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

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

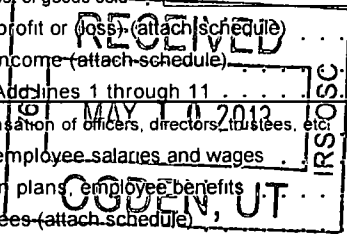
Open to Public Inspection

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

Name of foundation Quanex Foundation		A Employer identification number 36-6065490
Number and street (or P O box number if mail is not delivered to street address) 1800 West Loop South		B Telephone number (see instructions) (713) 961-4600
Room/suite 1500		
City or town, state, and ZIP code Houston, TX 77027		
G Check all that apply		C If exemption application is pending, check here <input type="checkbox"/>
<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity	D 1 Foreign organizations check here <input type="checkbox"/>
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return	D 2 Foreign organizations meeting the 85% test check here and attach computation <input type="checkbox"/>
<input checked="" type="checkbox"/> Address change	<input type="checkbox"/> Name change	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
H Check type of organization <input type="checkbox"/> Section 501(c)(3) exempt private foundation		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
<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) ▶ \$ 7,169,930.00		
J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		
<i>(Part I, column (d) must be on cash basis)</i>		

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 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	8.00	8.00		
4 Dividends and interest from securities	260,929.00	260,929.00		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	80,601.00			
b Gross sales price for all assets on line 6a 159,850.00				
7 Capital gain net income (from Part IV, line 2)		80,601.00		
8 Net short-term capital gain				
9 Income modifications				
10 a 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	341,538.00	341,538.00		
13 Compensation of officers, directors, trustees, etc.				
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16 a Legal fees (attach schedule)				
b Accounting fees (attach schedule)				
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see instructions)	6,831.00			
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)				
24 Total operating and administrative expenses. Add lines 13 through 23	6,831.00			
25 Contributions, gifts, grants paid	378,734.00			378,734.00
26 Total expenses and disbursements Add lines 24 and 25	385,565.00			378,734.00
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-44,027.00			
b Net investment income (if negative, enter -0-)		341,538.00		
c Adjusted net income (if negative, enter -0-)				

SCANNED MAY 14 2013
Operating and Administrative Expenses



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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		268,541.00	341,929.00	341,929.00
	2	Savings and temporary cash investments				
	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)		4,276,601.00	4,204,352.00	6,828,001.00
	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)		4,545,142.00	4,546,281.00	7,169,930.00	
Liabilities	17	Accounts payable and accrued expenses		-3,870.00	-7,039.00	
	18	Grants payable		153,270.00	201,605.00	
	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)		149,400.00	194,566.00	
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 type="checkbox"/>					
	27	Capital stock, trust principal, or current funds				
	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)		4,395,742.00	4,351,715.00		
31	Total liabilities and net assets/fund balances (see instructions)		4,545,142.00	4,546,281.00		

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	4,395,742.00
2	Enter amount from Part I, line 27a	2	-44,027.00
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	4,351,715.00
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	4,351,715.00

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)
SCHWAB EQUITY FUNDS				P	VARIOUS	VARIOUS
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 159,850.00		79,249.00	80,601.00			
b						
c						
d						
e						
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any				
a				80,601.00		
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	80,601.00	
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		

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			
2010			
2009			
2008			
2007			
2 Total of line 1, column (d)			2
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
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 6,726,368.98
5 Multiply line 4 by line 3			5
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 3,415.38
Add lines 5 and 6			7 3,415.38
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			8 378,734.00

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	6,831.00
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	6,831.00
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5	6,831.00
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	13,870.00
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d	7	13,870.00
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	
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	7,039.00
11	Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> 7,039.00 Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		X
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		X

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
14 The books are in care of QUANEX BUILDING PRODUCTS CORPORATION Telephone no 713-961-4600
Located at 1800 WEST LOOP SOUTH, SUITE 1500 HOUSTON, TEXAS ZIP+4 77027
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 X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country

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

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

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? Yes No X
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes No X
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes No X
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes No X
(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)? Yes No X
(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). Yes No X
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
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? Yes No X
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? Yes No X
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

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? Yes No **6b**

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**

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
KEVIN P. DELANEY 1800 W Loop South, Ste 1500 Houston, TX 77027	PRESIDENT 0	0.00	0.00	0.00
BRENT L. KORB 1800 W Loop South, Ste 1500 Houston, TX 77027	VP 0	0.00	0.00	0.00

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

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		

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 -----	
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 -----	
2 -----	
All other program-related investments See instructions	
3 -----	
Total. Add lines 1 through 3 ▶	

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		
	Average monthly fair market value of securities	1a	6,523,566.00
	b Average of monthly cash balances	1b	305,235.00
	c Fair market value of all other assets (see instructions)	1c	
	d Total (add lines 1a, b, and c)	1d	6,828,801.00
	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	6,828,801.00
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	102,432.02
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,726,368.98
6	Minimum investment return. Enter 5% of line 5	6	336,318.45

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	336,318.45
2a	Tax on investment income for 2012 from Part VI, line 5	2a	6,831.00
	b Income tax for 2012 (This does not include the tax from Part VI)	2b	
	c Add lines 2a and 2b	2c	6,831.00
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	329,487.45
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	329,487.45
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	329,487.45

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	378,734.00
	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	378,734.00
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	378,734.00

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
Distributable amount for 2012 from Part XI, line 7				329,487.45
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			101,755.25	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e				
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ <u>378,734.00</u>				
a Applied to 2011, but not more than line 2a			101,755.25	
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				277,055.75
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
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				52,431.70
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				
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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

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 N/A

b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a b or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(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))

NONE
 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

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
 QUANEX BUILDING PRODUCTS CORP, 1800 WEST LOOP SOUTH, SUITE 1500, HOUSTON, TX 77027 713-961-4600
 b The form in which applications should be submitted and information and materials they should include

ANY FORMAT
 c Any submission deadlines

OCTOBER 31
 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
<p>a <i>Paid during the year</i> See Attached Schedule</p>				378,734.00
Total				378,734.00
<p>b <i>Approved for future payment</i></p>				
Total				3b

**THE QUANEX FOUNDATION
INVESTMENT PORTFOLIO**

DECEMBER 31, 2012

	PRINCIPAL AMOUNT OR SHARES	BOOK VALUE	MARKET VALUE
Pimco Total Return FD	82,776.478	\$ 852,835.48	\$ 930,407.61
T. Rowe Price High Yield FD	77,728.712	\$ 383,473.99	\$ 542,546.41
Vanguard Inflation Protected Secs	18,386.917	\$ 427,173.78	\$ 524,762.61
Allianz NFJ Small Cap Value FD	15,240.975	\$ 231,547.72	\$ 456,314.79
American FD	39,204.014	\$ 681,606.31	\$ 1,344,697.68
Baron Growth FD	9,050.407	\$ 224,178.58	\$ 485,644.84
Dodge & Cox FD	11,119.436	\$ 613,948.19	\$ 1,355,459.25
EII Global Property Trust	19,069.449	\$ 295,078.69	\$ 323,799.24
Thornburg Intl Value FD	30,771.390	\$ 494,509.53	\$ 864,368.35
Total Investment Portfolio	303,347.778	\$ 4,204,352.27	\$ 6,828,000.78

DECEMBER 31, 2011

	PRINCIPAL AMOUNT OR SHARES	BOOK VALUE	MARKET VALUE
Pimco Total Return FD	82,776.478	\$ 852,835.48	\$ 899,780.32
T. Rowe Price High Yield FD	77,728.712	\$ 383,473.99	\$ 504,459.34
Vanguard Inflation Protected Secs	18,386.917	\$ 427,173.78	\$ 509,501.47
Allianz NFJ Small Cap Value FD	15,240.975	\$ 231,547.72	\$ 444,731.65
American FD	41,893.156	\$ 728,360.04	\$ 1,202,333.58
Baron Growth FD	9,050.407	\$ 224,178.58	\$ 461,661.26
Dodge & Cox FD	11,707.968	\$ 646,443.10	\$ 1,189,997.87
EII Global Property Trust	18,651.543	\$ 288,078.77	\$ 250,303.71
Thornburg Intl Value FD	30,771.390	\$ 494,509.53	\$ 756,360.77
Total Investment Portfolio	306,207.546	\$ 4,276,600.99	\$ 6,219,129.97

<u>Num</u>	<u>Date</u>	<u>Name</u>	<u>Purpose</u>	<u>Paid Amount</u>
1232	01/12/2012	Houston Livestock Show and Rodeo	Education	-16,000 00
1233	01/12/2012	MD Anderson Cancer Center	Health/Welfare	-25,000 00
1234	01/12/2012	MD Anderson Cancer Center	Health/Welfare	-25,000 00
1235	02/22/2012	U.S. Naval Academy Foundation	Civic	-1,500 00
1236	03/20/2012	Lowcountry Food Bank Inc.	Health/Welfare	-250 00
1237	03/20/2012	South Carolina Aquarium	Cultural	-500 00
1238	03/20/2012	Lakeland Hills Elem PTA	Education	-40 00
1239	03/20/2012	Ball State University Foundation	Education	-50 00
1240	03/20/2012	Baylor University	Education	-250 00
1241	03/20/2012	Alzheimer's Association - IL	Health/Welfare	-800 00
1242	03/20/2012	Millikin University	Education	-100 00
1243	03/20/2012	YMCA of Metropolitan Minneapolis	Civic	-50 00
1244	04/17/2012	Buffalo Specialties Inc.	Civic	-374 00
1245	04/19/2012	UNI Foundation	Education	-2,000 00
1246	04/19/2012	UNI Foundation	Education	-2,000 00
1248	04/27/2012	Sprint for Life	Civic	-430 00
1249	05/01/2012	Anna Garrisi	other	-50 00
1250	06/21/2012	Laurel School	Education	-400 00
1251	06/21/2012	Ruffing Montessori School	Education	-500 00
1252	06/21/2012	West Sound Wildlife	Health/Welfare	-125 00
1253	06/21/2012	Disabled American Veterans	Health/Welfare	-500 00
1254	06/21/2012	NW Furniture Bank	Health/Welfare	-125 00
1255	06/21/2012	Presbyterian School	Education	-500 00
1256	06/21/2012	International Messengers	Civic	-1,500 00
1257	06/21/2012	March of Dimes	Health/Welfare	-500 00
1258	06/21/2012	Disabled American Veterans	Health/Welfare	-75 00
1259	06/21/2012	American Red Cross of Greater Chicago	Civic	-100 00
1261	06/21/2012	America Scores - Cleveland	Education	-500 00
1262	06/21/2012	Ruffing Montessori School	Education	-50 00
1263	06/21/2012	Fulcrum Foundation	Civic	-30 00
1264	06/21/2012	Sacred Heart of Jesus Parish	other	-25 00
1265	06/21/2012	Fort Bend Christian Academy	Education	-250 00
1266	06/21/2012	American Heart Association - Austin, TX	Health/Welfare	-25 00
1267	06/21/2012	Family Renewal Shelter	civic	-125 00
1268	06/21/2012	Gig Harbor Peninsula Fish	Health/Welfare	-125 00
1269	03/06/2012	Marine Toys for Tots Foundation	Civic	-50 00
1270	06/21/2012	Baptist World Mission	Education	-500 00
1271	06/21/2012	Muscular Dystrophy Assoc - OH	Health/Welfare	-1,000 00
1272	06/21/2012	National Foundation for Cancer Research	Health/Welfare	-50 00
1273	06/21/2012	American Cancer Society - MO	Health/Welfare	-200 00
1274	06/21/2012	American Cancer Society - MO	Health/Welfare	-250 00
1275	06/21/2012	Disabled American Veterans	Health/Welfare	-25 00
1276	06/21/2012	University of South Dakota	Education	-25 00
1277	06/21/2012	St. Baldrick's Foundation	Civic	-25 00
1278	06/21/2012	Junior Theatre, Inc.	Cultural	-300 00
1279	06/21/2012	American Cancer Society-WI	Health/Welfare	-115 00
1280	06/21/2012	American Cancer Society - IL	Health/Welfare	-40 00
1281	06/21/2012	American Cancer Society - IL	Health/Welfare	-50 00
1282	06/21/2012	American Cancer Society - IL	Health/Welfare	-160 00
1283	06/21/2012	American Cancer Society - IL	Health/Welfare	-30 00
1284	06/21/2012	Ball State University Foundation	education	-50 00

1285	06/21/2012	Duke University	education	-35 00
1286	06/21/2012	The Geneseo Foundation, Inc.	education	-100 00
1287	06/21/2012	Student Mobilization	education	-100 00
1288	06/21/2012	Girl Scouts	civic	-25 00
1289	06/21/2012	Lifehouse of Houston	Health/Welfare	-1,000 00
1290	07/17/2012	Buffalo Specialties Inc.	other	-572 93
1291	07/17/2012	Discovery VPO	education	-70 00
1292	07/17/2012	Bellarmino Preparatory School	education	-30 00
1293	07/17/2012	UW-Eau Claire Foundation	education	-125 00
1294	07/17/2012	American Cancer Society - IL	Health/Welfare	-20 00
1295	07/17/2012	Jacqueline Lee	other	-15 00
1296	07/17/2012	Union Gospel Mission	civic	-200 00
1297	07/17/2012	National Multiple Sclerosis Society	Health/Welfare	-50 00
1298	07/17/2012	Austin College	education	-250 00
1299	07/17/2012	Boy Scouts of America National Council	civic	-130 00
1300	07/17/2012	Boy Scouts of America National Council	civic	-390 00
1301	07/17/2012	American Cancer Society - Great West Div	Health/Welfare	-111 00
1302	07/17/2012	American Cancer Society - Great West Div	Health/Welfare	-50 00
1303	07/17/2012	American Cancer Society - Great West Div	Health/Welfare	-20 00
1304	07/17/2012	American Cancer Society - Great West Div	Health/Welfare	-40 00
1305	07/17/2012	American Cancer Society - Great West Div	Health/Welfare	-20 00
1307	08/29/2012	Big Brothers/Big Sisters	civic	-1,000 00
1308	08/29/2012	Big Brothers/Big Sisters - AL	civic	-1,000 00
1309	08/29/2012	New Opportunity School for Women	education	-4,000 00
1310	08/29/2012	Church of the Risen Christ	civic	-3,000 00
1311	08/29/2012	American Red Cross - WA	Health/Welfare	-2,500 00
1312	08/29/2012	American Red Cross - Daniel Boone Chapter	Health/Welfare	-3,000 00
1313	08/29/2012	Union Gospel Mission	civic	-2,500 00
1314	08/29/2012	Boys & Girls Clubs of King County	civic	-4,000 00
1315	08/29/2012	Lydia Home Association	civic	-3,000 00
1316	08/29/2012	Northern Illinois Food Bank	civic	-3,000 00
1317	08/29/2012	United Way of Guernsey & Noble Counties	civic	-12,000 00
1318	08/29/2012	Chatsworth Fire District C2	Health/Welfare	-1,000 00
1319	08/29/2012	S.E.L.C.A.S. Ambulance	Health/Welfare	-1,000 00
1320	08/29/2012	Habitat for Humanity - Morgan County	civic	-1,500 00
1321	08/29/2012	Tennessee Valley Training Center	Health/Welfare	-3,000 00
1322	08/29/2012	Scott County Family YMCA	Health/Welfare	-3,000 00
1323	08/29/2012	Junior Achievement	education	-2,500 00
1324	08/29/2012	Family Resources	civic	-2,000 00
1325	08/29/2012	River Action Inc	civic	-3,000 00
1326	08/29/2012	Living Lands & Waters	civic	-5,000 00
1327	08/29/2012	Habitat for Humanity	civic	-1,500 00
1328	09/20/2012	Susan G Komen for the Cure Houston	Health/Welfare	-700 00
1329	09/20/2012	National Merit Scholarship Corp	education	-11,080 00
1330	09/20/2012	North Land Municipal Ambulance, Inc.	Health/Welfare	-1,000 00
1331	09/20/2012	Luck Fire Department	Health/Welfare	-1,000 00
1332	09/20/2012	Northwoods Homeless Shelters	civic	-1,000 00
1333	09/20/2012	Independent Living Center	civic	-1,000 00
1334	09/20/2012	PKD Foundation	Health/Welfare	-2,000 00
1335	09/20/2012	Courage Center	Health/Welfare	-2,000 00
1336	09/20/2012	American Cancer Society- MN	Health/Welfare	-1,500 00
1337	09/20/2012	Spring Lake Park Fire Department	civic	-1,000 00

1338	09/20/2012	Minneapolis Heart Institute Foundation	Health/Welfare	-2,000 00
1339	09/20/2012	Camp Courageous of Iowa	civic	-1,000 00
1340	09/20/2012	Boys & Girls Club of Greater Dubuque	civic	-1,000 00
1341	09/20/2012	Anthony Garofalo Scholarship Fund	education	-1,000 00
1342	09/20/2012	WITC Foundation Inc	education	-2,500 00
1343	09/20/2012	Rice Lake Area Scholarship Foundation Inc	education	-1,000 00
1344	09/20/2012	Boys & Girls Club of Prairie Central	civic	-1,000 00
1345	09/20/2012	Red River Riders Therapeutic Riding Inc	Health/Welfare	-500 00
1346	09/20/2012	Shawano Dollars for Scholars	education	-1,000 00
1347	09/20/2012	Bridge the Gap, Inc.	education	-500 00
1348	09/20/2012	Boys & Girls Club of Wayne County	civic	-1,000 00
1350	10/03/2012	Habitat for Humanity - Lake County	civic	-1,500 00
1351	11/06/2012	YMCA - Cambridge, OH	Health/Welfare	-10,000 00
1352	11/06/2012	Pediatric Interim Care Center	Health/Welfare	-3,000 00
1353	11/06/2012	Union College	education	-10,000 00
1354	11/06/2012	Houston Food Bank	civic	-10,000 00
1355	11/06/2012	HealthEast Foundation	Health/Welfare	-500 00
1356	11/06/2012	St Jude Children's Research Hospital	Health/Welfare	-500 00
1357	11/06/2012	University of the Cumberland	Health/Welfare	-400 00
1358	11/06/2012	Friends of Washoe	Health/Welfare	-125 00
1359	11/06/2012	Nativity House	Health/Welfare	-30 00
1360	11/06/2012	University Hospitals	Health/Welfare	-2,000 00
1361	11/06/2012	Samaritan's Purse	civic	-100 00
1362	11/06/2012	21st CENTURY FUND	education	-25 00
1363	11/06/2012	United Way of King County	civic	-250 00
1364	11/06/2012	United Way of King County	civic	-1,300 00
1365	11/06/2012	United Way of King County	civic	-520 00
1366	11/06/2012	United Way of King County	civic	-520 00
1367	11/06/2012	United Way of King County	civic	-520 00
1368	11/06/2012	United Way of King County	civic	-100 00
1369	11/06/2012	United Way of King County	civic	-300 00
1370	11/06/2012	United Way of King County	civic	-260 00
1371	11/06/2012	United Way of King County	civic	-130 00
1372	11/06/2012	United Way of King County	civic	-156 00
1374	11/07/2012	THE SALVATION ARMY	civic	-50 00
1375	11/07/2012	SCORE	civic	-2,000 00
1376	11/07/2012	Susan G Komen 3-Day for the Cure	Health/Welfare	-40 00
1377	11/07/2012	American Cancer Society-WI	Health/Welfare	-50 00
1378	11/07/2012	Sky Ranch, Inc.	other	-500 00
1379	11/07/2012	National Multiple Sclerosis Society Ohio	Health/Welfare	-300 00
1386	11/07/2012	American Cancer Society - Great West Div	Health/Welfare	-20 00
1387	11/09/2012	St Jude Children's Research Hospital	Health/Welfare	-500 00
1388	11/09/2012	St Jude Children's Research Hospital	Health/Welfare	-500 00
1389	11/09/2012	St Jude Children's Research Hospital	Health/Welfare	-35 00
1391	11/09/2012	America Scores - Cleveland	education	-200 00
1392	11/09/2012	Bellarmino Preparatory School	education	-50 00
1393	11/09/2012	R Merle Palmer Minority Scholarship Foun	Health/Welfare	-125 00
1394	11/09/2012	The Assoc of Former Students of Texas A&M	education	-240 00
1395	11/09/2012	Ball State University Foundation	education	-50 00
1396	11/09/2012	Alzheimer's Association	Health/Welfare	-125 00
1398	11/09/2012	American Cancer Society - Great West Div	Health/Welfare	-50 00
1399	11/09/2012	American Cancer Society - Great West Div	Health/Welfare	-100 00

1400	11/09/2012	American Cancer Society - Great West Div	Health/Welfare	-100 00
1401	11/09/2012	American Cancer Society - Great West Div	Health/Welfare	-50 00
1402	11/09/2012	American Cancer Society - Great West Div	Health/Welfare	-103 00
1403	11/09/2012	American Cancer Society - Great West Div	Health/Welfare	-100 00
1404	11/09/2012	American Cancer Society - Great West Div	Health/Welfare	-25 00
1405	11/09/2012	Seattle Drug & Narcotics Center	Health/Welfare	-260 00
1408	11/12/2012	Planned Parenthood Federation of America	Health/Welfare	-100 00
1409	11/12/2012	Another Chance Equine Rescue, Inc.	civic	-500 00
1410	11/12/2012	Muscular Dystrophy Assoc - OH	Health/Welfare	-1,000 00
1411	11/12/2012	Catholic Relief Services	civic	-500 00
1412	11/12/2012	American Cancer Society - Great West Div	Health/Welfare	-100 00
1413	11/12/2012	American Cancer Society - Great West Div	Health/Welfare	-50 00
1414	11/12/2012	American Cancer Society - Great West Div	Health/Welfare	-50 00
1415	11/12/2012	American Cancer Society - Great West Div	Health/Welfare	-100 00
1416	11/12/2012	American Cancer Society - Great West Div	Health/Welfare	-20 00
1417	11/12/2012	American Cancer Society - Great West Div	Health/Welfare	-20 00
1418	11/12/2012	American Cancer Society-AZ	Health/Welfare	-25 00
1419	11/12/2012	American Cancer Society-AZ	Health/Welfare	-40 00
1420	11/12/2012	St Francis Cabrini School	education	-50 00
1421	11/12/2012	Ideastream	cultural	-50 00
1422	11/14/2012	Coalition Humane	civic	-1,000 00
1423	11/16/2012	Second Harvest Heartland	Health/Welfare	-22 00
1424	11/16/2012	Christian Appalacian Project	civic	-20 00
1426	11/20/2012	Coalition Humane	civic	-500 00
1428	11/27/2012	BAPS Swaminarayan	other	-100 00
1429	12/03/2012	Susan G Komen for the Cure Houston	Health/Welfare	-600 00
1430	12/03/2012	American Red Cross	civic	-20,000 00
1431	12/03/2012	Houston Food Bank	civic	-20,000 00
1432	12/03/2012	Homes for Our Troops	civic	-50,000 00
1433	12/10/2012	Union Gospel Mission	civic	-700 00
1434	12/17/2012	UW-Eau Claire Foundation	education	-100 00
1435	12/17/2012	Wolf Haven International	Health/Welfare	-125 00
1436	12/17/2012	Great Peninsula Conservancy	other	-125 00
1437	12/17/2012	Teachers Pet	Health/Welfare	-125 00
1438	12/17/2012	West Sound Wildlife Shelter	Health/Welfare	-125 00
1439	12/17/2012	Gig Harbor Peninsula Fish	Health/Welfare	-125 00
1440	12/17/2012	Friends of Washoe	Health/Welfare	-125 00
1441	12/17/2012	Rice University	education	-1,000 00
1442	12/17/2012	National Foundation for Cancer Research	Health/Welfare	-50 00
1443	12/17/2012	Orphans Africa	other	-125 00
1444	12/28/2012	Homes for Our Troops	civic	-50,000 00

Total -378,733 93