL PETE CORP CAL	02/22/12	11,856.63	8,810.15	(3,046.48)	249.00
5	OCCIDENTAL PETE CORP CAL	04/19/12	442.25	383.05	(59.20)	11.00
400	ORACLE CORP \$0.01 DEL	02/22/12	11,488.88	13,328.00	1,859.12	96.00
20	ORACLE CORP \$0.01 DEL	04/19/12	580.00	666.40	86.40	5.00
193	PRICE T ROWE GROUP INC	02/22/12	11,842.48	12,567.60	725.12	263.00
9	PRICE T ROWE GROUP INC	04/19/12	559.35	586.05	26.70	13.00
379	PAYCHEX INC	02/22/12	11,872.18	11,786.90	(85.28)	501.00
18	PAYCHEX INC	04/19/12	552.87	559.80	6.93	24.00
181	PEPSICO INC	02/22/12	11,437.39	12,385.83	948.44	390.00
9	PEPSICO INC	04/19/12	597.06	615.87	18.81	20.00

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GALLOGLY FAMILY FOUNDATION

EMA Fiscal Statement

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/12	Unrealized Gain or (Loss)	Est Annual Income
Equities						
550	Pfizer Inc	02/22/12	11,744.70	13,793.62	2,048.92	529.00
25	Pfizer Inc	04/19/12	558.25	626.98	68.73	24.00
185	Procter & Gamble Co	04/19/12	12,327.59	12,559.65	232.06	416.00
9	Procter & Gamble Co	04/19/12	600.66	611.01	10.35	21.00
161	Royal Dutch Shell PLC SPONS ADR B	02/22/12	11,856.04	11,413.29	(442.75)	554.00
8	Royal Dutch Shell PLC SPONS ADR B	04/19/12	561.28	567.12	5.84	28.00
269	Southern Company	02/22/12	11,874.66	11,515.89	(358.77)	528.00
13	Southern Company	04/19/12	592.67	556.53	(36.14)	26.00
225	TJX Cos Inc New	02/22/12	7,907.33	9,551.25	1,643.92	104.00
100	TJX Cos Inc New	02/22/12	3,515.00	4,245.00	730.00	46.00
15	TJX Cos Inc New	04/19/12	617.55	636.75	19.20	7.00
100	Target Corp COM	02/22/12	5,296.50	5,917.00	620.50	144.00
120	Target Corp COM	02/22/12	6,356.40	7,100.40	744.00	173.00
10	Target Corp COM	04/19/12	569.30	591.70	22.40	15.00
156	United Parcel SVC CL B	02/22/12	11,850.34	11,501.88	(348.46)	356.00
8	United Parcel SVC CL B	04/19/12	640.24	589.84	(50.40)	19.00

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GALLOGLY FAMILY FOUNDATION



CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/12	Unrealized Gain or (Loss)	Est Annual Income
Equities						
140	UNITED TECHS CORP COM	02/22/12	11,771.90	11,481.40	(290.50)	300.00
7	UNITED TECHS CORP COM	04/19/12	565.60	574.07	8.47	15.00
310	VERIZON COMMUNICATNS COM	02/22/12	11,846.71	13,413.70	1,566.99	639.00
15	VERIZON COMMUNICATNS COM	04/19/12	575.25	649.05	73.80	31.00
433	VODAFONE GROPC PLC SP ADR	02/22/12	11,856.49	10,907.27	(949.22)	650.00
21	VODAFONE GROPC PLC SP ADR	04/19/12	581.91	528.99	(52.92)	32.00
162	ACE LIMITED	02/22/12	11,837.53	12,927.60	1,090.07	318.00
8	ACE LIMITED	04/19/12	592.16	638.40	46.24	16.00
200	WAL-MART STORES INC	02/22/12	11,745.04	13,646.00	1,900.96	319.00
10	WAL-MART STORES INC	04/19/12	619.10	682.30	63.20	16.00
179	WELLPOINT INC	02/22/12	11,825.67	10,904.68	(920.99)	206.00
9	WELLPOINT INC	04/19/12	634.23	548.28	(85.95)	11.00
Total Equities			701,915.98 ✓	722,870.30	20,954.32	20,310.00

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GALLOGLY FAMILY FOUNDATION

EMA Fiscal Statement

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/12	Unrealized Gain or (Loss)	Est Annual Income
Mutual Funds/Closed End Funds/UIT						
15,165	PRUDENTIAL SHORT TERM CORPORATE BOND FD INC Z .6590 Fractional Share	02/22/12 12/21/12	174,715.91 7.66	175,762.35 7.64	1,046.44 (0.02)	6,247.00 1.00
11,243	JOHN HANCOCK BOND FUND CL I 6580 Fractional Share	02/22/12 12/18/12	177,020.29 10.79	184,610.06 10.80	7,589.77 0.01	8,915.00 1.00
19,161	DELAWARE DIVERSIFIED INCOME FUND INSTL CL .6580 Fractional Share	02/22/12 12/24/12	177,314.61 6.14	179,155.35 6.15	1,840.74 0.01	6,955.00 1.00
19,003	MFS BOND FD CL I 9830 Fractional Share	02/22/12 11/30/12	262,023.08 14.08	271,552.87 14.05	9,529.79 (0.03)	12,237.00 1.00
24,040	PIONEER STRATEGIC INCOME FD CL Y 8360 Fractional Share	02/22/12 11/30/12	262,636.97 9.42	271,171.20 9.43	8,534.23 0.01	12,355.00 1.00
10,550	DREYFUS INTERNATIONAL BOND FUND CL I 4990 Fractional Share	02/22/12 12/27/12	176,273.19 8.65	182,726.00 8.64	6,452.81 (0.01)	4,136.00 1.00
16,205	PIMCO TOTAL RETURN FUND CL P 3840 Fractional Share	02/22/12 12/27/12	180,253.56 4.35	182,144.20 4.32	1,890.64 (0.03)	5,720.00 1.00
14,200	FIDELITY ADV STRATEGIC INC FD INSTL CL	02/22/12	177,500.79	182,328.00	4,827.21	6,689.00

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GALLOGLY FAMILY FOUNDATION

EMA Fiscal Statement

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/12	Unrealized Gain or (Loss)	Est Annual Income
1	FIDELITY ADV STRATEGIC INC FD INSTL CL .9490 Fractional Share	10/04/12		12.84		1.00
		12/24/12	12.19	12.19		1.00
23,225	BLACKROCK HI YLD BD PORTFOLIO INST CL 2720 Fractional Share	02/22/12	179,442.75	187,890.25	8,447.50	11,543.00
		12/24/12	2.19	2.20	0.01	1.00
Total Mutual Funds/Closed End Funds/UIT			1,767,256.62	1,817,428.54	50,159.08	74,807.00

Mutual Funds/Closed End Funds/UIT

Equities
TOTAL
701,915.98
2,469,172.60
722,870.30
2,540,246.84

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ATTACHMENT 7FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCESDESCRIPTIONAMOUNT

PRIOR PERIOD ADJUSTMENT

524.

TOTAL

524.

THE GALLOGLY FAMILY FOUNDATION

27-4133050

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 8

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
JAMES L. GALLOGLY 15 MOTT LANE HOUSTON, TX 77024-7315	PRESIDENT/TREASURER 1.00	0	0	0
JANET M. GALLOGLY 15 MOTT LANE HOUSTON, TX 77024-7315	SENIOR VICE PRESIDENT 1.00	0	0	0
KELLY M. GALLOGLY 15 MOTT LANE HOUSTON, TX 77024-7315	VICE PRESIDENT 1.00	0	0	0
KASEY A. DELUKE 15 MOTT LANE HOUSTON, TX 77024-7315	VICE PRESIDENT/SECRETARY 1.00	0	0	0
KIMBERLY M. GALLOGLY 15 MOTT LANE HOUSTON, TX 77024-7315	VICE PRESIDENT 1.00	0	0	0
GRAND TOTALS		0	0	0

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 9

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
THE SUSAN ROBERSON WADE MEMORIAL CAR RALLY 3820 SAN JACINTO HOUSTON, TX 77004	509(A) (1)		TO PROMOTE THE WORK OF THE ORGANIZATION	5,000
ROCKY MOUNTAIN IMMIGRANT ADVOCACY NETWORK 3489 W. 72ND AVE STE 211 WESTMINSTER, CO 80030	509(A) (1)		TO PROMOTE THE WORK OF THE ORGANIZATION	5,000.
MD ANDERSON CANCER CENTER PO BOX 301439 HOUSTON, TX 77230	509(A) (1)		TO PROMOTE THE WORK OF THE ORGANIZATION	100,000.
PIKES PEAK HOSPICE FOUNDATION, INC. 2550 TENDERFOOT HILL STREET COLORADO SPRINGS, CO 80906	509(A) (3) TYPE I		TO PROMOTE THE WORK OF THE ORGANIZATION	5,000.
ST. JUDES CHILDREN'S RESEARCH HOSPITAL 501 ST JUDE PLACE MEMPHIS, TN 38105	509(A) (1)		TO PROMOTE THE WORK OF THE ORGANIZATION	5,000.
TOTAL CONTRIBUTIONS PAID				<u>120,000.</u>

**Application for Extension of Time To File an
Exempt Organization Return**

OMB No. 1545-1709

► **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 ☒ **X**
- 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 extension 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**File by the
due date for
filing your
return. See
instructions

Name of exempt organization or other filer, see instructions

THE GALLOGLY FAMILY FOUNDATION

Employer identification number (EIN) or

27-4133050

Number, street, and room or suite no. If a P.O. box, see instructions

15 MOTT LANE

Social security number (SSN)

City, town or post office, state, and ZIP code. For a foreign address, see instructions

HOUSTON, TX 77024-7315

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

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 (sec. 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 ► JAMES GALLOGLY

Telephone No. ► 713 7730000

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 08/15, 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 \$	22,000.
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 \$	775.
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 \$	22,000.

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.

For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev. 1-2013)