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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 MEMBERY FOUNDATION		A Employer identification number 76-0260974	
Number and street (or P O box number if mail is not delivered to street address) 2600 FM 620 NORTH		Room/suite	B Telephone number (see instructions) (512) 261-3550
City or town, state, and ZIP code AUSTIN, TX 78734		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 ☐ F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 144,162		J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) <u> </u> (Part I, column (d) must be on cash basis.)	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities.	546	546		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	364,154			
	b Gross sales price for all assets on line 6a _____ 390,669				
	7 Capital gain net income (from Part IV , line 2)		364,154		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	364,700	364,700		
	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	279	279		0
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)				
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses. Add lines 13 through 23	279	279		0
	25 Contributions, gifts, grants paid	281,867			281,867
	26 Total expenses and disbursements. Add lines 24 and 25	282,146	279		281,867
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	82,554			
	b Net investment income (if negative, enter -0-)		364,421		
	c Adjusted net income (if negative, enter -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	17,120	17,123	17,123
	2	Savings and temporary cash investments	18,726	99,048	99,048
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	416,885	25,568	27,991
	c	Investments—corporate bonds (attach schedule).			
	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)	452,731	141,739	144,162	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	0	0	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	452,731	141,739	
	30	Total net assets or fund balances (see page 17 of the instructions)	452,731	141,739	
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	452,731	141,739		

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	452,731
2	Enter amount from Part I, line 27a	2	82,554
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	535,285
5	Decreases not included in line 2 (itemize) ▶ _____	5	393,546
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	141,739

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a See Additional Data Table			
b			
c			
d			
e			

2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	364,154
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	39,985	93,875	0 425939
2010	0	75,122	0 000000
2009	0	77,180	0 000000
2008	207,060	219,832	0 941901
2007	69,229	332,849	0 207989

2	Total of line 1, column (d).	2	1 575829
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 315166
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	251,101
5	Multiply line 4 by line 3.	5	79,138
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	3,644
7	Add lines 5 and 6.	7	82,782
8	Enter qualifying distributions from Part XII, line 4. 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	8	281,867

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	3,644
c		All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2		Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0
3		Add lines 1 and 2.		3	3,644
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	3,644
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	178	
b		Exempt foreign organizations—tax withheld at source	6b		
c		Tax paid with application for extension of time to file (Form 8868)	6c	3,500	
d		Backup withholding erroneously withheld	6d		
7		Total credits and payments Add lines 6a through 6d.		7	3,678
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	34
11		Enter the amount of line 10 to be Credited to 2013 estimated tax ☒ 34	Refunded ☐	11	0

Part VII-AStatements Regarding Activities

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

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ▶N/A				
14	The books are in care of ▶WILLARD M HANZLIK Telephone no ▶(512) 261-3550 Located at ▶2600 FM 620 NORTH AUSTIN TX ZIP +4 ▶78734			
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
WILLARD M HANZLIK	DIR , PRES , TREAS	0	0	0
2600 FM 620 NORTH AUSTIN,TX 78734	0 00			
TERRI LACY ANDREWS KURTH	DIRECTOR	0	0	0
600 TRAVIS STE 420 HOUSTON,TX 77002	0 00			
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000.				0

Part VIII

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services.		0

Part IX-A

Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 NONE	0
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see instructions)

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

Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	72,510
b	Average of monthly cash balances.	1b	182,415
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	254,925
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	254,925
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	3,824
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	251,101
6	Minimum investment return. Enter 5% of line 5.	6	12,555

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	12,555
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	3,644
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	3,644
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	8,911
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	8,911
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	8,911

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	281,867
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	281,867
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	3,644
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	278,223
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			
2		Undistributed income, if any, as of the end of 2012			
a		Enter amount for 2011 only.			
b		Total for prior years 20____, 20____, 20____			
3		Excess distributions carryover, if any, to 2012			
a		From 2007.			
b		From 2008.			
c		From 2009.			
d		From 2010.			
e		From 2011.			
f		Total of lines 3a through e.			
4		Qualifying distributions for 2012 from Part XII, line 4			
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.			
e		Remaining amount distributed out of corpus			
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			
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.			
10		Analysis of line 9			
a		Excess from 2008.			
b		Excess from 2009.			
c		Excess from 2010.			
d		Excess from 2011.			
e		Excess from 2012.			

Part XIV

Private 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 XV

Supplementary 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))

WILLARD M HANZLIK

b

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

2

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

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

a

The name, address, and telephone number 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

Part XV

Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	281,867
b Approved for future payment				
Total			3b	0

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue						
a NONE						
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	546	
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	364,154	
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory. .						
11 Other revenue a						
b						
c						
d						
e						
12 Subtotal. Add columns (b), (d), and (e). .			0		364,700	0
13 Total. Add line 12, columns (b), (d), and (e).						364,700

[illegible]

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

[illegible]

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

b If "Yes," complete the following schedule

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

**Sign
Here**

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

*****		2013-06-10	*****	May the IRS discuss this return with the preparer shown below (see instr.)? ☒ Yes ☐ No
Signature of officer or trustee		Date	Title	

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

**Paid
Preparer
Use
Only**

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☒	PTIN P00820356
	HOMER CARRILLO JR	HOMER CARRILLO JR			
	Firm's name ☐	WEINSTEIN SPIRA & COMPANY PC THREE GREENWAY PLAZA SUITE 1700		Firm's EIN ☐ 74-2181616	
	Firm's address ☐	HOUSTON, TX 77046		Phone no (713) 622-7000	

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
TANGOE INC - 24,100 000 SHS	D	2011-12-20	2012-02-02
AUTONATION INC - 4 000 SHS	P	2012-09-21	2012-11-27
AT&T INC - 2 000 SHS	P	2012-07-24	2012-09-17
AT&T INC - 7 000 SHS	P	2012-07-24	2012-12-11
AT&T INC - 3 000 SHS	P	2012-07-24	2012-12-17
AUTOZONE INC - 1 000 SHS	P	2011-09-22	2012-08-21
BROADCOM CORP - 9 000 SHS	P	2012-02-14	2012-07-13
BB&T CORPORATION - 11 000 SHS	P	2012-01-13	2012-11-07
CANADIAN PACIFIC RAILWAY - 2 000 SHS	P	2012-08-30	2012-12-18
CVS CAREMARK CORP - 1 000 SHS	P	2012-02-08	2012-11-28
COSTCO WHOLESALE - 1 000 SHS	P	2011-08-24	2012-01-19
COACH INC - 5 000 SHS	P	2012-01-31	2012-07-13
CONCHO RESOURCES INC - 3 000 SHS	P	2012-01-19	2012-07-13
C&J ENERGY SVCS INC - 1 000 SHS	P	2011-12-08	2012-05-29
C&J ENERGY SVCS INC - 5 000 SHS	P	2011-12-08	2012-06-05
C&J ENERGY SVCS INC - 2 000 SHS	P	2011-12-08	2012-06-06
C&J ENERGY SVCS INC - 4 000 SHS	P	2011-12-08	2012-06-07
C&J ENERGY SVCS INC - 2 000 SHS	P	2011-12-08	2012-06-13
CISCO SYSTEMS INC - 11 000 SHS	P	2011-09-09	2012-02-15
CISCO SYSTEMS INC - 2 000 SHS	P	2011-09-09	2012-07-24
CISCO SYSTEMS INC - 14 000 SHS	P	2011-12-01	2012-07-24
CISCO SYSTEMS INC - 2 000 SHS	P	2011-12-01	2012-11-14
CISCO SYSTEMS INC - 3 000 SHS	P	2011-12-21	2012-11-14
CUMMINS INC - 3 000 SHS	P	2012-02-10	2012-09-27
DIRECTV SHS - 3 000 SHS	P	2012-08-28	2012-11-08
DIRECTV SHS - 3 000 SHS	P	2012-09-05	2012-11-08
D R HORTON INC - 3 000 SHS	P	2012-02-16	2012-11-16
EBAY INC - 2 000 SHS	P	2012-06-14	2012-11-08
EOG RESOURCES INC - 2 000 SHS	P	2012-01-11	2012-09-27
FORD MOTOR CO - 36 000 SHS	P	2012-01-12	2012-07-24

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(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)
GENERAL ELECTRIC - 10 000 SHS	P	2012-01-30	2012-11-06
GENERAL ELECTRIC - 4 000 SHS	P	2012-01-30	2012-11-27
GENERAL ELECTRIC - 6 000 SHS	P	2012-01-30	2012-12-20
W W GRAINGER INCORP - 1 000 SHS	P	2012-10-04	2012-11-29
INTEL CORP - 4 000 SHS	P	2012-07-13	2012-12-14
INTEL CORP - 3 000 SHS	P	2012-11-06	2012-12-14
INTEL CORP - 5 000 SHS	P	2012-11-06	2012-12-19
INTERCONTINENTAL EXCHANGE - 2 000 SHS	P	2011-09-23	2012-01-10
IAC INTERACTIVE CORP - 3 000 SHS	P	2012-08-28	2012-11-07
IAC INTERACTIVE CORP - 3 000 SHS	P	2012-09-05	2012-11-07
KOHL'S CORP WISC PV 1CT - 1 000 SHS	P	2012-08-30	2012-11-14
LSI CORPORATION - 26 000 SHS	P	2012-09-10	2012-10-25
LIMITED BRANDS INC - 7 000 SHS	P	2012-02-08	2012-06-26
MASTERCARD INC - 1 000 SHS	P	2011-08-24	2012-01-09
MACYS INC - 4 000 SHS	P	2012-09-12	2012-12-19
MCDONALDS CORP - 2 000 SHS	P	2012-09-06	2012-11-14
NIKE INC - 3 000 SHS	P	2012-01-31	2012-07-24
NORDSTROM INC - 3 000 SHS	P	2012-09-12	2012-12-18
NORFOLK SOUTHERN CORP - 4 000 SHS	P	2012-01-12	2012-05-29
NORTH TRUST CORP - 8 000 SHS	P	2011-09-29	2012-09-27
ORACLE CORP \$0 01 DEL - 2 000 SHS	P	2012-07-13	2012-09-27
PIONEER NATURAL RES CO - 3 000 SHS	P	2012-02-08	2012-08-21
PNC FINCL SERVICES GROUP - 5 000 SHS	P	2012-01-13	2012-07-25
PROCTER & GAMBLE CO - 7 000 SHS	P	2012-06-20	2012-09-06
PROCTER & GAMBLE CO - 3 000 SHS	P	2012-10-25	2012-12-05
SCHLUMBERGER LTD - 3 000 SHS	P	2012-01-30	2012-11-07
SUNTRUST BKS INC - 3 000 SHS	P	2012-08-22	2012-11-15
UNILEVER NV - 8 000 SHS	P	2011-08-24	2012-01-31
UNION PACIFIC CORP - 1 000 SHS	P	2012-01-09	2012-11-15
VALERO ENERGY CORP - 2 000 SHS	P	2012-08-22	2012-11-14

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
VERIZON COMMUNICATIONS COM - 1 000 SHS	P	2012-07-24	2012-09-17
VERIZON COMMUNICATIONS COM - 3 000 SHS	P	2012-07-24	2012-12-06
VERIZON COMMUNICATIONS COM - 2 000 SHS	P	2012-07-24	2012-12-20
WEATHERFORD INTL LTD - 10 000 SHS	P	2011-09-14	2012-08-31
WALGREEN CO - 11 000 SHS	P	2011-12-21	2012-02-01
WEYERHAEUSER CO - 2 000 SHS	P	2012-08-30	2012-11-16
WHOLE FOODS MKT INC - 1 000 SHS	P	2012-02-10	2012-11-02
WELLS FARGO & CO - 15 000 SHS	P	2012-01-09	2012-11-06
WELLS FARGO & CO - 1 000 SHS	P	2012-01-09	2012-11-13
WELLS FARGO & CO - 2 000 SHS	P	2012-01-13	2012-11-13
BALL CORP - 2 000 SHS	P	2011-09-30	2012-11-14
DU PONT E I DE NEMOURS - 2 000 SHS	P	2011-08-24	2012-11-07
HALLIBURTON COMPANY - 1 000 SHS	P	2011-08-24	2012-11-29
INTL BUSINESS MACHINES - 1 000 SHS	P	2011-08-24	2012-11-27
UNITED PARCEL SVC CL B - 1 000 SHS	P	2011-08-24	2012-08-30
AT&T INC - 1 000 SHS	P	2011-04-28	2012-02-08
AT&T INC - 14 000 SHS	P	2011-03-09	2012-02-08
AMER EXPRESS COMPANY - 4 000 SHS	P	2010-11-03	2012-01-23
AMER EXPRESS COMPANY - 5 000 SHS	P	2010-11-10	2012-08-24
AMER EXPRESS COMPANY - 3 000 SHS	P	2010-11-10	2012-01-23
AMER EXPRESS COMPANY - 1 000 SHS	P	2011-04-28	2012-08-24
APPLE INC - 1 000 SHS	P	2011-08-03	2012-11-29
BHP BILLITON LTD - 3 000 SHS	P	2009-03-12	2012-01-19
BED BATH & BEYOND INC - 1 000 SHS	P	2011-03-09	2012-02-14
BED BATH & BEYOND INC - 2 000 SHS	P	2011-08-11	2012-02-14
BED BATH & BEYOND INC - 2 000 SHS	P	2011-02-22	2012-02-14
COSTCO WHOLESALE - 5 000 SHS	P	2008-01-11	2012-01-19
CHEVRON CORP - 1 000 SHS	P	2008-01-11	2012-10-25
CHEVRON CORP - 1 000 SHS	P	2008-01-11	2012-11-15
CHEVRON CORP - 1 000 SHS	P	2008-01-11	2012-12-05

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
CONOCOPHILLIPS - 5 000 SHS	P	2008-03-04	2012-01-19
CONOCOPHILLIPS - 1 000 SHS	P	2009-04-16	2012-01-19
CONOCOPHILLIPS - 1 000 SHS	P	2010-02-05	2012-01-19
CATERPILLAR INC DEL - 2 000 SHS	P	2010-11-16	2012-08-30
CATERPILLAR INC DEL - 1 000 SHS	P	2010-11-16	2012-11-07
CHUBB CORP - 2 000 SHS	P	2010-08-03	2012-09-27
COCA COLA COM - 9 000 SHS	P	2008-01-11	2012-08-31
COCA COLA COM - 3 000 SHS	P	2008-01-11	2012-09-11
COCA COLA COM - 4 000 SHS	P	2011-03-30	2012-11-29
DEERE CO - 3 000 SHS	P	2011-02-22	2012-08-30
DEERE CO - 1 000 SHS	P	2011-04-05	2012-08-30
DU PONT E I DE NEMOURS - 1 000 SHS	P	2011-03-30	2012-08-30
DU PONT E I DE NEMOURS - 1 000 SHS	P	2011-04-28	2012-11-07
DU PONT E I DE NEMOURS - 4 000 SHS	P	2011-03-30	2012-11-07
E M C CORPORATION MASS - 3 000 SHS	P	2011-03-09	2012-01-12
E M C CORPORATION MASS - 7 000 SHS	P	2011-03-09	2012-11-12
E M C CORPORATION MASS - 7 000 SHS	P	2011-08-03	2012-11-12
EXXON MOBIL CORP - 1 000 SHS	P	2008-01-11	2012-11-28
GOOGLE INC - 1 000 SHS	P	2009-01-09	2012-01-10
HALLIBURTON COMPANY - 3 000 SHS	P	2011-03-09	2012-11-29
HALLIBURTON COMPANY - 3 000 SHS	P	2011-01-31	2012-11-29
HOME DEPOT INC - 7 000 SHS	P	2009-01-22	2012-09-12
INTEL CORP - 3 000 SHS	P	2008-01-11	2012-09-11
INTEL CORP - 2 000 SHS	P	2009-04-16	2012-09-11
INTEL CORP - 2 000 SHS	P	2010-02-03	2012-09-21
INTEL CORP - 2 000 SHS	P	2010-02-03	2012-09-11
INTEL CORP - 6 000 SHS	P	2010-02-03	2012-09-17
INTEL CORP - 5 000 SHS	P	2010-02-10	2012-12-14
INTEL CORP - 1 000 SHS	P	2010-02-10	2012-09-21
INTL BUSINESS MACHINES - 1 000 SHS	P	2009-03-10	2012-01-11

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
INTL BUSINESS MACHINES - 1 000 SHS	P	2010-02-05	2012-01-11
INTL BUSINESS MACHINES - 1 000 SHS	P	2011-03-09	2012-08-31
INTL BUSINESS MACHINES - 1 000 SHS	P	2011-03-09	2012-11-06
INTL BUSINESS MACHINES - 1 000 SHS	P	2011-03-09	2012-11-15
JPMORGAN CHASE & CO - 9 000 SHS	P	2008-10-02	2012-07-24
JPMORGAN CHASE & CO - 2 000 SHS	P	2008-10-02	2012-10-25
JPMORGAN CHASE & CO - 4 000 SHS	P	2009-02-17	2012-10-25
JPMORGAN CHASE & CO - 1 000 SHS	P	2009-02-17	2012-11-13
MASTERCARD INC - 1 000 SHS	P	2011-08-08	2012-01-09
MASTERCARD INC - 1 000 SHS	P	2011-08-09	2012-01-09
MCDONALDS CORP - 7 000 SHS	P	2008-10-02	2012-01-11
MCDONALDS CORP - 2 000 SHS	P	2008-10-02	2012-07-25
MCDONALDS CORP - 3 000 SHS	P	2009-06-03	2012-11-08
MCDONALDS CORP - 1 000 SHS	P	2011-04-28	2012-11-14
MICROSOFT CORP - 1 000 SHS	P	2008-01-11	2012-08-31
MICROSOFT CORP - 1 000 SHS	P	2009-04-16	2012-08-31
MICROSOFT CORP - 1 000 SHS	P	2010-02-05	2012-08-31
MICROSOFT CORP - 4 000 SHS	P	2010-11-04	2012-08-31
MICROSOFT CORP - 3 000 SHS	P	2010-11-04	2012-09-11
MICROSOFT CORP - 5 000 SHS	P	2010-11-04	2012-09-27
MICROSOFT CORP - 4 000 SHS	P	2010-11-04	2012-12-14
MICROSOFT CORP - 1 000 SHS	P	2010-11-16	2012-12-14
PEPSICO INC - 1 000 SHS	P	2011-08-03	2012-02-10
PEPSICO INC - 3 000 SHS	P	2008-01-11	2012-02-10
PEPSICO INC - 1 000 SHS	P	2009-04-16	2012-02-10
PEPSICO INC - 1 000 SHS	P	2011-08-03	2012-09-17
PEPSICO INC - 1 000 SHS	P	2011-08-03	2012-12-19
PRAXAIR INC - 1 000 SHS	P	2011-04-05	2012-01-31
PROCTER & GAMBLE CO - 5 000 SHS	P	2011-04-01	2012-02-10
QUALCOMM INC - 2 000 SHS	P	2011-01-19	2012-12-17

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
SCHLUMBERGER LTD - 2 000 SHS	P	2011-04-04	2012-10-25
SCHLUMBERGER LTD - 1 000 SHS	P	2011-04-04	2012-11-07
SECTOR SPDR CONSUMERS - 16 000 SHS	P	2008-10-13	2012-01-12
SECTOR SPDR CONSUMERS - 12 000 SHS	P	2008-10-13	2012-08-29
SECTOR SPDR CONSUMERS - 7 000 SHS	P	2008-10-13	2012-11-08
SECTOR SPDR CONSUMERS - 3 000 SHS	P	2008-10-13	2012-12-05
SECTOR SPDR CONSUMERS - 3 000 SHS	P	2008-10-13	2012-12-20
STARBUCKS CORP - 5 000 SHS	P	2010-11-08	2012-02-16
STARBUCKS CORP - 3 000 SHS	P	2011-08-11	2012-07-27
STARBUCKS CORP - 4 000 SHS	P	2010-11-08	2012-07-27
UNITED PARCEL SVC CL B - 4 000 SHS	P	2008-03-06	2012-08-30
US BANCORP (NEW) - 3 000 SHS	P	2011-08-03	2012-11-16
UNITED TECHS CORP - 2 000 SHS	P	2008-11-24	2012-09-07
UNITED TECHS CORP - 3 000 SHS	P	2008-11-24	2012-12-14
VERIZON COMMUNICATIONS COM - 8 000 SHS	P	2011-03-29	2012-02-08
VISA INC CL A - 1 000 SHS	P	2011-08-02	2012-12-17
WEATHERFORD INTL LTD - 7 000 SHS	P	2011-04-04	2012-08-31
WAL-MART STORES INC - 3 000 SHS	P	2008-11-24	2012-08-30
WAL-MART STORES INC - 3 000 SHS	P	2008-11-24	2012-11-08
WAL-MART STORES INC - 1 000 SHS	P	2008-11-24	2012-11-15
WAL-MART STORES INC - 2 000 SHS	P	2008-11-24	2012-12-18
WALGREEN CO - 8 000 SHS	P	2011-08-04	2012-02-01
CAPITAL GAINS DIVIDENDS	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h			
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
361,843			361,843
158		172	-14
75		69	6
238		242	-4
102		104	-2
366		316	50
279		329	-50
308		296	12
198		165	33
45		44	1
81		77	4
284		347	-63
251		303	-52
18		22	-4
87		108	-21
36		43	-7
72		86	-14
36		43	-7
219		174	45
30		32	-2
213		259	-46
36		36	0
54		54	0
279		359	-80
148		158	-10
148		159	-11
56		43	13
96		80	16
227		208	19
324		433	-109

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
216		188	28
84		75	9
126		113	13
193		214	-21
82		101	-19
62		66	-4
106		109	-3
226		241	-15
133		158	-25
133		155	-22
52		53	-1
177		201	-24
286		314	-28
346		325	21
156		156	0
171		181	-10
280		314	-34
156		174	-18
266		312	-46
372		283	89
63		59	4
292		333	-41
288		303	-15
475		421	54
207		207	0
210		227	-17
76		75	1
266		271	-5
118		109	9
59		59	0

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
45		44	1
133		131	2
87		88	-1
117		161	-44
367		358	9
50		50	0
98		82	16
514		439	75
32		29	3
65		58	7
87		63	24
87		92	-5
33		40	-7
192		166	26
74		65	9
30		31	-1
421		402	19
202		167	35
285		217	68
152		130	22
57		47	10
589		392	197
235		154	81
59		48	11
118		103	15
118		100	18
406		333	73
110		91	19
102		91	11
104		91	13

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
355		402	-47
71		40	31
71		47	24
169		161	8
86		80	6
152		106	46
337		287	50
113		96	17
150		131	19
223		288	-65
74		97	-23
50		55	-5
44		55	-11
175		219	-44
67		76	-9
169		178	-9
169		183	-14
87		90	-3
620		321	299
98		139	-41
99		130	-31
397		153	244
70		66	4
47		32	15
46		39	7
47		39	8
139		118	21
103		99	4
23		20	3
182		88	94

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
182		123	59
196		158	38
196		158	38
185		158	27
311		440	-129
83		98	-15
167		90	77
40		23	17
346		322	24
346		328	18
697		433	264
176		124	52
258		180	78
85		77	8
31		34	-3
31		19	12
30		28	2
123		109	14
92		82	10
151		136	15
107		109	-2
27		26	1
64		64	0
191		233	-42
63		52	11
70		64	6
70		64	6
106		102	4
319		307	12
123		104	19

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
140		186	-46
70		93	-23
514		393	121
428		295	133
243		172	71
107		74	33
107		73	34
243		153	90
140		105	35
187		123	64
296		289	7
94		79	15
159		98	61
244		147	97
304		298	6
146		88	58
82		155	-73
217		160	57
220		160	60
69		53	16
138		107	31
267		313	-46
2			2

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			361,843
			-14
			6
			-4
			-2
			50
			-50
			12
			33
			1
			4
			-63
			-52
			-4
			-21
			-7
			-14
			-7
			45
			-2
			-46
			0
			0
			-80
			-10
			-11
			13
			16
			19
			-109

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			28
			9
			13
			-21
			-19
			-4
			-3
			-15
			-25
			-22
			-1
			-24
			-28
			21
			0
			-10
			-34
			-18
			-46
			89
			4
			-41
			-15
			54
			0
			-17
			1
			-5
			9
			0

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			1
			2
			-1
			-44
			9
			0
			16
			75
			3
			7
			24
			-5
			-7
			26
			9
			-1
			19
			35
			68
			22
			10
			197
			81
			11
			15
			18
			73
			19
			11
			13

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-47
			31
			24
			8
			6
			46
			50
			17
			19
			-65
			-23
			-5
			-11
			-44
			-9
			-9
			-14
			-3
			299
			-41
			-31
			244
			4
			15
			7
			8
			21
			4
			3
			94

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			59
			38
			38
			27
			-129
			-15
			77
			17
			24
			18
			264
			52
			78
			8
			-3
			12
			2
			14
			10
			15
			-2
			1
			0
			-42
			11
			6
			6
			4
			12
			19

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-46
			-23
			121
			133
			71
			33
			34
			90
			35
			64
			7
			15
			61
			97
			6
			58
			-73
			57
			60
			16
			31
			-46
			2

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ARDEN WOOD 445 WAWONA STREET SAN FRANCISCO,CA 94116		PUBLIC	CHARITABLE	1,000
CHARLES MOORE FOUNDATION 2102 QUARRY ROAD AUSTIN,TX 78703		PUBLIC	CHARITABLE	4,000
CHESTNUT HILL BUSINESS ASSOCIATION 8426 GERMANTOWN AVE PHILADELPHIA,PA 19118		PUBLIC	CHARITABLE	1,000
FIRST CHURCH OF CHRIST SCIENTIST 210 MASSACHUSETTS AVENUE BOSTON,MA 02115		PUBLIC	CHARITABLE	9,000
FRIENDS OF FIRST CHURCH BERKELEY 2619 DWIGHT WAY BERKELEY,CA 94704		PUBLIC	CHARITABLE	500
INSTITUTE FOR GLOBAL ETHICS 18 CENTRAL STREET SUITE 2B ROCKPORT,ME 04856		PUBLIC	CHARITABLE	1,000
LONGYEAR MUSEUM 1125 BOYLSTON STREET CHESTNUT HILL,MA 024671811		PUBLIC	CHARITABLE	500
NAVEL POST GRADUATE SCHOOL FOUNDATION PO BOX 8626 MONTEREY,CA 93943		PUBLIC	CHARITABLE	5,000
NAVY SEAL FOUNDATION 1619 D STREET BLDG 5326 VIRGINIA BEACH,VA 23459		PUBLIC	CHARITABLE	5,000
PRINCIPIA CORPORATION 13201 CLAYTON ROAD ST LOUIS,MO 63131		PUBLIC	CHARITABLE	99,255
TENDER CARE AT HOME 1253 AUTUMN WOOD CIRCLE BALLWIN,MO 63011		PUBLIC	CAHRITABLE	500
THE CEDARS CAMPS 1314 PARKVIEW VALLEY MANCHESTER,MO 630114201		PUBLIC	CHARITABLE	148,112
TWELVEACRES 595 MILLICH DRIVE SUITE 104 CAMPBELL,CA 95008		PUBLIC	CHARITABLE	2,000
UNIVERSITY OF TEXAS AT AUSTIN 1 UNIVERSITY STATION AUSTIN,TX 78712		PUBLIC	CHARITABLE	5,000
Total  3a				281,867

**TY 2012 Investments Corporate
Stock Schedule**

Name: THE MEMBERY FOUNDATION
EIN: 76-0260974

Name of Stock	End of Year Book Value	End of Year Fair Market Value
MARKETABLE SECURITIES	25,568	27,991

TY 2012 Legal Fees Schedule

Name: THE MEMBERY FOUNDATION

EIN: 76-0260974

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MANAGEMENT FEES	279	279		0

TY 2012 Other Decreases Schedule

Name: THE MEMBERY FOUNDATION

EIN: 76-0260974

Description	Amount
CHANGE IN UNREALIZED GAINS/LOSSES OF INVESTMENTS	393,546