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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

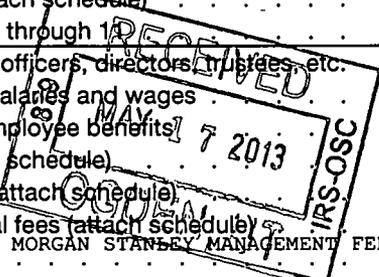
*Note.* The foundation may be able to use a copy of this return to satisfy state reporting requirements

Open to Public Inspection

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

Name of foundation <b>The B. Gill Clements Foundation</b>		<b>A Employer identification number</b> 73-1645566
Number and street (or P.O. box number if mail is not delivered to street address) 1901 N. Akard St.	Room/suite	<b>B Telephone number (see instructions)</b> 214 720 0190
City or town, state, and ZIP code Dallas, TX 75201-2305		<b>C If exemption application is pending, check here</b> <input type="checkbox"/>
<b>G Check all that apply:</b> <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		<b>D 1. Foreign organizations, check here</b> <input type="checkbox"/> <b>2. Foreign organizations meeting the 85% test, check here and attach computation</b> <input type="checkbox"/>
<b>H Check type of organization:</b> <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		<b>E If private foundation status was terminated under section 507(b)(1)(A), check here</b> <input type="checkbox"/>
<b>I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$</b> 13,266,809.93	<b>J Accounting method:</b> <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	<b>F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here</b> <input type="checkbox"/>

<b>Part I Analysis of Revenue and Expenses</b> <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)</i>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Revenue</b>	<b>1</b> Contributions, gifts, grants, etc., received (attach schedule)				
	<b>2</b> Check <input checked="" type="checkbox"/> if the foundation is <b>not</b> required to attach Sch. B				
	<b>3</b> Interest on savings and temporary cash investments	32.00	32.00		
	<b>4</b> Dividends and interest from securities	636,430.64	636,430.64		
	<b>5a</b> Gross rents	1,726.34	1,726.34		
	<b>b</b> Net rental income or (loss)	1,726.34			
	<b>6a</b> Net gain or (loss) from sale of assets not on line 10	124,784.10			
	<b>b</b> Gross sales price for all assets on line 6a	1,173,372.30			
	<b>7</b> Capital gain net income (from Part IV, line 2)		124,784.10		
	<b>8</b> Net short-term capital gain				
	<b>9</b> Income modifications				
	<b>10a</b> Gross sales less returns and allowances				
<b>b</b> Less: Cost of goods sold					
<b>c</b> Gross profit or (loss) (attach schedule)	0.00				
<b>11</b> Other income (attach schedule)	103,285.34	103,285.34			
<b>12 Total.</b> Add lines 1 through 11	866,258.42	866,258.42	0.00		
<b>Operating and Administrative Expenses</b>	<b>13</b> Compensation of officers, directors, trustees, etc.				
	<b>14</b> Other employee salaries and wages	4,709.74	4,709.74		
	<b>15</b> Pension plans, employee benefits				
	<b>16a</b> Legal fees (attach schedule)				
	<b>b</b> Accounting fees (attach schedule)	3,125.00	3,125.00		
	<b>c</b> Other professional fees (attach schedule)	48,091.61	48,091.61		
	<b>17</b> Interest				
	<b>18</b> Taxes (attach schedule) (see instructions)	103,776.21	103,776.21		
	<b>19</b> Depreciation (attach schedule) and depletion	13,007.04	13,007.04		
	<b>20</b> Occupancy	15,508.80	15,508.80		
	<b>21</b> Travel, conferences, and meetings				
	<b>22</b> Printing and publications				
	<b>23</b> Other expenses (attach schedule)	1,908.60	1,908.60		
	<b>24 Total operating and administrative expenses.</b> Add lines 13 through 23	190,127.00	190,127.00	0.00	0.00
	<b>25</b> Contributions, gifts, grants paid	112,950.00			112,950.00
<b>26 Total expenses and disbursements.</b> Add lines 24 and 25	303,077.00	190,127.00	0.00	112,950.00	
<b>27 Subtract line 26 from line 12:</b>					
<b>a Excess of revenue over expenses and disbursements</b>	563,181.42				
<b>b Net investment income</b> (if negative, enter -0-)		676,131.42			
<b>c Adjusted net income</b> (if negative, enter -0-)			0.00		



SCANNED MAY 20 2013

<b>Part II Balance Sheets</b>		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		
<b>Assets</b>	<b>1</b> Cash—non-interest-bearing . . . . .	157,093.80	121,769.50	121,769.50		
	<b>2</b> Savings and temporary cash investments . . . . .	164,395.23	905,124.37	905,124.37		
	<b>3</b> Accounts receivable ▶ Less: allowance for doubtful accounts ▶					
	<b>4</b> Pledges receivable ▶ Less: allowance for doubtful accounts ▶					
	<b>5</b> Grants receivable . . . . .					
	<b>6</b> Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .					
	<b>7</b> Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶					
	<b>8</b> Inventories for sale or use . . . . .					
	<b>9</b> Prepaid expenses and deferred charges . . . . .					
	<b>10a</b> Investments—U.S. and state government obligations (attach schedule)					
	<b>b</b> Investments—corporate stock (attach schedule) See attached	10,150,200.06	9,928,370.77	11,151,473.94		
	<b>c</b> Investments—corporate bonds (attach schedule) . . . . .					
	<b>11</b> Investments—land, buildings, and equipment: basis ▶ Less: accumulated depreciation (attach schedule) ▶					
	<b>12</b> Investments—mortgage loans . . . . .					
	<b>13</b> Investments—other (attach schedule) . . . . .		0.00	350,323.85		
	<b>14</b> DENTON ROYALTY Land, buildings, and equipment: basis ▶ 138,460.00 Less: accumulated depreciation (attach schedule) ▶ 42,341.73	110,298.74	96,118.27	96,118.27		
<b>15</b> Other assets (describe ▶ 1,284 SHS ANB CORP. @ \$500 )	18,701.00	18,701.00	642,000.00			
<b>16 Total assets</b> (to be completed by all filers—see the instructions. Also, see page 1, item I) . . . . .	10,600,688.83	11,070,083.91	13,266,809.93			
<b>Liabilities</b>	<b>17</b> Accounts payable and accrued expenses . . . . .					
	<b>18</b> Grants payable . . . . .					
	<b>19</b> Deferred revenue . . . . .					
	<b>20</b> Loans from officers, directors, trustees, and other disqualified persons					
	<b>21</b> Mortgages and other notes payable (attach schedule) . . . . .					
	<b>22</b> Other liabilities (describe ▶ )					
	<b>23 Total liabilities</b> (add lines 17 through 22) . . . . .	0.00	0.00			
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here</b> ▶ <input type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b>					
	<b>24</b> Unrestricted . . . . .					
	<b>25</b> Temporarily restricted . . . . .					
	<b>26</b> Permanently restricted . . . . .					
	<b>Foundations that do not follow SFAS 117, check here</b> ▶ <input type="checkbox"/> <b>and complete lines 27 through 31.</b>					
	<b>27</b> Capital stock, trust principal, or current funds . . . . .	10,600,688.83	11,070,083.91			
	<b>28</b> Paid-in or capital surplus, or land, bldg., and equipment fund					
	<b>29</b> Retained earnings, accumulated income, endowment, or other funds					
<b>30 Total net assets or fund balances</b> (see instructions) . . . . .	10,600,688.83	11,070,083.91				
<b>31 Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	10,600,688.83	11,070,083.91				

<b>Part III Analysis of Changes in Net Assets or Fund Balances</b>			
<b>1</b> 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) . . . . .		<b>1</b>	10,600,688.83
<b>2</b> Enter amount from Part I, line 27a . . . . .		<b>2</b>	563,181.42
<b>3</b> Other increases not included in line 2 (itemize) ▶		<b>3</b>	
<b>4</b> Add lines 1, 2, and 3 . . . . .		<b>4</b>	11,163,870.25
<b>5</b> Decreases not included in line 2 (itemize) ▶ Adj. for purchase of Dreyfus Basis treated as 0		<b>5</b>	93,786.34
<b>6</b> Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .		<b>6</b>	11,070,083.91

on Brokerage Statement

**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.)
<b>1a</b> 800 CONCHO RESOURCES	P	10/6/11	2/14/12
<b>b</b> 1300 ISHARES IBOXX HIGH YLD CORP BOND FD	P	10/6/11	3/7/12
<b>c</b> 18,800 KKR & CO	P	10/6/11	4/19/12
<b>d</b> 1,000 MESA ROYALTY TRUST	P	2/6/06	3/5/12
<b>e</b> 5,500 SIHARES IBOXX INVEST GR COR FD	P	10/6/11	8/14/12

(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)
<b>a</b> 89,732.75		61,077.68	28,655.07
<b>b</b> 116,806.40		107,668.47	9,137.93
<b>c</b> 267,954.15		199,045.00	68,909.15
<b>d</b> 42,290.13		67,750.00	(25,459.87)
<b>e</b> 656,588.87		613,047.05	43,541.82

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

<b>2</b> 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 }	<b>2</b>	124,784.10
<b>3</b> 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 . . . . . }	<b>3</b>	150,243.97

**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	426,146.00	11,843,505.05	0.0360
2010	58,250.00	1,744,459.55	0.0334
2009	41,059.34	765,964.57	0.0536
2008	52,579.77	922,585.77	0.0570
2007	29,365.97	506,993.29	0.0579

<b>2</b> Total of line 1, column (d) . . . . .	<b>2</b>	0.2379
<b>3</b> 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 . . . . .	<b>3</b>	.04758
<b>4</b> Enter the net value of noncharitable-use assets for 2012 from Part X, line 5 . . . . .	<b>4</b>	13,311,809.74
<b>5</b> Multiply line 4 by line 3 . . . . .	<b>5</b>	633,375.91
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b) . . . . .	<b>6</b>	6,761.31
<b>7</b> Add lines 5 and 6 . . . . .	<b>7</b>	640,137.22
<b>8</b> 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.	<b>8</b>	112,950.00

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

<b>1a</b>	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>b</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	<b>1</b>	13,522.62
<b>c</b>	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
<b>2</b>	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>2</b>	
<b>3</b>	Add lines 1 and 2	<b>3</b>	13,522.62
<b>4</b>	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>4</b>	
<b>5</b>	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-	<b>5</b>	13,522.62
<b>6</b>	<b>Credits/Payments:</b>		
<b>a</b>	2012 estimated tax payments and 2011 overpayment credited to 2012	<b>6a</b>	40,000.00
<b>b</b>	Exempt foreign organizations—tax withheld at source	<b>6b</b>	
<b>c</b>	Tax paid with application for extension of time to file (Form 8868)	<b>6c</b>	
<b>d</b>	Backup withholding erroneously withheld	<b>6d</b>	
<b>7</b>	Total credits and payments. Add lines 6a through 6d	<b>7</b>	40,000.00
<b>8</b>	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	<b>8</b>	
<b>9</b>	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>	<b>9</b>	0.00
<b>10</b>	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	<b>10</b>	26,477.38
<b>11</b>	Enter the amount of line 10 to be: <b>Credited to 2013 estimated tax</b> 26,477.38 <b>Refunded</b>	<b>11</b>	0.00

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1a</b>		X
<b>b</b>		X
<i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		
<b>c</b>		X
<b>d</b>		
<b>e</b>		
<b>2</b>		
<b>3</b>		X
<b>4a</b>		X
<b>b</b>		
<b>5</b>		X
<b>6</b>	X	
<b>7</b>	X	
<b>8a</b>		
TEXAS		
<b>b</b>	X	
<b>9</b>		X
<b>10</b>		X

**Part VII-A Statements Regarding Activities (continued)**

<b>11</b>	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)			X
<b>12</b>	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)			X
<b>13</b>	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶	X		
<b>14</b>	The books are in care of ▶ <u>PATRICIA L. CLEMENTS</u> Telephone no. ▶ <u>214 720 0190</u> Located at ▶ <u>1901 N. AKARD ST., DALLAS, TX</u> ZIP+4 ▶ <u>75201-2305</u>			
<b>15</b>	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here. . . . ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year . . . . ▶ <b>15</b>			
<b>16</b>	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? . . . . See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶		Yes	No X

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

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

	Yes	No
<b>1a</b> 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? ( <b>Exception.</b> 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>b</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)? . . . .	<b>1b</b>	
Organizations relying on a current notice regarding disaster assistance check here . . . . ▶ <input type="checkbox"/>		
<b>c</b> 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? . . . .	<b>1c</b>	X
<b>2</b> 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)):		
<b>a</b> At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____		
<b>b</b> Are there any years listed in 2a for which the foundation is <b>not</b> 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.) . . . .	<b>2b</b>	X
<b>c</b> If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ 20____, 20____, 20____, 20____		
<b>3a</b> 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>b</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.) . . . .	<b>3b</b>	
<b>4a</b> Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	<b>4a</b>	X
<b>b</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?	<b>4b</b>	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)?  Yes  No

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

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

**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
PATRICIA L. CLEMENTS 1901 N. AKARD ST., DALLAS, TX 75201	PRESIDENT/TRUSTEE 1 HR/WEEK	0	0	0
FRANK MARTIN WOOD 1901 N. AKARD ST., DALLAS, TX 75201	SECRETARY/TRUSTEE .1 HR/WEEK	0	0	0
MARGARET GILL CLEMENTS NAPIER 1901 N. AKARD ST., DALLAS, TX 75201	VICE PRESIDENT/TRUSTEE .1 HR/WEEK	0	0	0
WILLIAM MEMS ROHDE, JR. 1901 N. AKARD ST., DALLAS, TX 75201	TREASURER/TRUSTEE .1 HR/WEEK	0	0	0

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

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

**Part VII-B. Statements Regarding Activities for Which Form 4720 May Be Required (continued)**

- 5a** During the year did the foundation pay or incur any amount to:
- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?  Yes  No
  - (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?  Yes  No
  - (3) Provide a grant to an individual for travel, study, or other similar purposes?  Yes  No
  - (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)  Yes  No
  - (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?  Yes  No
- b** If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?  Yes  No  
 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  
 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

<b>5b</b>		
<b>6b</b>		
<b>7b</b>		

**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
JAY STEWART ROHDE 1901 N. AKARD ST., DALLAS, TX 75201	VICE PRESIDENT/TRUSTEE .1 HR/WEEK	0	0	0

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances

**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
<b>Total number of others receiving over \$50,000 for professional services</b> . . . . . ▶		NONE

**Part IX-A Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
<b>1</b> .....	NONE
<b>2</b> .....	NONE
<b>3</b> .....	NONE
<b>4</b> .....	NONE

**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
<b>1</b> .....	NONE
<b>2</b> .....	NONE
All other program-related investments See instructions. <b>3</b> .....	NONE
<b>Total.</b> Add lines 1 through 3 . . . . . ▶	0.00

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities . . . . .	<b>1a</b>	11,690,499.00
<b>b</b>	Average of monthly cash balances . . . . .	<b>1b</b>	549,195.25
<b>c</b>	Fair market value of all other assets (see instructions) . . . . .	<b>1c</b>	1,088,442.12
<b>d</b>	<b>Total</b> (add lines 1a, b, and c) . . . . .	<b>1d</b>	13,328,136.37
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) . . . . .	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets . . . . .	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d . . . . .	<b>3</b>	13,328,136.37
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions) . . . . .	<b>4</b>	16,326.63
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4 . . . . .	<b>5</b>	13,311,809.74
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5 . . . . .	<b>6</b>	665,590.49

**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.)

<b>1</b>	Minimum investment return from Part X, line 6 . . . . .	<b>1</b>	665,590.49
<b>2a</b>	Tax on investment income for 2012 from Part VI, line 5 . . . . .	<b>2a</b>	13,522.62
<b>b</b>	Income tax for 2012. (This does not include the tax from Part VI.) . . . . .	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b . . . . .	<b>2c</b>	13,522.62
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1 . . . . .	<b>3</b>	652,067.87
<b>4</b>	Recoveries of amounts treated as qualifying distributions . . . . .	<b>4</b>	
<b>5</b>	Add lines 3 and 4 . . . . .	<b>5</b>	652,067.87
<b>6</b>	Deduction from distributable amount (see instructions) . . . . .	<b>6</b>	
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1 . . . . .	<b>7</b>	652,067.87

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26 . . . . .	<b>1a</b>	112,950.00
<b>b</b>	Program-related investments—total from Part IX-B . . . . .	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes . . . . .	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required) . . . . .	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule) . . . . .	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 . . . . .	<b>4</b>	112,950.00
<b>5</b>	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) . . . . .	<b>5</b>	
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4 . . . . .	<b>6</b>	112,950.00

**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
<b>1</b> Distributable amount for 2012 from Part XI, line 7 . . . . .				652,067.87
<b>2</b> Undistributed income, if any, as of the end of 2012:				
<b>a</b> Enter amount for 2011 only . . . . .			112,885.34	
<b>b</b> Total for prior years: 20____, 20____, 20____				
<b>3</b> Excess distributions carryover, if any, to 2012:				
<b>a</b> From 2007 . . . . .				
<b>b</b> From 2008 . . . . .				
<b>c</b> From 2009 . . . . .				
<b>d</b> From 2010 . . . . .				
<b>e</b> From 2011 . . . . .				
<b>f</b> Total of lines 3a through e . . . . .	0.00			
<b>4</b> Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ <u>112,950.00</u>				
<b>a</b> Applied to 2011, but not more than line 2a . . . . .			112,885.34	
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions) . . . . .				
<b>c</b> Treated as distributions out of corpus (Election required—see instructions) . . . . .				
<b>d</b> Applied to 2012 distributable amount . . . . .				64.66
<b>e</b> Remaining amount distributed out of corpus . . . . .				
<b>5</b> Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)				
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5 . . . . .	0.00			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b . . . . .		0.00		
<b>c</b> 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 . . . . .				
<b>d</b> Subtract line 6c from line 6b. Taxable amount—see instructions . . . . .		0.00		
<b>e</b> Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount—see instructions . . . . .			0.00	
<b>f</b> Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013 . . . . .				652,003.21
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . .				
<b>8</b> Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . . . .				
<b>9</b> Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a . . . . .	0.00			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2008 . . . . .				
<b>b</b> Excess from 2009 . . . . .				
<b>c</b> Excess from 2010 . . . . .				
<b>d</b> Excess from 2011 . . . . .				
<b>e</b> Excess from 2012 . . . . .				

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

**1a** 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 . . . . . **▶** NOT APPLICABLE

**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				(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
<b>2a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .					0.00
<b>b</b> 85% of line 2a . . . . .	0.00	0.00	0.00	0.00	0.00
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .					0.00
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					0.00
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c . . . . .	0.00	0.00	0.00	0.00	0.00
<b>3</b> Complete 3a, b, or c for the alternative test relied upon:					
<b>a</b> "Assets" alternative test—enter:					
<b>(1)</b> Value of all assets . . . . .					0.00
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i) . . . . .					0.00
<b>b</b> "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . . . .					0.00
<b>c</b> "Support" alternative test—enter:					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . . .					0.00
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) . . . . .					0.00
<b>(3)</b> Largest amount of support from an exempt organization . . . . .					0.00
<b>(4)</b> Gross investment income . . . . .					0.00

**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).)

**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:

**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	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<p><b>a</b> Paid during the year</p> <p>SEE SUPPLEMENT ATTACHED</p>	NOT APPLICABLE	PUBLIC	GENERAL OPERATING	112,950.00
<p><b>Total</b> . . . . .</p>			▶ <b>3a</b>	112,950.00
<p><b>b</b> Approved for future payment</p>				
<p><b>Total</b> . . . . .</p>			▶ <b>3b</b>	0.00





The B. Gill Clements Foundation

Part I, Lines 18 and 19  
Tax Year 2012

**DEPLETION**

ROYALTIES	
MISCELLANEOUS	4,904.57
DEVON	<u>81,809.01</u>
TOTAL	86,713.58
RATE	<u>0.15</u>
DEPLETION	<b>13,007.04</b>

**TAXES**

FOREIGN TAX WITHHE	1,101.16
	<u>108.07</u>
SUBTOTAL	1,209.23
PROPERTY TAXES	4,811.83
EXCISE TAXES	<u>97,755.15</u>
TOTAL TAXES	<b>103,776.21</b>

DENTON FARM	138,460.00
LESS: ACC. DEPLETIC	<u>42,341.73</u>
NET VALUE	<b>96,118.27</b>

**PART III, LINE 5 ADJUSTMENT**

	11,070,083.91
	<u>11,163,870.25</u>
	<b>(93,786.34)</b>



# Morgan Stanley

CLIENT STATEMENT | For the Period December 1-31, 2012

Consulting Group Advisor Basic Securities Account  
435-108498-566

PAT & GILL CLEMENTS FOUNDATION  
ATTN: PAT CLEMENTS

## Holdings

### STOCKS

#### COMMON STOCKS

Consulting Group Investment Advisor Research (CG IAR) status codes (FL, AL or NL) may be shown for certain exchange-traded funds. Please refer to "CG IAR Statuses in Investment Advisory Programs" in the quarter-end statement or your first statement, if you have not yet received a statement at the quarter-end for a description of these status codes. All status codes represent the opinions of CG IAR and are not representations or guarantees of performance.

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
ALTRIA GROUP INC (MO)	10/6/11	19,400,000	\$26.760	\$519,144.00	\$609,936.00	\$90,792.00 LT	\$34,144.00	5.59
Share Price: \$31.440; Next Dividend Payable 01/10/13								
AT&T INC (T)	10/6/11	18,300,000	28.239	516,773.70	616,893.00	100,119.30 LT	32,940.00	5.33
Share Price: \$33.710; Next Dividend Payable 02/20/13								
BLACKROCK ENERGY AND RESOURCES (BGR)	10/6/11	22,600,000	23.056	521,067.86	532,229.99	11,162.13 LT	46,400.00	7.41
Share Price: \$23.550; Next Dividend Payable 03/20/13								
CENTURYLINK INC (CTL)	10/6/11	16,000,000	32.345	517,524.80	625,920.00	108,395.20 LT	46,400.00	7.41
Share Price: \$39.120; Next Dividend Payable 03/20/13								
CLEARBRIDGE ENERGY MLP FD INC (CEM)	10/6/11	26,300,000	19.511	513,147.19	605,689.00	92,541.81 LT	37,405.52	6.87
Share Price: \$39.120; Next Dividend Payable 03/20/13								
Purchases		26,300,000		513,147.19	605,689.00	92,541.81 LT		
Long Term Reinvestments		465,783		9,599.50	10,726.98	1,127.48 LT		
Total		26,765,783		522,746.69	616,415.98	93,669.29 LT	39,613.36	6.42
Share Price: \$23.030; Next Dividend Payable 02/20/13								
CLEARBRIDGE ENERGY MLP OPP FD (EMO)	10/6/11	31,200,000	16.670	520,091.52	647,087.99	126,996.47 LT	42,553.31	6.46
Share Price: \$20.740; Next Dividend Payable 02/20/13								
Purchases		31,200,000		520,091.52	647,087.99	126,996.47 LT		
Long Term Reinvestments		556,201		10,296.00	11,535.60	1,239.60 LT		
Total		31,756,201		530,387.52	658,623.60	128,236.07 LT	42,553.31	6.46
Share Price: \$20.740; Next Dividend Payable 02/20/13								
CONCHO RES INC (CXO)	10/6/11	6,000,000	76.347	458,082.60	483,360.00	25,277.40 LT		
Share Price: \$80.560								

CONTINUED

000029 MSADS361 002245

CONSOLIDATED SUMMARY

PERSONAL ACCOUNTS

RETIREMENT ACCOUNTS

EDUCATION ACCOUNTS

TRUST ACCOUNTS

BUSINESS ACCOUNTS

CLIENT STATEMENT | For the Period December 1-31, 2012

Consulting Group Advisor Basic Securities Account  
 435-108498-566  
 PAT & GILL CLEMENTS FOUNDATION  
 ATTN: PAT CLEMENTS

## Holdings

### STOCKS

#### COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
<b>CROSS TIMBERS ROY TR UNIT (CRT)</b> <i>Share Price: \$26.920; Next Dividend Payable 01/15/13</i>	2/6/06	1,500,000	47.140	70,710.00	40,380.00	(30,330.00) LT	3,924.00	9.71
<b>CUSHING MLP TOTAL RETURN FUND (SRV)</b>	10/6/11	55,000,000	8.927	490,979.50	394,350.00	(96,629.50) LT		
Purchases		55,000,000		490,979.50	394,350.00	(96,629.50) LT		
Long Term Reinvestments		1,480,264		12,375.00	10,613.49	(1,761.51) LT		
<b>Total</b>		56,480,264		503,354.50	404,963.49	(98,391.01) LT	50,832.24	12.55
<i>Share Price: \$7.170; Next Dividend Payable 03/2013</i>								
<b>ENERPLUS CORP COM (ERF)</b>	1/13/06	1,007,000	48.314	48,651.82	13,050.72	(35,601.10) LT	1,100.65	8.43
<i>Share Price: \$12.960; Next Dividend Payable 01/2013</i>								
<b>FIRST TRUST ENERGY INFRASTRU (FIF)</b>	10/6/11	26,000,000	20.025	520,639.60	549,900.00	29,260.40 LT		
Purchases		26,000,000		520,639.60	549,900.00	29,260.40 LT		
Long Term Reinvestments		140,690		2,821.00	2,975.59	154.59 LT		
<b>Total</b>		26,140,690		523,460.60	552,875.59	29,414.99 LT	34,035.18	6.15
<i>Share Price: \$21.150; Next Dividend Payable 01/15/13</i>								
<b>HALCON RESOURCES CORP (HK)</b>	1/18/12	3,333,500	11.847	39,491.00	23,067.82	(16,423.18) ST		
1/24/12		3,333,500	10.499	35,000.00	23,067.82	(11,932.18) ST		
2/14/12		13,333,000	12.263	163,505.25	92,264.36	(71,240.89) ST		
3/5/12		10,000,000	10.660	106,598.00	69,200.00	(37,398.00) ST		
3/7/12		15,000,000	10.000	149,998.50	103,800.00	(46,198.50) ST		
4/19/12		25,000,000	9.197	229,930.00	173,000.00	(56,930.00) ST		
<b>Total</b>		70,000,000		724,522.75	484,400.00	(240,122.75) ST		
<i>Share Price: \$6.920</i>								
<b>ISHARES IBOX \$ HY CORP BND (HYG)</b>	10/6/11	10,000,000	82.822	828,219.00	933,500.00	105,281.00 LT	61,600.00	6.59
<i>Share Price: \$93.350; CG IAR Status: AL; Next Dividend Payable 01/02/13</i>								
<b>KAYNE ANDERSON ENERGY DEV CO (KED)</b>	10/6/11	25,700,000	20.242	520,214.26	628,108.00	107,893.74 LT		
Purchases		25,700,000		520,214.26	628,108.00	107,893.74 LT		
Long Term Reinvestments		493,482		9,766.00	12,060.70	2,294.70 LT		
<b>Total</b>		26,193,482		529,980.26	640,168.70	110,188.44 LT	45,052.79	7.03
<i>Share Price: \$24.440; Next Dividend Payable 01/2013</i>								

CONTINUED



# Morgan Stanley

CLIENT STATEMENT | For the Period December 1-31, 2012

Consulting Group Advisor Basic Securities Account  
435-108498-566

PAT & GILL CLEMENTS FOUNDATION  
ATTN: PAT CLEMENTS

## Holdings

### STOCKS

#### COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
<b>KAYNE ANDERSON MLP INVT CO (KYN)</b> Share Price: \$29.470; Next Dividend Payable 01/11/13	10/6/11	19,400.000	26.853	520,955.96	571,718.00	50,762.04 LT	42,680.00	7.46
<b>KKR &amp; CO LP (KKR)</b> Share Price: \$15.230; Next Dividend Payable 02/2013	10/6/11	30,000.000	10.588	317,625.00	456,900.00	139,275.00 LT	28,800.00	6.30
<b>NUVEEN MLP ENERGY FUND (JMF)</b> Purchases	10/6/11	21,950.000	15.274	335,264.30	388,514.99	53,250.69 LT		
		21,950.000		335,264.30	388,514.99	53,250.69 LT		
		411.087		6,936.20	7,276.23	340.03 LT		
Long Term Reinvestments		22,361.087		342,200.50	395,791.23	53,590.72 LT	28,264.41	7.14
<b>OASIS PETROLEUM INC (OAS)</b> Share Price: \$17.700; Next Dividend Payable 02/2013	10/6/11	23,000.000	22.726	522,688.80	731,400.00	208,711.20 LT		
Share Price: \$31.800								
<b>TORTOISE MLP FUND INC (NTG)</b> Share Price: \$24.510; Next Dividend Payable 02/2013	10/6/11	22,700.000	22.617	513,399.09	556,377.00	42,977.91 LT	37,682.00	6.77
<b>TORTOISE PWR &amp; ENERGY INFRASTR (TPZ)</b> Purchases	10/6/11	16,400.000	22.190	363,920.13	412,951.99	49,031.86 LT		
		16,400.000		363,920.13	412,951.99	49,031.86 LT		
		168.944		4,109.54	4,254.00	144.46 LT		
Long Term Reinvestments		16,568.944		368,029.67	417,206.00	49,176.32 LT	24,853.42	5.95
<b>VANGUARD EUROPEAN MSCI ETF (VGK)</b> Share Price: \$25.180; Next Dividend Payable 01/2013	10/6/11	12,300.000	41.980	516,347.85	600,732.00	84,384.15 LT	18,068.70	3.00
Share Price: \$48.840; CG IAR Status: AL; Next Dividend Payable 03/2013								
<b>STOCKS</b>		90.9%		\$9,928,370.77	\$10,954,376.73	\$1,267,091.05 LT \$(241,085.13) ST	\$609,949.58 \$0.00	5.57%

### MUTUAL FUNDS

#### OTHER MUTUAL FUNDS

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
<b>DREYFUS MNY MKT INST GOV SEC (DMMXX)</b> Share Price: \$1.000; Enrolled In MS Dividend Reinvestment; Capital Gains Reinvest		197,097.210	\$0.000	\$0.00	\$197,097.21			

CONSOLIDATED SUMMARY

PERSONAL ACCOUNTS

RETIREMENT ACCOUNTS

EDUCATION ACCOUNTS

TRUST ACCOUNTS

BUSINESS ACCOUNTS

**CLIENT STATEMENT** | For the Period December 1-31, 2012

**Holdings** Consulting Group Advisor Basic Securities Account PAT & GILL CLEMENTS FOUNDATION  
 435-108498-566 ATTN: PAT CLEMENTS

MUTUAL FUNDS	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income Accrued Interest	Yield %
	1.6%	\$0.00	\$197,097.21		\$0.00	

Transactions in mutual fund positions held directly at the Fund Company are not included in the total above and are not reflected on the Summary Page. For more information about the pricing of Money Market Funds, please see the Expanded Disclosures.

TOTAL MARKET VALUE	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income Accrued Interest	Yield %
	100.0%	\$9,928,370.77	\$12,056,598.31	\$1,267,091.05 LT \$(241,085.13) ST	\$610,038.70	5.06%

**TOTAL VALUE (includes accrued interest)**

\$12,056,598.31

Unrealized Gain/(Loss) totals only reflect positions that have cost basis and/or market value information available. Cash, MMF, Deposits and positions stating 'Please Provide' are not included.

The B. Gill Clements Foundation

Part X, Line 1a and 1b  
Tax Year 2012

**SSB 609-10833-18 460/MORGAN STANLEY 435-108498-566**  
**AVERAGE FAIR MARKET VALUE OF SECURITIES**

	BEGIN	END	AVERAGE
JANUARY	11,269,961	11,881,720	11,575,841
FEBRUARY	11,881,720	12,180,464	12,031,092
MARCH	12,180,464	12,142,785	12,161,624
APRIL	12,142,785	12,258,254	12,200,519
MAY	12,258,254	11,421,132	11,839,693
JUNE	11,421,132	11,730,455	11,721,943
JULY	11,730,455	12,022,754	11,642,252
AUGUST	12,022,754	11,554,050	11,837,576
SEPTEMBER	11,554,050	11,652,397	11,448,999
OCTOBER	11,652,397	11,343,948	11,410,376
NOVEMBER	11,343,948	11,168,356	11,256,152
DECEMBER	11,168,356	11,151,474	11,159,915
			<u>140,285,983</u>
			<u><b>11,690,499</b></u>

AVERAGE FAIR MARKET VALUE OF SECURITIES

**SSB 609-10833-18 460/MORGAN STANLEY 435-108498-566**  
**AVERAGE FAIR MARKET VALUE OF CASH**

	BEGIN	END	AVERAGE
JANUARY	164,395	113,334	138,865
FEBRUARY	113,334	98,494	105,914
MARCH	98,494	73,310	85,902
APRIL	73,310	141,804	107,557
MAY	141,804	47,380	94,592
JUNE	47,380	103,352	64,760
JULY	103,352	82,140	447,057
AUGUST	82,140	790,763	469,797
SEPTEMBER	790,763	857,454	837,574
OCTOBER	857,454	884,386	855,774
NOVEMBER	884,386	854,094	869,240
DECEMBER	854,094	905,124	879,609
			<u>4,956,640</u>
			<u><b>413,053</b></u>

AVERAGE FAIR MARKET VALUE OF CASH

**BANK OF AMERICA 0047 9754 6640**  
**AVERAGE FAIR MARKET VALUE OF CASH**

	BEGIN	END	AVERAGE
JANUARY	157,094	155670.62	156,382
FEBRUARY	155,671	174576.18	165,123
MARCH	174,576	181025.5	177,801
APRIL	181,026	194340.49	187,683
MAY	194,340	102849.12	148,595
JUNE	102,849	91081.31	99,614
JULY	91,081	96,379	94,384
AUGUST	96,379	97,687	91,579
SEPTEMBER	97,687	86,779	91,999
OCTOBER	86,779	86,312	134,427
NOVEMBER	86,312	182,075	134,193
DECEMBER	182,075	121,770	151,922
			<u>1,633,703</u>
			<u><b>136,142</b></u>

AVERAGE FAIR MARKET VALUE OF CASH

**549,195.25**

The B. Gill Clements Foundation

Part X, Line 1a and 1b  
Tax Year 2012

**OTHER ASSETS**

DENTON ROYALTY	350,323.85
DENTON FARM	96,118.27
ANB CORP COMMON	<u>642,000.00</u>
TOTAL	<u><b>1,088,442.12</b></u>
Part X, Line 4	<b>16,326.63</b>

**B. GILL CLEMENTS FOUNDATION**  
**Pat and Gill Clements Foundation**  
**2012 Contributions**

1.	Alzheimer's Association 4144 North Central Expressway, Ste 750 Dallas, Texas 75204	1,000.00
2.	American Quarter Horse Association P.O. Box 200 Amarillo, TX 79168	5,000.00
3.	Audubon Society 225 Varick Street, 7 <sup>th</sup> Floor New York, NY 10014	150.00
4.	Children's Medical Center 1935 Medical District Drive Dallas, Texas 75235	85,000.00
5.	Conservation Resource Alliance 10850 Traverse Highway, Suite 1111 Traverse City, MI 49684	15,000.00
6.	Elf Louise Christmas Project P.O. Box 39295 San Antonio, TX 78218	500.00
7.	Family Centers Inc. 40 Arch Street P.O. Box 7550 Greenwich, CT 06836-7550	10,000.00
8.	Habitat for Humanity – Kansas City 1423 E. Linwood Blvd Kansas City, MO 64109-1914	9,000.00
9.	Little Traverse Conservancy 3264 Powell Road Harbor Springs, MI 49740-9469	1,000.00
10.	McLaren Northern Michigan 360 Connable Avenue Petoskey, MI 49770	2,000.00
11.	National Snaffle Bit Association 1391 St. Paul Avenue Gurnee, IL 60031	10,000.00
12.	Our Friends Place 2501 Oak Lawn Avenue, Ste 500 Dallas, Texas 75219-4046	8,000.00

13.	Salesmanship Club of Dallas 9705 Harry Hines Blvd Dallas, Texas 75220	16,000.00
14.	Texas Horse Park 1848 Lemmon Avenue, Ste 100-416 Dallas, Texas 75219	-50,000.00
15.	Tip of the Mitt Watershed Council 426 Bay Street Petoskey, MI 49770-2428	300.00

**Total 2012 Contributions: \$112,950.00**