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

OMB No 1545-0052

2012

Department of the Treasury
Internal Revenue Service

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

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

Scurlock Foundation
3355 West Alabama #630
Houston, TX 77098A Employer identification number
74-1488953B Telephone number (see the instructions)
713-236-1500C If exemption application is pending, check here ☐D 1 Foreign organizations, check here ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐G Check all that apply. ☐ Initial return ☐ Initial return of a former public charity
☐ Final return ☐ Amended return
☐ Address change ☐ Name changeH Check type of organization: ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationI Fair market value of all assets at end of year (from Part II, column (c), line 16)
\$ 34,112,155.J Accounting method: ☐ Cash ☒ Accrual
☐ Other (specify) (Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and

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

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

REVENUE

1 Contributions, gifts, grants, etc. received (att sch)

2 CK ☒ If the foundn is not req to att Sch B

3 Interest on savings and temporary cash investments

4 Dividends and interest from securities

5a Gross rents

b Net rental income or (loss)

6a Net gain/(loss) from sale of assets not on line 10

b Gross sales price for all assets on line 6a

7 Capital gain net income (from Part IV, line 2)

8 Net short-term capital gain

9 Income modifications

10a Gross sales less returns and allowances

b Less Cost of goods sold

c Gross profit/(loss) (att sch)

11 Other income (attach schedule)

See Statement 1

12 Total. Add lines 1 through 11

13 Compensation of officers, directors, trustees, etc.

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees (attach schedule) See St. 2

b Accounting fees (attach sch). See St 3

c Other prof fees (attach sch) See St 4

17 Interest

18 Taxes (attach schedule)(see instrs.) See Stm 5

19 Depreciation (attach sch) and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses (attach schedule)

See Statement 6

24 Total operating and administrative expenses. Add lines 13 through 23

25 Contributions, gifts, grants paid Part. XV

26 Total expenses and disbursements. Add lines 24 and 25

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

b Net investment income (if negative, enter -0-)

c Adjusted net income (if negative, enter -0-)

ADMINISTRATIVE EXPENSES

SCANNED NOV 22 2013

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value			
ASSETS	1	Cash — non-interest-bearing					
	2	Savings and temporary cash investments	617,404.	1,526,056.	1,526,056.		
	3	Accounts receivable	2,119.				
		Less: allowance for doubtful accounts		2,119.	2,119.		
	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 sch)	1,795,506.				
		Less: allowance for doubtful accounts	1,967,000.	1,795,506.	1,795,506.		
	8	Inventories for sale or use					
	9	Prepaid expenses and deferred charges	26,566.	23,332.	23,332.		
	10a	Investments — U.S. and state government obligations (attach schedule)					
	b	Investments — corporate stock (attach schedule) Statement 8	10,356,301.	12,193,120.	12,193,120.		
	c	Investments — corporate bonds (attach schedule) Statement 9	4,383,571.	2,886,909.	2,886,909.		
	LIABILITIES	11	Investments — land, buildings, and equipment: basis	1,251,524.			
		Less: accumulated depreciation (attach schedule) See Stmt 10	899,460.	452,004.	352,064.	2,805,552.	
12		Investments — mortgage loans					
13		Investments — other (attach schedule) Statement 11	12,002,938.	12,879,561.	12,879,561.		
14		Land, buildings, and equipment: basis	11,401.				
		Less: accumulated depreciation (attach schedule) See Stmt 12	11,401.				
15		Other assets (describe)					
16		Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I)	29,805,784.	31,658,667.	34,112,155.		
17		Accounts payable and accrued expenses	20,488.	4,890.			
18		Grants payable	1,818,666.	944,333.			
FUND BALANCES	19	Deferred revenue					
	20	Loans from officers, directors, trustees, & other disqualified persons					
	21	Mortgages and other notes payable (attach schedule)					
	22	Other liabilities (describe)					
	23	Total liabilities (add lines 17 through 22)	1,839,154.	949,223.			
		Foundations that follow SFAS 117, check here 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.					
27	Capital stock, trust principal, or current funds	34,548,881.	34,548,881.				
28	Paid-in or capital surplus, or land, building, and equipment fund						
29	Retained earnings, accumulated income, endowment, or other funds	-6,582,251.	-3,839,437.				
30	Total net assets or fund balances (see instructions)	27,966,630.	30,709,444.				
31	Total liabilities and net assets/fund balances (see instructions)	29,805,784.	31,658,667.				

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	27,966,630.
2	Enter amount from Part I, line 27a	2	803,847.
3	Other increases not included in line 2 (itemize) See Statement 13	3	1,938,967.
4	Add lines 1, 2, and 3	4	30,709,444.
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	30,709,444.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company)

(b) How acquired
P — Purchase
D — Donation(c) Date acquired
(month, day, year)(d) Date sold
(month, day, year)

1a Publicly - traded securities	P	Various	Various
b Passthrough K-1 Capital Gain	P	Various	Various
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 7,458,538.		6,398,323.	1,060,215.
b 88,587.			88,587.
c			
d			
e			

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

(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a			1,060,215.
b			88,587.
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	1,148,802.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6).	[If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8]	3	0.

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If 'Yes,' the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2011	3,618,726.	31,059,107.	0.116511
2010	2,845,719.	30,580,538.	0.093057
2009	2,970,462.	30,799,661.	0.096445
2008	4,038,592.	38,284,477.	0.105489
2007	2,957,946.	51,668,045.	0.057249

2 Total of line 1, column (d)	2	0.468751
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	0.093750
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	31,347,675.
5 Multiply line 4 by line 3	5	2,938,845.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	19,940.
7 Add lines 5 and 6	7	2,958,785.
8 Enter qualifying distributions from Part XII, line 4	8	2,067,943.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1. Date of ruling or determination letter. _____ (attach copy of letter if necessary – see instrs)			
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	39,879.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	39,879.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	39,879.
6 Credits/Payments:			
a 2012 estimated tax pmts and 2011 overpayment credited to 2012.	6a	53,513.	
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	53,513.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" 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	0.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	13,634.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax 13,634. Refunded	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <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>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation \$ 0. (2) On foundation managers \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities.</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If 'Yes,' attach a conformed copy of the changes.</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If 'Yes,' has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T.</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) TX		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If 'No,' attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV.</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		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? Website address <u>www.scurlockfoundation.org</u>	13	X	
14	The books are in care of <u>Jack S. Blanton, Jr.</u> Telephone no. <u>713-236-1500</u> Located at <u>3355 West Alabama, Suite 630 Houston TX</u> ZIP + 4 <u>77098</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <u>N/A</u> and enter the amount of tax-exempt interest received or accrued during the year <u>15</u> <u>N/A</u>			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If 'Yes,' enter the name of the foreign country <u></u>	16		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
1 a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? <input type="checkbox"/> 1 b		X
Organizations relying on a current notice regarding disaster assistance check here <u></u>		
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? 1 c		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>		
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.) 2 b		N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>		
3 a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If 'Yes,' did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.) 3 b		N/A
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4 a		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? 4 b		X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5 a** 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)?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). See Statement 14

6 a 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.

7 a 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
See Statement 15		74,433.	0.	7,253.

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

0

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		0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 Loans made to Lon Morris College, a junior college located in Texas, to assist the college with covering its operating expenses in order to	53,506.
2 allow it to continue providing education to students.	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3	53,506.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1 a	16,220,358.
b	Average of monthly cash balances	1 b	1,020,960.
c	Fair market value of all other assets (see instructions)	1 c	14,583,733.
d	Total (add lines 1a, b, and c)	1 d	31,825,051.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	31,825,051.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	477,376.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	31,347,675.
6	Minimum investment return. Enter 5% of line 5	6	1,567,384.

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	1,567,384.
2 a	Tax on investment income for 2012 from Part VI, line 5	2 a	39,879.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2 b	
c	Add lines 2a and 2b	2 c	39,879.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,527,505.
4	Recoveries of amounts treated as qualifying distributions	4	225,000.
5	Add lines 3 and 4	5	1,752,505.
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	1,752,505.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. — total from Part I, column (d), line 26	1 a	2,014,437.
b	Program-related investments — total from Part IX-B	1 b	53,506.
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)	3 a	
b	Cash distribution test (attach the required schedule)	3 b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	2,067,943.
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	2,067,943.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				1,752,505.
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			0.	
b Total for prior years: 20__, 20__, 20__		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	493,934.			
b From 2008	2,143,452.			
c From 2009	1,441,891.			
d From 2010	1,325,574.			
e From 2011	2,102,843.			
f Total of lines 3a through e	7,507,694.			
4 Qualifying distributions for 2012 from Part XII, line 4: \$ 2,067,943.				
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required — see instructions)		0.		
c Treated as distributions out of corpus (Election required — see instructions)	0.			
d Applied to 2012 distributable amount				1,752,505.
e Remaining amount distributed out of corpus	315,438.			
5 Excess distributions carryover applied to 2012. (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	7,823,132.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount — see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount — see instructions			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	493,934.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	7,329,198.			
10 Analysis of line 9:				
a Excess from 2008	2,143,452.			
b Excess from 2009	1,441,891.			
c Excess from 2010	1,325,574.			
d Excess from 2011	2,102,843.			
e Excess from 2012	315,438.			

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)

- b 85%** of line 2a

- d**
- Amounts included in line 2c not used directly
-
- for active conduct of exempt activities

- 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.

None

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc, Programs:

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

- a** The name, address, and telephone number or e-mail of the person to whom applications should be addressed:

See Statement 16

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

See Statement for Line 2a

- c Any submission deadlines:

See Statement for Line 2a

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

See Statement for Line 2a

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
Arts (See attached pgs 1-2)	N/A		See attachment	346,750.
Civic (See attached pg 2-4)	N/A		See attachment	176,100.
Education (See attach. pg 5-6)	N/A		See attachment	326,200.
Health (See attached pg 6-9)	N/A		See attachment	806,500.
Religion (See attach pg 9-10)	N/A		See attachment	216,833.
Less grant to PF not treated as a qualifying distribution				-2,000.
Total			3 a	1,870,383.
b Approved for future payment				
See attachment	N/A		See attachment	58,000.
Total			3 b	58,000.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1	Program service revenue					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities			14	263,359.	
5	Net rental income or (loss) from real estate:					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory			18	1,148,802.	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue:					
a	Oil & Gas Royalties			15	939,379.	
b	Passsthrough K-1 Income	525990	-5,308.	14	3,467.	
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)		-5,308.		2,355,007.	
13	Total. Add line 12, columns (b), (d), and (e)					13 2,349,699.

(See worksheet in line 13 instructions to verify calculations.)

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

[illegible]

Scurlock Foundation

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Statement 1
Form 990-PF, Part I, Line 11
Other Income

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
Oil & Gas Royalties	\$ 939,379.	\$ 939,379.	
Passthrough K-1 Income	-1,841.	3,467.	
Total	\$ 937,538.	\$ 942,846.	0.

Statement 2
Form 990-PF, Part I, Line 16a
Legal Fees

	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Legal fees relating to PRIs	\$ 45,867.			\$ 45,867.
Total	\$ 45,867.	\$ 0.		\$ 45,867.

Statement 3
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Tax preparation and compliance...	\$ 5,500.	\$ 2,250.		\$ 2,750.
Total	\$ 5,500.	\$ 2,250.		\$ 2,750.

Statement 4
Form 990-PF, Part I, Line 16c
Other Professional Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Investment management fees	\$ 50,617.	\$ 50,617.		
Other services	10,697.	5,349.		\$ 5,348.
Property tax consultant	1,824.	1,824.		
Strategic planning consultant	12,500.	6,250.		6,250.
Total	\$ 75,638.	\$ 64,040.		\$ 11,598.

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Statement 5
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Excise tax	\$ 41,956.			
Foreign tax	154.	\$ 154.		
Property tax	8,714.	8,714.		
Severance tax	52,928.	52,928.		
State tax	127.	127.		
Total	<u>\$ 103,879.</u>	<u>\$ 61,923.</u>		<u>\$ 0.</u>

Statement 6
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
K-1 expenses	\$ 25,874.	\$ 25,638.		
Office expenses	8,969.	4,484.		\$ 4,485.
Oil & Gas expenses	23,972.	23,972.		
Other fees	544.			544.
Total	<u>\$ 59,359.</u>	<u>\$ 54,094.</u>		<u>\$ 5,029.</u>

Statement 7
Form 990-PF, Part II, Line 7
Other Notes and Loans Receivable

Other Notes and Loans	Book Value	Fair Market Value	Doubtful Accounts Allowance
Lon Morris College	\$ 1,795,506.	\$ 1,795,506.	\$ 0.
Total	\$ 1,795,506.	\$ 1,795,506.	
Allowance for Doubtful Accounts			\$ 0.
Net Other Notes/Loans Rec. - Book Value			<u>\$ 1,795,506.</u>

Statement 8
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

Corporate Stocks	Valuation Method	Book Value	Fair Market Value
Corporate Stock - See attachment	Mkt Val	\$ 12,193,120.	\$ 12,193,120.
	Total	<u>\$ 12,193,120.</u>	<u>\$ 12,193,120.</u>

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Statement 9
Form 990-PF, Part II, Line 10c
Investments - Corporate Bonds

<u>Corporate Bonds</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
Corporate Bonds - See attachment	Mkt Val	\$ 2,886,909.	\$ 2,886,909.
	Total	<u>\$ 2,886,909.</u>	<u>\$ 2,886,909.</u>

Statement 10
Form 990-PF, Part II, Line 11
Investments - Land, Buildings, and Equipment

<u>Category</u>	<u>Basis</u>	<u>Accum. Deprec.</u>	<u>Book Value</u>	<u>Fair Market Value</u>
Land	\$ 52,245.		\$ 52,245.	\$ 170,769.
Oil & Gas Interests	1,199,279.	\$ 899,460.	299,819.	2,634,783.
Total	<u>\$ 1,251,524.</u>	<u>\$ 899,460.</u>	<u>\$ 352,064.</u>	<u>\$ 2,805,552.</u>

Statement 11
Form 990-PF, Part II, Line 13
Investments - Other

<u>Other Investments</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
Apollo Ltd	Mkt Val	\$ 858,125.	\$ 858,125.
CPI Biotechnology II Private Investors	Mkt Val	90,975.	90,975.
JPM US Real Estate Income	Mkt Val	247,835.	247,835.
KKR European Fund II	Mkt Val	381,426.	381,426.
KKR 2006 Fund Private Investors	Mkt Val	414,209.	414,209.
Carlyle Asia Partners	Mkt Val	145,493.	145,493.
AP Alternative Assets LP	Mkt Val	185,750.	185,750.
Opportunity Fund SPC Offshore	Mkt Val	5,671.	5,671.
PSAM Worldarb Fund Ltd	Mkt Val	652,745.	652,745.
GS Distressed Opportunities	Mkt Val	194,542.	194,542.
GS Vintage Fund	Mkt Val	219,607.	219,607.
Lowe Real Estate Income & Growth	Mkt Val	223,021.	223,021.
Commonfund Realty Investors	Mkt Val	137,549.	137,549.
DFJ Mercury Venture Partners	Mkt Val	634,806.	634,806.
Merritt Capital Partners LP	Mkt Val	645,173.	645,173.
Taconic Offshore Fund	Mkt Val	1,836,184.	1,836,184.
CCMP Capital Investors II	Mkt Val	466,647.	466,647.
Midocean III Private Investors Offshore	Mkt Val	405,877.	405,877.
Highbridge Capital Corp.	Mkt Val	580,329.	580,329.
Enterprise Products Partners	Mkt Val	400,640.	400,640.
Plains All American Pipeline	Mkt Val	361,920.	361,920.
DFJ Mercury Venture Partners II	Mkt Val	415,477.	415,477.
Highbridge Mezzanine Partners	Mkt Val	409,929.	409,929.
Galleon Offshore Diversified Fund	Mkt Val	579.	579.
JPMorgan Global Access Offshore	Mkt Val	286,385.	286,385.
Och-Ziff Ozof II Private Investors	Mkt Val	658,653.	658,653.
Winton Futures Fund, Ltd. Class B	Mkt Val	599,530.	599,530.
Boardwalk Pipeline Ptnrs, LP	Mkt Val	24,900.	24,900.

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Statement 11 (continued)
Form 990-PF, Part II, Line 13
Investments - Other

	Valuation Method	Book Value	Fair Market Value
<u>Other Investments</u>			
JPM Blackrock Opportunistic	Mkt Val	\$ 752,508.	\$ 752,508.
Barc Bren Comm. Bskt 12/19/13	Mkt Val	231,440.	231,440.
AESSF II Private Investors	Mkt Val	260,287.	260,287.
Blackstone Real Estate VII	Mkt Val	151,349.	151,349.
Total		<u>\$ 12,879,561.</u>	<u>\$ 12,879,561.</u>

Statement 12
Form 990-PF, Part II, Line 14
Land, Buildings, and Equipment

Category	Basis	Accum. Deprec.	Book Value	Fair Market Value
Furniture and Fixtures	\$ 11,401.	\$ 11,401.	\$ 0.	\$ 0.
Total	<u>\$ 11,401.</u>	<u>\$ 11,401.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

Statement 13
Form 990-PF, Part III, Line 3
Other Increases

Unrealized appreciation in value of investments	\$ 1,938,967.
Total	<u>\$ 1,938,967.</u>

Statement 14
Form 990-PF, Part VII-B, Line 5c
Expenditure Responsibility

Grantee Name:	Stoney Creek Foundation
Address:	510 Bering Dr, Ste 100
Address:	Houston, TX 77057
Grant Date:	11/16/2012
Grant Amount:	\$ 4000
Grant Purpose:	Capital Project
Amt. Expended by Grantee:	\$ 0
Any Diversion by Grantee:	No
Dates of Reports by Grantee:	No reports received yet
Date of Verification:	
Results of Verification:	No reports received so no verification performed.

Grantee Name:	Harmon Family Foundation
Address:	1806B Nantucket
Address:	Houston, TX 77057
Grant Date:	2/08/2012
Grant Amount:	\$ 2000
Grant Purpose:	Charitable event
Amt. Expended by Grantee:	\$ 0

Scurlock Foundation

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Statement 14 (continued)
Form 990-PF, Part VII-B, Line 5c
Expenditure Responsibility

Any Diversion by Grantee: No
 Dates of Reports by Grantee: No reports received yet
 Date of Verification:
 Results of Verification: No reports received so no verification performed.

Statement 15
Form 990-PF, Part VIII, Line 1
List of Officers, Directors, Trustees, and Key Employees

<u>Name and Address</u>	<u>Title and Average Hours Per Week Devoted</u>	<u>Compen- sation</u>	<u>Contri- bution to EBP & DC</u>	<u>Expense Account/ Other</u>
Jack Blanton, Jr 3355 West Alabama, Ste 630 Houston, TX 77098	Pres/Asst. Sec. 2.00	\$ 0.	\$ 0.	\$ 0.
Elizabeth Wareing 3355 West Alabama, Ste 630 Houston, TX 77098	VP/Secretary 2.00	0.	0.	0.
Eddy Blanton 3355 West Alabama, Ste 630 Houston, TX 77098	VP/Asst. Sec. 2.00	0.	0.	0.
Kathy Munger 3355 West Alabama, Ste 630 Houston, TX 77098	Asst. Secretary 33.00	47,833.	0.	5,181.
Licia Cosgrove 3355 West Alabama, Ste 630 Houston, TX 77098	Treas/Asst. Sec 8.00	26,600.	0.	2,072.
Total		\$ 74,433.	\$ 0.	\$ 7,253.

Statement 16
Form 990-PF, Part XV, Line 2a-d
Application Submission Information

Name: Kathy Munger
 Care Of: Scurlock Foundation
 Street Address: 3355 W. Alabama, Ste 630
 City, State, Zip Code: Houston, TX 77098
 Telephone: 713-236-0550
 E-Mail Address:
 Form and Content: See www.scurlockfoundation.org for grant application requirements.
 Submission Deadlines: See www.scurlockfoundation.org
 Restrictions on Awards: See www.scurlockfoundation.org

Part II, Line 10b - Investments - Corporate Stock

<u># of shares</u>	<u>Description</u>	<u>Book/FMV</u>
1,000	Allianz SE	\$ 13,817
5,132	Banco Santander SA ADR	41,925
2,500	Conoco Phillips	144,975
13,298	Dodge & Cox International Stock	460,638
3,000	General Electric	62,970
200	Hess Corporation	10,592
137	Hugoton Royalty Trust	1,001
2,000	Key Energy Services Inc	13,900
837	Kinder Morgan Inc	29,571
50,000	Lexicon Pharmaceuticals Inc	110,500
1,500	Occidental Petroleum Corp	114,915
1,250	Phillips 66 Com	66,375
1,800	Plains Exploration and Production Co	84,492
8,000	Sandridge Energy Co	50,800
700	Siemens A G Sponsored ADR	76,629
1,500	Swift Energy Co	23,085
2,000	Tetra Technologies Inc	15,180
175,000	BNP Bren EAFE 07/10/13	199,141
200,000	CS Bren Asia Basket 11/27/13	204,841
200,000	DB Market Plus SX5E 03/19/14	203,482
275,000	GS Bren Spx 05/08/13	290,221
325,000	HSBC Market Plus SPX 02/19/13	389,480
8,820	Ishares Core S&P Midcap ETF	896,994
16,398	Ishares MSCI EAFE Index Fund	932,390
200,000	JPM Bren Eafe 05/07/13	217,440
275,000	JPM Cont Buff Eq Spx 06/05/13	298,183
23,399	JPM EM Mkts Equity Fund	559,231
14,854	JPM Small Cap Equity Fund	569,783
165,398	JPM Tr I Growth Advantage Fund	1,658,941
16,892	JPM Tr I Midcap Core	301,689
36,692	JPM US Lrge Cap Core Plus Fund	811,620
13,966	Matthews Pacific Tiger Instl Fund	340,922
8,635	SPDR S&P 500 ETF Trust	1,229,710
38,820	T Rowe Price International Funds Inc	652,562
4,446	Vanguard MSCI Emerging Markets ETF	197,980
2,000	Wells Fargo & Co	68,360
1,280	Kinder Morgan Inc (Warrants exp 5/25/17)	4,838
200,000	Barc Gold CBEN 09/25/13	200,180
9,120	Highbridge Dynamic Comm Strg Fund	127,405
200,000	SG Brent CBEN 11/01/13	201,760

Part II, Line 10b - Investments - Corporate Stock

<u># of shares</u>	<u>Description</u>	<u>Book/FMV</u>
200,000	Barc 95% PPN FX Basket 1/14/13	190,700
125,000	JPMorgan Chase FRN CPI 4/18/13	123,900
	Total	<u>\$ 12,193,120</u>

Part II, Line 10c - Investments - Fixed Income

<u># of shares</u>	<u>Description</u>	<u>Book/FMV</u>
55,439	JPM Core Bond Fund	\$ 668,590
85,811	JPM High Yield Fund	698,501
60,824	JPM Short Duration Bond Fund	668,458
45,294	JPMorgan TR I Float Rate Income 4.24%	452,491
17,316	JPM Intl Currency Income Fund	195,152
13,280	Dreyfus/Laurel Funds Tr	203,718
	Total	<u>\$ 2,886,909</u>

Part XV, Line 3a - Grants and Contributions Paid During the Year

<u>Grantee Name and Address</u>	<u>Foundation Status</u>	<u>Purpose</u>	<u>Amount</u>
Arts			
Alley Theatre 615 Texas Ave Houston, Texas 77002	509(a)(2)	General Support	5,000
Contemporary Arts Museum Houston 5216 Montrose Blvd. Houston, Texas 77006	509(a)(2)	Another Great Night 2012	1,000
Contemporary Arts Museum Houston 5216 Montrose Blvd. Houston, Texas 77006	509(a)(2)	Major Exhibition, Collectors Circle	12,500
Contemporary Arts Museum Houston 5216 Montrose Blvd. Houston, Texas 77006	509(a)(2)	Art Auction & Gala	5,000
Dominic Walsh Dance Theatre 231 Dunlavy St STE 210, Houston, TX 77006	509(a)(2)	General Support	1,000
Earthen Vessels Inc. PO Box 130936, Houston, TX 77219	509(a)(2)	Black and American Heritage celebration	2,500
Earthen Vessels Inc. PO Box 130936, Houston, TX 77219	509(a)(2)	General Support	5,000
Fresh Arts Coalition 2010 Winter St, Studio b11, Houston, TX 77007	509(a)(2)	Ball N' Chain	5,000
Fresh Arts Coalition 2010 Winter St, Studio b11, Houston, TX 77007	509(a)(2)	Disaster Ball	1,000
Glasstire PO Box 70408, Houston, TX 77270	509(a)(1)	Auction	2,500
Houston Ballet Foundation 601 Preston St, Houston, TX 77002	509(a)(1)	General Support	5,000
Houston Ballet Foundation 601 Preston St, Houston, TX 77002	509(a)(1)	Capital Campaign	10,000
Houston Grand Opera 510 Preston St, Houston, TX 77002	509(a)(1)	Laura Lee Blanton Studio	5,000
Houston Museum of African American Culture PO Box 667129, Houston, TX 77266	509(a)(1)	General Support	5,000
Houston Symphony Society 615 Louisiana Suite 102 Houston, Texas 77002	509(a)(2)	General Support	5,750
Menil Foundation Inc 1511 Branard St, Houston, TX 77006	509(a)(1)	General Support	3,000
Museum of Fine Arts Houston 1001 Bissonnet St, Houston, TX 77005	509(a)(1)	Glassel Art Auction and Benefit	5,000

Part XV, Line 3a - Grants and Contributions Paid During the Year

<u>Grantee Name and Address</u>	<u>Foundation Status</u>	<u>Purpose</u>	<u>Amount</u>
Museum of Fine Arts Houston 1001 Bissonnet St, Houston, TX 77005	509(a)(1)	Art Core Program Glassell	11,000
Museum of Fine Arts Houston 1001 Bissonnet St, Houston, TX 77005	509(a)(1)	CORE and Annual Fund	4,000
Museum of Fine Arts Houston 1001 Bissonnet St, Houston, TX 77005	509(a)(1)	2012 One Great Night	10,000
Museum of Fine Arts Houston 1001 Bissonnet St, Houston, TX 77005	509(a)(1)	Ewan Gibbs Exhibition	3,000
Museum of Fine Arts Houston 1001 Bissonnet St, Houston, TX 77005	509(a)(1)	Memorial in Memory of Barry Walker	2,500
Museum of Fine Arts Houston 1001 Bissonnet St, Houston, TX 77005	509(a)(1)	Bayou Bend Collection & Gardens 2012 Garden Party	5,000
River Oaks Chamber Orchestra 3733-1 Westheimer Rd. 1029, Houston, TX 77027	509(a)(1)	General Support	5,000
Sight into Sound 3935 Essex Lane, Houston, TX 77027	509(a)(2)	General Support	500
Stages Inc 3201 Allen Parkway, Houston, Texas 77019	509(a)(2)	General Support	1,500
Texas Cultural Trust Councils 823 Congress Ave, Ste 650, Austin, TX 78701	509(a)(1)	Texas Medal of Arts	12,500
Texas Cultural Trust Councils 823 Congress Ave, Ste 650, Austin, TX 78701	509(a)(1)	General Support	1,000
The Orange Show Foundation 2402 Munger St, Houston, TX 77023	509(a)(1)	2012 Gala	500
Theatre Under the Stars Inc 800 Bagby Suite 200 Houston, Texas 77002	509(a)(1)	2012 Miller Theatre	1,000
University of Texas Foundation PO Box 250, Austin, TX 78767	509(a)(1)	Blanton Endowment	200,000
University of Texas Foundation PO Box 250, Austin, TX 78767	509(a)(1)	General Support	5,000
Young Audiences 4550 Post Oak Place Dr Ste 230, Houston, TX 77027	509(a)(1)	General Support	5,000
Subtotal - Arts			346,750

Civic

Asia Society Texas Center 1370 Southmore Blvd, Houston, TX 77004	509(a)(1)	General Support	4,000
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Part XV, Line 3a - Grants and Contributions Paid During the Year

<u>Grantee Name and Address</u>	<u>Foundation Status</u>	<u>Purpose</u>	<u>Amount</u>
Boy Scouts of America Sam Houston Area Council P.O. Box 924528 Houston, Texas 77292	509(a)(1)	General Support	600
Boys and Girls Country 18806 Roberts Rd. Hockley, TX 77447	509(a)(1)	Tennis Tournament	1,000
Boys and Girls Country 18806 Roberts Rd. Hockley, TX 77447	509(a)(1)	Heritage Dinner	1,000
Brookwood Community 1752 FM 1489 Brookshire, Texas 77423	509(a)(1)	Golf Marathon 2012	500
Buffalo Bayou Partnership 1113 Vine St, Ste 200, Houston, TX 77002	509(a)(1)	General Support	2,500
Buffalo Bayou Partnership 1113 Vine St, Ste 200, Houston, TX 77002	509(a)(1)	Capital Project	10,000
Career and Recovery Resources Inc 2525 San Jacinto Houston, Texas 77002	509(a)(1)	General Support	5,000
Center for Houston's Future 1200 Smith St, Houston, TX 77002	509(a)(1)	General Support	2,000
Diaper Foundation PO Box 667109, Houston, TX 77266	509(a)(1)	General Support	2,500
Dress for Success Houston 3310 Eastside St, Houston, TX 77098	509(a)(1)	General Support	10,000
Dress for Success Houston 3310 Eastside St, Houston, TX 77098	509(a)(1)	Capital Project	60,000
Galveston Bay Foundation 17330 Highway 3, Webster, TX 77598	509(a)(1)	General Support	1,000
Goodwill Industries of Houston 1140 West Loop N, Houston, TX 77055	509(a)(1)	General Support	2,500
Greater Houston Community Foundation 5120 Woodway Drive No. 6000, Houston, TX 77056	509(a)(1)	River Oaks Country Club Scholarship	1,000
Harmon Family Foundation 1806B Nantucket, Houston, TX 77057	PF ER Grant	Dinner and Tournament	2,000
Hermann Park Conservancy 6201 A Hermann Park Dr, Houston, TX 77030	509(a)(1)	Capital Project	5,000
Hermann Park Conservancy 6201 A Hermann Park Dr, Houston, TX 77030	509(a)(1)	General Support	2,000
Houston Zoo Inc 1513 Cambridge St, Houston, TX 77030	509(a)(2)	Zoo Ball	5,000

Part XV, Line 3a - Grants and Contributions Paid During the Year

<u>Grantee Name and Address</u>	<u>Foundation Status</u>	<u>Purpose</u>	<u>Amount</u>
Houston Zoo Inc 1513 Cambridge St, Houston, TX 77030	509(a)(2)	Asante Society	2,000
I Am Waters Foundation 3262 Westheimer Rd Box 229, Houston, TX 77098	509(a)(1)	General Support	1,500
I Am Waters Foundation 3262 Westheimer Rd Box 229, Houston, TX 77098	509(a)(1)	General Support	500
Legacy Community Health Services 3311 Richmond Ave Ste 230, Houston, TX 77266	509(a)(2)	General Support	500
Post Oak Little League 1415 S Voss Rd Ste 110 #319, Houston, TX 77057	509(a)(1)	General Support	500
Project Row Houses PO Box 1011, Houston, TX 77251	509(a)(1)	General Support	500
The Brilliant Lecture Series, Inc 1800 Augusta Dr Ste 135, Houston, TX 77057	509(a)(1)	General Support	2,500
The Center Serving Persons with Mental Retardation 3550 W Dallas St, Houston, TX 77019	509(a)(1)	Capital Project SMU Tri Delt	1,000
The Children's Fund PO Box 56303, Houston, TX 77256	509(a)(1)	General Support	1,000
The WorkFaith Connection 10120 Northwest Fwy Ste 200, Houston, TX 77092	509(a)(1)	General Support	2,500
Tri Delta Art Show for Charity Inc PO BOX 22517 Houston, Texas 77227-2517	509(a)(1)	Art Show	500
United Way of the Texas Gulf Coast 50 Waugh Dr, Houston, TX 77007	509(a)(1)	2012 Alexis de Tocqueville	22,000
United Way of the Texas Gulf Coast 50 Waugh Dr, Houston, TX 77007	509(a)(1)	2012 Alexis de Tocqueville	10,000
Wounded Warrior Project 4899 Belfort Rd, Ste 300, Jacksonville, FL 32256	509(a)(1)	General Support	2,500
YMCA of Greater Houston Area PO Box 3007, Houston, TX 77253	509(a)(2)	In Honor of John Duncan	5,000
Zina Garrison All Court Tennis Academy 12335 Kingsride 106, Houston, Texas 77024	509(a)(1)	General Support	5,000
Zina Garrison All Court Tennis Academy 12335 Kingsride 106, Houston, TX 77024	509(a)(1)	General Support	1,000
Subtotal - Civic			176,100

Part XV, Line 3a - Grants and Contributions Paid During the Year

<u>Grantee Name and Address</u> <u>Education</u>	<u>Foundation</u> <u>Status</u>	<u>Purpose</u>	<u>Amount</u>
Barbara Bush Foundation for Family Literacy Inc 516 N Adams St, Tallahassee, FL 32301	509(a)(1)	Celebration of Reading	15,000
Breakthrough Houston 8449 W Bellfort St Ste 328, Houston, TX 77071	509(a)(1)	General Support	2,500
Briarwood School 12207 Whittington Houston, Texas 77077	509(a)(1)	2012 Scholarship	5,000
Brookwood Community 1752 FM 1489 Brookshire, Texas 77423	509(a)(1)	Capital Campaign	60,000
Centenary College of Louisiana 2911 Centenary Blvd Shreveport, Louisiana 71104	509(a)(1)	General Support	5,000
Citizen Schools 308 Congress St, Fl 5, Boston, MA 02210	509(a)(1)	Luncheon	200
Communities in Schools of Houston Inc 1235 North Loop W Ste 300, Houston, TX 77008	509(a)(1)	General Support	1,000
Episcopal High School 4650 Bissonnet St, Bellaire, TX 77401	509(a)(1)	Capital Campaign	15,000
Families Empowered 3900 Essex Ln, Houston, TX 77027	509(a)(1)	General Support	15,000
Houston A+ Challenge 2700 Southwest Fwy Ste B, Houston, TX 77098	509(a)(1)	General Support	500
Houston Children's Charity 230 Westcott St, Ste 202, Houston, TX 77007	509(a)(1)	General Support	1,000
Houston Community College Foundation 3100 Main Street, Suite 12B17 Houston, Texas 77002	509(a)(1)	Passion for Fashion Luncheon	3,000
Houston Community College Foundation 3100 Main Street, Suite 12B17 Houston, Texas 77002	509(a)(1)	Opportunity 14	20,000
Houston Zoo Inc 1513 Cambridge St, Houston, TX 77030	509(a)(2)	Feed Your Life	5,000
Neuhaus Education Center 4433 Bissonnet St, Bellaire, Texas 77401	509(a)(1)	Teach for America Training	15,000
Neuhaus Education Center 4433 Bissonnet St, Bellaire, Texas 77401	509(a)(1)	General Support	5,000
Phi Beta Kappa Society PO Box 25283, Houston, TX 77265	509(a)(2)	2012 Scholarship Dinner	3,000

Part XV, Line 3a - Grants and Contributions Paid During the Year

<u>Grantee Name and Address</u>	<u>Foundation Status</u>	<u>Purpose</u>	<u>Amount</u>
Rice University Jones School of Management PO Box 2932 MS-531, Houston, TX 77252	509(a)(1)	Leslie and Jack Blanton Scholarship Endowment	25,000
River Oaks Baptist School 2300 Willowick Road Houston, TX 77027	School	Endowment Campaign	50,000
St. John's School 2401 Claremont Houston, Texas 77019	509(a)(1)	General Support	5,000
Teach for America 315 W 36th St Fl8, New York, NY 10018	509(a)(1)	Sponsor a teacher	5,000
The Brilliant Lecture Series Inc 1800 August Dr Ste 135, Houston, TX 77057	509(a)(1)	General Support	2,500
The Joy School 1 Chelsea Blvd, Houston, TX 77006	509(a)(1)	Capital Campaign	10,000
The University of Texas Foundation P.O. Box 250 Austin, Texas 78767	509(a)(1)	Liberal Arts Building	20,000
The University of Texas Foundation P.O. Box 250 Austin, Texas 78767	509(a)(1)	McKetta Endowment	2,500
The University of Texas Foundation P.O. Box 250 Austin, Texas 78767	509(a)(1)	Tennis	25,000
University of St. Thomas 3800 Montrose Blvd Houston, Texas 77006	509(a)(1)	General Support	1,000
Wiley College 711 Wiley Ave, Marshall, Texas 75670	509(a)(1)	General Support	4,000
Yellowstone Academy Inc-Foundation for Tomorrow 3000 Trulley St, Houston, TX 77004	509(a)(1)	General Support	5,000
Subtotal - Education			326,200

Health

Amazing Place/Seniors Place 3735 Drexel Dr, Houston, TX 77027	509(a)(1)	General Support	2,500
Amschwand Sarcoma Cancer Foundation 2726 Bissonnet, Houston, TX 77005	509(a)(1)	General Support	5,000
Baylor College of Medicine One Baylor Plaza MS: BCM 160, Houston, TX 77030	509(a)(1)	General Support	5,000
Camp for All Foundation 10500 NW Freeway, Houston, TX 77092	509(a)(1)	Capital Project	20,000
CanCare of Houston Inc 9575 Katy Fwy, Houston, TX 77024	509(a)(1)	National Survivors Day	3,000

Part XV, Line 3a - Grants and Contributions Paid During the Year

<u>Grantee Name and Address</u>	<u>Foundation Status</u>	<u>Purpose</u>	<u>Amount</u>
Candlelighters Childhood Cancer Family PO Box 496, Kensington, MD, 20895	509(a)(1)	Adopt a Family Holidays	2,500
Candlelighters Childhood Cancer Family PO Box 496, Kensington, MD, 20895	509(a)(1)	Golf Tournament	10,000
Collaborative for Children 1111 North Loop W Ste 600, Houston, TX 77008	509(a)(2)	General Support	500
Cystic Fibrosis Foundation 6931 Arlington Rd Ste 200, Bethesda, MD 20817	509(a)(1)	General Support	5,000
Easter Seals 4500 Bissonnet Ste 340, Houston, TX 77401	509(a)(1)	Hats Off to Mothers	2,000
Easter Seals 4500 Bissonnet Ste 340, Houston, TX 77401	509(a)(1)	General Support	2,500
Family Services of Greater Houston 2700 Southwest Fwy Ste 209, Houston, TX 77098	509(a)(1)	General Support	1,000
Forgotten Angels Inc 7918 Broadway St Ste 104, Houston, TX 77581	509(a)(1)	General Support	1,000
Golfers Aganst Cancer Inc 1700 Lake Kingwood Trail, Kingwood, TX 77339	509(a)(1)	2012 Tournament	5,000
Harris County Hospital Foundation 2525 Holly Hall Houston, Texas 77054	509(a)(1)	Capital Campaign	20,000
Harris County Hospital Foundation 2525 Holly Hall Houston, Texas 77054	509(a)(1)	General Support	100
Houston Community Health Centers Inc. 424 Hahlo St, Houston, TX	509(a)(1)	General Support	5,000
Houston Hospice 1905 Holcombe, Houston, Texas 77030	509(a)(1)	Butterfly Luncheon	1,000
Houston Hospice 1905 Holcombe, Houston, Texas 77030	509(a)(1)	LLB Award	10,000
Houston Hospice 1905 Holcombe, Houston, Texas 77030	509(a)(1)	Capital Project	10,000
John P. McGovern Museum of Health & Medical Science 1515 Hermann Dr, Houston, TX 77004	509(a)(2)	Tennis Challenge	1,500
Julie Rogers Gift of Life Free Mammogram Program 2390 Dowlen Rd, Beaumont, TX 77706	509(a)(1)	General Support	5,000
Legacy Community Health Services 3311 Richmond Ave Ste 230, Houston, TX 77098	509(a)(2)	General Support	250

Part XV, Line 3a - Grants and Contributions Paid During the Year

<u>Grantee Name and Address</u>	<u>Foundation Status</u>	<u>Purpose</u>	<u>Amount</u>
March of Dimes 1275 Mamaroneck Ave, White Plains, NY 10605	509(a)(1)	General Support	15,000
March of Dimes 1275 Mamaroneck Ave, White Plains, NY 10605	509(a)(1)	General Support	15,000
Memorial Hermann Foundation 909 Frostwood, Houston, TX 77024	509(a)(3) Type I	Spinal Cord Research	1,000
Memorial Hermann Foundation 909 Frostwood, Houston, TX 77024	509(a)(3) Type I	Operating Atilla Ertan	10,000
Methodist Hospital Foundation PO Box 4384, Houston, TX 77210	509(a)(3) Type I	Endowment for JSB Chair	300,000
Methodist Hospital Foundation PO Box 4384, Houston, TX 77210	509(a)(3) Type I	General Support	1,000
Mexico Medical Missions 4001 County Road 114, Glenwood Springs, Colorado 81601	509(a)(1)	General Support	10,000
Pink Ribbons Project 1210 W Clay St Ste 26, Houston, TX 77019	509(a)(1)	Pink at the Brown	15,000
St Jude Children's Research Hospital 262 Danny Thomas Pl MSC 512, Memphis, TN 38105	509(a)(1)	Tri Delt Project	500
Sunshine Kids Foundation 2814 Virginia St, Houston, TX 77098	509(a)(1)	General Support	5,000
Texas Children's Hospital Foundation 6621 Fannin St, Houston, TX 77030	509(a)(3) Type I	Gulfton and AAMA Clinics	10,000
Texas Children's Hospital Foundation 6621 Fannin St, Houston, TX 77030	509(a)(3) Type I	Benefit for Fraser's Friends	1,000
The Food Allergy and Anaphylaxis Network 11781 Lee Jackson Hwy Ste 160, Fairfax, VA 22033	509(a)(1)	General Support	10,000
The Foundation for Cancer Survivors PO Box 1064, Houston, TX 77251	509(a)(1)	General Support	4,000
The University of Texas Health Science Center- Houston 7000 Fannin, Suite 1200 Houston, Texas 77030	509(a)(1)	Institute on Aging	5,000
The University of Texas M.D. Anderson Cancer Center P.O. Box 4486 Houston, Texas 77210	509(a)(1)	General Support	32,150
The University of Texas M.D. Anderson Cancer Center P.O. Box 4486 Houston, Texas 77210	509(a)(1)	LLB Ovarian Cancer Center	250,000
The University of Texas M.D. Anderson Cancer Center P.O. Box 4486 Houston, Texas 77210	509(a)(1)	Children's Art Project	4,000

Part XV, Line 3a - Grants and Contributions Paid During the Year

<u>Grantee Name and Address</u>	<u>Foundation Status</u>	<u>Purpose</u>	<u>Amount</u>
Subtotal - Health			806,500
<u>Religion</u>			
Campus Crusade for Christ, Inc. 100 Lake Hart Dr, Orlando, Florida 32832	509(a)(1)	Priority Associates, Mike & Jenny Moore	4,000
Christian Community Service Center, Inc. 3230 Mercer St, Houston, TX 77027	509(a)(1)	General Support	5,000
City of Refuge Evangelical Church 3151 Yellowstone Blvd, Houston, TX 77054	509(a)(1)	Project Family Blessings	3,500
Community of the Streets Outreach Corporation 3401 Fannin St, Houston, TX 77004	509(a)(1)	Crisis Management	5,000
Holocaust Museum of Houston 5401 Caroline St, Houston, TX 77004	509(a)(1)	All Behaviors Count	10,000
Laity Renewal Foundation PO BOX 290670, Kerrville, Texas 78029	509(a)(1)	Capital for Family Camp	80,000
LifeHouse of Houston PO Box 27127, Houston, TX 77227	509(a)(1)	General Support	2,500
Salvation Army 615 Slaters Ln, Alexandria, VA 22314	509(a)(1)	General Support	5,000
Salvation Army 615 Slaters Ln, Alexandria, VA 22314	509(a)(1)	Christmas Gift	1,000
Salvation Army 615 Slaters Ln, Alexandria, VA 22314	509(a)(1)	Capital Campaign	50,000
Salvation Army Disaster Relief Services 615 Slaters Ln, Alexandria, VA 22314	509(a)(1)	Hoboken New Jersey Relief	5,000
Serenity Retreat PO Box 679, Questa, NM 87556	509(a)(1)	Capital Project	8,333
Serenity Retreat PO Box 679, Questa, NM 87556	509(a)(1)	General Support	15,000
St. Luke's United Methodist Church 3471 Westheimer Rd, Houston, TX 77027	509(a)(1)	General Support	5,500
Stoney Creek Foundation 510 Bering Dr Ste 100, Houston, TX 77057	POF ER Grant	Capital Project	4,000
The Chaplaincy Fund Inc PO Box 691284, Houston, TX 77269	509(a)(1)	General Support	2,500

Part XV, Line 3a - Grants and Contributions Paid During the Year

<u>Grantee Name and Address</u>	<u>Foundation Status</u>	<u>Purpose</u>	<u>Amount</u>
The Forge for Families Inc PO Box 14575, Houston, TX 77221	509(a)(1)	Golf Tournament	2,500
Trees of Hope 3330 Audley St Ste 100, Houston, TX 77098	509(a)(1)	General Support	500
Wesley Community Center 1410 Lee St, Houston, TX 77009	509(a)(1)	General Support	2,500
Wycliffe Seed Company 3030 Matlock Rd Ste 104, Arlington, TX 76015	509(a)(1)	General Support	2,500
Young Life Greater Houston Region 420 N Cascade Ave, Colorado Springs, CO 80903	509(a)(1)	General Support	2,500
Subtotal - Religion			<u>216,833</u>
Less grant to private foundation not treated as a qualifying distribution			(2,000)
Grand Total			<u><u>\$ 1,870,383</u></u>

Scurlock Foundation
2012 Form 990-PF

74-1488953

Part XV, Line 3b - Grants and Contributions Approved for Future Payment

<u>Grantee Name and Address</u>	<u>Foundation Status</u>	<u>Purpose</u>	<u>Amount</u>
Stoney Creek Foundation 510 Bering Dr Ste 100, Houston, TX 77057	POF ER Grant	Capital Campaign	\$ 8,000
The University of Texas Foundation P.O. Box 250 Austin, Texas 78767	509(a)(1)	Tennis	25,000
Memorial Park Conservancy 6501 Memorial Dr., Houston, TX 77007	509(a)(1)	Capital Campaign	20,000
Houston Museum of African American Culture PO Box 667129, Houston, TX 77266	509(a)(1)	General Support	5,000
Grand Total			<u>\$ 58,000</u>