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

Department of the Treasury  
Internal Revenue Service

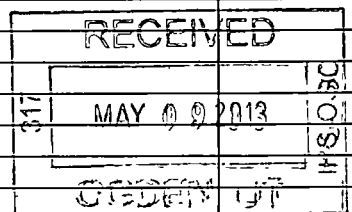
Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

Open to Public Inspection

For calendar year 2012 or tax year beginning , 2012, and ending , 20

Name of foundation <b>THE FRIEDKIN FOUNDATION</b>		<b>A</b> Employer identification number 76-0324626
Number and street (or P O box number if mail is not delivered to street address)  1375 ENCLAVE PARKWAY	Room/suite	<b>B</b> Telephone number (see instructions) (713) 580-3200
City or town, state, and ZIP code  HOUSTON, TX 77077		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>
<b>G</b> Check all that apply:	<input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change	<input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change
<b>H</b> 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		<b>D</b> 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<b>I</b> Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 0	<b>J</b> Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	
<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>		
<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>		

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Part I Analysis of Revenue and Expenses</b> (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))				
<b>Revenue</b>				
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities				
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10				
b Gross sales price for all assets on line 6a				
7 Capital gain net income (from Part IV, line 2)				
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less. Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)				
12 <b>Total. Add lines 1 through 11</b>	0	0	0	
<b>Operating and Administrative Expenses</b>				
13 Compensation of officers, directors, trustees, etc.				
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
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 <b>Total operating and administrative expenses. Add lines 13 through 23</b>	0	0	0	
25 Contributions, gifts, grants paid				
26 <b>Total expenses and disbursements. Add lines 24 and 25</b>	0	0	0	
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	0			
b Net investment income (if negative, enter -0-)		0		
c <b>Adjusted net income</b> (if negative, enter -0-)			0	



61073 I AM CLEAN 2013 Operating and Administrative Expenses

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing . . . . .			
	2	Savings and temporary cash investments . . . . .			
	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 instructions) . . . .			
	7	Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use . . . . .			
	9	Prepaid expenses and deferred charges . . . . .			
	10 a	Investments - U S and state government obligations (attach schedule), . .			
	b	Investments - corporate stock (attach schedule) . . . . .			
	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	<b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item I) . . . . .		0	0	0
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	<b>Total liabilities</b> (add lines 17 through 22) . . . . .		0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>				
	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. ▶ <input type="checkbox"/>				
	27	Capital stock, trust principal, or current funds . . . . .			
	28	Paid-in or capital surplus, or land, bldg., and equipment fund . . . . .			
	29	Retained earnings, accumulated income, endowment, or other funds . . .			
30	<b>Total net assets or fund balances</b> (see instructions) . . . . .		0	0	
31	<b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .		0	0	

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	0
2	Enter amount from Part I, line 27a . . . . .	2	0
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3 . . . . .	4	0
5	Decreases not included in line 2 (itemize) ▶	5	
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6	0

Part IV Capital Gains and Losses for Tax on Investment Income NOT APPLICABLE

Table with columns: (a) List and describe the kind(s) of property sold, (b) How acquired, (c) Date acquired, (d) Date sold, (e) Gross sales price, (f) Depreciation allowed, (g) Cost or other basis, (h) Gain or (loss), (i) F.M.V. as of 12/31/69, (j) Adjusted basis, (k) Excess of col. (i) over col. (j), (l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h)).

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income NOT APPLICABLE

(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.

Table with columns: (a) Base period years, (b) Adjusted qualifying distributions, (c) Net value of noncharitable-use assets, (d) Distribution ratio.

Table with rows 2-8: 2 Total of line 1, column (d); 3 Average distribution ratio for the 5-year base period; 4 Enter the net value of noncharitable-use assets for 2012; 5 Multiply line 4 by line 3; 6 Enter 1% of net investment income; 7 Add lines 5 and 6; 8 Enter qualifying distributions from Part XII, line 4.

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

Table with 11 rows for excise tax calculations. Includes categories like 'Exempt operating foundations', 'Domestic foundations', and 'Tax based on investment income'. Total amount owed is 0.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about political influence, tax on political expenditures, and substantial contributors. Includes 'Yes' and 'No' columns.

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 X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) . . . . . 12 X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? . . . . . 13 X
Website address N/A
14 The books are in care of MARIA S. RIVERA Telephone no. 713-580-3200
Located at 1375 ENCLAVE PARKWAY HOUSTON, TX ZIP+4 77077
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here . . . . . 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 Yes No X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country

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

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

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

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

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)?  Yes  No

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?  Yes  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?  Yes  No

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 1		0	0	0

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

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

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

**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	
-----	
-----	
2	
-----	
-----	
3	
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4	
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**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 NONE	
-----	
-----	
2	
-----	
-----	
All other program-related investments. See instructions	
3 NONE	
-----	
-----	
Total. Add lines 1 through 3 . . . . .	▶

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

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

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

**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	
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	0
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	0

**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 . . . . .				0
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only . . . . .			0	
b Total for prior years: 20 10, 20 09, 20 08 . . . . .		0		
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 . . . . .		0		
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)

NOT APPLICABLE

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

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or

4942(j)(5)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Table with 5 columns: (a) 2012, (b) 2011, (c) 2010, (d) 2009, (e) Total. Rows include 2b (85% of line 2a), 2c (Qualifying distributions from Part XII), 2d (Amounts included in line 2c not used directly for active conduct of exempt activities), 2e (Qualifying distributions made directly for active conduct of exempt activities), 3 (Complete 3a, b, or c for the alternative test relied upon), 3a (Assets alternative test), 3b (Endowment alternative test), 3c (Support alternative test).

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.) NOT APPLICABLE

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) )

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 or e-mail 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) NOT APPLICABLE

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

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

Part XVI-A Analysis of Income-Producing Activities NOT APPLICABLE

Enter gross amounts unless otherwise indicated.

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include categories like Program service revenue, Membership dues, Interest on savings, Dividends, Net rental income, etc.

12 Subtotal. Add columns (b), (d), and (e) . . . . . 13

13 Total. Add line 12, columns (b), (d), and (e) . . . . . 13 (See worksheet in line 13 instructions to verify calculations )

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes NOT APPLICABLE

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

Table with 2 columns: Line No. and Explanatory text. Multiple rows for providing details.

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

- 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... a Transfers from the reporting foundation to a noncharitable exempt organization of: (1) Cash (2) Other assets b Other transactions: (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees d If the answer to any of the above is "Yes," complete the following schedule.

Table with 4 columns: (a) Line no, (b) Amount Involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements.

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

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship.

Sign Here Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge. Signature of officer or trustee: Maria S. Threlka Date: 4/30/2013 Title: VP/TREASURER

Paid Preparer Use Only Print/Type preparer's name, Preparer's signature, Date, Check if self-employed, PTIN, Firm's name, Firm's address, Firm's EIN, Phone no.

THE FRIEDKIN FOUNDATION

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

ATTACHMENT 1

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
THOMAS DAN FRIEDKIN C/O FRIEDKIN COMPANIES, INC. 1375 ENCLAVE PARKWAY HOUSTON, TX 77077	PRESIDENT/DIRECTOR 3.00 HOURS PER YEAR	0	0	0
MARIA S. RIVERA C/O FRIEDKIN COMPANIES, INC. 1375 ENCLAVE PARKWAY HOUSTON, TX 77077	VP/TREASURER 3.00 HOURS PER YEAR	0	0	0
KIMBERLEY A. JACOBSON C/O FRIEDKIN COMPANIES, INC. 1375 ENCLAVE PARKWAY HOUSTON, TX 77077	SECRETARY/DIRECTOR 3.00 HOURS PER YEAR	0	0	0
MICHAEL J. AVANT C/O FRIEDKIN COMPANIES, INC. 1375 ENCLAVE PARKWAY HOUSTON, TX 77077	VICE-PRESIDENT/DIRECTOR .50 HOUR PER YEAR	0	0	0
FRANK X. GRUEN C/O FRIEDKIN COMPANIES, INC. 1375 ENCLAVE PARKWAY HOUSTON, TX 77077	EXECUTIVE VP/DIRECTOR .50 HOUR PER YEAR	0	0	0

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

ATTACHMENT 1 (CONT'D)

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
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MARCUS A. WATTS  
 C/O FRIEDKIN COMPANIES, INC  
 1375 ENCLAVE PARKWAY  
 HOUSTON, TX 77077

DIRECTOR  
 2.00 HOURS PER YEAR

0	0	0
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GRAND TOTALS

0	0	0
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**THE FRIEDKIN FOUNDATION**  
**(A Texas Non-Profit Corporation)**

**AMENDED AND RESTATED BYLAWS**

**ARTICLE ONE**

Name, Principal Office and Agent

**Section 1. Name.** The name of the corporation shall be The Friedkin Foundation (the "Corporation").

**Section 2. Principal Office.** The principal office of the Corporation shall be located at 1375 Enclave Parkway, Houston, Texas 77077. The Corporation may have such other offices, either within or without the State of Texas, as the Board of Directors ("Board") may determine as the affairs of the Corporation may require from time to time.

**Section 3. Registered Agent.** The Corporation shall have and continuously maintain in the State of Texas a registered agent, as required by the Texas Business Organizations Code (the "TBOC"). The registered agent of the Corporation is Kimberley Jacobson, 1375 Enclave Parkway, Houston, Texas 77077.

**ARTICLE TWO**

Purpose and Powers

**Section 1. Purpose.** The purpose of the Corporation shall include supporting African conservation projects and research and all other lawful charitable purposes permitted under the TBOC, including charitable, religious, education, and scientific purposes, and including in furtherance of such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time. The Corporation shall be nonprofit and nonpartisan. It shall not endorse the election of any candidate for public office nor endorse the platform of any political party nor engage in partisan politics, directly or indirectly.

**Section 2. Powers.** The Corporation is a nonprofit corporation and shall have all of the powers, duties, authorizations and responsibilities as provided in the TBOC; provided, however, the Corporation shall neither have nor exercise any power, nor engage directly or indirectly in any activity, that would invalidate its status as a corporation that is exempt from federal income tax as an organization described in Section 501(c)(3) of the Code.

**ARTICLE THREE**

Fiscal Year

The fiscal year of the Corporation shall begin on January 1<sup>st</sup> of each year, and shall end on December 31<sup>st</sup> of each year.

**ARTICLE FOUR**  
**Board of Directors**

**Section 1. Powers, Number and Term of Office.** The property and affairs of the Corporation shall be managed and controlled by the Board of Directors. Subject to the restrictions imposed by applicable law, by the Certificate of Formation or by these Bylaws, the Board shall exercise all of the powers of the Corporation. A Chairman of the Board may be elected to preside over meetings of the Directors.

The number of Directors which shall constitute the Board shall consist of not less than three (3) and not more than nine (9) members. The number of Directors may from time to time be increased or decreased by vote of the Directors in office at the time; provided however, that the number of Directors shall not be decreased to less than three (3) and that no decrease shall effect a shortening of the term of any incumbent Director.

Unless removed in accordance with these Bylaws, each Director shall hold office until the resignation or removal of such Director. Any Director may be removed from office, with or without cause, by a vote of the Directors of the Corporation attending any Regular or Special Meeting of the Board. Any vacancy occurring in the Board of Directors, whether by increase in the number of Directors or otherwise, shall be filled by the affirmative vote of a majority of the Directors then in office though less than a quorum of the Board of Directors.

**Section 2. Meetings of Directors.** The Directors may hold their meetings, have an office and keep the books of the Corporation at such place or places in the State of Texas, or outside the State of Texas, as the Board of Directors may from time to time determine; provided, however, in the absence of any such determination, such meetings shall be held, an office maintained, and books kept at the registered office of the Corporation in the State of Texas.

**Section 3. Regular and Annual Meetings.** Regular Meetings of the Board of Directors shall be held at such time and places as shall be designated, from time to time, by resolution of the Board of Directors. Notice of any Regular Meeting shall not be required. The Board of Directors shall also have one Annual Meeting.

**Section 4. Special Meetings.** Special Meetings of the Board of Directors shall be held whenever called by a majority of the Directors then in office.

The Secretary shall cause notice of each Special Meeting to be given to each Director in the manner provided in these Bylaws at least two (2) days before the meeting. Unless otherwise indicated in the notice thereof or in these Bylaws, any and all matters pertaining to the purposes of the Corporation may be considered and acted upon at a Special Meeting. At any meeting at which all Directors shall be present, in person or by proxy, any matter pertaining to the purposes of the Corporation may be considered and acted upon even though no notice of the meeting was given.

**Section 5. Quorum.** A majority of the Directors if present in person or by proxy at any meeting of the Board of Directors shall constitute a quorum. If at any meeting of the Board of Directors there be less than a quorum present, a majority of those present may reschedule the meeting for a later date. The act of a majority of the Directors present in person or by proxy at a

meeting at which a quorum is in attendance shall constitute the act of the Board of Directors, unless the act of a greater number is required by law, by the Certificate of Formation or by these Bylaws.

**Section 6. Action Without a Meeting of Directors or Committees.** Any action which may be taken at a meeting of the Board of Directors or any committee may be taken without a meeting if consent in writing, setting forth the action to be taken, shall be signed by the number of directors or committee members necessary to take that action at a meeting at which all of the directors or committee members are present and voting. The consent must state the date of each director's or committee member's signature. Alternatively, any meeting may be held by means of a telephone conference call to the extent allowed by applicable law.

**Section 7. Proxies.** A Director may vote in person or by a written proxy executed by the Director. No proxy shall be valid after three months from the date of its execution. Each proxy shall be revocable unless expressly provided therein to be irrevocable, and unless otherwise made irrevocable by law.

## **ARTICLE FIVE**

### **Officers/Executive Committee**

**Section 1. Number.** The principal officers of the Corporation shall consist of a President and a Secretary and may include one or more Vice-Presidents, a Treasurer and such other officers and assistant officers as may be deemed necessary and elected or appointed by the Board of Directors, or chosen in such other manner as may be prescribed by these Bylaws, at such time and in such manner and for such terms as the Board of Directors may prescribe. Any two or more offices, other than the offices of President and Secretary, may be held by the same person.

**Section 2. General Duties.** All officers and agents of the Corporation, as between themselves and the Corporation, shall have such authority, perform such duties and manage the Corporation as may be provided in these Bylaws or as may be determined by resolution of the Board of Directors not inconsistent with these Bylaws.

**Section 3. Election, Term of Office and Qualifications.** The officers shall be chosen annually by the Board of Directors at its annual meeting. Each officer shall hold office until his successor is chosen and qualified, until his or her death, until he or she shall have resigned, or until he or she shall have been removed.

**Section 4. Removal.** Any officer or agent elected or appointed by the Board of Directors may be removed (with or without cause) by the Board of Directors whenever in its judgment the best interests of the Corporation will be served by such removal.

**Section 5. Vacancies.** Any vacancy in any office because of death, resignation, removal or any other cause shall be filled for the unexpired portion of the term in the manner prescribed in these Bylaws for election or appointment to such office.

**Section 6. The President.** The President, who need not be chosen from among the directors, shall have active, executive management of the operations of the Corporation, subject,

however, to the control of the Board of Directors. He or she shall, in general, perform all duties incident to the office of the President and such other duties as from time to time may be assigned to him or her by the Board of Directors.

**Section 7. The Vice-President(s).** Each Vice-President shall have such powers and perform such duties as the Board of Directors may from time to time prescribe or as the President may from time to time delegate to him or her. At the request of the President, any Vice-President may temporarily act in his place. In the case of the death of the President, or in the case of his absence or inability to act without having designated a Vice-President to act temporarily in his place, the Vice-President(s) to perform the duties of the President shall be designated by the Board of Directors.

**Section 8. The Secretary.** The Secretary shall keep or cause to be kept in books provided for that purpose, minutes of the meetings of the Board of Directors; shall see that all notices are duly given in accordance with the provisions of these Bylaws and as required by law; shall be custodian of the records; and, in general, shall perform all duties incident to the office of the Secretary and such other duties as may from time to time be assigned to him or her by the Board of Directors or by the President.

**Section 9. The Treasurer.** The Treasurer shall be the principal financial officer of the Corporation; shall have charge and custody of and be responsible for all funds of the Corporation and deposit all such funds in the name of the Corporation in such banks, trust companies or other depositories as shall be selected by the Board of Directors; shall receive and give receipts for moneys due and payable to the Corporation from any source; and, in general, shall perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the Board of Directors or by the President. The Treasurer shall render to the President and the Board of Directors, whenever the same shall be required, an account of all his transactions as Treasurer and of the financial condition of the Corporation. He or she shall, if required to do so by the Board of Directors, give the Corporation a bond in such amount and with such surety or sureties as may be ordered by the Board of Directors, for the faithful performance of the duties of his office and for the restoration to the Corporation, in the case of his death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in his possession or under his control belonging to the Corporation.

## **ARTICLE SIX** **Parliamentary Order**

The rules contained in *Roberts Rules of Order, Revised* shall govern the Corporation in all cases which are applicable and in which they are not inconsistent with the *Bylaws*.

## **ARTICLE SEVEN** **Amendments**

The *Bylaws* of the Corporation may be amended by the affirmative vote of a majority of the Board at any Regular Meeting, or at any Special Meeting if notice of the proposed amendment by contained in the notice of said Special Meeting.

**ARTICLE EIGHT**  
**Wind Up and Termination**

The Corporation may be wound up and terminated by the affirmative vote of a majority of the Board. In the event a resolution is duly passed requiring wind up and termination of the Corporation, the Corporation will adopt and file a Certificate of Termination pursuant to the provisions of the TBOC and shall follow all procedures of the TBOC regarding wind up and termination.

**ARTICLE NINE**  
**Indemnification and Insurance**

**Section 1. Indemnification.** The Corporation shall indemnify its past and present Directors and Officers to the fullest extent permitted and in the manner provided by the TBOC and other applicable law, who was, is, or will be threatened to be made a named defendant or respondent in a proceeding because the person is or was a Director or Officer, only if it is determined by a majority of the members of the Board that the person (i) conducted himself/herself in good faith, (ii) reasonably believed that his/her conduct was in the Corporation's best interest, if a Director, or that his/her conduct was at least not opposed to the Corporation's best interest in all other cases, and (iii) in the case of any criminal proceeding, had no reasonable cause to believe his/her conduct was unlawful.

**Section 2. Insurance.** The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, Officer, committee member, employee or agent of the Corporation against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of the TBOC.

**ARTICLE TEN**  
**Contracts, Checks, Deposits and Funds**

**Section 1. Contracts.** The Board may authorize any officer or officers, agent or agents of the Corporation, in addition to the Officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances.

**Section 2. Checks and Drafts.** All checks, drafts, or orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board. In the absence of such determination by the Board, such instruments shall be signed by the Treasurer.

**Section 3. Deposits.** All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may from time to time designate, upon such terms and conditions as shall be fixed by the Board of Directors. The Board of Directors may from time to time authorize the opening and keeping, with any such depository as it may designate, of general and special bank

accounts, and may make such special rules and regulations with respect thereto as it may deem expedient and consistent with the provisions of these Bylaws.

**Section 4. Gifts.** The Board may accept on behalf of the Corporation any contribution, grant, gift, bequest or devise for the general purposes or for any special purpose of the Corporation. The Board may make gifts and give charitable contributions that are not prohibited by these Bylaws, the Certificate of Formation, state law, and any requirements for maintaining the Corporation's federal and state law status.

## **ARTICLE ELEVEN**

### **Books and Records**

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board and committees having any of the authority of the Board. All books and records of the Corporation may be inspected for any proper purpose at any reasonable time by any member of the Board upon five (5) business days' prior written notice to the Secretary.

The Corporation shall maintain current and accurate financial records with complete entries as to each financial transaction of the Corporation, including income and expenditures, in accordance with generally accepted accounting principles. Based on the financial records described in the preceding sentence, the Board shall annually prepare or approve a financial report for the Corporation for the preceding year. The report must conform to accounting standards as adopted by the American Institute of Certified Public Accountants and must include:

- (1) a statement of support, revenue, and expenses;
- (2) a statement of changes in fund balances;
- (3) a statement of functional expenses; and
- (4) a balance sheet for each fund.

## **ARTICLE TWELVE**

### **Miscellaneous Provisions**

**Section 1. Notice and Waiver of Notice.** Whenever any notice whatever is required to be given under the provisions of these Bylaws, the TBOC, or otherwise, such notice shall be deemed to be sufficient if given in person, by telegraph or telephone or by depositing the same in a post office box in a sealed postpaid wrapper addressed to the person entitled thereto at his/her post office address, as it appears on the books of the Corporation, and such notice shall be deemed to have been given on the day of such mailing. A waiver of notice, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

**Section 2. Resignations.** Any Director or Officer may resign at any time. Such resignations shall be made in writing and shall take effect at the time specified therein, or, if no

time is specified, at the time of its receipt by the President or Secretary. The acceptance of a resignation shall not be necessary to make it effective, unless expressly so provided in the resignation.

**Section 3. Endowment Funds.** The Board of Directors may from time to time authorize the segregation of the charitable assets of the Corporation into two or more endowment funds, which may be designated by the donor of any gift or bequest to the Corporation. The source of any charitable distribution by the Corporation shall be designated as the endowment fund from which such distribution is made.

\* \* \* \* \*

The undersigned, being the duly elected and qualified Secretary of the Corporation, hereby certifies that the foregoing Amended and Restated Bylaws of the Corporation were duly adopted by the Board of Directors of the Corporation effective January 1, 2011.

  
\_\_\_\_\_  
Secretary