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

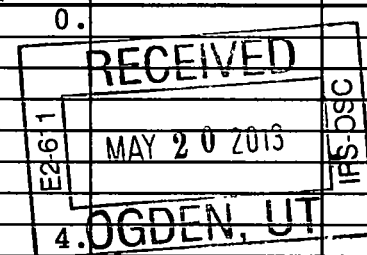
Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

For calendar year 2012 or tax year beginning

, and ending

Name of foundation THE HEVRDEJS FOUNDATION		A Employer identification number 76-0267717
Number and street (or P O box number if mail is not delivered to street address) 9 GREENWAY PLAZA, SUITE 2400		B Telephone number 713-961-5110
City or town, state, and ZIP code HOUSTON, TX 77046		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 1,959,602.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)</small>	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received			N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	686.	686.		STATEMENT 1
4 Dividends and interest from securities	41,336.	41,336.		STATEMENT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	2,483.			
b Gross sales price for all assets on line 6a	384,723.			
7 Capital gain net income (from Part IV, line 2)		2,483.		
8 Net short-term capital gain				
9 Income modifications Gross sales less returns and allowances				
10a Less: Cost of goods sold				
c Gross profit or (loss)				
11 Other income	23,173.	27,757.		STATEMENT 3
12 Total. Add lines 1 through 11	67,678.	72,262.		
13 Compensation of officers, directors, trustees, etc	0.	0.		0.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees				
b Accounting fees				
c Other professional fees				
17 Interest				
18 Taxes STMT 4	22,024.			0.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses STMT 5	9,854.	7,706.		773.
24 Total operating and administrative expenses. Add lines 13 through 23	31,878.	7,710.		773.
25 Contributions, gifts, grants paid	78,500.			78,500.
26 Total expenses and disbursements. Add lines 24 and 25	110,378.	7,710.		79,273.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-42,700.			
b Net investment income (if negative, enter -0-)		64,552.		
c Adjusted net income (if negative, enter -0-)			N/A	



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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	65,815.	66,605.	66,605.
	2 Savings and temporary cash investments	33,015.	26,764.	26,764.
	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			
	7 Other notes and loans receivable ▶			
	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			
	b Investments - corporate stock STMT 6	653,003.	632,341.	1,343,872.
	c Investments - corporate bonds			
11 Investments - land, buildings, and equipment: basis ▶				
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 7	508,471.	504,778.	522,361.	
14 Land, buildings, and equipment: basis ▶ 9,211.				
Less: accumulated depreciation STMT 8 ▶ 9,211.				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers)	1,260,304.	1,230,488.	1,959,602.	
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			
	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 ▶ <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	912,458.	912,458.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
29 Retained earnings, accumulated income, endowment, or other funds	347,846.	318,030.		
30 Total net assets or fund balances	1,260,304.	1,230,488.		
31 Total liabilities and net assets/fund balances	1,260,304.	1,230,488.		

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	1,260,304.
2 Enter amount from Part I, line 27a	2	-42,700.
3 Other increases not included in line 2 (itemize) ▶ PRIOR PERIOD ADJUSTMENT	3	12,884.
4 Add lines 1, 2, and 3	4	1,230,488.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,230,488.

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 ATTACHED STATEMENT - ML #83V-04070- ST	P	VARIOUS	VARIOUS
b SEE ATTACHED STATEMENT - ML #83V-04070- LT	P	VARIOUS	VARIOUS
c FROM K-1: KINDER MORGAN	P	VARIOUS	VARIOUS
d FROM K-1: PLAINS ALL AMERICAN (PAA)	P	VARIOUS	VARIOUS
e ML #83V-04070 - CAPITAL GAIN DISTRIBUTION	P	VARIOUS	VARIOUS

(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 168,525.		173,417.	-4,892.
b 210,233.		208,823.	1,410.
c 1,147.			1,147.
d 1.			1.
e 4,817.			4,817.

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	
a			-4,892.
b			1,410.
c			1,147.
d			1.
e			4,817.

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	2,483.
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). If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	66,060.	1,775,438.	.037208
2010	60,582.	1,690,077.	.035846
2009	66,052.	1,400,867.	.047151
2008	66,180.	1,661,616.	.039829
2007	110,984.	1,868,410.	.059400

2 Total of line 1, column (d)	2	.219434
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	.043887
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	1,882,448.
5 Multiply line 4 by line 3	5	82,615.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	646.
7 Add lines 5 and 6	7	83,261.
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	79,273.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> 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 <input type="checkbox"/> and enter 1% of Part I, line 27b	1	1,291.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3	Add lines 1 and 2	3	1,291.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	1,291.
6	Credits/Payments:		
6a	2012 estimated tax payments and 2011 overpayment credited to 2012		1,530.
6b	Exempt foreign organizations - tax withheld at source		
6c	Tax paid with application for extension of time to file (Form 8868)		
6d	Backup withholding erroneously withheld		
7	Total credits and payments. Add lines 6a through 6d	7	1,530.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	239.
11	Enter the amount of line 10 to be: Credited to 2013 estimated tax <input type="checkbox"/> 239. Refunded <input type="checkbox"/>	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a	X	
4b	X	
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		X

Part VII-A Statements Regarding Activities (continued)

11		X
12		X
13	X	

14 The books are in care of **DALE BARNES** Telephone no. **713-341-5711**
 Located at **9 GREENWAY PLAZA, SUITE 2400, HOUSTON, TX** ZIP+4 **77046**

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** **N/A**

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** **Yes** **No**
 See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

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

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

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)? 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)? **N/A** 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? **N/A** 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? Yes No 6b X

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **N/A** 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.

(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 STATEMENT 9		0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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. 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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 NONE	
	0.
2	
All other program-related investments. See instructions.	
3 NONE	
	0.
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	1,855,853.
b	Average of monthly cash balances	1b	55,262.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	1,911,115.
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	1,911,115.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	28,667.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,882,448.
6	Minimum investment return. Enter 5% of line 5	6	94,122.

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	94,122.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	1,291.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	2,025.
c	Add lines 2a and 2b	2c	3,316.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	90,806.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	90,806.
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	90,806.

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	79,273.
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	79,273.
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	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	79,273.

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				90,806.
2 Undistributed Income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	21,440.			
b From 2008				
c From 2009	1,334.			
d From 2010	22,608.			
e From 2011				
f Total of lines 3a through e	45,382.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$	79,273.			
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				79,273.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	11,533.			11,533.
6 Enter the net total of each column as indicated below:	33,849.			
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			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)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	9,907.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	23,942.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009	1,334.			
c Excess from 2010	22,608.			
d Excess from 2011				
e Excess from 2012				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) N/A

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

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

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

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

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

FRANK J. HEVRDEJS

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

NONE

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**
 Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

b The form in which applications should be submitted and information and materials they should include:
SEE ATTACHED STATEMENT

c Any submission deadlines:
SEE ATTACHED STATEMENT

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:
SEE ATTACHED STATEMENT

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				
COMMUNITIES IN SCHOOLS HOUSTON, INC. 1235 NORTH LOOP WEST, SUITE 300 HOUSTON, TX 77008	NONE	PUBLIC	SUPPORT OF CIS PROGRAMS	15,000.
KIPP HOUSTON 10711 KIPP WAY HOUSTON, TX 77099	NONE	PUBLIC	CHARITABLE	15,000.
PROJECT GRAD 3000 RICHMOND AVE, SUITE 400 HOUSTON, TX 77098	NONE	PUBLIC	SUPPORT OF PROJECT GRAD FINE ARTS PROGRAM	15,000.
TEACH FOR AMERICA 4669 SOUTHWEST FREEWAY, SUITE 600 HOUSTON, TX 77027	NONE	PUBLIC	CHARITABLE	15,000.
THE CHINQUAPIN SCHOOL 2615 E. WALLISVILLE RD. HIGHLANDS, TX 77562-3199	NONE	PUBLIC	CHARITABLE	15,000.
Total	SEE CONTINUATION SHEET(S)			78,500.
b Approved for future payment				
NONE				
Total				0.

2012 DEPRECIATION AND AMORTIZATION REPORT
FORM 990-PF PAGE 1

990-PF

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
1	ORGANIZATION COSTS	010192200	DB	5.00	17	4,743.			4,743.	4,743.		0.
2	COMPUTER PRINTER	021996200	DB	5.00	17	438.			438.	438.		0.
3	DESK	013196200	DB	5.00	17	65.			65.	65.		0.
4	COMPUTER EQUIPMENT	020195200	DB	5.00	17	2,265.			2,265.	2,265.		0.
5	COMPUTER EQUIPMENT	0111102200	DB	5.00	17	1,264.			1,264.	1,264.		0.
6	COMPUTER EQUIPMENT	020702200	DB	5.00	17	436.			436.	436.		0.
	* TOTAL 990-PF PG 1					9,211.		0.	9,211.	9,211.	0.	0.
	DEPR											

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
INTEREST FROM PARTNERSHIPS	659.
MERRILL LYNCH BANKING ADVANTAGE	26.
OTHER INTEREST	1.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	686.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDENDS FROM PARTNERSHIPS	421.	0.	421.
ML #83V-04070	27,515.	0.	27,515.
ML #83V-04G63	13,400.	0.	13,400.
TOTAL TO FM 990-PF, PART I, LN 4	41,336.	0.	41,336.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
SECTION 731 GAIN- KINDER MORGAN	0.	21,825.	
KINDER MORGAN - BOOK INCOME	1,307.	0.	
PLAINS ALL AMERICAN PIPELINE (PNG) - BOOK INCOME	-66.	0.	
PLAINS ALL AMERICAN PIPELINE (PAA) - BOOK INCOME	16,000.	0.	
OTHER INCOME	5,932.	5,932.	
TOTAL TO FORM 990-PF, PART I, LINE 11	23,173.	27,757.	

FORM 990-PF	TAXES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ESTIMATED TAX	22,020.	0.		0.
FOREIGN TAXES	4.	4.		0.
TO FORM 990-PF, PG 1, LN 18	22,024.	4.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK SERVICES CHARGES	271.	136.		136.
TRUST FEES	5,484.	5,484.		0.
KINDER MORGAN K-1 EXPENSES	519.	476.		0.
PLAINS K-1 EXPENSES	1,160.	972.		0.
INSURANCE	1,275.	638.		637.
PENALTIES	1,145.	0.		0.
TO FORM 990-PF, PG 1, LN 23	9,854.	7,706.		773.

FORM 990-PF	CORPORATE STOCK		STATEMENT 6
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
KINDER MORGAN ENERGY	-71,194.	359,055.	
PLAINS ALL AMERICAN PIPELINE	36,008.	360,563.	
KINDER MORGAN MGMT. LLC	136,753.	258,224.	
GPC BIOTECH AGENNIX	230,774.	12,730.	
KINDER MORGAN INC. DEL	300,000.	353,300.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	632,341.	1,343,872.	

FORM 990-PF OTHER INVESTMENTS STATEMENT 7

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ML #04070 - MUT FUNDS/CEF/UIT	COST	504,778.	522,361.
TOTAL TO FORM 990-PF, PART II, LINE 13		504,778.	522,361.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 8

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
ORGANIZATION COSTS	4,743.	4,743.	0.
COMPUTER PRINTER	438.	438.	0.
DESK	65.	65.	0.
COMPUTER EQUIPMENT	2,265.	2,265.	0.
COMPUTER EQUIPMENT	1,264.	1,264.	0.
COMPUTER EQUIPMENT	436.	436.	0.
TOTAL TO FM 990-PF, PART II, LN 14	9,211.	9,211.	0.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 9

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
FRANK J. HEVRDEJS 9 GREENWAY PLAZA #2400 HOUSTON, TX 77046	CHAIRMAN & TRUSTEE 1.00		0.	0. 0.
PHYLLIS CHILDRESS ABYAD 9 GREENWAY PLAZA #2400 HOUSTON, TX 77046	PRES/SECR/TRUSTEE 6.00		0.	0. 0.
LYNN T. CAMPBELL 9 GREENWAY PLAZA #2400 HOUSTON, TX 77046	TRUSTEE 1.00		0.	0. 0.
TED L. ESTES 9 GREENWAY PLAZA #2400 HOUSTON, TX 77046	TRUSTEE 1.00		0.	0. 0.
DALE E. BARNES 9 GREENWAY PLAZA #2400 HOUSTON, TX 77046	TRUSTEE 5.00		0.	0. 0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII			0.	0. 0.

FORM 990-PF OTHER REVENUE STATEMENT 10

DESCRIPTION	BUS CODE	UNRELATED BUSINESS INC	EXCL CODE	EXCLUDED AMOUNT	RELATED OR EXEMPT FUNC- TION INCOME
KINDER MORGAN - BOOK INCOME	525990	1,307.			
PLAINS ALL AMERICAN PIPELINE (PNG) - BOOK INCOME	525990	-66.			
PLAINS ALL AMERICAN PIPELINE (PAA) - BOOK INCOME	525990	16,000.			
OTHER INCOME	525990		14	5,932.	
TOTAL TO FORM 990-PF, PG 12, LN 11		17,241.		5,932.	

Education provides HOPE, *prom*

GRANT GUIDELINES

The Foundation encourages applications on behalf of projects which will improve the quality of teaching and learning at all levels.

Special consideration will be given to elementary

and secondary educational programs which emphasize academic skills, employment

skills, and/or enhance opportunities for further education. In order to create the maximum possible multiplier effect for our limited funds, we will give priority to such factors as innovation, the testing of new ideas and the potential for replication. We embrace successful

programs needing funds and we encourage and help programs with potential for success.

DEADLINES

Because our grant review process is

comprehensive, and because we wish to afford your application as much of our time and attention as possible,

our deadlines for final proposals

are set approximately three months

prior to Board of Trustees meetings,

as follows:

DEADLINE FOR FINAL PROPOSAL

January 31 July 31

April 30 October 31

BOARD OF TRUSTEES MEETING

March September
June December

Preliminary proposals are welcome at any time.

RESTRICTIONS

Before submitting a grant request, a prospective applicant is advised to first view the proposal in light of the Foundation's interests and purposes.

In general, the Foundation will not consider requests related to:

- medical research or health related activities
- organizations whose activities or policies include specific political purpose
- capital improvement projects/building funds

**It is on the sound education
of the people that the security
and destiny of every nation
chiefly rest. ~Kossuth**

otes SKILLS and encourages

- grants for individuals
- fund-raising drives, testimonial dinners, or advertising
- sectarian or denominational religious activities (although academic programs offered by religious institutions are not excluded).

Neither piety, virtue, nor liberty can long flourish in a community where the education of youth is neglected. ~Cooper

concise, clearly written, and include the following:

- statement of need for the project, its

scope (this may be appended)

- verification of tax-exempt status.

The Foundation relies on the information and the quality of the preliminary proposal to determine if further interest in the proposed project is warranted. If the proposed project is of interest to the Foundation, the applicant will be invited to submit in writing a more detailed proposal for formal consideration and final decision, the final proposal must include

- specific purpose, and a description of those whom it will serve
- summary of the proposed project or activities; how the project is an improvement upon present practice, and outcomes of the proposed project
- amount of the grant being requested, and other sources of funds to be committed to the project
- brief description of the applicant, organization, its objectives, and activities, and

APPLICATION PROCEDURE

A request for funding is considered in two stages, a preliminary proposal stage and a final proposal stage. A preliminary proposal may take the form of a letter or concept paper no more than three pages in length. The preliminary proposal should be

the following:

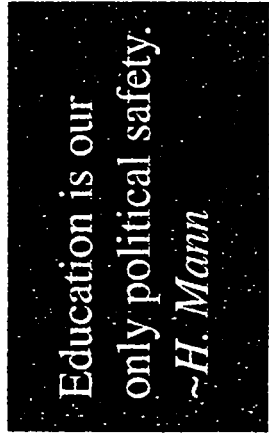
- detailed explanation of the purpose

All who have meditated on the art of governing mankind have been convinced that the fate of empires depends on the education of youth. ~Aristotle

Good CITIZENSHIP

and objectives of the proposed project activity

- detailed narrative of the activities involved in achieving project goals



- schedule for the completion of the project
- brief history of the organization, list of its governing board,

- description of the personnel or other organizations involved with the project

detailed statement of its purpose, and description of those whom it serves

- description of activities to expand the project to a broader audience, and description of how the project will continue after funding (if appropriate)

- copy of the organization's 501(c)(3) tax exempt letter from the Internal Revenue Service.

- itemized budget for the project for which funding is requested
- current, itemized budget for the organization, including sources of revenue and expenses and other sources of financial support committed or pending for the project

Letters of inquiry and proposals should be addressed to:



THE HEVRDEJS
FOUNDATION

Eight Greenway Plaza, Suite 702
Houston, Texas 77046