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Form

990-PF

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012, or tax year beginning 01-01-2012 , and ending 12-31-2012

Name of foundation THE KAYSER FOUNDATION		A Employer identification number 74-6050591	
Number and street (or P O box number if mail is not delivered to street address) 600 TRAVIS STREET NO 2800		B Telephone number (see instructions) (713) 226-1393	
City or town, state, and ZIP code HOUSTON, TX 77002		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 3,970,157		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
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 (attach schedule)				
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	12	12	12	
	4 Dividends and interest from securities.	86,785	86,785	86,785	
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	35,367			
	b Gross sales price for all assets on line 6a _____ 1,504,099				
	7 Capital gain net income (from Part IV , line 2)		35,367		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	122,164	122,164	86,797	
	13 Compensation of officers, directors, trustees, etc	0	0	0	0
	14 Other employee salaries and wages	7,200	4,320	4,320	2,880
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	3,550	2,130	2,130	1,420
	c Other professional fees (attach schedule)	15,074	9,045	9,045	6,029
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	1,684	1,011	1,011	673
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	77	46	46	31
	24 Total operating and administrative expenses. Add lines 13 through 23	27,585	16,552	16,552	11,033
	25 Contributions, gifts, grants paid	223,708			223,708
	26 Total expenses and disbursements. Add lines 24 and 25	251,293	16,552	16,552	234,741
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-129,129			
	b Net investment income (if negative, enter -0-)		105,612		
	c Adjusted net income (if negative, enter -0-)			70,245	

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	145,943	62,824	62,824
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	1,874,885	2,019,110	2,127,900
	c	Investments—corporate bonds (attach schedule).	1,526,147	1,296,497	1,351,311
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	421,816	455,729	424,047
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)	3,476	4,075	4,075	
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	3,972,267	3,838,235	3,970,157	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)	146	0	
	23	Total liabilities (add lines 17 through 22)	146	0	
Net Assets or Fund Balances	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	2,091,210	2,091,210	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	1,880,911	1,747,025	
	30	Total net assets or fund balances (see page 17 of the instructions)	3,972,121	3,838,235	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	3,972,267	3,838,235	

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 3,972,121
2	Enter amount from Part I, line 27a	2 -129,129
3	Other increases not included in line 2 (itemize) ▶ _____	3 0
4	Add lines 1, 2, and 3	4 3,842,992
5	Decreases not included in line 2 (itemize) ▶ _____	5 4,757
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6 3,838,235

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	See Additional Data Table			
b				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a See Additional Data Table			
b			
c			
d			
e			

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

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

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	35,367
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	3,979

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 page 18 of 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	211,826	3,989,614	0 053094
2010	183,723	3,893,158	0 047191
2009	203,611	3,623,778	0 056187
2008	231,811	4,211,984	0 055036
2007	220,892	4,896,443	0 045113

2 Total of line 1, column (d).	2	0 256621
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 051324
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	3,851,065
5 Multiply line 4 by line 3.	5	197,652
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	1,056
7 Add lines 5 and 6.	7	198,708
8 Enter qualifying distributions from Part XII, line 4.	8	234,741

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 VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a		Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1				
		Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)				
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	1,056	
c		All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2		Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0	
3		Add lines 1 and 2.		3	1,056	
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	1,056	
6		Credits/Payments				
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	1,847		
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	1,847	
8		Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached.		8		
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9		
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	791	
11		Enter the amount of line 10 to be Credited to 2013 estimated tax ☒	791	Refunded ☒	11	0

Part VII-AStatements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?			No
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file Form 1120-POL for this year?	1c		No
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? If "Yes," attach a detailed description of the activities.	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5		No
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?	6	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	Yes	
8a	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? If "No," attach explanation .	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ▶N/A				
14	The books are in care of ▶JEFF LOVE Telephone no ▶(713) 226-1393			
	Located at ▶600 TRAVIS STE 2800 HOUSTON TX ZIP +4 ▶770022910			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ ☐			
	and enter the amount of tax-exempt interest received or accrued during the year ▶	15		
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country ▶				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ 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)? ☐ Yes ☒ 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). ☐ Yes ☒ 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 page 20 of the instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No			
	If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i>)	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No		
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions).	☐ Yes ☒ No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No		
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?		5b	
	Organizations relying on a current notice regarding disaster assistance check here.	☒		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	☐ Yes ☐ No		
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	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?		7b	

Part VIII

Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JEFF LOVE	PRESIDENT	0	0	0
600 TRAVIS SUITE 2800 HOUSTON,TX 77002	0 00			
DON GLENDENNING	VICE PRESIDENT	0	0	0
2200 ROSS AVE STE 200 DALLAS,TX 75201	0 00			
KENNETH SIMON	SECRETARY/TREASURER	0	0	0
600 TRAVIS SUITE 2800 HOUSTON,TX 77002	0 00			
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000.				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	
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See page 24 of the instructions.	
3	
Total. Add lines 1 through 3.	0

Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	3,841,702
b	Average of monthly cash balances.	1b	68,009
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	3,909,711
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	3,909,711
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	58,646
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	3,851,065
6	Minimum investment return. Enter 5% of line 5.	6	192,553

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	192,553
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	1,056
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	1,056
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	191,497
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	191,497
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	191,497

Part XII

Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26.	1a	234,741
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	234,741
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	1,056
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	233,685
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				191,497
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			165,149	
b Total for prior years 20__, 20__, 20__		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007.				
b From 2008.				
c From 2009.				
d From 2010.				
e From 2011.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 234,741				
a Applied to 2011, but not more than line 2a			165,149	
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.				69,592
e Remaining amount distributed out of corpus	0			
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	0			
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.				121,905
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). . .	0			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a.	0			
10 Analysis of line 9				
a Excess from 2008. . . .				
b Excess from 2009. . . .				
c Excess from 2010. . . .				
d Excess from 2011. . . .				
e Excess from 2012. . . .				

Part XIVPrivate 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.

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

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

Part XVSupplementary Information (Complete this part only if the organization 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

JEFF LOVE PRESIDENT
600 TRAVIS SUITE 2800
HOUSTON, TX 77002
(713) 226-1393

b

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

A LETTER OUTLINING THE PURPOSE FOR WHICH THAT MONEY IS TO BE USED

c

Any submission deadlines

NONE

d

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

SHOULD BE ORGANIZATION DESCRIBED IN IRC SECTION 501 (C) (3)

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)				
a Paid during the year See Additional Data Table				
Total			3a	223,708
b Approved for future payment				
Total			3b	0

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments.					
3 Interest on savings and temporary cash investments			14	12	
4 Dividends and interest from securities.			14	86,785	
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	35,367	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. . .					
11 Other revenue a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e). . .		0		122,164	0
13 Total. Add line 12, columns (b), (d), and (e).			13	122,164	122,164

[illegible]

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash.	1a(1)		No
(2) Other assets.	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
(3) Rental of facilities, equipment, or other assets.	1b(3)		No
(4) Reimbursement arrangements.	1b(4)		No
(5) Loans or loan guarantees.	1b(5)		No
(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.			

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? . . . ☐ Yes ☒ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

**Sign
Here**

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

*****	2013-08-08	*****	May the IRS discuss this return with the preparer shown below (see instr.)? ☒ Yes ☐ No
Signature of officer or trustee	Date	Title	

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

**Paid
Preparer
Use
Only**

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☒	PTIN P00017534
	MARVIN L MOHN CPA	MARVIN L MOHN CPA			
	Firm's name ☐	MELTON & MELTON LLP 6002 ROGERDALE RD SUITE 200			Firm's EIN ☐ 74-1550819
	Firm's address ☐	HOUSTON, TX 77072			Phone no (281) 759-1120

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
JPMORGAN HIGH YIELD FUND - 1,116 125 SHS	P	2012-01-01	2012-12-31
JPMORGAN SHORT DURATION BOND FUND - 2,029 916 SHS	P	2012-01-01	2012-12-31
JPMORGAN ASIA EQUITY FUND - 17 513 SHS	P	2011-12-21	2012-06-19
JPMORGAN US LARGE CAP CORE PLUS FUND - 114 23 SHS	P	2011-12-21	2012-06-19
THORNBURG VALUE FUND CL I - 3,987 517 SHS	P	2011-09-28	2012-07-19
CULLEN HIGH DIVIDEND EQUITY FUND - 13,659 238 SHS	P	2006-04-25	2012-12-17
EATON VANCE FLOATING RATE I - 1,114 827 SHS	P	2010-10-27	2012-05-23
ENRON CORP - CLASS ACTION PROCEEDS	P	2012-07-20	2012-07-20
JPMORGAN ASIA EQUITY FUND - 2,947 341 SHS	P	2011-01-01	2012-06-19
JPMORGAN HIGH YIELD FUND - 11,387 165 SHS	P	2011-01-01	2012-12-31
JPMORGAN SHORT DURATION BOND FUND - 70,230 545 SHS	P	2011-01-01	2012-12-31
JPMORGAN US LARGE CAP CORE PLUS FUND - 5,541 178 SHS	P	2011-01-01	2012-06-19
MOLSON COORS BREWING CO CL B - CLASS ACTION PROCEEDS	P	2012-01-10	2012-01-10
MS GSCI BRENT CRUDE CPN NOTE - 40,000 SHS	P	2011-06-10	2012-06-25
SPDR GOLD TRUST - ROP	P	2011-01-01	2012-12-31
OPPORTUNITY FUND - LIQUIDATION PROCEEDS	P	2011-01-01	2012-12-31
CAPITAL GAINS DIVIDENDS	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
8,731		8,983	-252
22,321		22,299	22
511		504	7
2,448		2,234	214
118,988		115,000	3,988
191,776		189,915	1,861
10,000		9,863	137
1,428			1,428
86,062		126,382	-40,320
89,243		89,853	-610
772,679		758,610	14,069
118,747		104,243	14,504
39			39
44,000		40,000	4,000
77		77	0
1,092		769	323
35,957			35,957

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-252
			22
			7
			214
			3,988
			1,861
			137
			1,428
			-40,320
			-610
			14,069
			14,504
			39
			4,000
			0
			323
			35,957

Form 990PF Part XV Line 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)				
a <i>Paid during the year</i>				
AID TO VICTIMS OF DOMESTIC ABUSE 1001 TEXAS AVE SUITE 600 HOUSTON,TX 77002	N/A		SUPPORT OF ORGANIZATION PROMOTING VIOLENCE-FREE RELATIONSHIPS AND SOCIAL CHANGES	500
ASSOCIATION FOR THE ADVANCEMENT OF MEXICAN AMERICANS 248 POST AVE SAN ANTONIO,TX 78215	N/A		SUPPORT OF A PROGRAM THAT INSPIRES AND EMPOWERS AT-RISK LATINOS TO PURSUE THEIR POTENTIAL AND ACHIEVE SUCCESS	1,000
ASTROS IN ACTION FOUNDATION 501 CRAWFORD ST HOUSTON,TX 77002	N/A		SUPPORT OF COMMUNITY THROUGH EDUCATIONAL, HEALTH, AND SPIRITUAL ENDEAVORS	1,000
ASTROS WIVES INC 501 CRAWFORD STREET HOUSTON,TX 77002	N/A		SUPPORT OF A PROGRAM BENEFITING THE HOUSTON AREA WOMEN'S CENTER FOR VICTIMS OF DOMESTIC VIOLENCE	1,000
AVENUE CDC 2505 WASHINGTON AVENUE SUITE 400 HOUSTON,TX 77007	N/A		SUPPORT OF PROGRAMS THAT IMPROVE OUR COMMUNITY BY DEVELOPING AFFORDABLE HOUSING AND ECONOMIC OPPORTUNITIES	1,500
AVONDALE HOUSE 3737 OMEARA DRIVE HOUSTON,TX 77025	N/A		SUPPORT OF PROGRAM SPECIALIZING IN AUTISM SERVICES AND RESOURCES	2,500
BAYLOR COLLEGE OF MEDICINE 1 BAYLOR PLAZA HOUSTON,TX 77030	N/A		SUPPORT OF EDUCATION AND RESEARCH WITH OUTSTANDING PATIENT CARE	1,000
BAYOU BEND COLLECTION AND GARDENS 6003 MEMORIAL DR HOUSTON,TX 77007	N/A		SUPPORT OF ORGANIZATION THAT HOUSES HISTORICAL AMERICAN DECORATIVE ARTS AND PAINTINGS	1,000
BERING OMEGA COMMUNITY SERVICES 1407 HAWTHORNE ST HOUSTON,TX 77006	N/A		SUPPORT OF PROGRAMS THAT HELP PERSONS LEFT FINANCIALLY AND MEDICALLY INDIGENT BY AIDS	500
BIG BROTHERS BIG SISTERS LONE STAR 450 E JOHN CARPENTER FWY IRVING,TX 75062	N/A		SUPPORT OF ALL CHILDREN ACHIEVING SUCCESS IN LIFE	2,000
BO'S PLACE 10050 BUFFALO SPEEDWAY HOUSTON,TX 77054	N/A		SUPPORT OF FREE GRIEF SUPPORT SERVICES FOR FAMILIES THAT HAVE LOST A LOVED ONE	500
BOYS & GIRLS CLUB OF AMERICA 2411 CANAL HOUSTON,TX 77003	N/A		SUPPORT OF PROGRAM WHICH PROVIDES COMMUNITY SERVICES TO YOUTH	5,000
BOYS AND GIRLS CLUB OF AMERICA (GREATER HOUSTON) 1520-A AIRLINE DRIVE HOUSTON,TX 77009	N/A		SUPPORT OF PROGRAM WHICH PROVIDES COMMUNITY SERVICES TO YOUTH	7,500
BOYS AND GIRLS CLUB OF GREATER HOUSTON INC 1520-A AIRLINE DRIVE HOUSTON,TX 77009	N/A		SUPPORT OF PROGRAM TO INSPIRE AND ENABLE ALL YOUTH	1,000
BRIDGE TO LIFE PO BOX 8 FAIRFIELD,CA 94533	N/A		SUPPORT OF PROGRAM FOR FAMILY COUNSELING, PARENT RESOURCES, EDUCATION AND RELATIONSHIPS SKILLS TRAINING	2,000

Form 990PF Part XV Line 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)				
a <i>Paid during the year</i>				
BROOKWOOD 1225 N LOOP W FWY 1111 HOUSTON,TX 77008	N/A		SUPPORT OF CHRISTIAN COMMUNITY FOR ADULTS WITH FUNCTIONAL DISABILITIES	1,000
CANDLE LIGHTERS 1400 HARDAWAY ST SUITE 206 EL PASO,TX 79903	N/A		SUPPORT OF PROGRAM THAT PROVIDES SUPPORT TO CHILDREN WITH CANCER AND THEIR FAMILIES	1,000
CAREER AND RECOVERY RESOURCES 2525 SAN JACINTO STREET HOUSTON,TX 77002	N/A		SUPPORT OF PROGRAM TO HELP PEOPLE IDENTIFY AND OVERCOME BARRIERS TO EMPLOYMENT	2,500
CENTER FOR HOUSTON'S FUTURE 1200 SMITH ST 1150 HOUSTON,TX 77002	N/A		SUPPORT OF PROGRAM THAT ENGAGES COMMUNITIES TO PROMOTE LONG TERM ECONOMIC DEVELOPMENT	2,500
CHILD ADVOCATES 2401 PORTSMOUTH ST HOUSTON,TX 77098	N/A		SUPPORT OF PROGRAM FOR CHILDREN THAT HAVE EXPERIENCED LIFE THREATENING ABUSE	500
CHILDREN'S FUND INC 1600 LAMAR HOUSTON,TX 77010	N/A		SUPPORT OF PROGRAM THAT SUPPORT HOUSTON'S MOST NEEDY CHILDREN	3,750
CHILDREN'S MUSEUM OF HOUSTON 1500 BINZ ST HOUSTON,TX 77004	N/A		SUPPORT OF MUSEUM TO PROMOTE EDUCATION OF CHILDREN THROUGH INTERACTION	2,500
COLLABORATIVE FOR CHILDREN 1111 NORTH LOOP W HOUSTON,TX 77008	N/A		SUPPORT OF A PROGRAM THAT PROVIDES QUALITY EARLY EDUCATION AND CARE FOR ALL CHILDREN, BEGINNING AT BIRTH	1,000
COMMUNITIES IN SCHOOL 17225 EL CAMINO REAL HOUSTON,TX 77058	N/A		SUPPORT OF EMPOWERING KIDS TO STAY IN SCHOOL	1,000
CORNERSTONE PO BOX 1400 SAN ANTONIO,TX 782951400	N/A		SUPPORT OF HOPE AND HEALING TO TEENS AND FAMILIES THROUGH EARLY RECOVERY FROM DRUG AND ALCOHOL ADDICTION	1,000
COVENANT HOUSE TEXAS 1111 LOVETT BLVD HOUSTON,TX 77006	N/A		SUPPORT OF PROGRAM TO HOUSE UNDERPRIVILEGED, ABUSED OR RUNAWAY YOUTH	1,250
CPRIT FOUNDATION 211 E 7TH STREET SUITE 300 AUSTIN,TX 78701	N/A		SUPPORT OF PROGRAM GEARED TO CANCER PREVENTION AND RESEARCH INSTITUTE OF TEXAS	1,000
DALLAS HOLOCAUST 211 N RECORD ST 100 DALLAS,TX 75201	N/A		SUPPORT OF MUSEUM TO EDUCATE ABOUT THE HOLOCAUST	5,000
DUCKS UNLIMITED HOUSTON 915 FRONT ST RICHMOND,TX 77469	N/A		SUPPORT OF PROGRAM GEARED TO WETLANDS & WATERFOWL CONSERVATION	1,750
EASTER SEALS 4500 BISSONNET SUITE 340 BELLAIRE,TX 77401	N/A		SUPPORT OF HELPING CHILDREN AND ADULTS WITH DISABILITIES ATTAIN GREATER INDEPENDENCE	500

Form 990PF Part XV Line 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)				
a <i>Paid during the year</i>				
FATHER'S JOY PO BOX 16364 SUGAR LAND,TX 774966364	N/A		SUPPORT OF A CHRISTIAN ORGANIZATION FOR CHILDREN WITH DISABILITIES	250
GALILEE BAPTIST CHURCH HENRY CARTER SCHOLARSHIP 804 NORTH LOGAN BRYAN,TX 77803	N/A		SUPPORT OF ORGANIZATION ACTIVITIES	500
GENESYS WORKS 601 JEFFERSON ST HOUSTON,TX 77002	N/A		SUPPORT OF PROGRAM HELPING INNER-CITY HIGH SCHOOL STUDENTS TO SUCCEED AS CORPORATE PROFESSIONALS	1,000
HOLOCAUST MUSEUM HOUSTON 5401 CAROLINE ST HOUSTON,TX 77004	N/A		SUPPORT OF MUSEUM TO EDUCATE ABOUT THE HOLOCAUST	1,500
HOUSTON CHILDREN'S CHARITY 230 WESTCOTT ST HOUSTON,TX 77007	N/A		SUPPORT OF DEDICATION TO IMPROVING THE QUALITY OF LIFE FOR GREATER HOUSTON	2,500
HOUSTON COMMUNITY COLLEGE - 2012 PLEDGE 3100 MAIN ST HOUSTON,TX 77002	N/A		SUPPORT OF A COLLEGE EDUCATIONAL PROGRAMS	10,000
HOUSTON FOOD BANK 535 PORTWALL ST HOUSTON,TX 77029	N/A		SUPPORT OF LEADING THE FIGHT AGAINST HUNGER BY PROVIDING FOOD AND SELECT OTHER PRODUCTS	1,000
HOUSTON GRAND OPERA 510 PRESTON ST HOUSTON,TX 77002	N/A		SUPPORT OF ORGANIZATION THAT CREATES OPERATIC ART THAT PROVIDES ACCESS TO MUSIC'S BOUNDLESS POWER	2,000
HOUSTON HABITAT FOR HUMANITY 3750 N MCCARTY ST HOUSTON,TX 77029	N/A		SUPPORT OF A PROGRAM THAT PUTS HOUSTONIANS INTO HOMES AND DOING LOTS FOR THE COMMUNITY	2,000
INCARNATE WORD ACADEMY 609 CRAWFORD ST HOUSTON,TX 77002	N/A		SUPPORT OF A PROGRAM YOUNG WOMEN WITH A CATHOLIC COLLEGE PREPARATORY EDUCATION	1,000
INTERFAITH MINISTRIES FOR GREATER HOUSTON 3217 MONTROSE BOULEVARD HOUSTON,TX 77006	N/A		SUPPORT OF ORGANIZATION THAT BRINGS PEOPLE OF DIVERSE FAITHS TOGETHER FOR DIALOGUE, COLLABORATION AND SERVICE	1,500
J CLEMENTS BAYLOR UNIVERSITY - 2012 PLEDGE 1311 S 5TH ST WACO,TX 76798	N/A		SUPPORT OF PROGRAM FOR A SCHOLARSHIP PROGRAM AT BAYLOR UNIVERSITY	20,000
JINSA 1307 NEW YORK AVE NW SUITE 200 WASHINGTON,DC 20005	N/A		SUPPORT OF AN ORGANIZATION THAT ASSISTS THE U S SECURITY (MILITARY) RELATIONSHIP WITH ISRAEL	7,500
JUNIOR ACHIEVEMENT 2115 EAST GOVERNORS CIRCLE HOUSTON,TX 77092	N/A		SUPPORT OF PROGRAM WHICH EDUCATES STUDENTS FOR WORKFORCE READINESS, ENTREPRENEURSHIP AND FINANCIAL LITERACY	5,000
KIPP 10711 KIPP WAY HOUSTON,TX 77099	N/A		SUPPORT OF COLLEGE-PREPARATORY CHARTER SCHOOLS THAT PREPARE STUDENTS IN UNDERSERVED COMMUNITIES FOR SUCCESS	500

Form 990PF Part XV Line 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)				
a <i>Paid during the year</i>				
MAIN STREET THEATRE 2540 TIMES BLVD HOUSTON,TX 77005	N/A		SUPPORT FOR PROGRAM TO ENRICH LIFE THROUGH EXPERIENCES OF POSITIVE MUSICAL THEATRES	500
MAKE-A-WISH FOUNDATION 1604 BISSONNET ST HOUSTON,TX 77005	N/A		SUPPORT OF PROGRAM TO ASSIST TERMINALLY ILL CHILDREN	6,500
MD ANDERSON CANCER CENTER 6655 TRAVIS ST 650 HOUSTON,TX 77030	N/A		SUPPORT OF PROGRAM FOR CANCER RESEARCH	1,000
MEMORIAL HERMAN FOUNDATION 929 GESSNER SUITE 2650 HOUSTON,TX 77024	N/A		SUPPORT OF PROGRAM TO IMPROVE HEALTH AND WELL BEING IN LOCAL COMMUNITIES AND PROVIDE HEALTHCARE	2,500
MEMORIAL HERMAN FOUNDATION 929 GESSNER SUITE 2650 HOUSTON,TX 77024	N/A		SUPPORT OF PROGRAM TO IMPROVE HEALTH AND WELL BEING IN LOCAL COMMUNITIES AND PROVIDE HEALTHCARE	5,000
MEMORIAL HERMAN FOUNDATION - 2012 PLEDGE 929 GESSNER SUITE 2650 HOUSTON,TX 77024	N/A		SUPPORT OF PROGRAM TO IMPROVE HEALTH AND WELL BEING IN LOCAL COMMUNITIES AND PROVIDE HEALTHCARE	2,000
MEMORIAL PARK CONSERVANCY 6501 MEMORIAL DR HOUSTON,TX 77007	N/A		SUPPORT OF PROTECTING AND ENHANCING THE CITY OF HOUSTON'S LARGEST URBAN PARK	1,000
MENTAL HEALTH AMERICA OF GREATER HOUSTON 2111 NORFOLK ST HOUSTON,TX 77098	N/A		SUPPORT OF A PROGRAM THAT ENHANCES THE MENTAL HEALTH OF ALL HOUSTONIANS AND IMPROVE THE LIVES OF THOSE WITH MENTAL ILLNESSES	2,000
PARTNERS - UT HEALTH 7000 FANNIN SUITE 1200 HOUSTON,TX 77030	N/A		SUPPORT OF SCHOLARSHIP PROGRAM - PROMOTING ADVANCEMENT RESOURCES FOR NURSING EDUCATION, RESEARCH AND STUDENTS	1,000
PRATHAM USA 9703 RICHMOND AVE HOUSTON,TX 77042	N/A		SUPPORT OF PROGRAM PROMOTING CHILDHOOD LITERACY IN INDIA	1,000
PRISON ENTREPRENEURSHIP PO BOX 926274 HOUSTON,TX 77292	N/A		SUPPORT OF PROGRAM TO TRANSFORM PRISONERS INTO COMMUNITY MINDED INDIVIDUALS	1,000
SEARCH 2505 FANNIN HOUSTON,TX 77002	N/A		SUPPORT OF PROGRAMS TO ENGAGE, STABILIZE, EDUCATE, EMPLOY AND HOUSE PEOPLE WHO ARE HOMELESS IN HOUSTON	1,000
SOCIETY FOR THE PERFORMING ARTS 615 LOUISIANA ST HOUSTON,TX 77002	N/A		SUPPORT OF PERFORMING THE VISUAL ARTS	5,000
TEACH FOR AMERICA 2 GREENWAY PLAZA 500 HOUSTON,TX 77046	N/A		SUPPORT OF EDUCATION AND TRAINING IN THE WORK PLACE	5,000
TEXAS CHILDRENS HOSPITAL 6701 FANNIN ST HOUSTON,TX 77030	N/A		SUPPORT OF CAPITAL CAMPAIGN TO BUILD HOSPITAL FACILITIES TO TREAT CHILDREN	1,000

Form 990PF Part XV Line 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)				
a <i>Paid during the year</i>				
TEXAS WOMEN EXECUTIVES 6700 FANNIN HOUSTON,TX 77030	N/A		SUPPORT OF CREATING AND MAINTAIN A UNITED COMMUNITY OF PROFESSIONAL EDUCATION	2,000
THE ALLEY THEATRE 615 TEXAS AVE HOUSTON,TX 77002	N/A		SUPPORT FOR PROGRAM TO ENRICH LIFE THROUGH EXPERIENCES OF POSITIVE MUSICAL THEATRES	1,500
THE CENTER FOUNDATION 3550 W DALLAS ST HOUSTON,TX 77019	N/A		SUPPORT OF PROGRAM THAT ENGAGES COMMUNITIES TO PROMOTE LONG TERM ECONOMIC DEVELOPMENT	500
THE COUNCIL ON ALCOHOL AND DRUGS 303 JACKSON HILL ST HOUSTON,TX 77007	N/A		SUPPORT OF PROGRAM TO ASSIST PEOPLE WITH ALCOHOL AND DRUG ABUSE	1,000
THE FISHER HOUSE FOUNDATION 2002 HOLCOMBE BOULEVARD HOUSTON,TX 77030	N/A		SUPPORT OF HOUSING TO VETERANS AND MILITARY FAMILIES RECEIVING TREATMENT AT MILITARY MEDICAL CENTERS	10,000
THE FOUNDATION FOR CANCER SURVIVORS PO BOX 792 MISSOURI CITY,TX 77459	N/A		SUPPORT OF PROGRAM FOR CANCER SURVIVORS TO EMPOWER THEM	1,500
THE JAPAN AMERICA SOCIETY OF HOUSTON 4543 POST OAK PLACE SUITE 220 HOUSTON,TX 77027	N/A		SUPPORT OF BRIDGING THE CULTURAL GAP BETWEEN THE UNITED STATES AND JAPAN	1,000
THE MENIL COLLECTION 1533 SUL ROSS ST HOUSTON,TX 77006	N/A		SUPPORT OF ART FROM ANTIQUITY, THE BYZANTINE WORLD, TRIBAL CULTURES, ETC	2,500
THE MENNIGER CLINIC - 2012 PLEDGE 12301 S MAIN ST HOUSTON,TX 77035	N/A		SUPPORT OF PROGRAM FOR PSYCHIATRIC RESEARCH AND TREATMENT	20,000
THE RISE SCHOOL 5618 H MARK CROSSWELL JR ST HOUSTON,TX 77021	N/A		SUPPORT OF PROGRAM THAT PROVIDES EARLY CHILDHOOD EDUCATION TO KIDS WITH DOWNS SYNDROME	1,250
THE SALVATION ARMY - PLEDGE 1717 CONGRESS ST HOUSTON,TX 77002	N/A		SUPPORT OF MISSION STATEMENT, DISASTER RELIEF, ORGANIZATIONAL STRUCTURE, JOB OPPORTUNITIES, ETC	28,125
TREES FOR HOUSTON 4550 POST OAK PL DR HOUSTON,TX 77027	N/A		SUPPORT OF PROGRAM WHOSE MISSION IS TO PLANT, PROMOTE AND PROTECT TREES ALL OVER THE GREATER HOUSTON AREA	1,000
UNIVERSITY OF ST THOMAS 3800 MONTROSE BLVD HOUSTON,TX 77006	N/A		SUPPORT OF EDUCATION TO COLLEGE STUDENTS	500
UNIVERSITY OF TEXAS NURSING SCHOOL HOUSTON 3 OF 3 6901 BERTNER AVE HOUSTON,TX 77030	N/A		SUPPORT OF PROGRAM FOR STUDENTS SPECIALIZING IN NURSING	3,333
VISION AMERICA 902 SE STALLINGS DR STE 1 NACOGDOCHES,TX 759647259	N/A		SUPPORT OF A PROGRAM WHICH MOBILIZES CLERGY AND THEIR CONGREGATIONS TO BE ACTIVE IN COMMUNITIES	1,500

Form 990PF Part XV Line 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)				
a <i>Paid during the year</i>				
YOUTH DEVELOPMENT CENTER 7725 SANDRA ST HOUSTON,TX 77016	N/A		SUPPORT OF PROGRAM TO ADDRESS LITERACY AND MATH DEVELOPMENT FOR INNER CITY STUDENTS	2,000
Total  3a				223,708

TY 2012 Accounting Fees Schedule

Name: THE KAYSER FOUNDATION

EIN: 74-6050591

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MELTON & MELTON, LLP	3,550	2,130	2,130	1,420

**TY 2012 Investments Corporate
Bonds Schedule****Name:** THE KAYSER FOUNDATION**EIN:** 74-6050591

Name of Bond	End of Year Book Value	End of Year Fair Market Value
JP MORGAN HIGH YIELD FUND	119,922	144,773
JP MORGAN SHORT DURATION BD FD	199,308	203,877
ISHARES BARCLAYS TIPS BOND FUND	87,276	103,199
EATON VANCE MUT FDS TR (FLT RT CL I)	0	0
JPMORGAN STRATEGIC INCOME OPPORTUNITIES FUND	125,000	126,012
DREYFUS LAUREL EMG MKT DEBT LOC C-1	75,000	77,371
DOUBLELINE FUNDS TRUST	300,000	302,671
EATON VANCE FLOATING RATE I	129,991	132,855
JPMORGAN CORE BOND FUND	80,000	80,000
VANGUARD FI SECS F INTR TRM CP PT FUND	100,000	101,176
JPMORGAN TR I EX-G4 CRSG	80,000	79,377

TY 2012 Investments Corporate Stock Schedule

Name: THE KAYSER FOUNDATION

EIN: 74-6050591

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CULLEN HIGH DIVIDEND EQUITY FD	0	0
DODGE & COX INT'L STOCK FUND	192,888	165,305
JP MORGAN CHASE & CO	9,231	31,658
MANNING & NAPIER FUND INC	257,862	237,799
JP MORGAN SMALL CAP EQUITY FD	90,000	116,991
MATTHEWS PACIFIC TIGER FUND	95,000	107,270
JP MORGAN LARGE CAP CORE PLUS	235,567	277,155
JP MORGAN ASIA EQUITY FUND	0	0
T ROWE PRICE INT'L FUNDS INC	114,392	99,053
VANGUARD MSCI EMERGING MARKETS EFT	92,360	89,060
JPMORGAN LARGE CAP GROWTH FD	150,000	171,336
THORNBURG VALUE FUND FD CL I	0	0
ISHARES CORE S&P MID-CAP ETF	115,336	142,380
BNP MARKET PLUS SPX 12/26/13	75,000	80,317
GS CONT BUFF EQ SPX 07/10/13	75,000	81,210
JOHN HANCOCK FUNDS III DISCIPLINED VALUE FUND	190,000	190,136
SPDR S&P 500 ETF TRUST	196,474	203,077
JPMORGAN BREN EAFE 10/09/13	40,000	40,932
BARC MARKET PLUS SX5E 3/26/14	40,000	40,696
CS ASIA BASKET BREN 9/05/13	50,000	53,525

TY 2012 Investments - Other Schedule**Name:** THE KAYSER FOUNDATION**EIN:** 74-6050591

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
OPPORTUNITY FD SPC OFFSHORE	AT COST	31,987	5,264
JPMORGAN RESEARCH MARKET NEUTRAL FUND	AT COST	75,000	71,276
ARBITRAGE FUNDS - I	AT COST	85,000	82,732
EATON VANCE MUT FDS TR (GLOBAL MACRO - I)	AT COST	123,654	119,342
HIGHBRIDGE DYNAMIC COMMODITIES STRATEGY FUND	AT COST	65,000	67,614
MS GSCI BRENT CRUDE CPN NOTE 6/25/12	AT COST	0	0
BARC BRENT CBEN 8/7/13	AT COST	37,000	38,772
SPDR GOLD TRUST	AT COST	38,088	39,047

TY 2012 Other Assets Schedule

Name: THE KAYSER FOUNDATION

EIN: 74-6050591

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
DIVIDENDS RECEIVABLE	3,476	4,075	4,075

TY 2012 Other Decreases Schedule**Name:** THE KAYSER FOUNDATION**EIN:** 74-6050591

Description	Amount
MISCELLANEOUS ADJUSTMENT	1,998
ESTIMATED TAX PAYMENT	2,615
PAYROLL ADJUSTMENT	144

TY 2012 Other Expenses Schedule

Name: THE KAYSER FOUNDATION

EIN: 74-6050591

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BANK FEES	77	46	46	31

TY 2012 Other Liabilities Schedule

Name: THE KAYSER FOUNDATION

EIN: 74-6050591

Description	Beginning of Year - Book Value	End of Year - Book Value
PAYROLL TAX PAYABLE	146	0

TY 2012 Other Professional Fees Schedule

Name: THE KAYSER FOUNDATION

EIN: 74-6050591

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
JP MORGAN CHASE & CO	15,074	9,045	9,045	6,029

TY 2012 Taxes Schedule**Name:** THE KAYSER FOUNDATION**EIN:** 74-6050591

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PAYROLL TAX EXPENSE	556	334	334	222
FOREIGN TAX EXPENSE	1,123	674	674	449
OTHER TAX EXPENSE	5	3	3	2