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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to Public Inspection

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

Name of foundation THE STANFORD & JOAN ALEXANDER FOUNDATION		A Employer identification number 76-0204170	
% STANFORD ALEXANDER		B Telephone number (see instructions) (713) 625-3500	
Number and street (or P O box number if mail is not delivered to street address) 1400 POST OAK BLVD Suite 900	Room/suite		
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			
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation			
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 23,368,980		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐	
J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) <u> </u> (Part I, column (d) must be on cash basis.)		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐ F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	0			
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	30	30	0	
	4 Dividends and interest from securities.	1,038,952	1,038,952	0	
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	540,781			
	b Gross sales price for all assets on line 6a <u>2,065,781</u>				
	7 Capital gain net income (from Part IV, line 2)		540,781		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
Operating and Administrative Expenses	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	1,579,763	1,579,763	0	
	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	22,990	0	0	22,990
	b Accounting fees (attach schedule)	24,460	12,230	0	12,230
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	8,224	0	0	0
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	39,417	0	0	39,417
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	95,091	12,230	0	74,637
	25 Contributions, gifts, grants paid	4,961,559			4,961,559
	26 Total expenses and disbursements. Add lines 24 and 25	5,056,650	12,230	0	5,036,196
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-3,476,887			
	b Net investment income (if negative, enter -0-)		1,567,533		
	c Adjusted net income (if negative, enter -0-)			0	

Part II

Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing		
	2	Savings and temporary cash investments	60,901	401,597
	3	Accounts receivable _____ 0		
		Less allowance for doubtful accounts _____	1,715	0
	4	Pledges receivable _____		
		Less allowance for doubtful accounts _____		
	5	Grants receivable		
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)		
	7	Other notes and loans receivable (attach schedule) _____		
		Less allowance for doubtful accounts _____		
	8	Inventories for sale or use		
	9	Prepaid expenses and deferred charges	0	3,776
	10a	Investments—U S and state government obligations (attach schedule)	7,150	5,799
	b	Investments—corporate stock (attach schedule)	2,198,465	2,198,465
	c	Investments—corporate bonds (attach schedule).	1,525,000	0
	11	Investments—land, buildings, and equipment basis _____		
		Less accumulated depreciation (attach schedule) _____		
Liabilities	12	Investments—mortgage loans		
	13	Investments—other (attach schedule)	185,000	185,000
	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)	3,978,231	2,794,637
	17	Accounts payable and accrued expenses	25,556	17,639
	18	Grants payable		
	19	Deferred revenue		
	20	Loans from officers, directors, trustees, and other disqualified persons		
	21	Mortgages and other notes payable (attach schedule)		
	22	Other liabilities (describe _____)		
Net Assets or Fund Balances	23	Total liabilities (add lines 17 through 22)	25,556	17,639
		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	1,398,899	1,398,899
	28	Paid-in or capital surplus, or land, bldg , and equipment fund		
	29	Retained earnings, accumulated income, endowment, or other funds	2,553,776	1,378,099
	30	Total net assets or fund balances (see page 17 of the instructions)	3,952,675	2,776,998
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	3,978,231	2,794,637

Part III

Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year’s return)	1	3,952,675
2	Enter amount from Part I, line 27a	2	-3,476,887
3	Other increases not included in line 2 (itemize) _____	3	2,301,210
4	Add lines 1, 2, and 3	4	2,776,998
5	Decreases not included in line 2 (itemize) _____	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	2,776,998

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)
1 a	2,000,000 UNITS WEINGARTEN REALITY INVST	P	2008-12-09	2012-07-18
b	CAPITAL GAIN DIVIDENDS	P		
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 2,000,000		1,525,000	475,000
b			65,781
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			475,000
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	540,781
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	

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

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

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

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

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

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	6,558,068	26,852,067	0 24423
2010	3,580,113	27,638,497	0 129534
2009	2,428,912	21,950,733	0 110653
2008	2,298,144	36,043,756	0 06376
2007	2,419,155	49,414,788	0 048956

2 Total of line 1, column (d).	2	0 597133
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 119427
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	24,426,526
5 Multiply line 4 by line 3.	5	2,917,187
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	15,675
7 Add lines 5 and 6.	7	2,932,862
8 Enter qualifying distributions from Part XII, line 4.	8	5,036,196

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

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

1a		Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1			
		Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	15,675
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	15,675
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5		Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	15,675
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	12,000	
b		Exempt foreign organizations—tax withheld at source	6b		
c		Tax paid with application for extension of time to file (Form 8868)	6c		
d		Backup withholding erroneously withheld	6d		
7		Total credits and payments Add lines 6a through 6d.		7	12,000
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	3,675
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	
11		Enter the amount of line 10 to be Credited to 2013 estimated tax ☒	Refunded ☐	11	

Part VII-AStatements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? ☒		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?			No
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file Form 1120-POL for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☒ \$ 0 (2) On foundation managers ☒ \$ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☒ \$ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes ☒	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T. ☒	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ☒ TX			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ▶N/A				
14	The books are in care of ▶STANFORD ALEXANDER Telephone no ▶(713) 625-3500 Located at ▶1400 POST OAK BLVD STE 900 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		No
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country ▶				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. ☐ Yes ☒ No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?. ☐ Yes ☒ No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?. . . Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐	1b		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?.	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?. ☐ Yes ☒ No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?. ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i>).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		No

Part VII-B

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

5a

During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions).

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

b

If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

5b

Organizations relying on a current notice regarding disaster assistance check here.

☒

c

If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945–5(d).

6a

Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b

Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

No

If "Yes" to 6b, file Form 8870.

7a

At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b

If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

7b

Part VIII

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

1

List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Additional Data Table				

2

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

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

Total

number of other employees paid over \$50,000.

0

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Part VIII

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.		Expenses
1		
2		
3		
4		

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

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Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	24,450,210
b	Average of monthly cash balances.	1b	345,291
c	Fair market value of all other assets (see instructions).	1c	3,003
d	Total (add lines 1a, b, and c).	1d	24,798,504
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	0
3	Subtract line 2 from line 1d.	3	24,798,504
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	371,978
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	24,426,526
6	Minimum investment return. Enter 5% of line 5.	6	1,221,326

Part XI

Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6.	1	1,221,326
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	15,675
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	15,675
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	1,205,651
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	1,205,651
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	1,205,651

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	5,036,196
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	5,036,196
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	15,675
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	5,020,521
Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years			

Part XIII

Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				1,205,651
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			0	
b Total for prior years 2010 , 2009 , 2008		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007.				0
b From 2008.				530,746
c From 2009.				1,356,981
d From 2010.				2,228,772
e From 2011.				5,239,113
f Total of lines 3a through e.	9,355,612			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 5,036,196				
a Applied to 2011, but not more than line 2a			0	
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.				1,205,651
e Remaining amount distributed out of corpus	3,830,545			
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	13,186,157			
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013.				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions). . .	0			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	13,186,157			
10 Analysis of line 9				
a Excess from 2008. . . .	530,746			
b Excess from 2009. . . .	1,356,981			
c Excess from 2010. . . .	2,228,772			
d Excess from 2011. . . .	5,239,113			
e Excess from 2012. . . .	3,830,545			

Part XIVPrivate Operating Foundations (see instructions and Part VII-A, question 9)

1a

If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling.

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

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

Part XVSupplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see instructions.)

1

Information Regarding Foundation Managers:

a

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

STANFORD AND JOAN ALEXANDER

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

NA

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 of the person to whom applications should be addressed

b

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

c

Any submission deadlines

d

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

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

Form **990-PF** (2012)

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments.					
3 Interest on savings and temporary cash investments			14	30	
4 Dividends and interest from securities.			14	1,038,952	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory			18	540,781	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. . .					
11 Other revenue a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e).				1,579,763	
13 Total. Add line 12, columns (b), (d), and (e).			13		1,579,763

[illegible]

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

[illegible]

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

b If "Yes," complete the following schedule

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

**Sign
Here**

**Paid
Preparer
Use Only**

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

***** 2013-05-09 *****
 Signature of officer or trustee Date Title
 May the IRS discuss this return with the preparer shown below (see instr.)? ☒ Yes ☐ No

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

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN
	JAN I PHIPPS	JAN I PHIPPS			
	Firm's name ☐	MARGOLIS PHIPPS & WRIGHT PC		Firm's EIN ☐	
		1400 POST OAK BLVD STE 900			
	Firm's address ☐	HOUSTON, TX 770563009		Phone no (713) 625-3500	

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(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
STANFORD ALEXANDER	CHAIRMAN 4 0	0	0	0
1400 POST OAK BLVD SUITE 900 HOUSTON,TX 77056				
JOAN ALEXANDER	CEO/PRESIDENT/TREASURER 30 0	0	0	0
1400 POST OAK BLVD SUITE 900 HOUSTON,TX 77056				
MELVIN DOW	DIRECTOR 1 0	0	0	0
9 GREENWAY PLAZA SUITE 2300 HOUSTON,TX 77046				
ANDREW M ALEXANDER	SECRETARY 1 0	0	0	0
1400 POST OAK BLVD SUITE 900 HOUSTON,TX 77056				
BENJAMIN WARREN	DIRECTOR 1 0	0	0	0
1400 POST OAK BLVD SUITE 900 HOUSTON,TX 77056				
KEVIN B ALEXANDER	DIRECTOR 2 0	0	0	0
2929 WESTHEIMER APT 606 HOUSTON,TX 77098				

TY 2012 Accounting Fees Schedule

Name: THE STANFORD & JOAN ALEXANDER FOUNDATION

EIN: 76-0204170

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	24,460	12,230	0	12,230

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2012 Depreciation Schedule

Name: THE STANFORD & JOAN ALEXANDER FOUNDATION

EIN: 76-0204170

**TY 2012 Investments Corporate
Bonds Schedule**

Name: THE STANFORD & JOAN ALEXANDER FOUNDATION
EIN: 76-0204170

Name of Bond	End of Year Book Value	End of Year Fair Market Value
WEINGARTEN REALTY INVESTORS	0	0

**TY 2012 Investments Corporate
Stock Schedule****Name:** THE STANFORD & JOAN ALEXANDER FOUNDATION**EIN:** 76-0204170

Name of Stock	End of Year Book Value	End of Year Fair Market Value
WEINGARTEN REALTY INVESTORS	399,609	20,381,741
AMERICAN ELECTRIC POWER	81,800	85,360
BP, PLC	200,900	208,200
BRISTOL MYERS	115,988	162,950
JPMORGAN CHASE	110,500	219,845
VERIZON COMMUNICATIONS	147,054	216,350
AT&T	202,797	262,736
EXXON MOBIL CORP	206,600	432,750
REGENCY CENTERS CORP	198,827	235,600
CHEVRON	272,235	540,700
CITIGROUP	246,250	19,780
SUPERMEDIA INC	5,998	0
FRONTIER COMMUNICATIONS CORP	9,907	5,136

TY 2012 Investments Government Obligations Schedule

Name: THE STANFORD & JOAN ALEXANDER FOUNDATION

EIN: 76-0204170

**US Government Securities - End of
Year Book Value:**

5,799

**US Government Securities - End of
Year Fair Market Value:**

7,459

**State & Local Government
Securities - End of Year Book
Value:**

**State & Local Government
Securities - End of Year Fair
Market Value:**

TY 2012 Investments - Other Schedule

Name: THE STANFORD & JOAN ALEXANDER FOUNDATION

EIN: 76-0204170

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
STATE OF ISRAEL BONDS		185,000	185,000

TY 2012 Land, Etc. Schedule**Name:** THE STANFORD & JOAN ALEXANDER FOUNDATION**EIN:** 76-0204170

TY 2012 Legal Fees Schedule

Name: THE STANFORD & JOAN ALEXANDER FOUNDATION

EIN: 76-0204170

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	22,990	0	0	22,990

TY 2012 Other Expenses Schedule

Name: THE STANFORD & JOAN ALEXANDER FOUNDATION

EIN: 76-0204170

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ADMINISTRATIVE SERVICES	35,722	0	0	35,722
PROFESSIONAL ORGANIZATION DUES	3,695	0	0	3,695

TY 2012 Other Increases Schedule**Name:** THE STANFORD & JOAN ALEXANDER FOUNDATION**EIN:** 76-0204170

Description	Amount
EXCESS OF VALUE OVER BASIS OF SECURITIES	0
DONATED TO PUBLIC CHARITIES	2,291,234
OTHER RECONCILING ITEM - ACCT PAYABLE	7,915
PREPAID EXCISE TAX	2,061

TY 2012 Taxes Schedule

Name: THE STANFORD & JOAN ALEXANDER FOUNDATION

EIN: 76-0204170

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXCISE TAXES - CURRENT YEAR	8,224	0	0	0

The Stanford and Joan Alexander Foundation
Tax I D #76-0204170
Part XV, Line 3a- Grants and Contributions Paid During the Year

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<u>Recipient</u>	<u>Purpose</u>	<u>Amount</u>
American Friends of Hebrew University P O Box 2035 New York, NY 10021	Educational Programs	\$ 2,500 00
American Friends of U N Watch 165 E 56th St New York, NY 10022	Educational Programs	\$ 5,000 00
American Heart Association 10060 Buffalo Speedway Houston, TX 77054	Medical Programs	\$ 1,000 00
American Israel Education Foundation 251 H St , NW Washington, DC 20001	Education Programs	\$ 150,000 00
American Society for Technion- Israel 710 N Post Oak Rd , #400 Houston, TX 77024	Education Programs	\$ 5,000.00
Baylor College of Medicine One Baylor Plaza, #171-A Houston, TX 77030	Medical Programs	\$ 10,000 00
Bread for the World Institute 425 3rd St , SW ,#1200 Wahington, DC 20024	Social Services	\$ 2,500 00
Buffalo Bayou Partnership 1113 Vine St #200 Houston, TX 77002	Community Development	\$ 10,000 00
Cade R Alpard Foundation P O Box 19376 Houston, TX 77224	Medical Programs	\$ 5,000 00
Center for Houston's Future 1200 Smith St #1150 Houston, TX 77002	Community Development	\$ 7,500 00
Chabad Outreach of Houston 11000 Fondren #B-104 Houston, TX 77096	Social Services	\$ 25,000 00

The Stanford and Joan Alexander Foundation

Tax ID #76-0204170

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

=====

<u>Recipient</u>	<u>Purpose</u>	<u>Amount</u>
Children's Museum of Houston 1500 Binz Houston, TX 77004	Cultural Programs	\$ 4,000 00
Children's Scholarship Ball Jewish Community Center of Houston 5601 S Braeswood Houston, TX 77096	Education Programs	\$ 3,000 00
Communities In Schools Houston, Inc 1235 N Loop W , #300 Houston, TX 77008	Education Programs	\$ 1,500 00
Dress For Success- Houston 3310 Eastside St Houston, TX 77098	Social Services	\$ 2,500.00
Emery/Weiner School 12583 S Gessner Houston, TX 77071	Educational Programs	\$ 106,000 00
ESCAPE Family Resource Center 3210 Eastside Houston, TX 77098	Social Services	\$ 2,500 00
Harvard Business School 690 Soldiers Field Rd. Boston, MA 02163	Education Programs	\$ 30,000 00
Holocaust Museum of Houston 5401 Caroline Houston, TX 77004	Jewish Cultural	\$ 232,500 00
Houston Aphasia Recovery Center 3701 Briarpark Dr , #310 Houston, TX 77042	Medical Programs	\$ 10,000 00
Houston Ballet Foundation 510 Preston Houston, TX 77002	Cultural Programs	\$ 1,500 00
Houston Center for Photography 1441 West Alabama Houston, TX 77006	Fine Arts	\$ 3,000 00

The Stanford and Joan Alexander Foundation

Tax ID #76-0204170

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

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<u>Recipient</u>	<u>Purpose</u>	<u>Amount</u>
Houston Community College Foundation 3100 Main, #12B12 Houston, TX 77002	Education Programs	\$ 10,000 00
Houston Food Bank 3811 Eastex Fwy Houston, TX 77026	Social Services	\$ 32,500 00
Houston Grand Opera 510 Preston, 5th Floor Houston, TX 77002	Cultural Programs	\$ 8,500 00
Houston Symphony 615 Louisiana Houston, TX 77002	Cultural Programs	\$ 1,500 00
Houston Jewish Community Foundation 5603 S Braeswood Houston, TX 77096	Philanthropic Programs	\$ 2,291,234 00
Houston Zoo, Inc. 1513 N. MacGregor Houston, TX 77030	Cultural Programs	\$ 5,000 00
Hudson Institute 1015 15th St., NW, 6th Floor Washington, DC 20005	Education Programs	\$ 2,500 00
Inprint, Inc 1524 West Main Houston, TX 77006	Cultural Programs	\$ 2,000 00
Japan America Society of Houston, INC 4543 Post Oak Place #220 Houston, TX 77027	Cultural Programs	\$ 3,000 00
Jewish Family Service 4131 S Braeswood Houston, TX 77025	Jewish Social Service Programs	\$ 22,000 00
Jewish Federation of Greater Houston 5603 S Braeswood Blvd Houston, TX 77096	Jewish Social Service Programs	\$ 593,000 00

The Stanford and Joan Alexander Foundation
Tax I D #76-0204170
Part XV, Line 3a- Grants and Contributions Paid During the Year

<u>Recipient</u>	<u>Purpose</u>	<u>Amount</u>
Jewish Funders Network 150 W 30th St ,#900 New York, NY 10001	Social Services	\$ 10,000 00
KIPP, Inc 10711 Kipp Way Dr Houston, TX 77099	Education Programs	\$ 60,000 00
Lilith Publications, Inc 250 W 57th St New York, NY 10107	Education Programs	\$ 1,800 00
M D Anderson Cancer Center P.O Box 297153 Houston, TX 77297	Medical Research	\$ 200,000 00
Memorial Park Conservancy, Inc 6501 Memorial Drive Houston, TX 77007	Community Development	\$ 100,000 00
Memorial Hermann Foundation 9401 Southwest Fwy #401 Houston, TX 77074	Medical Programs	\$ 250,000 00
Mental Health America of Greater Houston 2211 Norfolk #810 Houston, TX 77098	Social Services	\$ 25,000 00
Museum of Fine Arts, Houston 1001 Bissonnet Houston, TX 77005	Fine Arts	\$ 11,975 00
Neighborhood Centers, Inc P O Box 271389 Houston, TX 77277	Social Services	\$ 55,000 00
Neuhaus Education Center 4433 Bissonnet Bellaire, TX 77401	Education Programs	\$ 1,000 00
P E F. Israel Endowment Funds/Kolot 317 Madison Ave #607 New York, NY 10017	Social Services	\$ 25,000 00

The Stanford and Joan Alexander Foundation
Tax ID #76-0204170
Part XV, Line 3a- Grants and Contributions Paid During the Year

<u>Recipient</u>	<u>Purpose</u>	<u>Amount</u>
Planned Parenthood Gulf Coast 4600 Gulf Fwy, 4th Floor Houston, TX 77023	Social Services	\$ 2,000 00
Reasoning Mind, Inc 410 Pierce St Houston, TX 77002	Education Programs	\$ 12,500 00
Recipe For Success Foundation P O Box 56405 Houston, TX 77256	Social Services	\$ 3,000 00
Rice University P O Box 1892 Houston, TX 77251	Education Programs	\$ 1,250 00
Rise School of Houston 5618 H Mark Crosswell St Houston, TX 77021	Education Programs	\$ 1,000 00
St Luke's Foundation P O Box 20269 Houston, TX 77225	Medical Programs	\$ 1,500 00
Texas Heart institute P O Box 20345 Houston, TX 77225	Medical Programs	\$ 5,000 00
The Apple of God's Eye Church P O Box 108 Navasota, TX 77868	Religious Programs	\$ 2,000 00
Theater under The Stars 800 Bagby, #200 Houston, TX 77002	Cultural Programs	\$ 2,500.00
TORCH- Torah & Outreach Resource Ctr 5821 Southwest Fwy #606 Houston, TX 77057	Religious Programs	\$ 1,500 00
Tricinium, Ltd 191 Washington St Keene, NH 03431	Cultural Programs	\$ 10,000.00

The Stanford and Joan Alexander Foundation

Tax I D #76-0204170

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

=====

<u>Recipient</u>	<u>Purpose</u>	<u>Amount</u>
Tourette Syndrome Foundation P O Box 131147 Houston, TX 77219	Medical Programs	\$ 1,000 00
United Way P O Box 200716 Houston, TX 77216	Social Services	\$ 100,000 00
University of Houston 4800 Calhoun Rd Houston, TX 77004	Education Programs	\$ 101,000 00
Washington Institute for Near East Policy 1828 L Street, #1050 Washington, D.C 20036	Education Programs	\$ 10,000 00
UT-Houston Health Science Center P O Box 20036 Houston, TX 77225	Medical Programs	\$ 95,333 34
Yad Sarah 450 Park Ave #3201 New York, NY 10022	Social Services	\$ 1,800 00
YES College Preparatory Schools 6201 Bonhomme, #168N Houston, TX 77036	Education Programs	\$ 279,167 00
Total Contributions		<u>\$ 4,961,559 34</u>

THE STANFORD AND JOAN ALEXANDER FOUNDATION
PLEDGES- BALANCES DUE
As of December 31, 2012

76-0204170

<u>Charitable Organization</u>	<u>Original</u>							<u>Total</u>
	<u>Pledge</u>	<u>2012</u>	<u>2013</u>	<u>2014</u>	<u>2015</u>	<u>2016 et al</u>		
<u>Long-Term Pledges</u>								
M D Anderson-chair/prostate cancer research,pay by 8/31 fye	\$ 1,000,000	Paid						\$ -
YES Schools- for athletic ctr (\$600K) & matching grants (\$400K)	\$ 1,000,000	Paid	Paid					\$ -
Jewish FamilySvcs/Alexander Institute- Transportation & Employment	\$ 1,000,000	Paid	Paid					\$ -
Emery/Weiner Jewish High School - Lecture Hall	\$ 500,000	Paid						\$ -
Neighborhood Centers- new century campaign	\$ 250,000	Paid						\$ -
UT-Houston HSC, Neurology Dept - Dr Grotta's telemedicine program	\$ 250,000	Paid						\$ -
Memorial Hermann Fdn -Dr L Gould's coronary artery disease proj	\$ 250,000	Paid						\$ -
U of H Eric Alexander Memorial Scholarship Endowment	\$ 100,000	Paid	Paid	Paid				\$ -
Baylor College of Medicine- Stuart Yudofsky lecture	\$ 100,000	Paid	\$ 10,000	\$ 10,000	\$ 10,000	\$ 20,000	\$ 50,000	
KIPP Schools- teacher recruitment program	\$ 100,000	Paid off						\$ -
UT-Houston HSC School of Nursing- Accelerated Ph D Program	\$ 36,000	Paid						\$ -
MFAH- to support 2 doctoral students in photography dept	\$ 30,000	Paid	\$ 10,000	\$ 10,000			\$ 20,000	
Jewish Federation/Greater Houston- Wunsch Scholarship Program	\$ 12,000	Paid						\$ -
Subtotal	\$ 4,628,000	\$ -	\$ 20,000	\$ 20,000	\$ 10,000	\$ 20,000	\$ 70,000	