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 , 2012, and ending , 20

Name of foundation: ALVIN & LUCY OWSLEY FOUNDATION

A Employer identification number: 75-6047221

Number and street (or P O box number if mail is not delivered to street address): 1600 POST OAK BLVD. APT 802 — Room/suite

B Telephone number (see instructions): (713) 626-5626

City or town, state, and ZIP code: HOUSTON, TX 77056

C If exemption application is pending, check here ▶ ☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name 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)* ▶ $ 8,488,633.

J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis)*

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

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))

	Line		(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)	1,190.			
	2	Check ▶ ☐ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	277,472.	277,472.		ATCH 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	602,052.			
	b	Gross sales price for all assets on line 6a 4,181,807.				
	7	Capital gain net income (from Part IV, line 2)				
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule) ATCH 2	33,630.	1,386.		
	12	**Total.** Add lines 1 through 11	914,344.	774,581.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0			
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule) ATCH 3	19,493.	9,747.		9,747.
	c	Other professional fees (attach schedule) *	41,595.	33,315.		8,280.
	17	Interest ATCH 5	39.	39.		
	18	Taxes (attach schedule) (see instructions) ATCH 6	10,245.	5,045.		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule) ATCH 7	268.	268.		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	71,640.	48,414.		18,027.
	25	Contributions, gifts, grants paid	423,470.			423,470.
	26	**Total expenses and disbursements** Add lines 24 and 25	495,110.	48,414.	0	441,497.
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	419,234.			
	b	**Net investment income** (if negative, enter -0-)		726,167.		
	c	**Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

		Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets 1	Cash - non-interest-bearing			
2	Savings and temporary cash investments	168,358.	282,950.	282,950.
3	Accounts receivable ▶ 14,476. Less allowance for doubtful accounts ▶	9,583.	14,476.	14,476.
4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10 a	Investments - U S and state government obligations (attach schedule)			
b	Investments - corporate stock (attach schedule) ATCH 8	3,854,996.	4,826,418.	7,755,933.
c	Investments - corporate bonds (attach schedule) ATCH 9	1,182,475.	512,360.	435,274.
11	Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
12	Investments - mortgage loans			
13	Investments - other (attach schedule)			
14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)			
16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	5,215,412.	5,636,204.	8,488,633.
Liabilities 17	Accounts payable and accrued expenses			
18	Grants payable		250.	
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities** (add lines 17 through 22)	0	250.	
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	5,215,412.	5,635,954.	
28	Paid-in or capital surplus, or land, bldg , and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds			
30	**Total net assets or fund balances** (see instructions)	5,215,412.	5,635,954.	
31	**Total liabilities and net assets/fund balances** (see instructions)	5,215,412.	5,636,204.	

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	5,215,412.
2	Enter amount from Part I, line 27a	2	419,234.
3	Other increases not included in line 2 (itemize) ▶ ATCH 10	3	1,554.
4	Add lines 1, 2, and 3	4	5,636,200.
5	Decreases not included in line 2 (itemize) ▶ ATCH 11	5	246.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	5,635,954.

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 PART IV SCHEDULE			
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				
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				
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	495,723.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8		3	0

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	576,063.	7,954,397.	0.072421
2010	611,273.	7,125,963.	0.085781
2009	396,219.	6,255,886.	0.063335
2008	390,449.	7,666,005.	0.050933
2007	436,070.	9,046,467.	0.048203

2	**Total** of line 1, column (d)	2	0.320673
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	0.064135
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	8,240,435.
5	Multiply line 4 by line 3	5	528,500.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	7,262.
7	Add lines 5 and 6	7	535,762.
8	Enter qualifying distributions from Part XII, line 4	8	441,497.

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

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

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	14,523.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	
3	Add lines 1 and 2		3	14,523.
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	14,523.
6	Credits/Payments			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a 6,338.		
b	Exempt foreign organizations - tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c 16,000.		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d		7	22,338.
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	7,815.
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 7,815. **Refunded** ▶		11	

Part VII-A Statements Regarding Activities

			Yes	No
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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	*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		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ ________ (2) On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
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		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
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	X	
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	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

			Yes	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		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
	Website address ▶ N/A			
14	The books are in care of ▶ ALVIN OWSLEY JR., TRUSTEE Telephone no ▶ 713-626-5626 Located at ▶ 1600 POST OAK BLVD., APT 802 HOUSTON, TX ZIP+4 ▶ 77056			
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		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		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 instructions)?	1b		
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No			
If "Yes," list the years ▶			
b Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	2b		
c If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶			
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)*	3b		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		X

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

			Yes	No
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		X
	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
ATCH 12		0	0	0

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

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

Total number of other employees paid over $50,000 ▶

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		0
Total number of others receiving over $50,000 for professional services ▶		

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NOT APPLICABLE	
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 NOT APPLICABLE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes:		
a	Average monthly fair market value of securities	1a	8,035,172.
b	Average of monthly cash balances	1b	330,752.
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	8,365,924.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	8,365,924.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	125,489.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	8,240,435.
6	**Minimum investment return.** Enter 5% of line 5	6	412,022.

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	412,022.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	14,523.		
b	Income tax for 2012 (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	14,523.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	397,499.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	397,499.
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	397,499.

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	441,497.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	441,497.
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	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	441,497.

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				397,499.
2	Undistributed income, if any, as of the end of 2012				
a	Enter amount for 2011 only				
b	Total for prior years 20 10 ,20 09 ,20 08				
3	Excess distributions carryover, if any, to 2012				
a	From 2007				
b	From 2008 18,062.				
c	From 2009 100,565.				
d	From 2010 271,789.				
e	From 2011 190,945.				
f	Total of lines 3a through e	581,361.			
4	Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 441,497.				
a	Applied to 2011, but not more than line 2a				
b	Applied to undistributed income of prior years (Election required - see instructions)				
c	Treated as distributions out of corpus (Election required - see instructions)				
d	Applied to 2012 distributable amount				397,499.
e	Remaining amount distributed out of corpus	43,998.			
5	Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6	**Enter the net total of each column as indicated below:**				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5	625,359.			
b	Prior years' undistributed income Subtract line 4b from line 2b				
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d	Subtract line 6c from line 6b Taxable amount - see instructions				
e	Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions				
f	Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8	Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9	**Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	625,359.			
10	Analysis of line 9				
a	Excess from 2008 18,062.				
b	Excess from 2009 100,565.				
c	Excess from 2010 271,789.				
d	Excess from 2011 190,945.				
e	Excess from 2012 43,998.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

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 foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

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

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year - see instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000) (See section 507(d)(2))

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NONE

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

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

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

ATCH 13

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

LETTER - NO MORE THAN TWO PAGES AND NO ENCLOSURES

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.

TEXAS ONLY

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ATCH 14				
Total . . . . . . ▶ **3a**				423,470.
b *Approved for future payment*				
Total . . . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

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					
4 Dividends and interest from securities			14	277,472.	
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	211110	106,329.	18	495,723.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b ATCH 15		32,244.		1,386.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		138,573.		774,581.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . . 13 913,154.

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

			Yes	No
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?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
	N/A		N/A

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) is based on all information of which preparer has any knowledge

Alvin Owsley | 8-14-13 | Trustee

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
KENNETH W. CHAFFIN	Kenneth W Chaffin	8/9/2013		P01380326

Firm's name ▶ MARGOLIS, PHIPPS & WRIGHT P.C. Firm's EIN ▶ 76-0324056

Firm's address ▶ 1400 POST OAK BLVD., STE 900 HOUSTON, TX 77056-3009 Phone no 713-625-3500

Form 990-PF (2012)

JSA
2E1493 1 000

ALVIN & LUCY OWSLEY FOUNDATION

75-6047221

Supplement to Form 4797 Part II Detail

ATTACHMENT 1

Description	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed or Allowable	Cost or Other Basis	Gain or (Loss) for entire year
PLAINS ALL AMERICAN	12/03/1999	11/28/2012	27,439.			27,439.
LINN ENERGY LLC	02/15/2006	08/03/2012	78,890.			78,890.
Totals						106,329.

SCHEDULE D (Form 1041)

Department of the Treasury Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T.
▶ Information about Schedule D (Form 1041) and its separate instructions is at *www.irs.gov/form1041*.

OMB No 1545-0092

2012

Name of estate or trust	Employer identification number
ALVIN & LUCY OWSLEY FOUNDATION	75-6047221

Note: *Form 5227 filers need to complete only Parts I and II*

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	-15,929.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2011 Capital Loss Carryover Worksheet	4	( )
5 **Net short-term gain or (loss).** Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back ▶	5	-15,929.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	507,305.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	4,347.
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2011 Capital Loss Carryover Worksheet	11	( )
12 **Net long-term gain or (loss).** Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back ▶	12	511,652.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041. **Schedule D (Form 1041) 2012**

Part III **Summary of Parts I and II**
Caution: *Read the instructions **before** completing this part.*

			(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
13	**Net short-term gain or (loss)**	13			-15,929.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			511,652.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b			
c	28% rate gain	14c			
15	**Total net gain or (loss).** Combine lines 13 and 14a ▶	15			495,723.

Note: *If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 14a and 15, column (2), are net gains, go to Part V, and **do not** complete Part IV If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary*

Part IV **Capital Loss Limitation**

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of
a The loss on line 15, column (3) **or** b $3,000 . . . 16 ( )

Note: *If the loss on line 15, column (3), is more than $3,000, **or** if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover*

Part V **Tax Computation Using Maximum Capital Gains Rates**

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero.
Caution: *Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if*
- *Either line 14b, col (2) or line 14c, col (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.*

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)			17			
18	Enter the **smaller** of line 14a or 15 in column (2) but not less than zero	18					
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19					
20	Add lines 18 and 19	20					
21	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- ▶	21					
22	Subtract line 21 from line 20 If zero or less, enter -0-			22			
23	Subtract line 22 from line 17. If zero or less, enter -0-			23			
24	Enter the **smaller** of the amount on line 17 or $2,400			24			
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ **Yes.** Skip lines 25 and 26, go to line 27 and check the "No" box. ☐ **No.** Enter the amount from line 23			25			
26	Subtract line 25 from line 24			26			
27	Are the amounts on lines 22 and 26 the same? ☐ **Yes.** Skip lines 27 thru 30; go to line 31 ☐ **No.** Enter the smaller of line 17 or line 22			27			
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)			28			
29	Subtract line 28 from line 27			29			
30	Multiply line 29 by 15% (15)					30	
31	Figure the tax on the amount on line 23 Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)					31	
32	Add lines 30 and 31					32	
33	Figure the tax on the amount on line 17. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)					33	
34	**Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)					34	

SCHEDULE D-1 (Form 1041)

Department of the Treasury Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

▶ Information about Schedule D (Form 1041) and its separate instructions is at *www.irs.gov/form1041*.

OMB No 1545-0092

2012

Name of estate or trust: ALVIN & LUCY OWSLEY FOUNDATION

Employer identification number: 75-6047221

Part I — Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a WPX ENERGY - 1,666 SHS	02/17/2011	01/09/2012	27,480.	27,872.	-392.
WPX ENERGY - CASH IN LIEU	02/17/2011	01/03/2012	11.	11.	
MORGAN STANLEY - 75241 (ATTACHMENT 19)	08/01/2011	02/01/2012	334,154.	324,190.	9,964.
MORGAN STANLEY - 916727 (ATTACHMENT 20)	02/01/2012	12/31/2012	826,512.	852,013.	-25,501.

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b . . . . -15,929.

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side | **Employer identification number**

Part II **Long-Term Capital Gains and Losses - Assets Held More Than One Year**

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a					
COVIDIEN PLC - 1,500 SHS	06/17/2002	03/08/2012	76,678.	42,110.	34,568.
ANNALY CAPITAL - 10,000 SHS	05/04/2009	04/18/2012	157,365.	143,953.	13,412.
EATON VANCE - 20,000 SHS	01/06/2011	04/24/2012	174,028.	188,703.	-14,675.
GINNIE MAE - 250,000 SHS	04/15/2010	04/20/2012	905.	2,692.	-1,787.
LEUCADIA - 52 SHS	06/15/1995	03/08/2012	1,288.		1,288.
GNMA - 4,500 SHS	01/01/2010	08/20/2012	107,008.	108,346.	-1,338.
BALL CORP - 2,000 SHS	10/01/1982	11/28/2012	88,434.	274.	88,160.
BLACKROCK - .569 SHS	01/26/2005	10/09/2012	9.	16.	-7.
LEXICON PHARM - 40,000 SHS	06/20/2008	07/17/2012	120,854.	186,660.	-65,806.
MFS INTER - 20,000 SHS	11/29/1990	05/30/2012	126,879.	124,709.	2,170.
LINN ENERGY - 8,000 SHS	02/15/2006	08/03/2012	311,777.		311,777.
PLAINS ALL AMERICAN - 2,000 SHS	12/03/1999	11/28/2012	91,335.	32,743.	58,592.
WELLS FARGO - 35,362 SHS	10/07/2009	08/17/2012	373,367.	525,814.	-152,447.
MORGAN STANLEY - 75241 (ATTACHMENT 19)	01/01/2010	12/31/2012	351,596.	269,927.	81,669.
MORGAN STANLEY - 916727 (ATTACHMENT 20)	01/01/2010	12/31/2012	337,753.	328,717.	9,036.
MORGAN STANLEY - 916727 (ATTACHMENT 20)	01/01/2010	12/31/2012	559,428.	421,003.	138,425.
K1-PLAINS ALL AMERICAN				2.	-2.
K1-ENTERPRISE PRODUCT			4,270.		4,270.

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b . . . . 507,305.

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					4,347.	
		WPX ENERGY - 1,666 SHS					02/17/2011	01/09/2012
27,480.		27,872.					-392.	
		WPX ENERGY - CASH IN LIEU					02/17/2011	01/03/2012
11.		11.						
		COVIDIEN PLC - 1,500 SHS					06/17/2002	03/08/2012
76,678.		42,110.					34,568.	
		ANNALY CAPITAL - 10,000 SHS					05/04/2009	04/18/2012
157,365.		143,953.					13,412.	
		EATON VANCE - 20,000 SHS					01/06/2011	04/24/2012
174,028.		188,703.					-14,675.	
		GINNIE MAE - 250,000 SHS					04/15/2010	04/20/2012
905.		2,692.					-1,787.	
		LEUCADIA - 52 SHS					06/15/1995	03/08/2012
1,288.							1,288.	
		GNMA - 4,500 SHS					01/01/2010	08/20/2012
107,008.		108,346.					-1,338.	
		BALL CORP - 2,000 SHS					10/01/1982	11/28/2012
88,434.		274.					88,160.	
		BLACKROCK - .569 SHS					01/26/2005	10/09/2012
9.		16.					-7.	
		LEXICON PHARM - 40,000 SHS					06/20/2008	07/17/2012
120,854.		186,660.					-65,806.	
		MFS INTER - 20,000 SHS					11/29/1990	05/30/2012
126,879.		124,709.					2,170.	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		LINN ENERGY - 8,000 SHS					02/15/2006	08/03/2012
311,777.							311,777.	
		PLAINS ALL AMERICAN - 2,000 SHS					12/03/1999	11/28/2012
91,335.		32,743.					58,592.	
		WELLS FARGO - 35,362 SHS					10/07/2009	08/17/2012
373,367.		525,814.					-152,447.	
		MORGAN STANLEY - 75241 (ATTACHMENT 19)					08/01/2011	02/01/2012
334,154.		324,190.					9,964.	
		MORGAN STANLEY - 75241 (ATTACHMENT 19)					01/01/2010	12/31/2012
351,596.		269,927.					81,669.	
		MORGAN STANLEY - 916727 (ATTACHMENT 20)					02/01/2012	12/31/2012
826,512.		852,013.					-25,501.	
		MORGAN STANLEY - 916727 (ATTACHMENT 20)					01/01/2010	12/31/2012
337,753.		328,717.					9,036.	
		MORGAN STANLEY - 916727 (ATTACHMENT 20)					01/01/2010	12/31/2012
559,428.		421,003.					138,425.	
		K1-PLAINS ALL AMERICAN						
		2.					-2.	
		K1-ENTERPRISE PRODUCT						
4,270.							4,270.	
TOTAL GAIN(LOSS)							495,723.	

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MORGAN STANLEY 297 - INTEREST	45.	45.
MORGAN STANLEY 783 - INTEREST	2,667.	2,667.
MORGAN STANLEY 297 - OID INTEREST	895.	895.
MORGAN STANLEY 783 - ACCRUED INTEREST	139.	139.
MORGAN STANLEY 297 - ACCRUED INTEREST	186.	186.
MORGAN STANLEY 783 - DIVIDENDS	57,448.	57,448.
MORGAN STANLEY 241 - DIVIDENDS	16,208.	16,208.
MORGAN STANLEY 297 - DIVIDENDS	164,311.	164,311.
MORGAN STANLEY 727 - DIVIDENDS	35,262.	35,262.
PLAINS ALL AMERICAN PIPELINE LP (K-1)	168.	168.
ENTERPRISE PRODUCTS PARTNERS LP (K-1)	23.	23.
LINN ENERGY LLC (K-1)	96.	96.
VANGUARD NATURAL RESOURCES (K-1)	24.	24.
TOTAL	277,472.	277,472.

ATTACHMENT 2

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ENTERPRISE PRODUCTS PARTNERS - UBTI	-570.	
ENTERPRISE PRODUCTS PARTNERS - 1231	-81.	-81.
PLAINS ALL AMERICAN PIPELINE - UBTI	24,335.	
PLAINS ALL AMERICAN PIPELINE - 1231	4.	4.
LINN ENERGY LLC - UBTI	-20,276.	
VANGUARD NATURAL RESOURCES - UBTI	-4,747.	-117.
VANGUARD NATURAL RESOURCES - 1231	751.	751.
VANGUARD NATURAL RESOURCES - ROYALTIES	829.	829.
LINN ENERGY - AT RISK	33,385.	
TOTALS	33,630.	1,386.

ATTACHMENT 3

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION	19,493.	9,747.		9,747.
TOTALS	19,493.	9,747.		9,747.

ATTACHMENT 4

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
MORGAN STANLEY FEES	25,035.	25,035.	
PROFESSIONAL FEES	16,560.	8,280.	8,280.
TOTALS	41,595.	33,315.	8,280.

FORM 990PF, PART I - INTEREST EXPENSE

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MARGIN INTEREST EXPENSE	39.	39.
TOTALS	39.	39.

ATTACHMENT 6

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAX MORGAN STANLEY	3,846.	3,846.
EXCISE TAX	5,200.	
FOREIGN TAX PLAINS ALL AMERICA	1,199.	1,199.
TOTALS	10,245.	5,045.

ATTACHMENT 7

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
BANK CHARGES	2.	2.
MISC EXPENSES	266.	266.
TOTALS	268.	268.

ATTACHMENT 8

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
MORGAN STANLEY (ATTACHMENT 16)	2,608,165.	5,319,228.
MORGAN STANLEY (ATTACHMENT 17)	2,218,253.	2,436,705.
TOTALS	4,826,418.	7,755,933.

ATTACHMENT 9

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
MORGAN STANLEY (ATTACHMENT 16)	512,360.	435,274.
TOTALS	512,360.	435,274.

ATTACHMENT 10

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION		AMOUNT
DEPLETION IN EXCESS OF BASIS		1,554.
	TOTAL	1,554.

ATTACHMENT 11

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
NONDEDUCTIBLE EXPENSES FROM K-1	246.
TOTAL	246.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 12

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION			
ALVIN M OWSLEY JR 1600 POST OAK BLVD. APT 802 HOUSTON, TX 77056	TRUSTEE 1.00	0	0	0
WENDY O GARRETT 7806 EAST SAN CARLOS ROAD SCOTTSDALE, AZ 85258	TRUSTEE	0	0	0
DAVID T OWSLEY 116 E 68TH ST. #10C NEW YORK, NY 70065	TRUSTEE	0	0	0
	GRAND TOTALS			

ATTACHMENT 13

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

ALVIN OWSLEY, JR.
1600 POST OAK BLVD. APT 802
HOUSTON, TX 77056
713-622-1352

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 14

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
GRANTS PAID (SEE ATTACHMENT 18) FOR COMPLETE LIST HOUSTON, TX 77056	NONE 501(C)(3)	THE GIFTS WERE MADE TO THE GENERAL OPERATING FUND FOR EACH ORGANIZATION TO ENABLE THEM TO FULFILL THEIR CHARITABLE PURPOSE.	423,470.
		TOTAL CONTRIBUTIONS PAID	423,470.

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 15

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
FROM SCH. K-1	211110	32,244.			
FROM K-1/ROYALTIES			15	829.	
FROM K-1/1231			18	674.	
FROM K-1/COST DEPLETION			15	-117.	
TOTALS		32,244.		1,386.	

EIN. 75-6047221
ALVIN & LUCY OWSLEY FOUNDATION
FAIR MARKET VALUE/BOOK BASIS OF INVESTMENTS
FOR THE YEAR ENDED DECEMBER 31, 2012
MORGAN STANLEY ACCT # 283-916297

LINE 10b-CORPORATE STOCK	BOOK BASIS 12/31/2011	BOOK BASIS 12/31/2012	FMV 12/31/2012
10,000 AMERICAN CAPITAL AGENCY	$ -	$ 300,124 67	$ 289,000.00
10,000 ANNALY CAPITAL MGMT	$ 143,952.98	$ -	$ -
36,000 BALL CORPORATION	$ 4,860 00	$ 4,590 00	$ 1,521,500 00
4,000 CENTURYLINK INC - NEW 2010	$ 140,316 35	$ 140,316 35	$ 156,480 00
2,400 CHEVRON CORP	$ 102,119 44	$ 102,119 44	$ 259,536 00
2,000 COCA-COLA COMPANY	$ 24,370 67	$ 24,370 67	$ 145,000 00
1,500 COVIDIEN PLC	$ 42,110 45	$ -	$ -
10 000 ENCORE ENERGY PARTNERS LP	$ 304,475.96	$ -	$ -
10,000 ENERPLUS CORPORATION	$ -	$ 433,534 87	$ 259,200 00
5,000 ENTERPRISE PRODS PARTNERS LP	$ 16,293 00	$ 7,257 00	$ 250,400 00
15,000 GENON ENGY (PREV. RRI ENERGY)	$ 30,350 00	$ -	$ -
250,000 GINNIE MAE SERIES - 2010	$ 44,620 01	$ -	$ -
250,000 GINNIE MAE SERIES - 2011	$ 195,768 10	$ -	$ -
30,000 ING PRIME RATE	$ -	$ 174,705 40	$ 186,300 00
5,000 INTEL CORP	$ 34,908 52	$ 34,908 52	$ 103,100 00
40,000 LEXICON PHARMACEUTICALS	$ 186,660.49	$ -	$ -
8,000 LINN ENERGY LLC	$ (76,528 79)	$ -	$ -
8,000 LINNCO LLC	$ -	$ 292,651 74	$ 289,120 00
1,824 NRG ENERGY INC (formerly Genon ENGY)	$ -	$ 30,350 00	$ 41,933 76
5,000 PLAINS ALL AMERICAN PIPELINE	$ 25,206 00	$ 21,875.00	$ 361,920 00
10,000 SEADRILL LTD	$ 247,933 43	$ 247,933 43	$ 368,000 00
3,000 SOUTHERN COMPANY (MIRANT EXCH)	$ 27,942 26	$ 27,942.26	$ 128,430 00
25,000 STELLUS CAP INVT	$ -	$ 375,000 00	$ 409,500 00
7,500 VANGUARD NATURAL RESOURCES LLC	$ 171,490.01	$ 148,978 26	$ 195,000 00
3,660 VERIZON COMMUNICATIONS	$ 90,637 89	$ 90,637 89	$ 158,368 20
5,000 WILLIAMS COS INC	$ 150,885.67	$ 150,869 37	$ 196,440 00
TOTAL INVESTMENTS	$ 1,908,372 44	2,608,164 87	$ 5,319,227 96

LINE 10c-CORPORATE BONDS	BOOK BASIS 12/31/2011	BOOK BASIS 12/31/2012	FMV 12/31/2012
35,362 4861 WELLS FARGO ADVANT INCOME FUND	$ 525,813 60	$ -	$ -
20,000 MFS INTERMEDIATE INCOME TR	$ 133,060 18	$ -	$ -
20,000 VAN KAMPEN SR INCOME	$ 179,157 20	$ -	$ -
15,000 BLACKROCK DIVERS INCM STRATEGIES FUND	$ 253,776 64	$ 252,672 52	$ 164,574 45
5,000 EATON VANCE LTD DURATION FUND	$ -	$ 82,940 21	$ 83,300 00
20,000 EATON VANCE TAX MG CEF	$ -	$ 176,747 03	$ 187,400 00
TOTAL INVESTMENTS	$ 1,091,807.62	512,359 76	$ 435,274 45

ATTACHMENT 16

Alvin & Lucy Owsley Foundation
EIN # 75-6047221

MORGAN STANLEY ACCT # 75241

STOCKS

COMMON STOCKS

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
ABBOTT LABORATORIES (ABT)	9/22/11	275.000	$50.419	$13,865.09	$18,012.50	$4,147.41 LT		
	1/11/12	290.000	55.517	16,099.90	18,995.00	2,895.10 ST		
	Total	565.000		29,964.99	37,007.50	4,147.41 LT 2,895.10 ST	316.40	0.85
Share Price: $65.500; Next Dividend Payable 02/2013								
ALKERMES PLC SHS (ALKS)	12/18/12	660.000	19.280	12,724.87	12,223.20	(501.67) ST	—	—
Share Price: $18.520								
AMER INTL GP INC NEW (AIG)	9/10/12	519.000	33.493	17,382.92	18,320.70	937.78 ST		
	11/2/12	220.000	33.060	7,273.20	7,766.00	492.80 ST		
	Total	739.000		24,656.12	26,086.70	1,430.58 ST	—	—
Share Price: $35.300								
AMGEN INC (AMGN)	9/10/12	296.000	84.239	24,934.66	25,515.20	580.54 ST	556.48	2.18
Share Price: $86.200; Next Dividend Payable 03/2013								
APPLE INC (AAPL)	7/29/11	37.000	392.920	14,538.05	19,690.40	5,152.35 LT		
	8/8/11	52.000	364.875	18,973.48	27,672.99	8,699.51 LT		
	1/18/12	53.000	428.266	22,698.12	28,205.16	5,507.04 ST		
	10/19/12	24.000	611.785	14,682.85	12,772.15	(1,910.70) ST		
	Total	166.000		70,892.50	88,340.70	13,851.86 LT 3,596.34 ST	1,759.60	1.99
Share Price: $532.173; Next Dividend Payable 02/2013								
ASHLAND INC NEW (ASH)	12/7/12	224.000	76.404	17,114.52	18,011.84	897.32 ST	201.60	1.11
Share Price: $80.410; Next Dividend Payable 03/2013								
AT&T INC (T)	7/25/12	319.000	35.343	11,274.39	10,753.49	(520.90) ST		
	11/7/12	330.000	33.650	11,104.50	11,124.30	19.80 ST		
	Total	649.000		22,378.89	21,877.79	(501.10) ST	1,168.20	5.33
Share Price: $33.710; Next Dividend Payable 02/2013								
BALL CORPORATION (BLL)	9/30/11	184.000	31.345	5,767.44	8,234.00	2,466.56 LT		
	7/25/12	248.000	40.545	10,055.11	11,098.00	1,042.89 ST		

CONTINUED

Alvin & Lucy Owsley Foundation
EIN # 75-6047221

MORGAN STANLEY ACCT # 75241

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	Total	432.000		15,822.55	19,332.00	2,466.56 LT 1,042.89 ST	172.80	0.89
Share Price: $44.750; Next Dividend Payable 03/2013								
BANK OF AMERICA CORP (BAC)	9/11/12	2,828.000	8.870	25,084.36	32,833.08	7,748.72 ST		
	11/6/12	907.000	9.930	9,006.33	10,530.27	1,523.94 ST		
	Total	3,735.000		34,090.69	43,363.35	9,272.66 ST	149.40	0.34
Share Price: $11.610; Next Dividend Payable 03/2013								
BERKSHIRE HATHAWAY CL-B NEW (BRK'B)	1/11/12	314.000	77.999	24,491.62	28,165.80	3,674.18 ST		
	9/11/12	50.000	86.646	4,332.30	4,485.00	152.70 ST		
	Total	364.000		28,823.92	32,650.80	3,826.88 ST	—	—
Share Price: $89.700								
BIOGEN IDEC INC (BIIB)	2/8/12	165.000	120.003	19,800.46	24,151.05	4,350.59 ST	—	—
Share Price: $146.370								
CAPITAL ONE FINANCIAL CORP (COF)	11/13/12	412.000	57.515	23,696.34	23,867.16	170.82 ST	82.40	0.34
Share Price: $57.930; Next Dividend Payable 02/2013								
CARMAX INC (KMX)	11/28/12	546.000	35.870	19,584.75	20,496.84	912.09 ST	—	—
Share Price: $37.540								
CATERPILLAR INC (CAT)	11/16/10	59.000	80.732	4,763.21	5,286.90	523.69 LT		
	11/19/10	250.000	83.748	20,936.98	22,402.11	1,465.13 LT		
	Total	309.000		25,700.19	27,689.02	1,988.82 LT	642.72	2.32
Share Price: $89.609; Next Dividend Payable 03/2013								
CDN PACIFIC RY LTD NEW (CP)	8/31/12	176.000	82.791	14,571.15	17,885.12	3,313.97 ST	248.16	1.38
Share Price: $101.620; Next Dividend Payable 01/28/13								
CELGENE CORP (CELG)	9/23/11	158.000	62.727	9,910.83	12,398.26	2,487.43 LT		
	1/11/12	157.000	72.155	11,328.40	12,319.79	991.39 ST		
	Total	315.000		21,239.23	24,718.05	2,487.43 LT 991.39 ST	—	—
Share Price: $78.470								
CHEVRON CORP (CVX)	12/17/09	76.000	77.010	5,852.75	8,218.64	2,365.89 LT		
	12/22/09	92.000	77.560	7,135.52	9,948.88	2,813.36 LT		
	9/14/11	213.000	97.788	20,828.89	23,033.82	2,204.93 LT		

CONTINUED

ATTACHMENT 17

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Alvin & Lucy Owsley Foundation
EIN # 75-6047221

MORGAN STANLEY ACCT # 75241

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	Total	381.000		33,817.16	**41,201.34**	7,384.18 LT	1,371.60	3.32
Share Price: $108.140; Next Dividend Payable 03/2013								
CHICOS FAS INC (CHS)	9/12/12	524.000	19.089	10,002.79	9,673.04	(329.75) ST		
	11/7/12	350.000	19.465	6,812.68	6,461.00	(351.68) ST		
	Total	874.000		16,815.47	**16,134.04**	(681.43) ST	183.54	1.13
Share Price: $18.460; Next Dividend Payable 03/2013								
CHUBB CORP (CB)	8/3/10	232.000	52.910	12,275.12	**17,474.24**	5,199.12 LT	380.48	2.17
Share Price: $75.320; Next Dividend Payable 01/08/13								
CIGNA CORPORATION COM (CI)	11/8/12	365.000	52.355	19,109.47	**19,512.90**	403.43 ST	14.60	0.07
Share Price: $53.460; Next Dividend Payable 04/2013								
CISCO SYS INC (CSCO)	12/21/11	684.000	17.897	12,241.62	13,440.18	1,198.56 LT		
	9/10/12	236.000	19.158	4,521.17	4,637.25	116.08 ST		
	12/14/12	548.000	19.920	10,916.16	10,767.86	(148.30) ST		
	Total	1,468.000		27,678.95	**28,845.31**	1,198.56 LT (32.22) ST	822.08	2.84
Share Price: $19.649; Next Dividend Payable 03/2013								
CITIGROUP INC NEW (C)	10/25/12	716.000	37.029	26,512.69	28,324.96	1,812.27 ST		
	11/6/12	312.000	38.419	11,986.67	12,342.72	356.05 ST		
	Total	1,028.000		38,499.36	**40,667.68**	2,168.32 ST	41.12	0.10
Share Price: $39.560; Next Dividend Payable 02/2013								
COCA COLA CO (KO)	3/25/11	276.000	32.650	9,011.39	10,005.00	993.61 LT		
	7/29/11	436.000	34.083	14,860.01	15,805.00	944.99 LT		
	Total	712.000		23,871.40	**25,810.00**	1,938.60 LT	726.24	2.81
Share Price: $36.250; Next Dividend Payable 03/2013								
COMCAST CORP (NEW) CLASS A (CMCSA)	2/15/12	817.000	28.699	23,447.16	30,523.12	7,075.96 ST		
	9/10/12	193.000	34.300	6,619.94	7,210.48	590.54 ST		
	Total	1,010.000		30,067.10	**37,733.60**	7,666.50 ST	656.50	1.73
Share Price: $37.360; Next Dividend Payable 01/23/13								

CONTINUED

ATTACHMENT 17

Alvin & Lucy Owsley Foundation
EIN # 75-6047221

MORGAN STANLEY ACCT # 75241

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
CONOCOPHILLIPS (COP)	12/19/12	251.000	59.421	14,914.65	14,555.49	(359.16) ST	662.64	4.55
Share Price: $57.990; Next Dividend Payable 03/2013								
CVS CAREMARK CORP (CVS)	2/8/12	421.000	43.860	18,464.93	20,355.35	1,890.42 ST		
	7/2/12	216.000	47.537	10,268.06	10,443.60	175.54 ST		
	Total	637.000		28,732.99	30,798.95	2,065.96 ST	573.30	1.86
Share Price: $48.350; Next Dividend Payable 02/2013								
D R HORTON INC (DHI)	2/16/12	725.000	14.501	10,513.44	14,340.50	3,827.06 ST		
	7/17/12	271.000	18.609	5,043.17	5,360.38	317.21 ST		
	Total	996.000		15,556.61	19,700.88	4,144.27 ST	149.40	0.75
Share Price: $19.780; Next Dividend Payable 03/2013								
EASTMAN CHEMICAL COMPANY (EMN)	11/7/12	306.000	60.155	18,407.43	20,823.30	2,415.87 ST	367.20	1.76
Share Price: $68.050; Next Dividend Payable 03/2013								
EBAY INC (EBAY)	6/14/12	353.000	39.990	14,116.58	18,002.18	3,885.60 ST		
	8/22/12	192.000	47.497	9,119.50	9,791.55	672.05 ST		
	Total	545.000		23,236.08	27,793.74	4,557.65 ST	—	—
Share Price: $50.998								
EOG RESOURCES INC (EOG)	1/11/12	155.000	103.430	16,031.70	18,722.45	2,690.75 ST	105.40	0.56
Share Price: $120.790; Next Dividend Payable 01/2013								
EXPRESS SCRIPTS HLDG CO COM (ESRX)	8/22/12	402.000	60.779	24,433.24	21,708.00	(2,725.24) ST	—	—
Share Price: $54.000								
EXXON MOBIL CORP (XOM)	11/19/09	6.000	74.479	446.88	519.30	72.42 LT		
	12/8/09	172.000	72.950	12,547.37	14,886.60	2,339.23 LT		
	12/17/09	170.000	68.710	11,680.68	14,713.50	3,032.82 LT		
	12/22/09	170.000	68.710	11,680.68	14,713.50	3,032.82 LT		
	1/21/10	312.000	66.760	20,829.09	27,003.60	6,174.51 LT		
	Total	830.000		57,184.70	71,836.50	14,651.80 LT	1,892.40	2.63
Share Price: $86.550; Next Dividend Payable 03/2013								
FAMILY DOLLAR STORES (FDO)	12/4/12	257.000	70.671	18,162.52	16,296.37	(1,866.15) ST	215.88	1.32
Share Price: $63.410; Next Dividend Payable 03/2013								
FOOT LOCKER INC (FL)	12/5/12	484.000	34.971	16,925.96	15,546.08	(1,379.88) ST	348.48	2.24
Share Price: $32.120; Next Dividend Payable 01/2013								

CONTINUED

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MORGAN STANLEY ACCT # 75241

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
GAP INC (GPS)	9/12/12	350.000	35.558	12,445.16	10,864.00	(1,581.16) ST	175.00	1.61
Share Price: $31.040; Next Dividend Payable 01/30/13								
GENERAL ELECTRIC CO (GE)	1/30/12	540.000	18.804	10,154.21	11,334.60	1,180.39 ST		
	8/21/12	1,099.000	20.946	23,019.43	23,068.01	48.58 ST		
	Total	1,639.000		33,173.64	34,402.61	1,228.97 ST	1,245.64	3.62
Share Price: $20.990; Next Dividend Payable 01/25/13								
GENERAL MILLS INC (GIS)	8/30/12	620.000	39.368	24,407.97	25,060.40	652.43 ST	818.40	3.26
Share Price: $40.420; Next Dividend Payable 02/2013								
GILEAD SCIENCE (GILD)	8/28/12	211.000	57.936	12,224.45	15,497.95	3,273.50 ST		
	9/5/12	204.000	58.517	11,937.45	14,983.80	3,046.35 ST		
	Total	415.000		24,161.90	30,481.75	6,319.85 ST	—	—
Share Price: $73.450								
GOLDMAN SACHS GRP INC (GS)	11/7/12	230.000	120.013	27,603.08	29,338.80	1,735.72 ST		
	12/19/12	24.000	127.490	3,059.76	3,061.44	1.68 ST		
	Total	254.000		30,662.84	32,400.24	1,737.40 ST	508.00	1.56
Share Price: $127.560; Next Dividend Payable 03/2013								
GOOGLE INC-CL A (GOOG)	8/21/12	11.000	664.339	7,307.73	7,781.18	473.45 ST		
	8/30/12	16.000	685.375	10,966.00	11,318.08	352.08 ST		
	8/31/12	17.000	684.750	11,640.75	12,025.46	384.71 ST		
	9/7/12	6.000	705.880	4,235.28	4,244.28	9.00 ST		
	Total	50.000		34,149.76	35,369.00	1,219.24 ST	—	—
Share Price: $707.380								
HCA HOLDINGS INC (HCA)	9/17/12	35.000	31.903	1,116.59	1,055.95	(60.64) ST		
	9/21/12	294.000	32.654	9,600.33	8,869.98	(730.35) ST		
	10/4/12	167.000	32.360	5,404.19	5,038.39	(365.80) ST		
	Total	496.000		16,121.11	14,964.32	(1,156.79) ST	—	—
Share Price: $30.170								
HERTZ GLOBAL HOLDINGS, INC (HTZ)	12/6/12	1,064.000	16.006	17,030.06	17,311.28	281.22 ST	—	—
Share Price: $16.270								
HOLLYFRONTIER CORP COM (HFC)	11/15/12	276.000	41.961	11,581.26	12,847.80	1,266.54 ST	220.80	1.71
Share Price: $46.550; Next Dividend Payable 03/2013								

CONTINUED

Alvin & Lucy Owsley Foundation
EIN # 75-6047221

MORGAN STANLEY ACCT # 75241

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
HOME DEPOT INC (HD)	12/8/09	2.000	27.790	55.58	123.70	68.12 LT		
	12/17/09	263.000	28.900	7,600.67	16,266.55	8,665.88 LT		
	12/22/09	261.000	29.270	7,639.44	16,142.85	8,503.41 LT		
	Total	526.000		15,295.69	32,533.10	17,237.41 LT	610.16	1.87
Share Price: $61.850; Next Dividend Payable 03/2013								
HONEYWELL INTERNATIONAL INC (HON)	7/25/12	411.000	56.858	23,368.80	26,086.17	2,717.37 ST	674.04	2.58
Share Price: $63.470; Next Dividend Payable 03/2013								
ILL TOOL WORKS INC (ITW)	8/28/12	206.000	59.467	12,250.10	12,526.86	276.76 ST		
	8/30/12	206.000	59.104	12,175.47	12,526.86	351.39 ST		
	Total	412.000		24,425.57	25,053.72	628.15 ST	626.24	2.49
Share Price: $60.810; Next Dividend Payable 03/2013								
INTEL CORP (INTC)	11/6/12	589.000	21.660	12,757.74	12,145.18	(612.56) ST	530.10	4.36
Share Price: $20.620; Next Dividend Payable 03/2013								
INTERNATIONAL PAPER CO (IP)	12/20/12	502.000	39.488	19,822.88	19,999.68	176.80 ST	602.40	3.01
Share Price: $39.840; Next Dividend Payable 03/2013								
INTL BUSINESS MACHINES CORP (IBM)	8/18/11	75.000	162.959	12,221.92	14,366.25	2,144.33 LT		
	10/4/12	39.000	210.709	8,217.65	7,470.45	(747.20) ST		
	Total	114.000		20,439.57	21,836.70	2,144.33 LT (747.20) ST	387.60	1.77
Share Price: $191.550; Next Dividend Payable 03/2013								
JOHNSON & JOHNSON (JNJ)	12/17/09	84.000	64.430	5,412.11	5,888.40	476.29 LT		
	12/22/09	152.000	64.570	9,814.62	10,655.20	840.58 LT		
	10/25/12	175.000	71.163	12,453.53	12,267.50	(186.03) ST		
	11/6/12	244.000	71.061	17,338.86	17,104.40	(234.46) ST		
	Total	655.000		45,019.12	45,915.50	1,316.87 LT (420.49) ST	1,598.20	3.48
Share Price: $70.100; Next Dividend Payable 03/2013								
JPMORGAN CHASE & CO (JPM)	12/17/09	276.000	40.350	11,136.57	12,135.46	998.89 LT		
	12/22/09	493.000	41.940	20,676.37	21,676.76	1,000.39 LT		
	Total	769.000		31,812.94	33,812.23	1,999.28 LT	922.80	2.72
Share Price: $43.969; Next Dividend Payable 01/2013								

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ATTACHMENT 17

Alvin & Lucy Owsley Foundation
EIN # 75-6047221

MORGAN STANLEY ACCT # 75241

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
KOHLS CORPORATION WISC (KSS)	8/30/12	364.000	52.984	19,286.11	**15,644.72**	(3,641.39) ST	465.92	2.97
Share Price: $42.980; Next Dividend Payable 03/2013								
KROGER CO (KR)	11/8/12	775.000	24.621	19,080.89	**20,165.50**	1,084.61 ST	465.00	2.30
Share Price: $26.020; Next Dividend Payable 03/2013								
LYONDELLBASELL NV CL-A (LYB)	12/11/12	385.000	53.932	20,763.94	**21,979.65**	1,215.71 ST	616.00	2.80
Share Price: $57.090; Next Dividend Payable 03/2013								
MASTERCARD INC CL A (MA)	10/4/12	27.000	474.368	12,807.93	13,264.56	456.63 ST		
	11/8/12	30.000	463.807	13,914.22	14,738.40	824.18 ST		
	Total	57.000		26,722.15	**28,002.96**	1,280.81 ST	68.40	0.24
Share Price: $491.280; Next Dividend Payable 02/2013								
MAXIM INTEGRATED PRODUCTS INC (MXIM)	12/14/12	577.000	29.688	17,129.69	**16,963.80**	(165.89) ST	553.92	3.26
Share Price: $29.400; Next Dividend Payable 03/2013								
MERCK & CO INC NEW COM (MRK)	3/31/11	565.000	33.164	18,737.82	**23,131.10**	4,393.28 LT	971.80	4.20
Share Price: $40.940; Next Dividend Payable 01/08/13								
MICROSOFT CORP (MSFT)	11/16/10	813.000	25.808	20,981.66	**21,714.98**	733.32 LT	747.96	3.44
Share Price: $26.710; Next Dividend Payable 03/2013								
MONDELEZ INTL INC COM (MDLZ)	12/20/12	954.000	26.030	24,832.33	**24,282.35**	(549.98) ST	496.08	2.04
Share Price: $25.453; Next Dividend Payable 01/14/13								
MONSANTO CO/NEW (MON)	1/12/12	280.000	80.925	22,659.03	**26,502.00**	3,842.97 ST	420.00	1.58
Share Price: $94.650; Next Dividend Payable 01/2013								
MOTOROLA SOLUTIONS INC (MSI)	11/12/12	356.000	53.487	19,041.27	**19,822.08**	780.81 ST	370.24	1.86
Share Price: $55.680; Next Dividend Payable 01/15/13								
MYLAN INC (MYL)	11/7/12	748.000	25.793	19,293.39	**20,532.60**	1,239.21 ST	—	—
Share Price: $27.450								
NATIONAL OILWELL VARCO INC (NOV)	2/8/12	284.000	81.866	23,250.03	19,411.40	(3,838.63) ST		
	9/11/12	80.000	82.806	6,624.50	5,468.00	(1,156.50) ST		
	Total	364.000		29,874.53	**24,879.40**	(4,995.13) ST	189.28	0.76
Share Price: $68.350; Next Dividend Payable 03/2013								

CONTINUED

MORGAN STANLEY ACCT # 75241

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
NEWS CORP LTD CL A DEL (NWSA)	11/8/12	1,067.000	24.583	26,230.38	27,219.17	988.79 ST	181.39	0.66
Share Price: $25.510; Next Dividend Payable 04/2013								
ORACLE CORP (ORCL)	7/13/12	641.000	29.512	18,917.00	21,358.12	2,441.12 ST		
	12/14/12	348.000	32.080	11,163.81	11,595.36	431.55 ST		
	12/19/12	254.000	34.029	8,643.44	8,463.28	(180.16) ST		
	√12/31/12	297.000	33.400	9,919.77	9,896.04	(23.73) ST		
	Total	1,540.000		48,644.02	51,312.80	2,668.78 ST	369.60	0.72
Share Price: $33.320; Next Dividend Payable 03/2013								
PEPSICO INC NC (PEP)	7/29/11	181.000	63.957	11,576.18	12,385.83	809.65 LT		
	11/6/12	137.000	69.316	9,496.24	9,374.91	(121.33) ST		
	Total	318.000		21,072.42	21,760.74	809.65 LT (121.33) ST	683.70	3.14
Share Price: $68.430; Next Dividend Payable 01/02/13								
PERKIN ELMER INC (PKI)	11/12/12	392.000	30.478	11,947.42	12,442.08	494.66 ST	109.76	0.88
Share Price: $31.740; Next Dividend Payable 02/2013								
PFIZER INC (PFE)	11/4/10	623.000	17.378	10,826.68	15,624.40	4,797.72 LT		
	1/11/12	815.000	21.902	17,849.89	20,439.63	2,589.74 ST		
	9/10/12	202.000	24.190	4,886.38	5,066.02	179.64 ST		
	Total	1,640.000		33,562.95	41,130.05	4,797.72 LT 2,769.38 ST	1,574.40	3.82
Share Price: $25.079; Next Dividend Payable 03/2013								
PHILIP MORRIS INTL INC (PM)	12/22/09	233.000	49.600	11,556.78	19,488.12	7,931.34 LT	792.20	4.06
Share Price: $83.640; Next Dividend Payable 01/11/13								
PHILLIPS 66 COM (PSX)	11/7/12	466.000	49.534	23,082.66	24,744.60	1,661.94 ST	466.00	1.88
Share Price: $53.100; Next Dividend Payable 03/2013								
PIER 1 IMPORTS INC (PIR)	12/21/12	610.000	20.462	12,481.58	12,200.00	(281.58) ST	122.00	1.00
Share Price: $20.000; Next Dividend Payable 01/2013								
PROCTER & GAMBLE (PG)	10/25/12	361.000	70.221	25,349.85	24,508.29	(841.56) ST		
	11/6/12	4.000	68.860	275.44	271.56	(3.88) ST		
	11/6/12	157.000	68.860	10,811.02	10,658.73	(152.29) ST H		
	Total	522.000		36,436.31	35,438.58	(997.73) ST	1,173.46	3.31
Share Price: $67.890; Next Dividend Payable 02/2013								

CONTINUED

Alvin & Lucy Owsley Foundation
EIN # 75-6047221

MORGAN STANLEY ACCT # 75241

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
QUALCOMM INC (QCOM)	1/13/11	294.000	51.807	15,231.34	18,186.72	2,955.38 LT		
	11/15/12	19.000	61.600	1,170.40	1,175.33	4.93 ST		
	11/28/12	166.000	62.387	10,356.19	10,268.69	(87.50) ST		
	Total	479.000		26,757.93	29,630.74	2,955.38 LT (82.57) ST	479.00	1.61
Share Price: $61.860; Next Dividend Payable 03/2013								
REGIONS FINANCIAL CORP NEW (RF)	7/25/12	3,426.000	6.895	23,621.58	24,427.38	805.80 ST	137.04	0.56
Share Price: $7.130; Next Dividend Payable 01/02/13								
STARBUCKS CORP WASHINGTON (SBUX)	11/15/12	479.000	48.719	23,336.26	25,688.77	2,352.51 ST	402.36	1.56
Share Price: $53.630; Next Dividend Payable 02/2013								
SUNTRUST BKS (STI)	8/22/12	253.000	25.134	6,358.93	7,172.55	813.62 ST		
	9/5/12	477.000	25.434	12,131.97	13,522.95	1,390.98 ST		
	Total	730.000		18,490.90	20,695.50	2,204.60 ST	146.00	0.70
Share Price: $28.350; Next Dividend Payable 03/2013								
TARGET CORPORATION (TGT)	7/13/12	394.000	61.834	24,362.48	23,312.98	(1,049.50) ST	567.36	2.43
Share Price: $59.170; Next Dividend Payable 03/2013								
THERMO FISHER SCIENTIFIC INC (TMO)	11/28/12	350.000	62.432	21,851.10	22,323.00	471.90 ST	210.00	0.94
Share Price: $63.780; Next Dividend Payable 01/15/13								
TJX COS INC NEW (TJX)	11/14/12	507.000	42.070	21,329.29	21,522.15	192.86 ST	233.22	1.08
Share Price: $42.450; Next Dividend Payable 02/2013								
TRIMBLE NAV LTD (TRMB)	11/28/12	306.000	55.097	16,859.80	18,292.68	1,432.88 ST	—	—
Share Price: $59.780								
U S BANCORP COM NEW (USB)	7/29/11	635.000	26.248	16,667.73	20,281.90	3,614.17 LT		
	2/10/12	257.000	28.988	7,449.99	8,208.58	758.59 ST		
	Total	892.000		24,117.72	28,490.48	3,614.17 LT 758.59 ST	695.76	2.44
Share Price: $31.940; Next Dividend Payable 01/15/13								
UNION PACIFIC CORP (UNP)	1/9/12	160.000	109.464	17,514.21	20,115.20	2,600.99 ST		
	6/27/12	77.000	114.807	8,840.12	9,680.44	840.32 ST		

CONTINUED

Alvin & Lucy Owsley Foundation
EIN # 75-6047221

MORGAN STANLEY ACCT # 75241

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	Total	237.000		26,354.33	29,795.64	3,441.31 ST	654.12	2.19
Share Price: $125.720; Next Dividend Payable 01/02/13								
UNITED TECHNOLOGIES CORP (UTX)	12/17/09	24.000	69.740	1,673.76	1,968.24	294.48 LT		
	12/22/09	127.000	69.380	8,811.25	10,415.27	1,604.02 LT		
	Total	151.000		10,485.01	12,383.51	1,898.50 LT	323.14	2.60
Share Price: $82.010; Next Dividend Payable 03/2013								
VALEANT PHARMACEUTIC INTL INC (VRX)	12/13/12	293.000	58.376	17,104.11	17,512.61	408.50 ST	—	—
Share Price: $59.770								
VALERO ENERGY CP DELA NEW (VLO)	8/22/12	268.000	29.481	7,900.99	9,144.16	1,243.17 ST		
	8/28/12	374.000	31.059	11,616.07	12,760.88	1,144.81 ST		
	Total	642.000		19,517.06	21,905.04	2,387.98 ST	449.40	2.05
Share Price: $34.120; Next Dividend Payable 03/2013								
VERIZON COMMUNICATIONS (VZ)	7/24/12	76.000	43.651	3,317.45	3,288.52	(28.93) ST		
	11/7/12	321.000	43.634	14,006.64	13,889.67	(116.97) ST		
	Total	397.000		17,324.09	17,178.19	(145.90) ST	817.82	4.76
Share Price: $43.270; Next Dividend Payable 02/2013								
VISA INC CL A (V)	7/28/11	216.000	88.292	19,071.14	32,741.28	13,670.14 LT	285.12	0.87
Share Price: $151.580; Next Dividend Payable 03/2013								
WAL MART STORES INC (WMT)	12/22/09	215.000	53.740	11,554.08	14,669.45	3,115.37 LT	341.85	2.33
Share Price: $68.230; Next Dividend Payable 03/2013								
WALGREEN CO (WAG)	12/19/12	663.000	37.479	24,848.25	24,537.63	(310.62) ST	729.30	2.97
Share Price: $37.010; Next Dividend Payable 03/2013								
WATSON PHARMACEUTICAL INC (WPI)	9/29/11	221.000	70.136	15,499.99	19,006.00	3,506.01 LT	—	—
Share Price: $86.000								
WELLS FARGO & CO NEW (WFC)	1/13/12	431.000	29.300	12,628.38	14,731.58	2,103.20 ST		
	2/10/12	524.000	30.297	15,875.68	17,910.32	2,034.64 ST		
	12/19/12	260.000	34.860	9,063.60	8,886.80	(176.80) ST		
	Total	1,215.000		37,567.66	41,528.70	3,961.04 ST	1,069.20	2.57
Share Price: $34.180; Next Dividend Payable 03/2013								
WESTLAKE CHEMICAL CORP (WLK)	12/13/12	224.000	77.335	17,323.02	17,763.20	440.18 ST	168.00	0.94
Share Price: $79.300; Next Dividend Payable 03/2013								

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ATTACHMENT 17

Alvin & Lucy Owsley Foundation
EIN # 75-6047221

MORGAN STANLEY ACCT # 75241

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
WEYERHAEUSER CO (WY)	8/30/12	741.000	24.930	18,472.76	20,614.62	2,141.86 ST	503.88	2.44
Share Price: $27.820; Next Dividend Payable 02/2013								
WHOLE FOODS MARKETS INC (WFM)	2/10/12	199.000	81.685	16,255.36	18,140.84	1,885.48 ST	159.20	0.87
Share Price: $91.160; Next Dividend Payable 03/2013								
YAHOO INC (YHOO)	11/7/12	1,180.000	17.339	20,459.43	23,482.00	3,022.57 ST	—	—
Share Price: $19.900								
YUM BRANDS INC (YUM)	11/8/12	335.000	71.285	23,880.34	22,244.00	(1,636.34) ST	448.90	2.01
Share Price: $66.400; Next Dividend Payable 02/2013								

	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income Accrued Interest	Yield %
STOCKS	99.2%	$2,218,252.77	$2,436,704.54	$125,437.11 LT	$42,385.78	1.74%
				$93,014.61 ST	$0.00	

ATTACHMENT 17

Alvin and Lucy Owsley Foundation **EIN: 75-6047221**
2012 Address Information

DONEE	Street Address	City	State	Zip
Aranzazu	5420 FM 2781	Rockport	TX	78382
Asia Society Texas Ctr.	1370 Southmore Blvd	Houston	TX	77004
Bible in 90 days	7111 Harwin, Ste 130	Houston	TX	77036
Boys & Girls Harbor	514 Bayridge	La Porte	TX	77571
Camp for All	10500 NW Freeway, Ste 220	Houston	TX	77092
Cancer Forward	1800 Augusta Dr, Ste 400	Houston	TX	77057
Child Advocates, Inc.	2401 Portsmouth St - Suite 210	Houston	TX	77098
Children's Museum of Houston	1500 Binz	Houston	TX	77004
Christ Church Cathedral	1117 Texas Ave	Houston	TX	77002
Citizens for Animal Protection (CAP)	17555 Katy Freeway	Houston	TX	77084
Clayton Dabney Foundation	6500 Greenville Ave, Ste 342	Dallas	TX	75206
Contemporary Arts Museum - Houston	5216 Montrose Blvd	Houston	TX	77006
Covenant House Texas	1111 Lovett Blvd	Houston	TX	77006
Crime Stoppers - Houston	P O Box 541654	Houston	TX	77254
Cristo Rey Jesuit	6700 Mount Carmel Street	Houston	TX	77087
Dallas Museum Of Art	1717 North Harwood	Dallas	TX	75201
Discovery Green Conservancy	1500 Mckinney	Houston	TX	77010
Foto Fest Inc	1113 Vine St, Suite 101	Houston	TX	77002
Fort Worth Public Library Foundation	500 West 3rd St	Ft Worth	TX	76102
Fresh Arts	548 Broadway	New York	NY	10012
Galveston Bay Foundation	17330 Highway 3	Webster	TX	77598
Glenwood Cemetery Historic Preserve	2525 Washington Ave	Houston	TX	77007
Harris County Hosp Dist Foundation	2525 Holly Hall, Suite 292	Houston	TX	77054
Holly Hall	8304 Knight Rd	Houston	TX	77054
Horse Head Theatre Co.	PO BOX 70798	Houston	TX	77270
Houston A+ Challenge	2700 Southwest Freeway, Ste B	Houston	TX	77098
Houston Ballet	1921 West Bell	Houston	TX	77019
Houston Hospice	1905 Holcombe Blvd	Houston	TX	77030
Houston Humane Society	14700 Almeda Rd	Houston	TX	77053
Houston Museum Natural Science	5555 Hermann Park Drive	Houston	TX	77030
I Am Waters Foundation	3262 Westheimer Rd, Box 229	Houston	TX	77098
Inprint Poets & Writers	1520 West Main	Houston	TX	77006
Jonathan's Place	6065 Duck Creek	Garland	TX	75043
Legacy County Health	1415 California Street	Houston	TX	77006
The Menil Collection	1515 Branard	Houston	TX	77006
Museum Fine Arts - Houston	5100 Montrose Blvd	Houston	TX	77006
Orange Show	2401 Munger St	Houston	TX	77023
Pathway's for Little Feet	8 Greenway Plaza, Ste 1000	Houston	TX	77046
Presbyterian Childrens' Homes	P.O. Box 140888	Austin	TX	78714
River Oaks Chamber Orchestra	1973 West Gray, Ste 3	Houston	TX	77019
Spay-Neuter Assistance Program (SNAP)	P.O. Box 70286	Houston	TX	77270
St John's School	2401 Claremont	Houston	TX	77019
Stages Repertory Theater	3201 Allen Parkway, No. 101	Houston	TX	77019
Still Creek Ranch	6055 Hearne Rd	Bryan	TX	77808
The Beacon	1117 Texas Ave	Houston	TX	77002
The Blue Bird Circle	615 West Alabama St.	Houston	TX	77006
The Goodfellows	P.O. Box 4260	Houston	TX	77210
Trees For Houston	4550 Post Oak Pl Dr #310	Houston	TX	77027
University of Texas at Austin	110 Inner Campus Drive	Austin	TX	78712
Weekly Family YMCA	7101 Stella Link Blvd	Houston	TX	77025
Yes Prep	6201 Bonhomme, Ste 168N	Houston	TX	77036

ATTACHMENT 18

Alvin and Lucy Owsley Foundation
EIN: 75-6047221
Contributions - 2012
Attachment 13

Description		Amount	Purpose
The Goodfellows		500 00	Charitable
	Subtotal	500 00	
Aranzazu		5,000 00	Civic
Asia Society Texas Ctr		3,000 00	Civic
Camp for All		1,000 00	Civic
Citizens for Animal Protection (CAP)		100 00	Civic
Voided Check to CAP (2010)		(1,000 00)	Civic
Child Advocates, Inc		250 00	Civic
Childrens Museum - Houston		1,500 00	Civic
Clayton Dabney Fdn		1,000 00	Civic
Contemporary Arts Museum - Houston		12,500 00	Civic
Covenant House Texas		1,250 00	Civic
Crime Stoppers		1,000 00	Civic
Dallas Museum Of Art		134,570 00	Civic
Discovery Green Conservancy		500 00	Civic
Foto Fest Inc		500 00	Civic
Fort Worth Public Library Foundation		90,000 00	Civic
Fresh Arts		2,500 00	Civic
Galveston Bay Foundation		500 00	Civic
Glenwood Cemetery Historic Preserve		1,000 00	Civic
Horse Head Theatre Co		5,000 00	Civic
Houston A+ Challenge		500 00	Civic
Houston Ballet		22,500 00	Civic
Houston Humane Society		1,000 00	Civic
Houston Museum Natural Science		1,000 00	Civic
I Am Waters Foundation		5,000 00	Civic
Menil Collection		5,000.00	Civic
Museum Fine Arts - Houston		3,000 00	Civic
Orange Show		4,000 00	Civic
River Oaks Chamber Orchestra		5,000 00	Civic
Spay-Neuter Assistance Program (SNAP)		1,000 00	Civic
Stages Repertory Theater		17,500 00	Civic
The Beacon		5,000 00	Civic
The Blue Bird Circle		600 00	Civic
Trees for Houston		6,100 00	Civic
Inprint Poets & Writers		2,000 00	Civic
Presbyterian Children's Homes & Services		100 00	Civic
Jonathan's Place		1,000 00	Civic
Pathway's for Little Feet		1,000 00	Civic
Still Creek Ranch		250 00	Civic
Weekly Family YMCA		500 00	Civic
	Subtotal	342,220.00	
University of Texas at Austin		10,000 00	Educational
St John's School		3,000 00	Educational
Yes Prep		1,000 00	Educational
	Subtotal	14,000 00	
Christ Church Cathedral		37,000 00	Religious
Cristo Rey Jesuit		5,000 00	Religious
Holly Hall Church Drive		500 00	Religious
The Bible in 90 Days		10,000 00	Religious
	Subtotal	52,500 00	
Cancer Forward		12,500 00	Scientific
Harris County Hosp Dist Fdn		1,000 00	Scientific
Houston Hospice		250 00	Scientific
Legacy County Health		500 00	Scientific
	Subtotal	14,250 00	
Total		423,470 00	

See attached for List of Addresses

Note: All of the organizations listed qualify as IRC Section 501(c)(3) organizations There were no individual recipients The gifts were made to the general operating fund of each organization to provide funds to these charitable organizations established under Section 501(c)(3) of the Internal Revenue Code to enable them to fulfill their charitable purpose

ATTACHMENT 18

ALVIN & LUCY OWSLEY FOUNDATION
75-6047221

Details of Short Term Gain (Loss) 2012

2012 YEAR END SUMMARY

This section shows your sales of securities during the year. The "Sale Proceeds" column excludes any accrued income you may have received. In addition, although cash in lieu less than $20 is not included on Form 1099-B (if applicable), it is included in this section. Please note, this material is being prepared for informational purposes only and should not be used for tax preparation without the assistance of your tax advisor.

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000010	1,113	AT&T INC	03/24/11	02/08/12	$ 33,456.13	$ 31,883.89		$ 1,572.24
125000030	238	BED BATH & BEYOND	03/04/11	02/14/12	14,054.84	11,483.26		2,571.58
	161	CGMI AND/OR ITS AFFILIATES	08/10/11		9,507.68	8,229.21		1,278.47
125000050	826	CISCO SYS INC	09/09/11	02/15/12	16,429.25	13,094.00		3,335.25
		CGMI AND/OR ITS AFFILIATES						
125000080	290	EMC CORP-MASS	03/16/11	01/12/12	6,533.57	7,380.04	(846.47)	
125000100	41	GOOGLE INC	07/29/11	01/31/12	23,689.74	24,927.85	(1,238.11)	
	2	CLASS A	12/14/11		1,155.59	1,240.96	(85.37)	
		CGMI AND/OR ITS AFFILIATES						
125000110	165	INTERCONTINENTALEXCHANGE INC	09/23/11	01/10/12	18,662.67	19,941.93	(1,279.26)	
125000120	33	INTL BUSINESS MACHINES CORP	03/15/11	01/11/12	6,024.13	5,217.31		806.82
125000140	68	MASTERCARD INC	08/03/11	01/09/12	23,411.08	21,974.75		1,436.33
	64		08/04/11		22,033.96	21,015.69		1,018.27
	32		08/08/11		11,016.98	9,828.80		1,188.18
	25		08/16/11		8,607.01	8,356.46		250.55
	39		08/18/11		13,426.94	12,137.27		1,289.67
125000170	17	PEPSICO INC	07/29/11	02/10/12	1,082.77	1,087.27	(4.50)	
125000200	56	PRAXAIR INC	03/31/11	01/31/12	5,924.50	5,710.01		214.49
	52		09/30/11		5,501.33	4,920.66		580.67
125000210	372	PROCTER & GAMBLE CO	03/29/11	02/10/12	23,742.85	22,801.93		940.92
125000230	616	UNILEVER NV NY SHS-NEW	08/18/11	01/31/12	20,479.69	20,265.54		214.15
125000240	609	VERIZON COMMUNICATIONS	03/24/11	02/08/12	23,152.69	22,670.09		482.60
125000250	576	WALGREEN CO NEW	08/01/11	02/01/12	19,032.34	22,520.56	(3,488.22)	
	824		12/21/11		27,226.83	27,502.32	(275.49)	
Total					$ 334,152.57	$ 324,189.80	($ 7,217.42)	$ 17,180.19

ATTACHMENT 19

ALVIN & LUCY OWSLEY FOUNDATION
75-6047221

Details of Long Term Gain (Loss) 2012

This section shows your sales of securities during the year. The "Sale Proceeds" column excludes any accrued income you may have received. In addition, although cash in lieu less than $20 is not included on Form 1099-B (if applicable), it is included in this section. Please note, this material is being prepared for informational purposes only and should not be used for tax preparation without the assistance of your tax advisor.

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000020	503	AMERICAN EXPRESS CO	11/03/10	01/18/12	$ 25,458.90	$ 20,990.14		$ 4,468.76
	41		11/10/10		2,075.18	1,777.76		297.42
125000040	90	BHP BILLITON LTD SPONS	12/17/09	01/19/12	7,063.64	6,498.88		564.76
	161	ADR	12/22/09		12,636.07	11,735.27		900.80
125000060	135	CONOCOPHILLIPS	11/19/09	01/19/12	9,603.08	7,080.70		2,522.38
	136		12/08/09		9,674.21	6,847.59		2,826.62
	135		12/17/09		9,603.08	6,797.25		2,805.83
	134		12/22/09		9,531.95	6,795.14		2,736.81
125000070	54	COSTCO WHOLESALE CORP NEW	12/08/09	01/19/12	4,381.69	3,162.77		1,218.92
	180	CGMI AND/OR ITS AFFILIATES	12/17/09		14,605.64	10,502.98		4,102.66
	178		12/22/09		14,443.35	10,594.54		3,848.81
125000090	6	GOOGLE INC	12/08/09	01/10/12	3,727.43	3,519.90		207.53
	22	CLASS A	12/17/09		13,667.23	13,108.04		559.19
	15	CGMI AND/OR ITS AFFILIATES	12/22/09		9,318.57	9,002.10		316.47
125000100	8	GOOGLE INC CLASS A CGMI AND/OR ITS AFFILIATES	12/22/09	01/31/12	4,622.39	4,801.12	(178.73)	
125000120	9	INTL BUSINESS MACHINES CORP	12/17/09	01/11/12	1,642.94	1,148.40		494.54
	112		12/22/09		20,445.51	14,519.67		5,925.84
125000130	89	JOHNSON & JOHNSON	11/19/09	01/11/12	5,794.95	5,536.62		258.33
125000150	247	MCDONALDS CORP	11/19/09	01/11/12	24,651.88	15,649.72		9,002.16
	249		12/08/09		24,851.49	15,144.16		9,707.33
	81		12/17/09		8,084.22	5,036.57		3,047.65
125000160	95	NOVARTIS AG ADR	12/08/09	02/15/12	5,342.52	5,244.92		97.60
	141	CGMI AND/OR ITS AFFILIATES	12/17/09		7,929.42	7,575.92		353.50
	141		12/22/09		7,929.43	7,637.96		291.47
125000170	16	PEPSICO INC	12/08/09	02/10/12	1,019.08	1,016.48		2.60
	156		12/17/09		9,935.99	9,411.46		524.53
	154		12/22/09		9,808.61	9,350.86		457.75
125000180	533	PFIZER INC	11/04/10	02/15/12	11,247.64	9,262.64		1,985.00
125000190	394	PHILIP MORRIS INTL INC	11/19/09	01/12/12	30,188.25	19,746.06		10,442.19
	175		12/08/09		13,408.49	8,508.46		4,900.03

2012 YEAR END SUMMARY

005099 CISYBX29 021058 001101

ATTACHMENT 19

Details of Long Term Gain (Loss) 2012 - *continued*

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000220	389	STARBUCKS CORP CGMI AND/OR ITS AFFILIATES	11/08/10	02/16/12	$ 18,903.42	$ 11,922.81		$ 6,980.61
Total					**$ 351,596.25**	**$ 269,926.89**	**($ 178.73)**	**$ 81,848.09**

ALVIN & LUCY OWSLEY FOUNDATION
75-6047221

1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS — OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Short Term - Covered Securities (Consider Box 6b (Basis Reported to IRS) as being checked for this section. These transactions should be reported on Form 8949 Part I with box A checked.)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)	NOTES
AT&T INC		CUSIP: 00206R102	Symbol (Box 1d): T						
	121.000	07/25/12	09/17/12	$4,528.92	$4,276.49	$0.00	$252.43	$0.00	
	481.000	07/25/12	12/11/12	$16,395.96	$16,999.93	$0.00	($603.97)	$0.00	
	217.000	07/25/12	12/17/12	$7,377.83	$7,669.41	$0.00	($291.58)	$0.00	
Security Subtotal	819.000			$28,302.71	$28,945.83	$0.00	($643.12)	$0.00	
AUTONATION INC		CUSIP: 05329W102	Symbol (Box 1d): AN						
	296.000	09/21/12	11/27/12	$11,671.84	$12,724.74	$0.00	($1,052.90)	$0.00	
AUTOZONE INC		CUSIP: 053332102	Symbol (Box 1d): AZO						
	62.000	09/22/11	08/21/12	$22,577.47	$19,592.47	$0.00	$2,985.00	$0.00	
BB & T CORP		CUSIP: 054937107	Symbol (Box 1d): BBT						
	841.000	01/13/12	11/07/12	$23,416.86	$22,706.24	$0.00	$710.62	$0.00	
BERKSHIRE HATHAWAY CL-B NEW		CUSIP: 084670702	Symbol (Box 1d): BRK'B						
	36.000	01/11/12	11/13/12	$3,098.06	$2,807.96	$0.00	$290.10	$0.00	
BIOGEN IDEC INC		CUSIP: 09062X103	Symbol (Box 1d): BIIB						
	32.000	02/08/12	11/16/12	$4,520.10	$3,840.09	$0.00	$680.01	$0.00	
BROADCOM CORP CL A		CUSIP: 111320107	Symbol (Box 1d): BRCM						
	639.000	02/14/12	07/13/12	$19,869.83	$23,391.94	$0.00	($3,522.11)	$0.00	GL
C&J ENERGY SERVICES INC		CUSIP: 12467B304	Symbol (Box 1d): CJES						
	518.000	12/08/11	06/11/12	$9,120.89	$11,233.45	$0.00	($2,112.56)	$0.00	
	517.000	12/12/11	06/11/12	$9,103.29	$11,380.26	$0.00	($2,276.97)	$0.00	
Security Subtotal	1,035.000			$18,224.18	$22,613.71	$0.00	($4,389.53)	$0.00	

ATTACHMENT 20

1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued)

OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Short Term - Covered Securities (Continued) (Consider Box 6b (Basis Reported to IRS) as being checked for this section. These transactions should be reported on Form 8949 Part I with box A checked.)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)	NOTES
CDN PACIFIC RY LTD NEW	CUSIP: 13645T100		Symbol (Box 1d): CP						
	117.000	08/31/12	12/18/12	$11,578.19	$9,686.50	$0.00	$1,891.69	$0.00	
CISCO SYS INC	CUSIP: 17275R102		Symbol (Box 1d): CSCO						
	146.000	09/09/11	07/24/12	$2,212.11	$2,314.44	$0.00	($102.33)	$0.00	
	1,007.000	12/01/11	07/24/12	$15,257.52	$18,593.45	$0.00	($3,335.93)	$0.00	
	169.000	12/01/11	11/14/12	$3,030.15	$3,120.45	$0.00	($90.30)	$0.00	
	208.000	12/21/11	11/14/12	$3,729.41	$3,722.60	$0.00	$6.81	$0.00	
Security Subtotal	1,530.000			$24,229.19	$27,750.94	$0.00	($3,521.75)	$0.00	
COACH INC	CUSIP: 189754104		Symbol (Box 1d): COH						
	381.000	01/31/12	07/13/12	$21,765.01	$26,588.39	$0.00	($4,823.38)	$0.00	
CONCHO RES INC	CUSIP: 20605P101		Symbol (Box 1d): CXO						
	227.000	01/19/12	07/13/12	$19,041.47	$22,924.64	$0.00	($3,883.17)	$0.00	
CUMMINS INC	CUSIP: 231021106		Symbol (Box 1d): CMI						
	194.000	02/10/12	09/28/12	$17,893.24	$23,254.62	$0.00	($5,361.38)	$0.00	
CVS CAREMARK CORP	CUSIP: 126650100		Symbol (Box 1d): CVS						
	110.000	02/08/12	11/28/12	$5,024.89	$4,824.57	$0.00	$200.32	$0.00	
D R HORTON INC	CUSIP: 23331A109		Symbol (Box 1d): DHI						
	256.000	02/16/12	11/16/12	$4,868.50	$3,712.33	$0.00	$1,156.17	$0.00	

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) — OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Short Term - Covered Securities (Consider Box 6b (Basis Reported to IRS) as being checked for this section. These transactions should be reported on Form 8949 Part I with box A checked.)
(Continued)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)	NOTES
DIRECTV COM		CUSIP: 25490A309	Symbol (Box 1d): DTV						
	232.000	08/28/12	11/08/12	$11,490.19	$12,200.46	$0.00	($710.27)	$0.00	
	226.000	09/05/12	11/08/12	$11,193.03	$11,943.44	$0.00	($750.41)	$0.00	
Security Subtotal	458.000			$22,683.22	$24,143.90	$0.00	($1,460.68)	$0.00	
EBAY INC		CUSIP: 278642103	Symbol (Box 1d): EBAY						
	223.000	06/14/12	11/08/12	$10,727.10	$8,917.84	$0.00	$1,809.26	$0.00	
EOG RESOURCES INC		CUSIP: 26875P101	Symbol (Box 1d): EOG						
	106.000	01/11/12	09/27/12	$11,983.36	$10,963.61	$0.00	$1,019.75	$0.00	
FORD MOTOR CO NEW		CUSIP: 345370860	Symbol (Box 1d): F						
	2,647.000	01/12/12	07/24/12	$23,748.61	$31,991.38	$0.00	($8,242.77)	$0.00	
GENERAL ELECTRIC CO		CUSIP: 369604103	Symbol (Box 1d): GE						
	784.000	01/30/12	11/06/12	$16,912.46	$14,742 41	$0.00	$2,170.05	$0.00	
	306.000	01/30/12	11/27/12	$6,402.81	$5,754.05	$0.00	$648.76	$0.00	
	432.000	01/30/12	12/20/12	$9,077.49	$8,123.37	$0.00	$954.12	$0.00	
Security Subtotal	1,522.000			$32,392.76	$28,619.83	$0.00	$3,772.93	$0.00	
GOOGLE INC-CL A		CUSIP: 38259P508	Symbol (Box 1d): GOOG						
	11.000	12/14/11	11/06/12	$7,486.07	$6,825.28	$0.00	$660.79	$0.00	
	36.000	12/21/11	11/06/12	$24,499.87	$22,305.52	$0.00	$2,194.35	$0.00	
	8.000	08/21/12	11/06/12	$5,444.42	$5,314.72	$0.00	$129.70	$0.00	
Security Subtotal	55.000			$37,430.36	$34,445.52	$0.00	$2,984.84	$0.00	

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ALVIN & LUCY OWSLEY FOUNDATION
75-6047221

1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Short Term - Covered Securities (Consider Box 6b (Basis Reported to IRS) as being checked for this section. These transactions should be reported on Form 8949 Part I with box A checked.) **(Continued)**

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)	NOTES
HCA HOLDINGS INC		CUSIP: 40412C101	Symbol (Box 1d): HCA						
	451.000	09/17/12	11/07/12	$15,086.78	$14,388.12	$0.00	$698.66	$0.00	
IAC INTERACTIVECORP COM		CUSIP: 44919P508	Symbol (Box 1d): IACI						
	232.000	08/28/12	11/07/12	$10,263.64	$12,155.01	$0.00	($1,891.37)	$0.00	
	239.000	09/05/12	11/07/12	$10,573.31	$12,317.15	$0.00	($1,743.84)	$0.00	
Security Subtotal	471.000			$20,836.95	$24,472.16	$0.00	($3,635.21)	$0.00	
INTEL CORP		CUSIP: 458140100	Symbol (Box 1d): INTC						
	291.000	07/13/12	12/14/12	$5,979.97	$7,380.40	$0.00	($1,400.43)	$0.00	
	192.000	11/06/12	12/14/12	$3,945.55	$4,158.72	$0.00	($213.17)	$0.00	
	357.000	11/06/12	12/19/12	$7,539.67	$7,732.62	$0.00	($192.95)	$0.00	
Security Subtotal	840.000			$17,465.19	$19,271.74	$0.00	($1,806.55)	$0.00	
KOHLS CORPORATION WISC		CUSIP: 500255104	Symbol (Box 1d): KSS						
	93.000	08/30/12	11/14/12	$4,815.41	$4,927.49	$0.00	($112.08)	$0.00	
LIMITED BRANDS INC		CUSIP: 532716107	Symbol (Box 1d): LTD						
	520.000	02/08/12	06/26/12	$21,346.56	$23,301.88	$0.00	($1,955.32)	$0.00	
LSI CORP		CUSIP: 502161102	Symbol (Box 1d): LSI						
	1,931.000	09/10/12	10/25/12	$13,092.07	$14,861.36	$0.00	($1,769.29)	$0.00	
MACY'S INC		CUSIP: 55616P104	Symbol (Box 1d): M						
	317.000	09/12/12	12/19/12	$12,331.40	$12,423.36	$0.00	($91.96)	$0.00	
MC DONALDS CORP		CUSIP: 580135101	Symbol (Box 1d): MCD						
	144.000	09/06/12	11/14/12	$12,298.04	$13,061.79	$0.00	($763.75)	$0.00	

1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Short Term - Covered Securities (Consider Box 6b (Basis Reported to IRS) as being checked for this section. These transactions should be reported on Form 8949 Part I with box A checked.)
(Continued)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)	NOTES
NIKE INC B	CUSIP: 654106103		Symbol (Box 1d): NKE						
	218.000	01/31/12	07/24/12	$20,268.05	$22,822.70	$0.00	($2,554.65)	$0.00	
NORDSTROM INC	CUSIP: 655664100		Symbol (Box 1d): JWN						
	216.000	09/12/12	12/18/12	$11,269.76	$12,519.75	$0.00	($1,249.99)	$0.00	
NORFOLK SOUTHERN CORP	CUSIP: 655844108		Symbol (Box 1d): NSC						
	291.000	01/12/12	05/29/12	$19,395.93	$22,814.31	$0.00	($3,418.38)	$0.00	
NORTHERN TRUST CORP	CUSIP: 665859104		Symbol (Box 1d): NTRS						
	586.000	09/29/11	09/27/12	$27,271.64	$20,691.72	$0.00	$6,579.92	$0.00	
ORACLE CORP	CUSIP: 68389X105		Symbol (Box 1d): ORCL						
	165.000	07/13/12	09/27/12	$5,176.90	$4,869.43	$0.00	$307.47	$0.00	
PIONEER NATURAL RESOURCES CO	CUSIP: 723787107		Symbol (Box 1d): PXD						
	211.000	02/08/12	08/21/12	$20,373.19	$23,126.59	$0.00	($2,753.40)	$0.00	
PNC FINL SVCS GP	CUSIP: 693475105		Symbol (Box 1d): PNC						
	368.000	01/13/12	07/25/12	$21,308.04	$22,510.04	$0.00	($1,202.00)	$0.00	
PRICELINE.COM INC NEW	CUSIP: 741503403		Symbol (Box 1d): PCLN						
	28.000	02/15/12	08/08/12	$15,739.83	$16,073.83	$0.00	($334.00)	$0.00	
	12.000	02/22/12	08/08/12	$6,745.64	$7,072.02	$0.00	($326.38)	$0.00	
Security Subtotal	40.000			$22,485.47	$23,145.85	$0.00	($660.38)	$0.00	

ATTACHMENT 20

ALVIN & LUCY OWSLEY FOUNDATION
75-6047221

1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Short Term - Covered Securities (Consider Box 6b (Basis Reported to IRS) as being checked for this section. These transactions should be reported on Form 8949 Part I with box A checked.)
(Continued)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)	NOTES
PROCTER & GAMBLE		CUSIP: 742718109	Symbol (Box 1d): PG						
	549.000	06/20/12	09/06/12	$37,252.16	$33,105.69	$0.00	$4,146.47	$0.00	
	157.000	10/25/12	12/05/12	$10,948.46	$11,024.73	$76.27	($76.27)	$0.00	
Security Subtotal	706.000			$48,200.62	$44,130.42	$76.27	$4,070.20	$0.00	
SCHLUMBERGER LTD		CUSIP: 806857108	Symbol (Box 1d): SLB						
	207.000	01/30/12	11/07/12	$14,472.30	$15,665.93	$0.00	($1,193.63)	$0.00	
STARBUCKS CORP WASHINGTON		CUSIP: 855244109	Symbol (Box 1d): SBUX						
	160.000	08/08/11	07/27/12	$7,536.81	$5,522.48	$0.00	$2,014.33	$0.00	
SUNTRUST BKS		CUSIP: 867914103	Symbol (Box 1d): STI						
	230.000	08/22/12	11/15/12	$5,849.63	$5,780.84	$0.00	$68.79	$0.00	
UNION PACIFIC CORP		CUSIP: 907818108	Symbol (Box 1d): UNP						
	46.000	01/09/12	11/15/12	$5,369.74	$5,035.33	$0.00	$334.41	$0 00	
VALERO ENERGY CP DELA NEW		CUSIP: 91913Y100	Symbol (Box 1d): VLO						
	146.000	08/22/12	11/14/12	$4,275.13	$4,304.27	$0.00	($29.14)	$0.00	
VERIZON COMMUNICATIONS		CUSIP: 92343V104	Symbol (Box 1d): VZ						
	78.000	07/24/12	09/17/12	$3,469.82	$3,404.75	$0.00	$65.07	$0.00	
	229.000	07/24/12	12/06/12	$10,143.10	$9,996.01	$0.00	$147.09	$0.00	
	151.000	07/24/12	12/20/12	$6,586.17	$6,591.25	$0.00	($5.08)	$0.00	
Security Subtotal	458.000			$20,199.09	$19,992.01	$0.00	$207.08	$0.00	
W W GRAINGER INC		CUSIP: 384802104	Symbol (Box 1d): GWW						
	59.000	10/04/12	11/29/12	$11,424.10	$12,640.11	$0.00	($1,216.01)	$0.00	

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000428 MSGFDF01 007795

1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued)

OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Short Term - Covered Securities (Consider Box 6b (Basis Reported to IRS) as being checked for this section. These transactions should be reported on Form 8949 Part I with box A checked.) (Continued)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)	NOTES
WEATHERFORD INTERNATIONAL LTD	CUSIP: H27013103		Symbol (Box 1d): WFT						
	772.000	09/14/11	08/31/12	$9,001.55	$12,592.32	$0.00	($3,590.77)	$0.00	
WELLS FARGO & CO NEW	CUSIP: 949746101		Symbol (Box 1d): WFC						
	1,087.000	01/09/12	11/06/12	$37,261.95	$31,863.23	$0.00	$5,398.72	$0.00	
	70.000	01/09/12	11/13/12	$2,254.65	$2,051.91	$0.00	$202.74	$0.00	
	192.000	01/13/12	11/13/12	$6,184.18	$5,625.64	$0.00	$558.54	$0.00	
Security Subtotal	1,349.000			$45,700.78	$39,540.78	$0.00	$6,160.00	$0.00	
WEYERHAEUSER CO	CUSIP: 962166104		Symbol (Box 1d): WY						
	236.000	08/30/12	11/16/12	$5,933.96	$5,883.36	$0.00	$50.60	$0.00	
WHOLE FOODS MARKETS INC	CUSIP: 966837106		Symbol (Box 1d): WFM						
	89.000	02/10/12	11/02/12	$8,679.04	$7,269.98	$0.00	$1,409.06	$0.00	
Total Short Term Covered Securities				**$826,511.08**	**$852,013.17**	**$76.27**	**($25,502.09)**	**$0.00**	

Long Term - Covered Securities (Consider Box 6b (Basis Reported to IRS) as being checked for this section. These transactions should be reported on Form 8949 Part II with box A checked.)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)	NOTES
ABBOTT LABORATORIES	CUSIP: 002824100		Symbol (Box 1d): ABT						
	128.000	09/22/11	12/31/12	$8,337.83	$6,453.57	$0.00	$1,884.26	$0.00	

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ALVIN & LUCY OWSLEY FOUNDATION
75-6047221

1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Long Term - Covered Securities (Consider Box 6b (Basis Reported to IRS) as being checked for this section. These transactions should be reported on Form 8949 Part II with box A checked.)
(Continued)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)	NOTES
APPLE INC	CUSIP: 037833100		Symbol (Box 1d): AAPL						
	21.000	07/29/11	11/29/12	$12,336.50	$8,251.32	$0.00	$4,085.18	$0.00	
BALL CORPORATION	CUSIP: 058498106		Symbol (Box 1d): BLL						
	142.000	09/30/11	11/14/12	$6,160.26	$4,450.96	$0.00	$1,709.30	$0.00	
BRISTOL MYERS SQUIBB CO	CUSIP: 110122108		Symbol (Box 1d): BMY						
	864.000	03/31/11	09/10/12	$28,735.99	$22,927.10	$0.00	$5,808.89	$0.00	
CELGENE CORP	CUSIP: 151020104		Symbol (Box 1d): CELG						
	55.000	09/23/11	09/27/12	$4,231.70	$3,449.97	$0.00	$781.73	$0.00	
	111.000	09/23/11	11/12/12	$8,370.28	$6,962.67	$0.00	$1,407.61	$0.00	
Security Subtotal	166.000			$12,601.98	$10,412.64	$0.00	$2,189.34	$0.00	
COCA COLA CO	CUSIP: 191216100		Symbol (Box 1d): KO						
	103.000	03/25/11	09/11/12	$3,886.95	$3,362.95	$0.00	$524.00	$0.00	
	275.000	03/25/11	11/29/12	$10,372.29	$8,978.74	$0.00	$1,393.55	$0.00	
Security Subtotal	378.000			$14,259.24	$12,341.69	$0.00	$1,917.55	$0.00	
DEERE & CO	CUSIP: 244199105		Symbol (Box 1d): DE						
	242.000	02/16/11	08/31/12	$18,178.82	$23,123.03	$0.00	($4,944.21)	$0.00	
	68.000	03/31/11	08/31/12	$5,108.10	$6,577.75	$0.00	($1,469.65)	$0.00	
Security Subtotal	310.000			$23,286.92	$29,700.78	$0.00	($6,413.86)	$0.00	

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued)

OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Long Term - Covered Securities (Continued) (Consider Box 6b (Basis Reported to IRS) as being checked for this section. These transactions should be reported on Form 8949 Part II with box A checked.)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)	NOTES
DU PONT EI DE NEMOURS & CO	CUSIP: 263534109		Symbol (Box 1d): DD						
	142.000	03/25/11	08/30/12	$7,050.76	$7,753.05	$0.00	($702.29)	$0.00	
	279.000	03/25/11	11/07/12	$12,207.71	$15,233.10	$0.00	($3,025.39)	$0.00	
	208.000	08/16/11	11/07/12	$9,101.08	$9,714.83	$0.00	($613.75)	$0.00	
Security Subtotal	629.000			$28,359.55	$32,700.98	$0.00	($4,341.43)	$0.00	
EMC CORP MASS	CUSIP: 268648102		Symbol (Box 1d): EMC						
	568.000	03/16/11	11/12/12	$13,719.67	$14,454.69	$0.00	($735.02)	$0.00	
	435.000	07/29/11	11/12/12	$10,507.14	$11,385.82	$0.00	($878.68)	$0.00	
Security Subtotal	1,003.000			$24,226.81	$25,840.51	$0.00	($1,613.70)	$0.00	
HALLIBURTON CO	CUSIP: 406216101		Symbol (Box 1d): HAL						
	269.000	01/26/11	11/29/12	$8,843.87	$11,639.63	$0.00	($2,795.76)	$0.00	
	220.000	03/04/11	11/29/12	$7,232.91	$10,273.03	$0.00	($3,040.12)	$0.00	
Security Subtotal	489.000			$16,076.78	$21,912.66	$0.00	($5,835.88)	$0.00	
INTL BUSINESS MACHINES CORP	CUSIP: 459200101		Symbol (Box 1d): IBM						
	61.000	03/15/11	08/31/12	$11,883.76	$9,644.13	$0.00	$2,239.63	$0.00	
	75.000	03/15/11	11/06/12	$14,613.54	$11,857.53	$0.00	$2,756.01	$0.00	
	38.000	03/15/11	11/15/12	$7,041.76	$6,007.82	$0.00	$1,033.94	$0.00	
	41.000	03/15/11	11/27/12	$7,838.88	$6,482.12	$0.00	$1,356.76	$0.00	
	8.000	08/18/11	11/27/12	$1,529.54	$1,303.67	$0.00	$225.87	$0.00	
	50.000	08/18/11	12/14/12	$9,598.88	$8,147.94	$0.00	$1,450.94	$0.00	
Security Subtotal	273.000			$52,506.36	$43,443.21	$0.00	$9,063.15	$0.00	
MERCK & CO INC NEW COM	CUSIP: 58933Y105		Symbol (Box 1d): MRK						
	87.000	03/31/11	12/19/12	$3,811.53	$2,885.29	$0.00	$926.24	$0.00	

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ALVIN & LUCY OWSLEY FOUNDATION
75-6047221

1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Long Term - Covered Securities (Consider Box 6b (Basis Reported to IRS) as being checked for this section. These transactions should be reported on Form 8949 Part II with box A checked.) **(Continued)**

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)	NOTES
PEPSICO INC NC	CUSIP: 713448108		Symbol (Box 1d): PEP						
	76.000	07/29/11	09/17/12	$5,344.96	$4,860.72	$0.00	$484.24	$0.00	
	107.000	07/29/11	12/19/12	$7,496.46	$6,843.38	$0.00	$653.08	$0.00	
Security Subtotal	183.000			$12,841.42	$11,704.10	$0.00	$1,137.32	$0.00	
QUALCOMM INC	CUSIP: 747525103		Symbol (Box 1d): QCOM						
	142.000	01/13/11	12/17/12	$8,707.77	$7,356.64	$0.00	$1,351.13	$0.00	
SCHLUMBERGER LTD	CUSIP: 806857108		Symbol (Box 1d): SLB						
	178.000	03/30/11	10/25/12	$12,546.36	$16,637.52	$0.00	($4,091.16)	$0.00	
	68.000	03/30/11	11/07/12	$4,754.19	$6,355.90	$0.00	($1,601.71)	$0.00	
Security Subtotal	246.000			$17,300.55	$22,993.42	$0.00	($5,692.87)	$0.00	
U S BANCORP COM NEW	CUSIP: 902973304		Symbol (Box 1d): USB						
	226.000	07/29/11	11/16/12	$7,086.43	$5,932.14	$0.00	$1,154.29	$0.00	
UNITEDHEALTH GP INC	CUSIP: 91324P102		Symbol (Box 1d): UNH						
	647.000	06/23/11	08/21/12	$34,810.73	$32,960.44	$0.00	$1,850 29	$0.00	
VISA INC CL A	CUSIP: 92826C839		Symbol (Box 1d): V						
	44.000	07/28/11	12/14/12	$6,463.42	$3,884.86	$0.00	$2,578 56	$0.00	
WATSON PHARMACEUTICAL INC	CUSIP: 942683103		Symbol (Box 1d):						
	157.000	09/29/11	12/14/12	$13,756.23	$11,011.30	$0.00	$2,744.93	$0.00	

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) — OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Long Term - Covered Securities (Consider Box 6b (Basis Reported to IRS) as being checked for this section. These transactions should be reported on Form 8949 Part II with box A checked.)
(Continued)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)	NOTES
WEATHERFORD INTERNATIONAL LTD	CUSIP: H27013103		Symbol (Box 1d): WFT						
	522.000	03/30/11	08/31/12	$6,086.54	$11,553.27	$0.00	($5,466.73)	$0.00	
Total Long Term Covered Securities				**$337,752.84**	**$328,716.88**	**$0.00**	**$9,035.96**	**$0.00**	

Long Term - Noncovered Securities # (Consider Box 6a (Noncovered Security) as being checked for this section. These transactions should be reported on Form 8949 Part II with box B checked.)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
AMERICAN EXPRESS CO	CUSIP: 025816109		Symbol (Box 1d): AXP					
	447.000	11/10/10	08/21/12	$25,410.58	$19,381.92	$0.00	$6,028.66	$0.00
APPLE INC	CUSIP: 037833100		Symbol (Box 1d): AAPL					
	20.000	01/21/10	09/06/12	$13,486.15	$4,177.79	$0.00	$9,308.36	$0.00
	6.000	01/22/10	09/06/12	$4,045.84	$1,190.24	$0.00	$2,855.60	$0.00
	28.000	01/22/10	11/06/12	$16,282.30	$5,554.47	$0.00	$10,727.83	$0.00
	6.000	01/22/10	11/29/12	$3,524.72	$1,190.24	$0.00	$2,334.48	$0.00
Security Subtotal	60.000			$37,339.01	$12,112.74	$0.00	$25,226.27	$0.00
CATERPILLAR INC	CUSIP: 149123101		Symbol (Box 1d): CAT					
	110.000	11/16/10	08/30/12	$9,316.74	$8,880.55	$0.00	$436.19	$0.00
	92.000	11/16/10	11/07/12	$7,880.86	$7,427.37	$0.00	$453.49	$0.00
Security Subtotal	202.000			$17,197.60	$16,307.92	$0.00	$889.68	$0.00

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ALVIN & LUCY OWSLEY FOUNDATION
75-6047221

1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) — OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Long Term - Noncovered Securities # (Consider Box 6a (Noncovered Security) as being checked for this section. These transactions should be reported on Form 8949 Part II with box B checked.)
(Continued)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
CHEVRON CORP	CUSIP: 166764100		Symbol (Box 1d): CVX					
	93.000	11/19/09	10/25/12	$10,271.38	$7,173.09	$0.00	$3,098.29	$0.00
	7.000	12/08/09	10/25/12	$773.11	$540.96	$0.00	$232.15	$0.00
	31.000	12/08/09	11/15/12	$3,161.87	$2,395.67	$0.00	$766.20	$0.00
	56.000	12/08/09	12/05/12	$5,908.21	$4,327.67	$0.00	$1,580.54	$0.00
	17.000	12/17/09	12/05/12	$1,793.56	$1,309.17	$0.00	$484.39	$0.00
Security Subtotal	204.000			$21,908.13	$15,746.56	$0.00	$6,161.57	$0.00
CHUBB CORP	CUSIP: 171232101		Symbol (Box 1d): CB					
	147.000	08/03/10	09/27/12	$11,182.78	$7,777.77	$0.00	$3,405.01	$0.00
COCA COLA CO	CUSIP: 191216100		Symbol (Box 1d): KO					
	222.000	11/19/09	08/31/12	$8,277.88	$6,305.82	$0.00	$1,972.06	$0.00
	222.000	12/08/09	08/31/12	$8,277.88	$6,360.30	$0.00	$1,917.58	$0.00
	222.000	12/17/09	08/31/12	$8,277.88	$6,369.17	$0.00	$1,908.71	$0.00
	69.000	12/22/09	08/31/12	$2,572.86	$1,979.95	$0.00	$592.91	$0.00
	149.000	12/22/09	09/11/12	$5,622.86	$4,275.55	$0.00	$1,347.31	$0.00
Security Subtotal	884.000			$33,029.36	$25,290.79	$0.00	$7,738.57	$0.00
EXXON MOBIL CORP	CUSIP: 30231G102		Symbol (Box 1d): XOM					
	166 000	11/19/09	11/28/12	$14,540.46	$12,363.55	$0.00	$2,176.91	$0.00
HOME DEPOT INC	CUSIP: 437076102		Symbol (Box 1d): HD					
	264.000	11/19/09	09/12/12	$14,939.21	$7,146.27	$0.00	$7,792.94	$0.00
	263.000	12/08/09	09/12/12	$14,882.63	$7,308.74	$0.00	$7,573.89	$0.00
Security Subtotal	527.000			$29,821.84	$14,455.01	$0.00	$15,366.83	$0.00

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ALVIN & LUCY OWSLEY FOUNDATION
75-6047221

1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Long Term - Noncovered Securities # (Consider Box 6a (Noncovered Security) as being checked for this section. These transactions should be reported on Form 8949 Part II with box B checked.)
(Continued)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
INTEL CORP	CUSIP: 458140100		Symbol (Box 1d): INTC					
	161.000	12/17/09	09/11/12	$3,789.55	$3,081.52	$0.00	$708.03	$0.00
	410.000	12/22/09	09/11/12	$9,650.40	$8,261.46	$0.00	$1,388.94	$0.00
	32.000	02/03/10	09/11/12	$753.20	$629.12	$0.00	$124.08	$0.00
	399.000	02/03/10	09/17/12	$9,244.62	$7,844.30	$0.00	$1,400.32	$0.00
	154.000	02/03/10	09/21/12	$3,558.53	$3,027.62	$0.00	$530.91	$0.00
	60.000	02/10/10	09/21/12	$1,386.44	$1,184.39	$0.00	$202.05	$0.00
	369.000	02/10/10	12/14/12	$7,582.85	$7,284.03	$0.00	$298.82	$0.00
Security Subtotal	1,585.000			$35,965.59	$31,312.44	$0.00	$4,653.15	$0.00
JOHNSON & JOHNSON	CUSIP: 478160104		Symbol (Box 1d): JNJ					
	64.000	11/19/09	09/17/12	$4,356.25	$3,981.39	$0.00	$374.86	$0.00
	86.000	12/08/09	09/17/12	$5,853.71	$5,523.77	$0.00	$329.94	$0.00
	68.000	12/08/09	12/14/12	$4,797.29	$4,367.63	$0.00	$429.66	$0.00
	68.000	12/17/09	12/14/12	$4,797.29	$4,381.23	$0.00	$416.06	$0.00
Security Subtotal	286.000			$19,804.54	$18,254.02	$0.00	$1,550.52	$0.00
JPMORGAN CHASE & CO	CUSIP: 46625H100		Symbol (Box 1d): JPM					
	500.000	11/19/09	07/24/12	$17,204.41	$21,234.70	$0.00	($4,030.29)	$0.00
	141.000	12/08/09	07/24/12	$4,851.64	$5,775.35	$0.00	($923.71)	$0.00
	360.000	12/08/09	10/25/12	$14,988.33	$14,745.56	$0.00	$242.77	$0.00
	119.000	12/17/09	10/25/12	$4,954.48	$4,801.64	$0.00	$152.84	$0.00
	102.000	12/17/09	11/13/12	$4,111.23	$4,115.69	$0.00	($4.46)	$0.00
Security Subtotal	1,222.000			$46,110.09	$50,672.94	$0.00	($4,562.85)	$0.00

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ALVIN & LUCY OWSLEY FOUNDATION
75-6047221

1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Long Term - Noncovered Securities # (Consider Box 6a (Noncovered Security) as being checked for this section. These transactions should be reported on Form 8949 Part II with box B checked.)
(Continued)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
MC DONALDS CORP	CUSIP: 580135101		Symbol (Box 1d): MCD					
	144.000	12/17/09	07/25/12	$12,689.97	$8,953.91	$0.00	$3,736.06	$0.00
	20.000	12/17/09	11/08/12	$1,708.79	$1,243.60	$0.00	$465.19	$0.00
	194.000	12/22/09	11/08/12	$16,575.30	$12,212.28	$0.00	$4,363.02	$0.00
	50.000	12/22/09	11/14/12	$4,270.15	$3,147.50	$0.00	$1,122.65	$0.00
Security Subtotal	408.000			$35,244.21	$25,557.29	$0.00	$9,686.92	$0.00
MICROSOFT CORP	CUSIP: 594918104		Symbol (Box 1d): MSFT					
	184.000	12/17/09	08/31/12	$5,663.39	$5,461.10	$0.00	$202.29	$0.00
	218.000	12/22/09	08/31/12	$6,709.89	$6,723.10	$0.00	($13.21)	$0.00
	149.000	11/04/10	08/31/12	$4,586.12	$4,040.25	$0.00	$545.87	$0.00
	208.000	11/04/10	09/11/12	$6,418.73	$5,640.09	$0.00	$778.64	$0.00
	369.000	11/04/10	09/27/12	$11,176.79	$10,005.73	$0.00	$1,171.06	$0.00
	376.000	11/04/10	12/14/12	$10,065.29	$10,195.54	$0.00	($130.25)	$0.00
	56.000	11/16/10	12/14/12	$1,499.09	$1,445.23	$0.00	$53.86	$0.00
Security Subtotal	1,560.000			$46,119.30	$43,511.04	$0.00	$2,608.26	$0.00
PHILIP MORRIS INTL INC	CUSIP: 718172109		Symbol (Box 1d): PM					
	221.000	12/08/09	08/29/12	$20,071.34	$10,744.98	$0.00	$9,326.36	$0.00
	190.000	12/17/09	08/29/12	$17,255.91	$9,433.48	$0.00	$7,822.43	$0.00
	181.000	12/17/09	11/08/12	$15,593.13	$8,986.63	$0.00	$6,606.50	$0.00
	21.000	12/17/09	12/05/12	$1,870.38	$1,042.65	$0.00	$827.73	$0.00
	65.000	12/22/09	12/05/12	$5,789.29	$3,223.99	$0.00	$2,565.30	$0.00
	92.000	12/22/09	12/20/12	$7,842.42	$4,563.19	$0.00	$3,279.23	$0.00
Security Subtotal	770.000			$68,422.47	$37,994.92	$0.00	$30,427.55	$0.00

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued)

OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Long Term - Noncovered Securities # (Consider Box 6a (Noncovered Security) as being checked for this section. These transactions should be reported on Form 8949 Part II with box B checked.) **(Continued)**

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
STARBUCKS CORP WASHINGTON	CUSIP: 855244109		Symbol (Box 1d): SBUX					
	318.000	11/08/10	07/27/12	$14,979.40	$9,746.67	$0.00	$5,232.73	$0.00
UNITED PARCEL SERVICE INC CL-B	CUSIP: 911312106		Symbol (Box 1d): UPS					
	86.000	11/19/09	08/30/12	$6,368.32	$4,898.56	$0.00	$1,469.76	$0.00
	87.000	12/08/09	08/30/12	$6,442.37	$5,035.55	$0.00	$1,406.82	$0.00
	85.000	12/17/09	08/30/12	$6,294.27	$4,948.69	$0.00	$1,345.58	$0.00
	85.000	12/22/09	08/30/12	$6,294.27	$4,995.45	$0.00	$1,298.82	$0.00
Security Subtotal	343.000			$25,399.23	$19,878.25	$0.00	$5,520.98	$0.00
UNITED TECHNOLOGIES CORP	CUSIP: 913017109		Symbol (Box 1d): UTX					
	129.000	11/19/09	09/07/12	$10,225.78	$8,747.39	$0.00	$1,478.39	$0.00
	40.000	12/08/09	09/07/12	$3,170.78	$2,725.99	$0.00	$444.79	$0.00
	89.000	12/08/09	12/11/12	$7,234.57	$6,065.33	$0.00	$1,169.24	$0.00
	104.000	12/17/09	12/11/12	$8,453.87	$7,252.95	$0.00	$1,200.92	$0.00
Security Subtotal	362.000			$29,085.00	$24,791.66	$0.00	$4,293.34	$0.00
WAL MART STORES INC	CUSIP: 931142103		Symbol (Box 1d): WMT					
	211.000	12/08/09	08/30/12	$15,276.35	$11,512.14	$0.00	$3,764.21	$0.00
	51.000	12/08/09	11/08/12	$3,728.00	$2,782.56	$0.00	$945.44	$0.00
	197.000	12/17/09	11/08/12	$14,400.29	$10,419.31	$0.00	$3,980.98	$0.00
	87.000	12/17/09	11/15/12	$5,975.14	$4,601.42	$0.00	$1,373.72	$0.00

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ALVIN & LUCY OWSLEY FOUNDATION
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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Long Term - Noncovered Securities # (Consider Box 6a (Noncovered Security) as being checked for this section. These transactions should be reported on Form 8949 Part II with box B checked.) **(Continued)**

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
WAL MART STORES INC	28.000	12/17/09	12/18/12	$1,948.39	$1,480.92	$0.00	$467.47	$0.00
	94.000	12/22/09	12/18/12	$6,541.01	$5,051.55	$0.00	$1,489.46	$0.00
Security Subtotal	668.000			$47,869.18	$35,847.90	$0.00	$12,021.28	$0.00
Total Long Term Noncovered Securities				**$559,428.77**	**$421,003.39**	**$0.00**	**$138,425.38**	**$0.00**

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