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DLN: 93491317001283

OMB No 1545-0052

Department of the Treasury

### **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

Interna	l Revenu	e Service					Inspection
For	cale	ndar year 2012, or tax year begi	nning 01-	01-2012 , and	l ending 12-31	-2012	
		undation			A Employer i	dentification numb	er
TH	E ROGE	ER AND ROSEMARY ENRICO FOUNDATION			75-2871636		
Num	her and	I street (or P O box number if mail is not delivered t	o street address	E) Room/suite	<b>B</b> Telephone r	number (see instruction	ns)
		TLE CREEK BLVD 23B	o street address	Noonly suite	(214) 526-24	01	
					, ,		
		n, state, and ZIP code 75219			C If exemptio	n application is pendin	g, check here 🕨
<b>G</b> C	heck a	all that apply     Initial return     II	nitial return o	f a former public chai	rity <b>D 1.</b> Foreign	organizations, check h	ere 🕨 🗀
		Final return A	mended retu	rn		organizations meeting	·
			ame change		check h	ere and attach comput	ation
		ype of organization					
		4947(a)(1) nonexempt charitable trust		Cash Accr		oundation status was	terminated
			er (specify)	I Casii I Acci	under secti	on 507(b)(1)(A), ched	ck here
				_ : be on cash basıs.)		dation is in a 60-mont on 507(b)(1)(B), chec	
Pa	rt I	Analysis of Revenue and Expe total of amounts in columns (b), (c), and (d) minecessarily equal the amounts in column (a) (see	ay not	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net	(d) Disbursements for charitable purposes
		Instructions) )					(cash basis only)
	1	Contributions, gifts, grants, etc , received (attach s	,	2,545,866			
	2	Check right if the foundation is <b>not</b> required to at Interest on savings and temporary cash in		50,727	38,461		
	3	Dividends and interest from securities.		465,909	465,909		
	4   5a	Gross rents		405,505	405,505		
	Ь	Net rental income or (loss)					
Reveilue	6a	Net gain or (loss) from sale of assets not	654,289				
	ь	Gross sales price for all assets on line 6a	,				
₹	7	Capital gain net income (from Part IV, line		654,28	9		
\$	8	Net short-term capital gain					
	9	Income modifications					
	10a	Gross sales less returns and allowances					
	ь	Less Cost of goods sold					
	c	Gross profit or (loss) (attach schedule)					
	11	Other income (attach schedule)		151,294	151,294	0	
	12	Total. Add lines 1 through 11		3,868,085	1,309,953	C	
	13	Compensation of officers, directors, truste		0	C	0	0
g)	14	Other employee salaries and wages					
3	15	Pension plans, employee benefits					
Expense	16a	Legal fees (attach schedule)					
	b	Accounting fees (attach schedule)		60.020	60,930	0	0
Admını strative	_ c	Other professional fees (attach schedule) Interest		60,930	60,930		0
tra.	17			<b>%</b> 18,353	12,853	0	0
Ē	18 19	Taxes (attach schedule) (see instructions)  Depreciation (attach schedule) and deplet	tion	10,555	12,032		
를	20	Occupancy					
Ą.	21	Travel, conferences, and meetings					
and /	22	Printing and publications					
Ę	23	Other expenses (attach schedule)		448,567	447,845	0	0
at.	24	Total operating and administrative expen	ses.				
Operating		Add lines 13 through 23		527,850	521,628	c c	О
0	25	Contributions, gifts, grants paid		1,773,872			1,773,872
	26	Total expenses and disbursements. Add lines 2	24 and 25	2,301,722	521,628	O	1,773,872
	27	Subtract line 26 from line 12					
	a	Excess of revenue over expenses and disb		1,566,363			
	Ь	Net investment income (if negative, enter	•		788,325		
	С	Adjusted net income (If negative, enter -0	-)			C	<u> </u>

Pa	rt II	Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year		d of year
	1	Cash—non-interest-bearing	(a) Book Value	(b) Book Value	(c) Fair Market Value
		Savings and temporary cash investments	833,452	1,105,9	
	2	Accounts receivable   9,698	033,432	1,103,5	1,103,903
	3	Less allowance for doubtful accounts	111,226	0.6	598 9,698
	۱,	Pledges receivable	111,220	3,0	9,030
	4	Less allowance for doubtful accounts			
	_				
	5	Grants receivable			
	6				
		disqualified persons (attach schedule) (see page 15 of the			
	_	Instructions)			
	7	Other notes and loans receivable (attach schedule)			
uA.		Less allowance for doubtful accounts 🕨			
Sets	8	Inventories for sale or use			
AŞ.	9	Prepaid expenses and deferred charges			
-	10a	Investments—U S and state government obligations (attach schedule)			
	ь	Investments—corporate stock (attach schedule)	10,778,476	10,583,3	8,779,886
	С	Investments—corporate bonds (attach schedule)	5,969,561	6,834,8	6,884,696
	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule)			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	12,858,892	13,942,7	734 11,526,402
	14	Land, buildings, and equipment basis 🕨			
		Less accumulated depreciation (attach schedule) 🟲			
	15	Other assets (describe			
	16	Total assets (to be completed by all filers—see the			
		ınstructions Also, see page 1, item I)	30,551,607	32,476,5	28,306,644
	17	Accounts payable and accrued expenses	98,424	95,6	12
	18	Grants payable			٦
ě	19	Deferred revenue			٦
₽	20	Loans from officers, directors, trustees, and other disqualified persons			٦
Liabili	21	Mortgages and other notes payable (attach schedule)			٦
Ë	22	Other liabilities (describe			٦
					٦
	23	Total liabilities (add lines 17 through 22)	98,424	95,6	12
		Foundations that follow SFAS 117, check here 🕨 🦵			
.n		and complete lines 24 through 26 and lines 30 and 31.			
Balances	24	Unrestricted			
<u>a</u>	25	Temporarily restricted			
8	26	Permanently restricted			
Fund		Foundations that do not follow SFAS 117, check here 🕨 🔽			
Ξ		and complete lines 27 through 31.			
ŏ	27	Capital stock, trust principal, or current funds	0		0
\$	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0		0
Assets	29	Retained earnings, accumulated income, endowment, or other funds	30,453,183	32,380,9	·50
	30	<b>Total net assets or fund balances</b> (see page 17 of the			
Ř		ınstructions)	30,453,183	32,380,9	·50
	31	Total liabilities and net assets/fund balances (see page 17 of			
		the instructions)	30,551,607	32,476,5	762
Pa	rt II	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 agi	ree	
		with end-of-year figure reported on prior year's return)	· · · · · · · · · · · · · · · · · · ·		30,453,183
2		Enter amount from Part I, line 27a			1,566,363
3		Other increases not included in line 2 (itemize) 🟲			361,404
4		Add lines 1, 2, and 3		4	32,380,950
5		Decreases not included in line 2 (itemize)		_ 5	0
6		Total net assets or fund balances at end of year (line 4 minus line 5)—P	art II, column (b), lin	ne 30 . <b>6</b>	32,380,950

		ne kınd(s) of property sold (e g , re use, or common stock, 200 shs M	•	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr )	(d) Date sold (mo , day, yr )
1a	See Additional Data Ta	able				
b						
С						
d						
e						
(6	e) Gross sales price	<b>(f)</b> Depreciation allowed (or allowable)		or other basis pense of sale		or (loss) ) minus (g)
а	See Additional Data Ta	able				
b						
С						
d						
e						
Сс	mplete only for assets sh	owing gain in column (h) and owne	· .			(h) gaın mınus
(i)	FM V as of 12/31/69	(j) Adjusted basis as of 12/31/69		cess of col (ı) ol (j), ıf any	col (k), but not Losses (fr	less than -0-) ( om col (h))
а	See Additional Data Ta	able				
b						
С						
d						
e						
3	If gaın, also enter ın Pa	gain or (loss) as defined in section art I, line 8, column (c) (see instru	ctions) If(loss), e	)	2	654,2
	ın Part I, lıne 8 🛛 🚨					
rop	tional use by domestic pri	nder Section 4940(e) for R				
ecti secti s the Yes,	tional use by domestic prion 4940(d)(2) applies, lead to the second to t	vate foundations subject to the se ave this part blank section 4942 tax on the distribute qualify under section 4940(e) Do	educed Tax on ection 4940(a) tax able amount of any not complete this	on net investment year in the base p part	eriod?	Γ Yes <b>Γ</b> Ν
ecti secti s the Yes,	tional use by domestic pri on 4940(d)(2) applies, lea e foundation liable for the " the foundation does not ter the appropriate amoun	vate foundations subject to the seave this part blank section 4942 tax on the distribute qualify under section 4940(e) Dont in each column for each year, se	educed Tax on ection 4940(a) tax able amount of any not complete this ee page 18 of the in	on net investment year in the base p part nstructions before	eriod? making any entries	
s ecti s the Yes, <b>1</b> En	tional use by domestic prion 4940(d)(2) applies, lead to the foundation liable for the foundation does not ter the appropriate amount (a)	vate foundations subject to the se ave this part blank section 4942 tax on the distribute qualify under section 4940(e) Do	educed Tax on ection 4940(a) tax able amount of any not complete this	on net investment year in the base p part istructions before	eriod?  making any entries  (d)  Distributio	n ratio
r op ecti s the Yes, 1 En	tional use by domestic prion 4940(d)(2) applies, lead to applies applies, lead to the second to the second to the appropriate amount (a) the second search of tax year beginning in)	nder Section 4940(e) for R vate foundations subject to the se ave this part blank section 4942 tax on the distribute qualify under section 4940(e) Do nt in each column for each year, se  (b) Adjusted qualifying distributions	educed Tax on ection 4940(a) tax able amount of any not complete this ee page 18 of the ir	on net investment year in the base p part istructions before	eriod? making any entries	n ratio   by col (c))
r op ecti s the Yes, 1 En	tional use by domestic prion 4940(d)(2) applies, lead to the foundation liable for the foundation does not ter the appropriate amount (a)	vate foundations subject to the seave this part blank section 4942 tax on the distribute qualify under section 4940(e) Do not in each column for each year, section 4940(e)  Adjusted qualifying distributions  1,259,454	educed Tax on ection 4940(a) tax able amount of any not complete this ee page 18 of the ir	on net investment year in the base p part istructions before ritable-use assets 23,788,392	eriod?  making any entries  (d)  Distributio	n ratio i by col (c)) 0 05294
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r op ecti s the Yes, 1 En	tional use by domestic pri on 4940(d)(2) applies, lead e foundation liable for the si " the foundation does not ter the appropriate amoun  (a) e period years Calendar or tax year beginning in)  2011 2010	vate foundations subject to the seave this part blank section 4942 tax on the distribute qualify under section 4940(e) Do not in each column for each year, section 4940(e) Adjusted qualifying distributions  1,259,454 4,019,300	educed Tax on ection 4940(a) tax able amount of any not complete this ee page 18 of the ir	year in the base part estructions before ritable-use assets 23,788,392 22,507,874	eriod?  making any entries  (d)  Distributio	n ratio   by col (c))   0 05294   0 17857   0 24638
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r op ecti s tho Yes, 1 En Base ear (	tional use by domestic prion 4940 (d)(2) applies, lead of the second for the seco	nder Section 4940(e) for R vate foundations subject to the se ave this part blank section 4942 tax on the distribute qualify under section 4940(e) Do nt in each column for each year, se  (b) Adjusted qualifying distributions  1,259,454 4,019,300 5,039,135 2,175,332 1,697,092  (d)	educed Tax on ection 4940(a) tax able amount of any not complete this ee page 18 of the ir	year in the base propert in the base properties. It is a second in the base properties as a second in the base properties in the base properties. It is a second in the base properties as a second in the base properties in the base properties as a second in the base properties are a second in the base properties as a sec	eriod?  making any entries  (d)  Distributio	n ratio   by col (c))   0 05294   0 17857   0 24638   0 08358   0 05987
ropecti stho (es,	tional use by domestic prion 4940 (d)(2) applies, lead of foundation liable for the effective appropriate amount (a) effective period years Calendar or tax year beginning in) 2011 2010 2009 2008 2007	nder Section 4940(e) for R  vate foundations subject to the section 4942 tax on the distributed qualify under section 4940(e). Do not in each column for each year, section 4940(e).  (b)  Adjusted qualifying distributions  1,259,454 4,019,300 5,039,135 2,175,332 1,697,092	educed Tax on ection 4940(a) tax able amount of any not complete this ee page 18 of the ir (c)  Net value of nonchar	year in the base propert instructions before 23,788,392 22,507,874 20,452,643 26,026,300 28,346,244	eriod?  making any entries  (d)  Distributio  (col (b) divided	n ratio 1 by col (c)) 0 05294 0 17853 0 24638 0 08358 0 05983
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sectus the Yes, 1 En Baseear (	tional use by domestic prion 4940(d)(2) applies, lead of the series of the foundation liable for the series of the foundation does not ter the appropriate amount (a) appropriate amoun	wate foundations subject to the seave this part blank section 4942 tax on the distribute qualify under section 4940(e). Do not in each column for each year, sea (b) Adjusted qualifying distributions  1,259,454 4,019,300 5,039,135 2,175,332 1,697,092  (d)	educed Tax on action 4940(a) tax able amount of any not complete this are page 18 of the in (c)  Net value of nonchard the infection of the total on line if less than 5 years from Part X, line 5	year in the base propert in the base propert in the base propert in the base properties assets  23,788,392 22,507,874 20,452,643 26,026,300 28,346,244	eriod?  making any entries  (d) Distributio (col (b) divided	n ratio   by col (c))   0 05294   0 17857   0 24638   0 08358   0 05987   0 6213   0 1242   27,978,1   3,476,8
sectus the Yes, 1 En Base ear (	tional use by domestic prion 4940(d)(2) applies, lead of the series of the foundation liable for the series of the foundation does not ter the appropriate amount (a) appropriate amoun	nder Section 4940(e) for R  vate foundations subject to the section 4942 tax on the distributed qualify under section 4940(e). Do not in each column for each year, section 4940 (a).  Adjusted qualifying distributions  1,259,454 4,019,300 5,039,135 2,175,332 1,697,092  (d)	educed Tax on action 4940(a) tax able amount of any not complete this are page 18 of the in (c)  Net value of nonchard the infection of the total on line if less than 5 years from Part X, line 5	year in the base propert in the base propert in the base propert in the base properties assets  23,788,392 22,507,874 20,452,643 26,026,300 28,346,244	eriod?  making any entries  (d) Distributio (col (b) divided)	n ratio
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1201	Excise Tax based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 or the ins	tructio	ns)	
1a	Exempt operating foundations described in section 4940(d)(2), check here T and enter "N/A" on line 1			
	Date of ruling or determination letter (attach copy of letter if necessary-see instructions)			
ь	Domestic foundations that meet the section 4940(e) requirements in Part V, check		1 '	5,767
_	here F and enter 1% of Part I, line 27b			- 7
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-)			0
3	Add lines 1 and 2		1 !	 5,767
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			0
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0		1 !	5,767
6	C redits/P ayments			,
а	2012 estimated tax payments and 2011 overpayment credited to 2012   6a   26,239			
ь	Exempt foreign organizations—tax withheld at source 6b			
c	Tax paid with application for extension of time to file (Form 8868)  6c 20,000			
d	Backup withholding erroneously withheld 6d			
7	Total credits and payments Add lines 6a through 6d		4 (	5,239
8	Enter any <b>penalty</b> for underpayment of estimated tax. Check here 🔽 If Form 2220 is attached 🕏 🔒			-
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid 10		3 (	0,472
11	Enter the amount of line 10 to be Credited to 2013 estimated tax  30,472 Refunded 11			0
Pai	t VII-A Statements Regarding Activities			
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did		Yes	No
	ıt participate or intervene in any political campaign?	. 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)?	. 1b		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.			
С	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 $\blacktriangleright$ \$0 (2) On foundation managers $\blacktriangleright$ \$0			
е	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?	. 2		No
	If "Yes," attach a detailed description of the activities.			
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles	_		
_	of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	. 3		No
4a L	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		No
ь 5	If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year?	4b 5		N.c.
5		<u>                                     </u>		No
•	If "Yes," attach the statement required by General Instruction T.			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either  • By language in the governing instrument, or			
	By state legislation that effectively amends the governing instrument so that no mandatory directions			
	that conflict with the state law remain in the governing instrument?	. 6		No
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

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 ►TERENCE C SULLIVAN CPA  Telephone no ►(216)	<u>) 491-</u>	3990	
	Located at ►20820 CHAGRIN BLVD SUITE 300 SHAKER HEIGHTS OH ZIP+4 ►44122			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> —Check here		1	▶ ┌
	and enter the amount of tax-exempt interest received or accrued during the year			
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
			l	
	See instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country			
Pai	t VIII-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 V No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from)			
	a disqualified person?			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes V 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)?			
	(6) Agree to pay money or property to a government official? (Exception. Check "No"			
	ıf the foundatıon agreed to make a grant to or to employ the official for a period			
	after termination of government service, if terminating within 90 days ) <b>Yes</b> 🔽 <b>No</b>			
b	If any answer is "Yes" to $1a(1)-(6)$ , did <b>any</b> 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))			
а	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?			
	If "Yes," list the years 🕨 20, 20, 20, 20			
b	Are there any years listed in 2a for which the foundation is <b>not</b> applying the provisions of section 4942(a)(2)	1		
	(relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2)			
	to <b>all</b> years listed, answer "No" and attach statement—see instructions )	2b		
С	If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here			
	▶ 20, 20, 20			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at	1		
_	any time during the year?	1		
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation	1		
	or disqualified persons after May 26, 1969, <b>(2)</b> the lapse of the 5-year period (or longer period approved	1		
	by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3)	1		
	the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine	<b>3</b> ⊩		
4	If the foundation had excess business holdings in 2012.).	3b		NI -
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	41.		<b>ķ</b> 1
	charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	ı I	No

Pai	rt VII-B	Statements Rega	rdir	ng Activities for	Wŀ	nich Form 4720	May	Be Required (cont	inue	<u>d)</u>			
5a		e year dıd the foundatıoı						•					
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?								- No				
	(2) Influe	nce the outcome of any	spec	ıfıc publıc election (	see	section 4955), or to	car	ry					
	on, dı	rectly or indirectly, any	vote	registration drive?.				\ Yes \	- No				
	(3) Provide a grant to an individual for travel, study, or other similar purposes?							- No					
	(4) Provide a grant to an organization other than a charitable, etc., organization described												
								T Yes 🗟	- No				
		de for any purpose other											
									- No				
b								exceptions described in					
	· ·			-		· · ·		instructions)?		. 5b			
								<b>.</b> .					
С		wer is "Yes" to question											
		·		• •		=		<b>  Y</b> es	- No				
		attach the statement requ					-	, , , , , , , , , , , , , , , , , , , ,					
6a		undation, during the yea					nrer	milims on					
-		al benefit contract?							- No				
ь	•							benefit contract?		6b		No	
_		o 6b, file Form 8870.	, pu	, premiumo, ameen,		manectiff on a perso	,,,,,,,,		•	"			
7a		ne during the tax year, v	uac ti	se foundation a party	, to	a prohibited tay chal	tar t	ransaction? <b>TYes</b> F	- No				
								the transaction?		7b			
	ir yes, uic							n Managers, Highly			lovo		
Pai	rt VIII	and Contractors	·	ilcers, Directors	), I	iustees, rouliua	LIU	ii Mailagers, nigiliy	Pait	ı Emp	iloye	es,	
1	List all off	icers, directors, trustee	s, foi	ındation managers a	nd t	heir compensation (s	see i	instructions).					
			(b)	Title, and average	(	c) Compensation		(d) Contributions to	(0)	Expens		ount	
	<b>(a)</b> Na	me and address	,,	hours per week evoted to position	(	If not paid, enter	ı	mployee benefit plans I deferred compensation		her all			
ROGE	R A ENRICO		1	ECTOR		<b>-0-)</b>	anc	0				0	
383	1 TURTLE	CREEK 23B	0 00			ŭ		J				Ū	
	LAS,TX 7												
ROSE	MARY ENRIC	0	DIR	ECTOR	0		0				0		
383	1 TURTLE	CREEK 23B	0 00	)									
DAL	LAS,TX 7	5219											
AARO	N J ENRICO		7	ECTOR	0		0		C		0		
		RIAR DRIVE	0 00	)									
	NCE C SULLIV	PARK,TX 75225	<u> </u>										
			0 00	A SURER	0		0		1		0		
		IN BLVD SUITE 300 HTS,OH 44122	١	,									
		<u> </u>	l emr	lovees (other than t	thos	e included on line 1–	-see	instructions). If none, e	ıter"	NONE.	,		
		non or rive inginest paid						(d) Contributions to	<u> </u>				
(a)		l address of each employ	/ee	(b) Title, and aver hours per week		(c) Compensatio	n	employee benefit		Expens			
	paid r	more than \$50,000		devoted to positi		(c) compensation		plans and deferred	ot	her all	owanc	es	
NON								compensation					
NON	- L												
Tota	I number o	f other employees paid o	ver	\$50,000								0	

Part VIII  Information About Officers, Directors, True and Contractors (continued)	stees, Foundation Managers, Highly	Paid Employees,
3 Five highest-paid independent contractors for professional service	es (see instructions). If none, enter "NONE".	
(a) Name and address of each person paid more than \$50,000	<b>(b)</b> Type of service	(c) Compensation
NONE		
<b>Total</b> number of others receiving over \$50,000 for professional service	es	0
Part IX-A Summary of Direct Charitable Activities		
List the foundation's four largest direct chantable activities during the tax year. Include organizations and other beneficiaries served, conferences convened, research papers is		Expenses
1		
		1
		1
2		
		-
		-
3		
4		
		]
		1
Part IX-B Summary of Program-Related Investment	s (see instructions)	
Describe the two largest program-related investments made by the foundation dur		Amount
1		
		1
2		-
All other program-related investments See page 24 of the instruct	ons	
3		
Total. Add lines 1 through 3		0

Pa	<b>Minimum Investment Return</b> (All domestic foundations must complete this part. F see instructions.)	oreign	foundations,
1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc ,		
	purposes		
а	A verage monthly fair market value of securities	1a	15,315,063
b	A verage of monthly cash balances	1b	1,552,002
c	Fair market value of all other assets (see instructions)	1c	11,537,190
d	<b>Total</b> (add lines 1a, b, and c)	1d	28,404,255
е	Reduction claimed for blockage or other factors reported on lines 1a and		
	1c (attach detailed explanation) 1e 2,423,529	Ð	
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	28,404,255
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see		
	ınstructions)	4	426,064
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	27,978,191
6	Minimum investment return. Enter 5% of line 5	6	1,398,910
Dai	Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operations	atıng	foundations and
E.	certain foreign organizations check here 🕨 📗 and do not complete this part.)		
1	Minimum investment return from Part X, line 6	1	1,398,910
2a	Tax on investment income for 2012 from Part VI, line 5 2a 15,76	7	
b	Income tax for 2012 (This does not include the tax from Part VI ) 2b		
С	Add lines 2a and 2b	2c	15,767
3	Distributable amount before adjustments Subtract line 2c from line 1	3	1,383,143
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	1,383,143
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	1,383,143
Par	Qualifying Distributions (see instructions)		
1	A mounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
а	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26	1a	1,773,872
ь	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)	За	
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	1,773,872
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment	<b>—</b>	1,//3,0/2
5	income Enter 1% of Part I, line 27b (see instructions)	_	0
	income Lincol 1/0 of rail 1, time 2/ b (See histractions)	5	1
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,773,872

the section 4940(e) reduction of tax in those years

Р	art XIII Undistributed Income (see inst	ructions)			<b>y</b>
		(a) Corpus	(b) Years prior to 2011	<b>(c)</b> 2011	( <b>d)</b> 2012
1	Distributable amount for 2012 from Part XI, line 7				1,383,143
2	Undistributed income, if any, as of the end of 2012				
а	Enter amount for 2011 only			0	
ь	Total for prior years 20		0		
3	Excess distributions carryover, if any, to 2012				
а	From 2007				
b	From 2008				
C	From 2009 4,013,48	<b>-</b>			
d	From 2010				
	From 2011	<b>-</b>			
	<b>Total</b> of lines 3a through e	7,019,827			
4	Qualifying distributions for 2012 from Part				
	XII, line 4 🕨 \$				
	Applied to 2011, but not more than line 2a			0	
Ь	Applied to undistributed income of prior years (Election required—see instructions)		0		
C	Treated as distributions out of corpus (Election	0			
_=	required—see instructions)				1,383,143
	Applied to 2012 distributable amount	390,729			1,303,143
	Remaining amount distributed out of corpus	390,729			
3	Excess distributions carryover applied to 2012				
	(If an amount appears in column (d), the same amount must be shown in column (a).)				
	Enter the net total of each column as indicated below:				
а	Corpus Add lines 3f, 4c, and 4e Subtract line 5	7,410,556			
b	Prior years' undistributed income Subtract		0		
	line 4b from line 2b		Ů,		
С	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		U U		
е	Undistributed income for 2011 Subtract line				
	4a from line 2a Taxable amount—see			0	
f	Undistributed income for 2012 Subtract				
	lines 4d and 5 from line 1 This amount must be distributed in 2013				(
7	A mounts treated as distributions out of				
	corpus to satisfy requirements imposed by				
	section 170(b)(1)(F) or 4942(g)(3) (see	0			
_	instructions)				
8	Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	0			
۵	Excess distributions carryover to 2013.				
9	Subtract lines 7 and 8 from line 6a	7,410,556			
10	Analysis of line 9				
	Excess from 2008				
b	Excess from 2009 4,013,48	3			
С	Excess from 2010 2,918,24	6			
d	Excess from 2011	8			
e	Excess from 2012 390,72	9			

1a	If the foundation has received a ruling or d foundation, and the ruling is effective for 2		•			
ь	Check box to indicate whether the organiz	•	_		1942(J)(3) o	r <b>Г</b> 4942( <u>J</u> )(5)
	Enter the lesser of the adjusted net	Tax year		Prior 3 years		(e) Total
	income from Part I or the minimum investment return from Part X for each	(a) 2012	<b>(b)</b> 2011	<b>(c)</b> 2010	<b>(d)</b> 2009	(c) lotui
	year listed					
	85% of line 2a					
	line 4 for each year listed					
d	Amounts included in line 2c not used directly for active conduct of exempt activities					
е	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					
а	"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					
С	"Support" alternative test—enter					
	<ol><li>Total support other than gross investment income (interest,</li></ol>					
	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					
Рa	(4) Gross investment income  ort XV Supplementary Information	l on (Complete tl	l nis part only if		n had \$5.000 o	or more in
	assets at any time during	the year—see				
1 a	Information Regarding Foundation Manage List any managers of the foundation who has		re than 2% of the to	otal contributions re	ceived by the found	dation
	before the close of any tax year (but only I					
_						
b	List any managers of the foundation who overship of a partnership or other entity)				y large portion of th	ne
<u></u>	Information Regarding Contribution, Grant	. Gift, Loan, Schola	rship, etc., Program	 ns:		
	Check here 🕶 if the foundation only ma				and does not accep	ot
	unsolicited requests for funds If the found	atıon makes gıfts, q	grants, etc (see ins	structions) to individ	duals or organizatio	ns under
	other conditions, complete items 2a, b, c,	and d				
a	The name, address, and telephone numbe	r of the person to w	hom applications sl	hould be addressed		
b	The form in which applications should be s	submitted and infori	mation and materia	ls they should inclu	de	
c	Any submission deadlines					
d	Any restrictions or limitations on awards, factors	such as by geograp	phical areas, charit	able fields, kinds of	institutions, or othe	er

Recipient Name and address (home or business)  a Pair during the year See A diditional Data Table  Total  Total	Part XV Supplementary Inform	mation (continued)			Page <b>1</b>
Name and address frome or business) a Plant during the year See Additional Data Table  Total	3 Grants and Contributions Paid	During the Year or App	proved for F	uture Payment	
Total	Recipient	If recipient is an individual, show any relationship to	Foundation status of	Purpose of grant or	A mount
Total . ▶ 3a 1,773.87  D Approved for future payment		or substantial contributor	recipient		
b Approved for future payment	a Paid during the year See Additional Data Table	or substantial contributor			
b Approved for future payment					
			<del></del>		1,773,87
	<b>b</b> Approved for factore payment				
Total					

Form 990-PF (2012)					Page <b>12</b>
Part XVI-A Analysis of Income-Produc			I		(a)
Enter gross amounts unless otherwise indicated	Unrelated by	usiness income (b)	Excluded by section (c)	(d)	(e) Related or exempt function income
1 Program service revenue	Business code	A mount	Exclusion code	A mount	(See instructions )
a					,
b					
c					
d					
e					
<b>f</b> <b>g</b> Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	38,461	12,266
4 Dividends and interest from securities			14	465,909	
5 Net rental income or (loss) from real estate					
<ul><li>a Debt-financed property</li><li>b Not debt-financed property</li></ul>					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	148,611	
8 Gain or (loss) from sales of assets other than inventory			18	654,289	
<b>9</b> Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory  MORGAN KEEGAN			14	2,683	
11 Other revenue a <u>SETTLEMENT</u>			14	2,003	
b					
c					
d					
e 12 Subtotal Add columns (b), (d), and (e)		0		1,309,953	12,266
<b>13 Total.</b> Add line 12, columns (b), (d), and (e)		·-		L <b>3</b>	·
(See worksheet in line 13 instructions to verify					
Part XVI-B Relationship of Activities to					
Line No. Explain below how each activity for wh the accomplishment of the foundation's instructions )					
3 TAX EXEMPT INCOME FROM TOWER E	AST MAVERIC	K FUND, HEDGE	STRATEGY		
3 FUND NQP, KAYNE ANDERSON MLP, P	RIVATE EQUI	TY CAPITAL 200	5,		
3 REAL ESTATE CAPITAL 2006, AND RE	AL ESTATE CA	APITAL 2008,			
3 K-1'S EQUALS \$12,266					
-					
1					

Part XVI	Information Re Noncharitable					action	s and F	Relationships	With			<u> </u>
1 Did the org	anization directly or indirectly					nızatıon d	lescribed in	section			Yes	No
501(c) of t	he Code (other than section !	501(c)(3) oı	ganızatıc	ons) or in se	ction 527, relating	to political	l organizatio	ons?				
<b>a</b> Transfers	s from the reporting foun	dation to	a noncl	harıtable e	exempt organiza	ition of						
	h									1a(1)		No
	erassets									1a(2)		No
<b>b</b> Other tra												
<b>(1)</b> Sale	s of assets to a nonchai	ritable exe	empt or	ganızatıor	n					1b(1)		No
<b>(2)</b> Purc	hases of assets from a	noncharita	able ex	empt orga	ınızatıon					1b(2)		No
<b>(3)</b> Rent	al of facilities, equipme	nt, or othe	rasset	ts						1b(3)		No
<b>(4)</b> Rein	nbursement arrangemen	ts								1b(4)		No
(5) Loans or loan guarantees								1b(5)		No		
(6) Performance of services or membership or fundraising solicitations							1b(6)		No			
<b>c</b> Sharing o	of facilities, equipment, r	mailing lis	ts, oth	er assets,	or paid employ	ees				1c		No
of the go	swer to any of the above ods, other assets, or sel ansaction or sharing arra  (b) Amount involved	rvices givennent,	en by tl show i	he reportii in column	ng foundation I	f the fou the goo	ndation ro ds, other	eceived less than	fair marke es receive	et value ed	!	nts
(=, ===================================	(-,	(-,				(,		<b>,</b>	<b>,</b>			
describe	undation directly or indir d in section 501(c) of th complete the following s (a) Name of organization	e Code (o chedule		an sectior		ın sectic			• • • tion of relation		es F	No No
the	der penalties of perjury, best of my knowledge a ed on all information of ****** Signature of officer or ti	nd belief, which prej	ıt ıs tru	ıe, correct	, and complete				n taxpayeı Maythe I with the p		ciary) s this ret	IS urn
	Print/Type preparer's	namo	Drope	rer's Sıgn	ature	Date			PTIN			
Deid	JOHN ZUPEC	name	·	IN ZUPEC				Check if self- employed ▶	P	0160	533	
Paid Preparer									1011==			
Use	Firm's name ►	PARA	GONA	DVISORS	SINC			Firm's EIN ► 34	-184457	3		
Only		20820	CHAC	GRIN BLV	D 300			1				
	Firm's address 🕨	 SHAK	ER HTS	S,OH 44	122			Phone no (216	)491-399	0		
	1											

#### 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 )
GOLDMAN SACHS			
GOLDMAN SACHS			
J P MORGAN			
GABELLI			
GABELLI			
J P MORGAN			
GOLDMAN SACHS			
T ROWE PRICE			
K-1 CIC II, LP	Р		
K-1 CIC II, LP SEC 1231	Р		
K-1 DALE EAST TEXAS MINERALS 2008	Р		
K-1 EVERCORE LEXINGTON INVESTMENT FUND	Р		
K-1 EVERCORE LEXINGTON INVESTMENT FUND	Р		
K-1 EVERCORE LEXINGTON INVESTMENT FUND SEC 1231	Р		
K-1 HEDGE STRATEGY FUND NQP	Р		
K-1 HEDGE STRATEGY FUND NQP	Р		
K-1 HEDGE STRATEGY FUND NQP SEC 1231	Р		
K-1 INTERNATIONAL STRATEGIES FUND	Р		
K-1 INTERNATIONAL STRATEGIES FUND	Р		
K-1 KA ENERGY PARTNERS	Р		
K-1 KA ENERGY PARTNERS SEC 1231	Р		
K-1 KA ENERGY PARTNERS 2006	Р		
K-1 KA ENERGY PARTNERS 2006	Р		
K-1 KA ENERGY PARTNERS 2006 SEC 1231	Р		
K-1 KAYNE ANDERSON MLP FUND	Р		
K-1 KAYNE ANDERSON MLP FUND	Р		
K-1 KAYNE ANDERSON MLP FUND SEC 1231	Р		
K-1 PECP 2005	Р		
K-1 PECP 2005 SEC 1231	Р		
K-1 PECP 2008	P		

### 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 )
K-1 PECP 2008 SEC 1231	Р		
K-1 RECF	Р		
K-1 RECF SEC 1231	Р		
K-1 RECF 2005	Р		
K-1 RECF 2005	Р		
K-1 RECF 2005 SEC 1231	Р		
K-1 RECF 2006	Р		
K-1 RECF 2006	Р		
K-1 RECF 2006 SEC 1231	Р		
K-1 RECF 2008	Р		
K-1 RECF 2008	Р		
K-1 RECF 2008 SEC 1231	Р		
K-1 TEMF	Р		
K-1 TEMF	Р		

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

orin 990PF Part IV - Capi	ital dallis alla Losses foi	idx on investment income	COIGIIII C II
(e) Gross sales price	<b>(f)</b> Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)
1,537		1,495	42
26,923		25,000	1,923
249,078		244,547	4,531
391,400		355,433	35,967
147,211		70,303	76,908
734			734
6,525			6,525
12,010			12,010
		11,572	-11,572
27,040			27,040
174			174
172			172
		7,138	-7,138
		114	-114
9,860			9,860
76,667			76,667
		128	-128
		24,538	-24,538
		13,825	-13,825
		1,178	-1,178
23,625			23,625
364			364
3,156			3,156
41,413			41,413
		26,545	-26,545
192,320			192,320
		2,825	-2,825
36,595			36,595
14			14
13,815			13,815

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

(e) Gross sales price	<b>(f)</b> Depreciation allowed (or allowable)	(g) Cost or other basıs plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)
		13	-13
		832	-832
639			639
		679	-679
		1,566	-1,566
16,118			16,118
642			642
6,013			6,013
14,855			14,855
472			472
15,720			15,720
18,695			18,695
62,707			62,707
45,526			45,526

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

Offit 330FT Fait 14 Capit		ux on mirestinent meetine	Columnia	
Complete only for assets show	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 (ı) over col (j), ıf any	col (k), but not less than -0-) <b>or</b> Losses (from col (h))	
			42	
			1,923	
			4,531	
			35,967	
			76,908	
			734	
			6,525	
			12,010	
			-11,572	
			27,040	
			174	
			172	
			-7,138	
			-114	
			9,860	
			76,667	
			-128	
			-24,538	
			-13,825	
			-1,178	
			23,625	
			364	
			3,156	
			41,413	
			-26,545	
			192,320	
			-2,825	
			36,595	
			14	
			13,815	

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

Complete only for assets show	(I) Gains (Col (h) gain minus			
(i) F M V as of 12/31/69	(j) A djusted basis as of 12/31/69	(k) Excess of col (ı) over col (j), ıf any	col (k), but not less than -0-) <b>o</b> l Losses (from col (h))	
			-13	
			-832	
			639	
			-679	
			-1,566	
			16,118	
			642	
			6,013	
			14,855	
			472	
			15,720	
			18,695	
			62,707	
			45,526	

# Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Paginiant	If recipient is an	Foundation	1	Amount
Recipient  Name and address (home or business)	individual, show any relationship to any foundation manager or substantial contributor	status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
ADVANCED PLACEMENT STRATEGIES 325 N ST PAUL STREET SUITE 2900 DALLAS,TX 75201	NONE	501(C)(3)	GENERAL	231,657
BABSON COLLEGE 231 FOREST STREET BABSON PARK, MA 02457	NONE	501(C)(3)	GENERAL	400,000
CATHOLIC CHARITIES OF DALLAS INC 9461 LBJ FREEWAY SUITE 128 DALLAS,TX 75243	NONE	501(C)(3)	GENERAL	57,978
CROSS INTERNATIONAL 370 W CAMINO GARDENS BLVD BOCA RATON,FL 33432	NONE	501(C)(3)	GENERAL	125,000
DISTANCE LEARNING CENTER 1324 WEST CLEARFIELD ST PHILADELPHIA,PA 19132	NONE	501(C)(3)	GENERAL	100,000
ENVIRONMENTAL DEFENSE FUND 1875 CONNECTICUT AVE NW WASHINGTON,DC 20009	NONE	501(C)(3)	GENERAL	200,000
FLOW THROUGH FROM K-1 CIC II LP 500 CRESCENT COURT SUITE 250 DALLAS,TX 75201	NONE	501(C)(3)	GENERAL	7
FLOW THROUGH FROM K-1 CIC III LP 500 CRESCENT COURT SUITE 250 DALLAS,TX 75201	NONE	501(C)(3)	GENERAL	52
FLOWTHROUGH FROM K-1 EVERCORE LEXINGTON INVESTMENT FUND 20820 CHAGRIN BLVD SUITE 300 SHAKER HEIGHTS,OH 44122	NONE	501(C)(3)	GENERAL	1
FLOW THROUGH FROM K-1 KA ENERGY PARTNERS 2006 20820 CHAGRIN BLVD SUITE 300 SHAKER HEIGHTS,OH 44122	NONE	501(C)(3)	GENERAL	59
FLOW THROUGH FROM K-1 KA ENERGY PARTNERS 20820 CHAGRIN BLVD SUITE 300 SHAKER HEIGHTS,OH 44122	NONE	501(C)(3)	GENERAL	20
FLOW THROUGH FROM K-1 KAYNE ANDERSON MLP FUND 1800 AVENUE OF THE STARS SUITE 200 LOS ANGELES, CA 90067	NONE	501(C)(3)	GENERAL	90
FLOWTHROUGH FROM K-1 PRIVATE EQUITY CAPITAL FUND 2005 20820 CHAGRIN BLVD SUITE 300 SHAKER HEIGHTS,OH 44122	NONE	501(C)(3)	GENERAL	5
FLOW THROUGH FROM K-1 REAL ESTATE CAPITAL FUND 2005 20820 CHAGRIN BLVD SUITE 300 SHAKER HEIGHTS,OH 44122	NONE	501(C)(3)	GENERAL	2
FLOW THROUGH FROM K-1 REAL ESTATE CAPITAL FUND 2006 20820 CHAGRIN BLVD SUITE 300 SHAKER HEIGHTS,OH 44122	NONE	501(C)(3)	GENERAL	1

#### Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Form 990PF Part XV Line 3 - Gra	ants and Contributions	Paid During t	ne tear or Approved for r	uture Payment
Recipient	If recipient is an individual, show any relationship to	Foundation status of	Purpose of grant or contribution	A mount
Name and address (home or business)	any foundation manager or substantial contributor	recipient		
a Paid during the year				
FLOWTHROUGH FROM K-1 REAL ESTATE CAPITAL FUND 2008 20820 CHAGRIN BLVD SUITE 300 SHAKER HEIGHTS,OH 44122	NONE	501(C)(3)	GENERAL	1
FLOW THROUGH FROM K-1 REAL ESTATE CAPITAL FUND 20820 CHAGRIN BLVD SUITE 300 SHAKER HEIGHTS,OH 44122	NONE	501(C)(3)	GENERAL	-1
MAYO CLINIC 13400 EAST SHEA BOULEVARD SCOTTSDALE,AZ 85259	NONE	501(C)(3)	GENERAL	250,000
MUSEUM OF THE ROCKIES 600 WEST KAGY BOULEVARD BOZEMAN,MT 59717	NONE	501(C)(3)	GENERAL	50,000
OUR LADY OF PERPETUAL HELP 7617 CORTLAND AVENUE DALLAS,TX 75235	NONE	501(C)(3)	GENERAL	25,000
UNICEF 125 MAIDEN LANE NEW YORK, NY 10038	NONE	501(C)(3)	GENERAL	334,000
Total				1,773,872

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Schedule B		Schedule of Contributors		OMB No 1545-0047			
(Form 990, 990-EZ, or 990-PF) Department of the Treasury Internal Revenue Service	► Attach to Form 990, 990-EZ, or 990-PF. 201			2012			
Name of the organization THE ROGER AND ROSEMARY			Employer id	lentification number			
THE ROGER AND ROSEMANT	ENRICOTOUNDATION		75-287163	36			
Organization type (che	eck one)						
Filers of:	Section:						
Form 990 or 990-EZ	<b>5</b> 01(c)(	) (enter number) organization					
	<b>Г</b> 4947(a)(1	) nonexempt charitable trust <b>not</b> treated as a priva	ite foundation				
	F 527 politic	al organization					
Form 990-PF	<b>5</b> 01(c)(3)	exempt private foundation					
	<b>—</b> 4947(a)(1	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation					
	<b>501(c)(3)</b>	501(c)(3) taxable private foundation					
property) from a	ion filing Form 990, 99 ny one contributor C	90-EZ, or 990-PF that received, during the year, \$5 omplete Parts I and II	,000 or more (in money or				
Special Rules							
under sections 5	509(a)(1) and 170(b)(	filing Form 990 or 990-EZ that met the 33 <sup>1</sup> /3% support 1)(A)(vi) and received from any one contributor, d amount on (i) Form 990, Part VIII, line 1h, or (ii) For	uring the year, a contribut				
For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use exclusively for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III							
For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use <i>exclusively</i> for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an <i>exclusively</i> religious, charitable, etc., purpose. Do not complete any of the parts unless the <b>General Rule</b> applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year							
990-EZ, or 990-PF), but i	t <b>must</b> answer "No"	by the General Rule and/or the Special Rules does on Part IV, line 2 of its Form 990, or check the box 0-PF, to certify that it does not meet the filing requir	on line H of its				

Name of organization
THE ROGER AND ROSEMARY ENRICO FOUNDATION

Employer identification number

75-2871636

Part I	Contributors (see instructions) Use duplicate copies of Part I if additional space is needed	·	
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
_1_	ROGER A ENRICO 3831 TURTLE CREEK BLVD 23B  DALLAS, TX 75219	\$417,000	Person Payroll Noncash  (Complete Part II if there is a noncash contribution )
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
_2_	ROGER A ENRICO 3831 TURTLE CREEK BLVD 23B  DALLAS, TX 75219	\$ <u>93,816</u>	Person Payroll Noncash  (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
_3_	ROGER A ENRICO 3831 TURTLE CREEK BLVD 23B  DALLAS, TX 75219	\$ <u>535,050</u>	Person Payroll Noncash  (Complete Part II if there is a noncash contribution )
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
_4_	ROGER A ENRICO 3831 TURTLE CREEK BLVD 23B  DALLAS, TX 75219	\$1,500,000	Person Payroll Noncash  (Complete Part II if there is a noncash contribution )
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person Payroll Noncash  (Complete Part II if there is a noncash contribution )
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person Payroll Noncash  (Complete Part II if there is a noncash contribution)

Name of organization
THE ROGER AND ROSEMARY ENRICO FOUNDATION

**Employer identification number** 

75-2871636

Part II	Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed		
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_1_	BONDS NOVA CHEMICALS FLOATING RATE NOTE DTD 11/15/13 & INTERPUBLIC GROUP CO NOTE 6 25% DTD 11/15/14	\$	2012-04-12
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_2_	BOND GENERAL ELECTRIC CAP CORP FLOATING RATE NOTE DTD SEPT 15, 2014	\$ 93,816	2013-06-08
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_3_	MUTUAL FUND GS CORE PLUS FIXED INCOME FUND CLASS A SHARES (50,860 265 SHARES)	\$535,050	2013-06-18
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	

Scriedule	B (Form 990, 990-EZ, or 990-PF) (2012)			Page 4
	<b>DIFIGURE 1</b> AND ROSEMARY ENRICO FOUNDATION			Employer identification number
Part III	Exclusively religious, charitable, etc., in that total more than \$1,000 for the year For organizations completing Part III, enter the contributions of \$1,000 or less for the year Use duplicate copies of Part III if additional s	. Complete colline total of <i>excl</i> or r (Enter this in	umns <b>(a)</b> through <b>(e) and</b> us <i>ively</i> religious, charitat formation once See insti	the following line entry ble, etc.,
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift		(d) Description of how gift is held
	Transferee's name, address, an	-	r) Transfer of gift Relatio	nship of transferor to transferee
(a) No. from Part I	(b) Purpose of gift	(	c) Use of gift	(d) Description of how gift is held
	Transferee's name, address, an		e) Transfer of gift Relatio	nship of transferor to transferee
( ) )				
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift		(d) Description of how gift is held
	Transferee's name, address, an	•	e) Transfer of gift Relatio	nship of transferor to transferee
(a) No. from Part I	(b) Purpose of gift	(	c) Use of gift	(d) Description of how gift is held
	Transferee's name, address, an	•	e) Transfer of gift Relatio	nship of transferor to transferee

# **TY 2012 General Explanation Attachment**

Name: THE ROGER AND ROSEMARY ENRICO FOUNDATION

ldentifier	Return Reference	Explanation
PART X, LINE 1E DETAILED EXPLANATION	FORM 990- PF, PART X, LINE 1E	ASSET DESCRIPTION REDUCTION CLAIMED EXPLANATION HEDGE FUNDS HEDGE STRATEGY FUND NQP, LLC, \$2,776,631 \$277,663 SEE ITEM 1 INTERNATIONAL STRATEGIES FUND, 2,074,732 207,473 SEE ITEM 1 KAYNE ANDERSON MLP FUND, LP 3,359,700 335,970 SEE ITEM 1 TOWER EAST MAVERICK, LLC 1,575,507 157,551 SEE ITEM 1CAPITAL GROUP OPPOR FUND 749,292 74,929 SEE ITEM 1 TOTAL ITEM 1 HEDGE FUNDS 10,535,862 1,053,586 CIC PARTINERS II 824,029 329,612 SEE ITEM 2 CIC PARTINERS II 123,305 49,322 SEE ITEM 2DALE EAST TEXAS MINERALS 2008 39,333 15,733 SEE ITEM 2 EVERCORE-LEXINGTON INVES FUND 142,308 56,923 SEE ITEM 2 KAYNE ANDERSON ENERGY PART 220,548 88,219 SEE ITEM 2 KAYNE ANDERSON ENERGY PART 2006 346,947 138,779 SEE ITEM 2KAYNE ANDERSON ENERGY FUND V19,245 3,698 SEE ITEM 2PRIVATE EQUITY CAP FUND 2008 230,446 92,178 SEE ITEM 2PRIVATE EQUITY CAP FUND 2005 235,894 94,358 SEE ITEM 2 PRIVATE EQUITY CAP FUND 2008 230,446 92,178 SEE ITEM 2RRIVATE CREDIT INVESTMENT FUND 64,708 25,883 SEE ITEM 2REAL ESTATE CAPITAL FUND, LLC 28,391 11,356 SEE ITEM 2 REAL ESTATE CAPITAL FUND 2005 198,995 79,598 SEE ITEM 2 REAL ESTATE CAPITAL FUND 2006 219,264 87,706 SEE ITEM 2 REAL ESTATE CAPITAL FUND 2008 723,459 289,384 SEE ITEM 2RED MANGO INC 17,985 7,194 SEE ITEM 2 TOTAL ITEM 2 PRIVATE EQUITY 3,424,857 1,369,943 TOTALS 13,960,719 2,423,529EXPLANATIONS 1 - PARTINERSHIPS DESIGNATED WITH A 1 ABOVE ARE RIVATE INVESTMENT FARTNERSHIPS THAT RESTRICT THE ABILITY TO WITHDRAW FUNDS AS WELL AS THE ABILITY TO SELL INTERESTS TO OUTSIDE PARTIES THEREFORE THESE INVESTMENTS ARE NOT LIQUID ON A DAILY BASIS, AND AS SUCH A 10% DISCOUNT FROM "NET ASSET VALUE" HAS BEEN REFLECTED ABOVE 2 - PARTNERSHIPS DESIGNATED WITH A 2 ABOVE ARE STAGED PAY-IN INVESTMENTS, WHERE EACH PARTNERS HIPS DESIGNATED WITH A 2 ABOVE ARE STAGED PAY-IN INVESTMENTS. WHERE EACH PARTNERS HIP MANAGER ISSUES A "CAPITAL CALL", PARTNERS ARE REQUIRED TO FUND THEIR PRO RATA SHARE OF THE CALL, UNTIL OVER TIME THEIR ENTIRE COMMITMENT IS FUNDED INVESTORS HAVE NO RIGHT TO REQUEST A WITHDRAWHAL FROM THESE PARTNERSHIPS WHEN CASH IS

# **TY 2012 Investments Corporate Bonds Schedule**

Name: THE ROGER AND ROSEMARY ENRICO FOUNDATION

Name of Bond	End of Year Book Value	End of Year Fair Market Value
GOLDMAN SACHS (MAIN ACCOUNT)	1,994,820	2,017,305
JP MORGAN - MAIN BROKERAGE (BONDS)	4,840,035	4,867,391

# **TY 2012 Investments Corporate Stock Schedule**

Name: THE ROGER AND ROSEMARY ENRICO FOUNDATION

Name of Stock	End of Year Book Value	End of Year Fair Market Value
JP MORGAN - GABELLI	2,328,892	3,755,048
JP MORGAN - GABELLI - RYMAN HOSPITALITY PROPERTIES	27,805	43,498
BRANDYWINE FUND	86,578	67,373
T ROWE PRICE	1,174,981	939,236
JP MORGAN - MAIN BROKERAGE (STOCK)	6,947,072	3,963,940
RED MANGO INC	17,985	10,791

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# **TY 2012 Investments - Other Schedule**

Name: THE ROGER AND ROSEMARY ENRICO FOUNDATION

FTN: 75-2871636

<b>EIN:</b> 75-2871636				
Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value	
CIC II LP	AT COST	824,029	494,418	
CIC III LP	AT COST	123,305	73,983	
EVERCORE LEXINGTON	AT COST	142,308	85,386	
HEDGE STRATEGY FUND NPQ	AT COST	2,776,631	2,498,968	
INTERNATIONAL STRATEGIES FUND	AT COST	2,074,732	1,867,259	
KA ENERGY PARTNERS	AT COST	220,548	132,328	
KA ENERGY PARTNERS 2006	AT COST	346,947	208,168	
KAYNE ANDERSON MLP FUND	AT COST	3,359,700	3,023,730	
KAYNE ANDERSON ENERGY FUND VI	AT COST	9,245	5,547	
PRIVATE EQUITY CAPITAL PARTNERS 2005	AT COST	235,894	141,536	
REAL ESTATE CAPITAL FUND	AT COST	28,391	17,035	
REAL ESTATE CAPITAL FUND 2005	AT COST	198,995	119,397	
REAL ESTATE CAPITAL FUND 2006	AT COST	219,264	131,559	
TOWER EAST MAVERICK	AT COST	1,575,507	1,417,956	
DALE EAST TEXAS MINERALS 2008	AT COST	39,333	23,600	
PRIVATE EQUITY CAPITAL PARTNERS 2008	AT COST	230,446	138,268	
PRIVATE CREDIT INVESTMENT FUND	AT COST	64,708	38,825	
REAL ESTATE CAPITAL FUND 2008	AT COST	723,459	434,076	
CAPITAL GROUP OPPORTUNISTIC FUND	AT COST	749,292	674,363	

# **TY 2012 Other Expenses Schedule**

Name: THE ROGER AND ROSEMARY ENRICO FOUNDATION

<b>Description</b>	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
K-1 INTEREST EXPENSE	160,914	160,914	0	0
K-1 OTHER DEDUCTIONS	12,251	12,251	0	0
K-1 PORTFOLIO DEDUCTIONS	137,985	137,985	0	0
K-1 ROYALTY DEDUCTIONS	727	727	0	0
K-1 SEC 179 EXPENSE	2,109	2,109	0	0
K-1 SEC 59E EXPENSE	106,263	106,263	0	0
BANK FEES	90	90	0	0
BOND PREMIUM AMORTIZATION	3,407	3,407	0	0
K-1 ORDINARY RENTAL LOSS	19,008	19,008	0	0
K-1 BACKUP WITHHOLDING	722	0	0	0
ACCRUED INTEREST PAID	505	505	0	0
K-1 SEC 1256	3,786	3,786	0	0
MISCELLANEOUS	800	800	0	0

### DLN: 93491317001283

### **TY 2012 Other Income Schedule**

Name: THE ROGER AND ROSEMARY ENRICO FOUNDATION

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
K-1 ROYALTY INCOME	2,898	2,898	
K-1 CANCELLED DEBT	4,044	4,044	
JP MORGAN MAIN ACCOUNT	7,018	7,018	
K-1 ORDINARY INCOME	125,948	125,948	
K-1 OTHER INCOME (LOSS)	3,590	3,590	
K-1 OTHER PORTFOLIO INCOME	5,113	5,113	
MORGAN KEEGAN SETTLEMENT	2,683	2,683	0

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## **TY 2012 Other Increases Schedule**

Name: THE ROGER AND ROSEMARY ENRICO FOUNDATION

Description	Amount
M-1: K-1 UNREALIZED G/L	249,687
M-1: K-1 - BOOK/TAX DIFFERENCE	111,717

### TY 2012 Other Professional Fees Schedule

Name: THE ROGER AND ROSEMARY ENRICO FOUNDATION

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
GABELLI INVESTMENT FEES	45,605	45,605	0	0
PARAGON ADVISORS	15,325	15,325	0	0

### **TY 2012 Reduction Explanation Statement**

Name: THE ROGER AND ROSEMARY ENRICO FOUNDATION

**EIN:** 75-2871636

**Explanation:** THE OTHER ASSETS REPRESENT PARTNERSHIP INTERESTS. THESE

INVESTMENTS ARE RESTRICTED IN THEIR ABILITY TO WITHDRAW FUNDS OR TO SELL INTERESTS TO OUTSIDE PARTIES. GIVEN THE LIMITATIONS ON LIQUIDITY, CONTROL, AND MARKETABILITY, DISCOUNTS FROM THE MARKET VALUES HAVE BEEN REFLECTED

ABOVE.

### **TY 2012 Taxes Schedule**

Name: THE ROGER AND ROSEMARY ENRICO FOUNDATION

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
STATE WITHHOLDING	4,775	4,775	0	0
FOREIGN TAX	8,078	8,078	0	0
ESTIMATED FEDERAL TAXES	5,500	0	0	0