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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning

, 2012, and ending

, 20

Name of foundation THE TERRY FOUNDATION		A Employer identification number 31-1551093
Number and street (or P O box number if mail is not delivered to street address) 3104 EDLOE		B Telephone number (see instructions) (713) 552-0002 EXT 0004
City or town, state, and ZIP code HOUSTON, TX 77027		C If exemption application is pending, check here <input type="checkbox"/> D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), 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	
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	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 198,274,798.	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.)	

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 (attach schedule)	88,950,408.			
2	Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	3,284,165.	3,284,165.		ATCH 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	4,753,387.			
b	Gross sales price for all assets on line 6a 38,666,193.				
7	Capital gain net income (from Part IV, line 2)		4,753,387.		
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	96,987,960.	8,037,552.		
13	Compensation of officers, directors, trustees, etc.	20,000.			20,000.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule) ATCH 2	27,600.	27,600.		
c	Other professional fees (attach schedule) *	258,791.	258,791.		
17	Interest ATCH 4	24.	24.		
18	Taxes (attach schedule) (see instructions) ATCH 5	66,555.	31,593.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) ATCH 6	1,106,077.	153,233.		952,844.
24	Total operating and administrative expenses. Add lines 13 through 23	1,479,047.	471,241.		972,844.
25	Contributions, gifts, grants paid	10,442,000.			10,442,000.
26	Total expenses and disbursements. Add lines 24 and 25	11,921,047.	471,241.	0	11,414,844.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	85,066,913.			
b	Net investment income (if negative, enter -0-)		7,566,311.		
c	Adjusted net income (if negative, enter -0-)				

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			
	2	Savings and temporary cash investments	1,092,496.	4,846,981.	4,846,981.
	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 7	96,539,141.	165,667,927.	172,143,337.
	c	Investments - corporate bonds (attach schedule) ATCH 8	7,350,577.	19,534,219.	21,284,480.
	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)	104,982,214.	190,049,127.	198,274,798.	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (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	78,212,892.	167,077,462.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	26,769,322.	22,971,665.	
	30	Total net assets or fund balances (see instructions)	104,982,214.	190,049,127.	
	31	Total liabilities and net assets/fund balances (see instructions)	104,982,214.	190,049,127.	

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	104,982,214.
2	Enter amount from Part I, line 27a	2	85,066,913.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	190,049,127.
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	190,049,127.

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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) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any			
a					
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	4,753,387.	
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	11,026,854.	103,236,730.	0.106811
2010	10,083,192.	92,283,422.	0.109263
2009	10,192,203.	78,643,978.	0.129599
2008	10,093,085.	100,841,062.	0.100089
2007	9,234,717.	129,444,514.	0.071341
2 Total of line 1, column (d)			2 0.517103
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 0.103421
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 117,353,487.
5 Multiply line 4 by line 3			5 12,136,815.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 75,663.
7 Add lines 5 and 6			7 12,212,478.
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 11,414,844.

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		1	151,326.
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			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		2	151,326.
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-)		4	0
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	151,326.
6 Credits/Payments:		6a	52,000.
a 2012 estimated tax payments and 2011 overpayment credited to 2012			
b Exempt foreign organizations - tax withheld at source			
c Tax paid with application for extension of time to file (Form 8868)			
d Backup withholding erroneously withheld			
7 Total credits and payments. Add lines 6a through 6d		7	52,000.
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached		8	2,155.
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	101,481.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>		11	

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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		
c Did the foundation file Form 1120-POL for this year?		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?		X
If "Yes," attach a detailed description of the activities.		
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4 a 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?		X
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?		X
If "Yes," attach the statement required by General Instruction T.		
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • 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	
8 a 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 WWW.TERRYFOUNDATION.ORG				
14	The books are in care of STORMS & CRITZ Telephone no (281) 497-0332			
Located at 1202A DAIRY ASHFORD HOUSTON, TX ZIP+4 77079-3004				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15		
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	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 _____				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	
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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
If "Yes," list the years _____		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

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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)? ☐ **5b**Organizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

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

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

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ **7b****Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation (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 10		20,000.	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				

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

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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		0
Total number of others receiving over \$50,000 for professional services		

Part IX-A Summary of Direct Charitable Activities

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

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments. See instructions	
3 N/A	
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	1a	117,119,782.
b	Average of monthly cash balances	1b	2,020,814.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	119,140,596.
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	119,140,596.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,787,109.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	117,353,487.
6	Minimum investment return. Enter 5% of line 5	6	5,867,674.

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	5,867,674.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	151,326.
b	Income tax for 2012. (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	151,326.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	5,716,348.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	5,716,348.
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	5,716,348.

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	11,414,844.
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	11,414,844.
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	11,414,844.

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				5,716,348.
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	2,854,839.			
b From 2008	5,175,234.			
c From 2009	6,306,360.			
d From 2010	5,592,183.			
e From 2011	5,958,941.			
f Total of lines 3a through e	25,887,557.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ <u>11,414,844.</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				5,716,348.
e Remaining amount distributed out of corpus	5,698,496.			
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	31,586,053.			
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)	2,854,839.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	28,731,214.			
10 Analysis of line 9:				
a Excess from 2008	5,175,234.			
b Excess from 2009	6,306,360.			
c Excess from 2010	5,592,183.			
d Excess from 2011	5,958,941.			
e Excess from 2012	5,698,496.			

Form 990-PF (2012)

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

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

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

ATTACHMENT 11

- 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**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year ATCH 12				
Total			▶ 3a	10,442,000.
b Approved for future payment				
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) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue:					
a	_____					
b	_____					
c	_____					
d	_____					
e	_____					
f	_____					
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities			14	3,284,165.	
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	4,753,387.	
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)				8,037,552.	
13	Total. Add line 12, columns (b), (d), and (e)					8,037,552.

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

[illegible]

1 Did the organization directly or indirectly engage in any of the following in 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?		Yes	No
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

5/13/2013
Date

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
JOHN W. STORMS

~~Preparer's signature~~

Date

Check ☐ if self-employed

PTIN

P01251063

Firm's name ► STORMS & CRITZ

Firm's EIN ▶ 76-0249438

Firm's address ► 1202A DAIRY ASHFORD
HOUSTON, TX

77079-3004

Phone no. 281-497-0332

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 TERRY FOUNDATION

Employer identification number

31-1551093

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 TERRY FOUNDATION

Employer identification number
31-1551093**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	VARIOUS TERRY SCHOLAR ALUMNI 3104 EDLOE, SUITE 300 HOUSTON, TX 77027	\$ 85,838.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	NANCY M. TERRY 3104 EDLOE, SUITE 300 HOUSTON, TX 77027	\$ 2,100,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3	HOWARD L. TERRY ESTATE 3104 EDLOE, SUITE 205 HOUSTON, TX 77027	\$ 2,100,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
4	HOWARD L. TERRY ESTATE 3104 EDLOE, SUITE 205 HOUSTON, TX 77027	\$ 2,550,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
5	HOWARD L. TERRY ESTATE 3104 EDLOE, SUITE 205 HOUSTON, TX 77027	\$ 39,554,590.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
6	NANCY M. TERRY ESTATE 3104 EDLOE, SUITE 205 HOUSTON, TX 77027	\$ 5,790,316.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization THE TERRY FOUNDATION

Employer identification number
31-1551093**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
7	NANCY M. TERRY ESTATE 3104 EDLOE, SUITE 205 HOUSTON, TX 77027	\$ 36,769,664.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" 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.)

Employer identification number

31-1551093

Part II

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
5	BEQUESTS OF VARIOUS MARKETABLE SECURITIES, BROKERAGE ACCOUNTS, AND OTHER INVESTMENTS.	\$ 39,554,590.	VARIOUS
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
7	BEQUESTS OF VARIOUS MARKETABLE SECURITIES, BROKERAGE ACCOUNTS, AND OTHER INVESTMENTS.	\$ 36,769,664.	VARIOUS
(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 TERRY FOUNDATION

Employer identification number

31-1551093

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 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
	----- ----- -----	----- ----- -----	

**SCHEDULE D
(Form 1041)**Department of the Treasury
Internal Revenue Service**Capital Gains and Losses**

► Attach to Form 1041, Form 5227, or Form 990-T.
► Information about Schedule D (Form 1041) and its separate instructions is at
www.irs.gov/form1041.

OMB No 1545-0092

2012

Name of estate or trust

THE TERRY FOUNDATION

Employer identification number

31-1551093

Note: Form 5227 filers need to complete *only* Parts I and II.**Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less**

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	340,906.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2011 Capital Loss Carryover Worksheet	4	()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back	5	340,906.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	4,043,993.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	368,488.
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2011 Capital Loss Carryover Worksheet	11	()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back	12	4,412,481.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2012

Part III Summary of Parts I and II**Caution:** Read the instructions before completing this part.

		(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
13	Net short-term gain or (loss)	13		340,906.
14	Net long-term gain or (loss):			
a	Total for year	14a		4,412,481.
b	Unrecaptured section 1250 gain (see line 18 of the wrksh)	14b		
c	28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14 ▶	15		4,753,387.

Note: If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

Part IV Capital Loss Limitation

16	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of: a The loss on line 15, column (3) or b \$3,000	16	()
-----------	---	-----------	-----

Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part only if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

Caution: Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if

- Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero

Form 990-T trusts. Complete this part only if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17	
18	Enter the smaller of line 14a or 15 in column (2) but not less than zero	18	
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19	
20	Add lines 18 and 19	20	
21	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- ▶	21	
22	Subtract line 21 from line 20. If zero or less, enter -0-	22	
23	Subtract line 22 from line 17. If zero or less, enter -0-	23	
24	Enter the smaller of the amount on line 17 or \$2,400	24	
25	Is the amount on line 23 equal to or more than the amount on line 24? <input type="checkbox"/> Yes. Skip lines 25 and 26; go to line 27 and check the "No" box. <input type="checkbox"/> No. Enter the amount from line 23	25	
26	Subtract line 25 from line 24	26	
27	Are the amounts on lines 22 and 26 the same? <input type="checkbox"/> Yes. Skip lines 27 thru 30; go to line 31 <input type="checkbox"/> No. Enter the smaller of line 17 or line 22	27	
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)	28	
29	Subtract line 28 from line 27	29	
30	Multiply line 29 by 15% (.15)	30	
31	Figure the tax on the amount on line 23. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	31	
32	Add lines 30 and 31	32	
33	Figure the tax on the amount on line 17. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33	
34	Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34	

Schedule D (Form 1041) 2012

**Continuation Sheet for Schedule D
(Form 1041)**

OMB No 1545-0092

2012

▶ **Attach to Schedule D to list additional transactions for lines 1a and 6a.**

► Information about Schedule D (Form 1041) and its separate instructions is at www.irs.gov/form1041.

Name of estate or trust

THE TERRY FOUNDATION

Employer Identification number

31-1551093

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less[illegible]

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b 340,906.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2012

JSA
2F 1221 2 000

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PAGE 41

Employer identification number

6a

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b 4,043,993.

JSA

THE TERRY FOUNDATION
BEQUESTS AND CASH CONTRIBUTIONS
2012

DATE	ASSET	HOWARD TERRY		EST HOWARD TERRY		NANCY TERRY		ESTATE NANCY TERRY	
		CASH	ASSET	CASH	ASSET	CASH	ASSET	CASH	ASSET
8/20/2012	Cash								
8/20/2012	Cash			2,100,000.00				2,100,000.00	
10/31/2012	JP Morgan MTGA 2007-ALN				275,023.47				
10/31/2012	Residential Fdg Mtg Secs II/2002-HI1				215,553.90				
10/31/2012	Greenpoint Mtg Fdg TR 2005-HE1				160,572.97				
10/31/2012	Aames Mtg Inv Trust 2005-3				209,761.88				
10/31/2012	Wells Fargo Mtg Bckd Secs 2005-AR14				148,875.17				
10/31/2012	Bear Stearns Bckd Secs TR 2005-4				178,174.22				
10/31/2012	HSBC Home Equity Ln TR USA 2007-2				286,346.17				
10/31/2012	Nationstar Home Equity Ln TR 2007-ALN				283,573.50				
10/31/2012	ACE Secs Corp Home loan Equity 2004-FM2				212,613.59				
11/1/2012	AEGIS Asset Bckd Secs 2005-3				229,306.44				
11/1/2012	Bear Stearns Bckd Secs TR 2004-AC6				150,136.32				
11/1/2012	Countrywide Asst Bckd CTFs Ser 2006-5				203,636.30				
11/1/2012	CWABS Asset Bckd Certif Tst 2006-6				233,500.98				
11/1/2012	CWABS Asset Bckd Certif Tst 2005-1M				173,463.82				
11/1/2012	CWABS Asset Bckd Certif Tst 2006-24				261,799.20				
11/1/2012	CWABS Asset Bckd Certif Tst 2005-3				91,631.15				
11/1/2012	Merrill Lynch First Franklin Ser 2007-2				103,443.32				
11/1/2012	First Franklin Ser 2005-FF7				153,739.44				
11/1/2012	First Franklin Ser 2004-FF1				151,341.36				
11/1/2012	Fremont Home Loan Tst/Ser 2005-E M1				299,875.00				
11/1/2012	Fremont Home Loan Tst/Ser 2005-E CL2A				120,727.09				
11/1/2012	Fremont Home Loan Tst/Ser 2006-3				115,049.73				
11/1/2012	GSAMP Trust/Ser 2006-HE5/CI 2A-4				100,195.80				
11/1/2012	GSAMP Trust/Ser 2006-HE6				159,663.08				
11/1/2012	GSAMP Asset Bckd Cer/Ser 2007-H1				331,711.00				
11/1/2012	GSAMP Trust/Ser 2007 NC1A-2B				173,432.00				
11/1/2012	Harborview Mtg Loan/Ser 2005-2				179,908.57				
11/1/2012	Morgan Stanley ABS CAP1/Ser 2007-HE6				184,439.68				
11/1/2012	Morgan Stanley ABS CAP1/Ser 2006-HE7				164,867.35				
11/1/2012	Morgan Stanley ABS CAP1/Ser 2005-NC1				184,502.00				
11/1/2012	Novastar Home Equity Loan				198,875.00				
11/1/2012	Naovastar Home Equity Loan				197,968.51				
11/1/2012	Park Place Securities/Ser 2005-WCW				364,512.44				
11/1/2012	Park Place Securities/Ser 2004-MHQ1				95,762.87				

THE TERRY FOUNDATION
BEQUESTS AND CASH CONTRIBUTIONS
2012

DATE	ASSET	HOWARD TERRY		EST HOWARD TERRY		NANCY TERRY		ESTATE NANCY TERRY	
		CASH	ASSET	CASH	ASSET	CASH	ASSET	CASH	ASSET
11/1/2012	Soundview Home Loan Ser 2005-4				379,556.93				
11/1/2012	Structured Asset Sec/Ser 2005-WF1				144,049.67				
11/1/2012	Structured Asset Mtg Invs II Ser 2006-AR5				180,655.70				
11/9/2012	ACE Secs Corp Home loan Equity 2004-FM2								215,296.84
11/9/2012	Bear Stearns Bckd Secs TR 2004-AC6								159,951.59
11/9/2012	Park Place Securities/Ser 2004-MHQ1								117,104.48
11/9/2012	First Franklin Ser 2004-FF1								184,957.27
11/9/2012	Harborview Mtg Loan/Ser 2005-2								201,402.06
11/9/2012	AEGIS Asset Bckd Secs 2005-3								223,504.76
11/9/2012	Countrywide Asst Bckd CTFS Ser 2006-5								407,800.00
11/9/2012	GSAMP Trust/Ser 2006-HE6								225,448.30
11/9/2012	CWABS Asset Bckd Certif Tst 2006-6								238,752.50
11/9/2012	Novastar Home Equity Loan								194,450.00
11/9/2012	Naovastar Home Equity Loan								154,534.62
11/9/2012	CWABS Asset Bckd Certif Tst 2006-24								346,950.00
11/9/2012	Morgan Stanley ABS CAP1/Ser 2005-NC1								189,676.86
11/9/2012	Structured Asset Sec/Ser 2005-WF1								438,237.13
11/9/2012	Park Place Securities/Ser 2005-WCW								396,075.00
11/9/2012	CWABS Asset Bckd Certif Tst 2005-3								107,450.00
11/9/2012	First Franklin Ser 2005-FF7								210,261.75
11/9/2012	CWABS Asset Bckd Certif Tst 2005-1M								237,824.94
11/9/2012	Fremont Home Loan Tst/Ser 2005-E M1								389,850.00
11/9/2012	Fremont Home Loan Tst/Ser 2005-E CL2A								115,300.00
11/9/2012	Soundview Home Loan Ser 2005-4								425,893.75
11/9/2012	GSAMP Trust/Ser 2006-HE5/CI 2A-4								135,900.00
11/9/2012	Morgan Stanley ABS CAP1/Ser 2006-HE7								202,900.00
11/9/2012	Fremont Home Loan/Ser 2006-3								120,489.91
11/9/2012	GSAMP Trust/Ser 2007 NC1A-2B								220,871.65
11/9/2012	GSAMP Trust/Ser 2007 H1								284,900.00
11/9/2012	Merrill Lynch First Franklin Ser 2007-2								141,757.57
11/9/2012	Morgan Stanley ABS CAP1/Ser 2007-HE6								246,600.75
11/9/2012	Structured Asset Mtg Invs II Ser 2006-AR5								217,641.82
11/13/2012	Aames Mtg Invt Trust 2005-3								227,374.28
11/13/2012	Bear Stearns Bckd Secs TR 2005-4								192,714.90
11/13/2012	Greenpoint Mtg Fdg TR 2005-HE1								168,347.95
11/13/2012	HSBC Home Equity Ln TR USA 2007-2								323,850.04

THE TERRY FOUNDATION
BEQUESTS AND CASH CONTRIBUTIONS
2012

DATE	ASSET	HOWARD TERRY		EST HOWARD TERRY		NANCY TERRY		ESTATE NANCY TERRY	
		CASH	ASSET	CASH	ASSET	CASH	ASSET	CASH	ASSET
11/13/2012	JP Morgan MTGA 2007-ALN								275,537.06
11/13/2012	Nationstar Home Equity Ln TR 2007-ALN								334,185.38
11/13/2012	Residential Fdg Mtg Secs II/2002-HI1								215,713.21
11/13/2012	Wells Fargo Mtg Bckd Secs 2005-AR14								155,193.29
11/30/2012	UBS Portfolio Account 3929			15,420,276.28					
11/30/2012	UBS Portfolio Account 3931			6,529,764.19					
11/30/2012	UBS Portfolio Account 3932			5,768,616.77					
11/30/2012	UBS Portfolio Account 4315								
11/30/2012	UBS Portfolio Account 4313								
11/30/2012	UBS Portfolio Account 4314								
12/5/2012	Cash			5,872.19					
12/5/2012	Cash			0.87					
12/5/2012	Cash								1,584.23
12/5/2012	Cash			0.40					
12/6/2012	Cash								
12/10/2012	Cash								32,862.49
12/10/2012	Cash								1,133.00
12/10/2012	Cash								5,508.56
12/10/2012	Cash			5,508.56					
12/11/2012	Capital Product Partners/12000								97,869.00
12/11/2012	Capital Product Partners/20000			159,237.00					
12/11/2012	Navios Maritime Partners/3000			46,217.00					44,315.55
12/11/2012	Navios Maritime Partners/3000								
12/11/2012	Williams Companies/10000			243,996.50					348,874.10
12/11/2012	Williams Companies/8000								1,701.03
12/13/2012	Cash								
12/14/2012	Cash			2,550,000.00					
12/14/2012	Cash							2,550,000.00	
12/21/2012	Cash							3,240,316.54	
12/31/2012	Harvest Volatility Alpha Fund LP								
12/31/2012	Harvest Volatility Alpha Fund LP			4,076,855.13					3,028,906.05
TOTAL		0.00	0.00	4,650,000.00	39,554,590.51	2,100,000.00	0.00	5,790,316.54	36,769,663.86

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

Kind of Property		Description				P or D	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					368,488.	
30,266.		UBS-VARIOUS SECURITIES PROPERTY TYPE: SECURITIES 29,590.				P	VARIOUS 676.	VARIOUS
333,117.		UBS-VARIOUS SECURITIES PROPERTY TYPE: SECURITIES 318,073.				P	VARIOUS 15,044.	VARIOUS
10476852.		DEUTSCHE BANK- VARIOUS SECURITIES PROPERTY TYPE: SECURITIES 10170449.				P	VARIOUS 306,403.	VARIOUS
26576490.		DEUTSCHE BANK-VARIOUS SECURITIES PROPERTY TYPE: SECURITIES 23394694.				P	VARIOUS 3,181,796.	VARIOUS
33,827.		HARVEST VOLATILITY ALPHA FUND PROPERTY TYPE: OTHER				P	VARIOUS 33,827.	VARIOUS
50,741.		HARVEST VOLATILITY ALPHA FUND PROPERTY TYPE: OTHER				P	VARIOUS 50,741.	VARIOUS
796,412.		KAYNE ANDERSON REAL ESTATE PARTNERS II PROPERTY TYPE: OTHER				P	VARIOUS 796,412.	VARIOUS
TOTAL GAIN(LOSS)							<u>4,753,387.</u>	

ATTACHMENT 1FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
DEUTSCHE BANK-INTEREST	316,204.	316,204.
DEUTSCHE BANK-DIVIDENDS	2,169,711.	2,169,711.
LAZARD	3,132.	3,132.
UBS-DIVIDENDS	234,279.	234,279.
BARCLAYS-INTEREST	40,866.	40,866.
QEF DIVIDENDS-SEE FORMS 8621	473,220.	473,220.
LEHMAN BROTHERS-OLD INCOME	8,511.	8,511.
HARVEST VOLATILITY ALPHA FUND-INTEREST	14.	14.
KAYNE ANDERSON REAL ESTATE PTRS-INT/DIV	38,228.	38,228.
TOTAL	<u>3,284,165.</u>	<u>3,284,165.</u>

ATTACHMENT 2FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
STORMS & CRITZ - 2010 990PF	7,600.	7,600.		
STORMS & CRITZ-ACCOUNTING	20,000.	20,000.		
TOTALS	<u>27,600.</u>	<u>27,600.</u>		

ATTACHMENT 3FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INVESTMENT FEES-DEUTSCHE/OTHER	258,791.	258,791.
TOTALS	<u>258,791.</u>	<u>258,791.</u>

ATTACHMENT 4FORM 990PF, PART I - INTEREST EXPENSE

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
DEUTSCHE BANK-MARGIN INTEREST	24.	24.
TOTALS	<u>24.</u>	<u>24.</u>

ATTACHMENT 5

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
FEDERAL EXCISE TAX	34,962.	
FOREIGN TAXES	31,593.	31,593.
TOTALS	<u>66,555.</u>	<u>31,593.</u>

ATTACHMENT 6FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
STUDENT INTERVIEW EXPENSES	112,771.		112,771.
ORIENTATION EXPENSES	18,068.		18,068.
STUDENT ASSOCIATION EXPENSES	19,500.		19,500.
ADMINISTAFF-PERSONNAL LEASING	762,532.		610,026.
STUDENT AWARDS/GIFTS	25,427.	152,506.	25,427.
STUDENT CAMPUS DINNERS/PICNIC	103,308.		103,308.
DUES & SUBSCRIPTIONS	1,415.		1,415.
ANNUAL REPORT EXPENSE	37,125.		37,125.
DIRECTOR/ALUMNI EXPENSES	5,953.		5,953.
INSURANCE EXPENSE	1,318.		1,318.
OFFICE SUPPLIES ETAL	3,634.	727.	2,907.
STUDENT/STAFF-DEV. & MISC.	3,243.		3,243.
CONSULTING FEES	648.		648.
CONTRACT SERVICES	11,135.		11,135.
TOTALS	<u>1,106,077.</u>	<u>153,233.</u>	<u>952,844.</u>

ATTACHMENT 7

FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SEE SCHEDULE ATTACHED	96,539,141.	165,667,927.	172,143,337.
TOTALS	<u>96,539,141.</u>	<u>165,667,927.</u>	<u>172,143,337.</u>

THE TERRY FOUNDATION
FORM 990 PF, PART II - CORPORATION STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
Blk Diamond CLO 2006-1	396,025	636,583	636,583
Capital Product Partners/32000	0	257,106	210,560
CSAM Funding Corp/Ser 4 A CL Sub/06/19/2016	547,231	575,244	575,244
CSAM Funding III/144A Pfd/500	461,932	448,608	448,608
Deutsche Bank/Investments/0063	5,080,071	5,135,550	5,220,060
Deutsche Bank/Investments/0071	1,083,692	1,105,762	1,077,541
Deutsche Bank/Investments/0097	913,541	0	0
Deutsche Bank/Investments/0105	168,234	169,758	161,978
Deutsche Bank/Investments/0113	1,376,657	1,399,888	1,321,905
Deutsche Bank/Investments/0121	525,392	541,726	683,355
Deutsche Bank/Investments/0147	517,606	532,795	680,899
Deutsche Bank/Investments/0154	1,481,311	1,926,126	2,304,845
Deutsche Bank/Investments/0162	1,626,877	1,938,101	2,388,552
Deutsche Bank/Investments/0170	6,452,605	7,252,899	7,459,081
Deutsche Bank/Investments/0188	6,547,434	7,233,939	7,328,236
Deutsche Bank/Investments/0196	2,774,314	0	0
Deutsche Bank/Investments/0204	3,216,799	3,205,559	3,787,604
Deutsche Bank/Investments/0212	10,251,277	14,672,904	14,670,695
Deutsche Bank/Investments/0253	1,066,662	1,133,425	1,234,303
Deutsche Bank/Investments/0261	2,799,558	2,944,401	3,118,691
Deutsche Bank/Investments/0279	2,961,351	3,050,505	3,119,429
Deutsche Bank/Investments/0287	3,488,008	3,692,695	4,250,465
Deutsche Bank/Investments/0295	5,138,323	5,064,207	5,568,598
Deutsche Bank/Investments/0303	510,770	528,776	542,333
Deutsche Bank/Investments/0311	515,308	532,123	538,557
Deutsche Bank/Investments/0535	0	1,261,582	1,273,720
Deutsche Bank/Investments/2156	4,615,265	3,220,140	3,892,390
Deutsche Bank/Investments/2164	4,632,041	2,932,692	3,433,762
Deutsche Bank/Investments/2172	2,658,121	2,357,416	3,082,950
Deutsche Bank/Investments/3842	9,101,018	9,101,009	10,002,311
Deutsche Bank/Investments/3859	6,900,009	7,800,000	8,196,760
Deutsche Bank/Investments/3867	4,874,012	5,289,009	5,044,734
Deutsche Bank/Investments/4269	0	2,984,611	3,167,796
Galaxy CLO	409,917	327,978	327,978
Harvest Volatility Alpha Fund LP	0	7,184,228	7,184,228
Kayne Anderson Real Estate	1,700,000	1,185,066	1,185,066
Navios Maritime Partners LP/11000	96,255	184,981	135,080
Oneok Inc/3000	0	120,290	128,250
Spectra Energy/5000	0	148,610	136,900
Stanfield Modena CLO, Ltd/Pfd/1700	1,242,062	1,242,062	512,216
Stanfield Vantage CLO, Ltd./500,000 Pref Shares	409,463	439,592	439,592
Targa Resouces Corp/5000	0	229,084	264,200
UBS Portfolio Mgmt 4273	0	27,540,575	27,702,934
UBS Portfolio Mgmt 4274	0	12,560,966	12,832,688
UBS Portfolio Mgmt 4275	0	11,592,320	11,889,460
UBS Millennium Fund Ltd	0	3,030,000	3,000,000
Williams Cos Inc/30000	0	957,037	982,200
TOTAL CORPORATE STOCK	96,539,141	165,667,927	172,143,337

ATTACHMENT 8FORM 990PF, PART II - CORPORATE BONDS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SEE SCHEDULE ATTACHED	7,350,577.	19,534,219.	21,284,480.
TOTALS	<u>7,350,577.</u>	<u>19,534,219.</u>	<u>21,284,480.</u>

THE TERRY FOUNDATION
FORM 990 PF, PART II - CORPORATE BONDS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
Aames Mtg Inv Trust 2005-3/8/25/35	0	437,136	470,003
ACE Secs Corp Home Loan Equity 2004-FM2/06/25/34	0	427,910	182,488
AEGIS Asset Backed Sec/2005-3/8/25/35	0	452,811	461,318
Barclays BK PLC Capped & Floored/1,000,000	1,000,005	1,000,005	1,035,000
Bear Stearns Asset Bcked TR 2005-4/01/25/36	0	352,065	355,238
Bear Stearns Asset Bcked Sec TR 2004-AC6/2/2/11	0	300,487	351,610
Countrywide Asset Bcked CTFS Ser 2006-5/8/25/36	0	611,436	869,940
Cummins Inc/5.65%/03/01/98	529,110	352,740	519,625
CWABS Asset Bcked Ser Tst/Ser 2006-6/9/25/36	0	472,253	511,523
CWABS Asset Bcked Ser Tst/Ser 2005-1M/11/25/35	0	401,790	453,388
CWABS Asset Bcked Ser Tst/Ser 2006-24/4/25/34	0	608,749	728,360
CWABS Asset Bcked Ser Tst/Ser 2005-3/8/25/35	0	199,081	232,035
Deutsche Bank Med Trm Nts/0%/10/24/12	1,000,000	0	0
Deutsche BK AG London 15NC 5 Yr/Slope Stepener NT/0%/02/20/	986,584	0	0
First Franklin Merrill Lynch Ser 2007-2/5/25/37	0	222,152	278,044
First Franklin Ser 2005 FF7/7/25/35	0	364,001	525,879
First Franklin Ser 2004 FF1/1/25/35	0	336,299	440,386
Fremont Home Loan Tst/Ser 2005-E M1/1/25/36	0	236,027	235,400
Fremont Home Loan Tst/Ser 2005-E/CI 2A-4/1/25/36	0	689,725	832,965
Fremont Home Loan Tst/Ser 2006-3 CLII-A2/2/25/37	0	215,304	212,216
Greenpoint Mtg Fdg TR 2005-HE1/9/25/34	0	287,956	276,631
GSAMP Trust/Ser 2006-HE5/CI A-2C/8/25/36	0	236,096	288,690
GSAMP Trust/Ser 2006-HE6/8/25/36	0	385,111	475,291
GSAMP Asset Bcked Cer/Ser 2007-H1/A-1B/1/25/47	0	587,943	509,240
GSAMP Trust 2007-NC1/A-2B/2/25/37	0	386,843	465,346
Hanover Ins Grp(Allmerica Finl/7.625%/10/15/25)	38,091	38,091	47,146
Harborview Mtg Loan/Ser 2005-2/5/19/35	0	381,311	388,311
HSBC Home Equity Ln TR USA 2007-2/7/20/36	0	610,196	673,591
JP Morgan Mtg Acq TR 2007-HE1/3/25/28	0	527,679	540,342
Lehman Bros Hldgs Inc Med Term/02/09/17/8%	500,005	450,887	106,875
Lehman Bros Hldgs Inc Med Term/11/1/14/7%	1,064,852	974,962	213,750
Morgan Stanley ABS CAP1/Ser 2007-HE6/5/25/37	0	431,040	534,832
Morgan Stanley ABS CAP1/Ser 2006-HE7 A-2C/9/25/36	0	367,767	465,770
Morgan Stanley ABS CAP1/Ser 2005-NC1/1/25/35	0	251,922	356,396
Naovastar Home Equity Loan/1/25/37	0	347,152	214,315
Nationstar Home Equity Loan TR 2007-ALN/3/25/37	0	617,759	693,218
Novastar Home Equity Loan/9/25/36	0	393,325	412,020
NB Capital Trust IV/B/E 8.25%/04/15/27	1,132,140	0	0
Park Place Securities/Ser 2005-WCW 1M/9/25/35	0	760,587	833,760
Park Place Securities/Ser 2004-MHQ1/11/25/34	0	212,867	580,499
Mutual Life Ins/11.25%/8/15/24	743,138	743,138	776,034
Republic NY Corp/7.20%/425,000 PV	356,652	356,652	507,403
Residential Fdg Mtg Secs II/2002-Hi/9/25/31	0	417,911	413,907
Soundview Home Loan/Ser 2005-4/3/25/36	0	805,451	1,107,262
Structured Asset Sec/Ser 2005-WF1	0	582,287	927,304
Structued Asset Mtg Invts II Ser 2006-AR5/CL 4-A-1	0	395,244	465,959
Wells Fargo Mtg Backed Secs 2005-AR14 CL A/8/25/35	0	304,068	315,171
TOTAL CORPORATE BONDS	7,350,577	19,534,219	21,284,480

FORM 990PF, PART VII-A, LINE 10 - NEW SUBSTANTIAL CONTRIBUTORSATTACHMENT 9

<u>NAME AND ADDRESS</u>	<u>DATE</u>	<u>DIRECT PUBLIC SUPPORT</u>
HOWARD L. TERRY ESTATE 3104 EDLOE, SUITE 205 HOUSTON, TX 77027	08/20/2012	2,100,000.
HOWARD L. TERRY ESTATE 3104 EDLOE, SUITE 205 HOUSTON, TX 77027	12/14/2012	2,550,000.
HOWARD L. TERRY ESTATE 3104 EDLOE, SUITE 205 HOUSTON, TX 77027	VARIOUS	39,554,590.
NANCY M. TERRY ESTATE 3104 EDLOE, SUITE 205 HOUSTON, TX 77027	12/15/2012	5,790,316.
NANCY M. TERRY ESTATE 3104 EDLOE, SUITE 205 HOUSTON, TX 77027	VARIOUS	36,769,664.
TOTAL CONTRIBUTION AMOUNTS		<u>86,764,570.</u>

THE TERRY FOUNDATION

31-1551093

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 10

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
H. L. TERRY-DECEASED 4/20/12 3104 EDLOE, SUITE 300 HOUSTON, TX 77027	DIRECTOR 10.00	0	0	0
RHETT CAMPBELL 333 CLAY, SUITE 3300 HOUSTON, TX 77002	CHAIRMAN 2.00	20,000.	0	0
CARTER OVERTON 4265 SAN FELIPE, SUITE 1040 HOUSTON, TX 77027	DIRECTOR 1.00	0	0	0
JOHN W. STORMS 1202A DAIRY ASHFORD HOUSTON, TX 77079	DIRECTOR 1.00	0	0	0
EDWARD T. COTHAM 3104 EDLOE, SUITE 205 HOUSTON, TX 77027	PRESIDENT 5.00	0	0	0
NANCY M. TERRY-DECEASED 10/13/12 3208 DEL MONTE HOUSTON, TX 77019	DIRECTOR 1.00	0	0	0

THE TERRY FOUNDATION

31-1551093

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 10 (CONT'D)

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
JAMES DAVIS 10000 N. CENTRAL EXPRESSWAY SUITE 1500 DALLAS, TX 75231	DIRECTOR 1.00	0	0	0
YVONNE R. MOODY 526 MAGNA VISTA CT. SAN ANTONIO, TX 78258	DIRECTOR 3.00	0	0	0
JEFF STICHLER 223 TUPELO CONROE, TX 77304	DIRECTOR 1.00	0	0	0
GAYLE STINSON 6 SHORE HAVEN HICKORY CREEK, TX 75065	DIRECTOR 1.00	0	0	0
BRIAN YARBROUGH 3201 HIGHLAND TERRACE WEST AUSTIN, TX 78731	DIRECTOR 1.00	0	0	0

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 10 (CONT'D)

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
DR. ELIZABETH R. KEELER 3925 SOUTHWESTERN STREET HOUSTON, TX 77005	DIRECTOR 1.00	0	0	0
GRAND TOTALS		20,000.	0	0

FORM 990PF, PART XV - INFORMATION REGARDING FOUNDATION MANAGERS

HOWARD L. & NANCY M. TERRY
3104 EDLOE, SUITE 300
HOUSTON, TEXAS 77027
HOWARD L. TERRY ESTATE
NANCY M. TERRY ESTATE
3104 EDLOE, SUITE 205
HOUSTON, TEXAS 77027

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
THE UNIVERSITY OF TEXAS AUSTIN, TEXAS AUSTIN, TX	NONE EXEMPT 501(C) (3)		ACADEMIC SCHOLARSHIPS	3,192,000.
TEXAS A&M UNIVERSITY COLLEGE STATION, TEXAS COLLEGE STATION, TX	NONE EXEMPT 501(C) (3)		ACADEMIC SCHOLARSHIPS	2,451,750.
THE UNIVERSITY OF HOUSTON HOUSTON, TEXAS HOUSTON, TX	NONE EXEMPT 501(C) (3)		ACADEMIC SCHOLARSHIPS	838,000.
TEXAS STATE UNIVERSITY SAN MARCOS, TEXAS SAN MARCOS, TX	NONE EXEMPT 501(C) (3)		ACADEMIC SCHOLARSHIPS	933,000.
UNIVERSITY OF TEXAS-DALLAS DALLAS, TEXAS DALLAS, TX	NONE EXEMPT 501(C) (3)		ACADEMIC SCHOLARSHIPS	834,500.
UNIVERSITY OF TEXAS-SAN ANTONIO SAN ANTONIO, TEXAS SAN ANTONIO, TX	NONE EXEMPT 501(C) (3)		ACADEMIC SCHOLARSHIPS	876,000.

FORM 990FF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
UNIVERSITY OF NORTH TEXAS DENTON, TEXAS DENTON, TX	NONE EXEMPT 501(C) (3)		ACADEMIC SCHOLARSHIPS	665,750.
UNIVERSITY OF TEXAS HEALTH SCIENCE CENTER SAN ANTONIO, TEXAS SAN ANTONIO, TX	NONE EXEMPT 501(C) (3)		ACADEMIC SCHOLARSHIPS	119,000.
TEXAS TECH UNIVERSITY LUBBOCK, TEXAS LUBBOCK, TX	NONE EXEMPT 501(C) (3)		ACADEMIC SCHOLARSHIPS	523,750.
TEXAS A&M HEALTH SCIENCE CENTER HOUSTON, TEXAS HOUSTON, TX	NONE EXEMPT 501(C) (3)		ACADEMIC SCHOLARSHIPS	8,250.
TOTAL CONTRIBUTIONS PAID				<u>10,442,000.</u>