



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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

OMB No 1545-0052

2012

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

For calendar year 2012, or tax year beginning

, 2012, and ending

The Looper Foundation
11757 Katy Freeway #1400
Houston, TX 77079A Employer identification number
76-0330594B Telephone number (see the instructions)
281-368-2739C If exemption application is pending, check here ☐D 1 Foreign organizations, check here ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐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 ☐G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity
☐ Final return ☐ Amended return
☐ Address change ☐ Name changeH Check type of organization ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationI Fair market value of all assets at end of year (from Part II, column (c), line 16)
\$ 53,274,874.J Accounting method. ☒ Cash ☐ Accrual
☐ Other (specify)
(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)

1 Contributions, gifts, grants, etc. received (att sch)

1,200,000.

2 ☐ If the foundn is not req to att Sch B

3 Interest on savings and temporary cash investments

4 Dividends and interest from securities

20,718.

20,718.

5 a Gross rents

b Net rental income or (loss)

6 a Net gain/(loss) from sale of assets not on line 10

b Gross sales price for all assets on line 6a 954,853.

7 Capital gain net income (from Part IV, line 2)

8 Net short-term capital gain

9 Income modifications

10 a Gross sales less returns and allowances

b Less Cost of goods sold

c Gross profit/(loss) (att sch)

11 Other income (attach schedule)

See Statement 2

12 Total. Add lines 1 through 11

155,526.

38,222.

23,753.

13 Compensation of officers, directors, trustees, etc.

0.

14 Other employee salaries and wages

15 Pension plans, employee benefits

16 a Legal fees (attach schedule)

b Accounting fees (attach sch)

c Other prof fees (attach sch)

17 Interest

18 Taxes (attach schedule)(see instrs)

19 Depreciation (attach sch) and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses (attach schedule)

See Statement 6

24 Total operating and administrative expenses. Add lines 13 through 23

306,097.

1,296.

6,715.

25 Contributions, gifts, grants paid Part XV

466,466.

47,131.

23,753.

26 Total expenses and disbursements. Add lines 24 and 25

1,296,870.

1,296,870.

1,296,870.

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

1,763,336.

47,131.

23,753.

b Net investment income (if negative, enter -0-)

-1,765,208.

11,809.

0.

c Adjusted net income (if negative, enter -0-)

0.

0.

0.

SCANNED NOV 20 2013

REVENUE

ADMINISTRATIVE AND OPERATING 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	44,666,881.	14,637,295.	14,637,295.
	2 Savings and temporary cash investments		35,492,234.	35,492,234.
	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 sch)			
	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) Statement 7	799,188.	647,731.	848,342.
	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) Statement 8	8,352,223.	1,639,292.	1,887,003.	
14 Land, buildings, and equipment basis				
Less: accumulated depreciation (attach schedule)				
15 Other assets (describe See Statement 9)	1,310,000.	410,000.	410,000.	
16 Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I)	55,128,292.	52,826,552.	53,274,874.	
LIABILITIES	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe See Statement 9)			
	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. <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	55,128,292.	52,826,552.	
	30 Total net assets or fund balances (see instructions)	55,128,292.	52,826,552.	
	31 Total liabilities and net assets/fund balances (see instructions)	55,128,292.	52,826,552.	

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	55,128,292.
2 Enter amount from Part I, line 27a	2	-1,765,208.
3 Other increases not included in line 2 (itemize)	3	
4 Add lines 1, 2, and 3	4	53,363,084.
5 Decreases not included in line 2 (itemize) See Statement 10	5	536,532.
6 Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	52,826,552.

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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a Publicly - traded securities	P	Various	Various
b Loss on Futures	P	Various	Various
c Passthrough K-1 Capital Gain	P	Various	Various
d Emissar Admiral Fund, LP	P	9/27/06	11/26/12
e Capital gain distributions	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 416,703.		413,161.	3,542.
b		1,392,260.	-1,392,260.
c 8,162.			8,162.
d 529,208.		527,548.	1,660.
e 24.			24.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			3,542.
b			-1,392,260.
c			8,162.
d			1,660.
e			24.

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	-1,378,872.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6).	[If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	3	0.

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2011	2,164,642.	18,701,443.	0.115747
2010	1,722,894.	4,037,404.	0.426733
2009	624,322.	2,454,028.	0.254407
2008	1,332,095.	2,265,261.	0.588054
2007	4,755,272.	6,763,743.	0.703053

2 Total of line 1, column (d)	2	2.087994
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	0.417599
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	52,208,665.
5 Multiply line 4 by line 3	5	21,802,286.
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	118.
7 Add lines 5 and 6	7	21,802,404.
8 Enter qualifying distributions from Part XII, line 4	8	1,392,822.

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

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

1 a 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 instrs)			
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	236.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (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	236.
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	236.
6 Credits/Payments			
a 2012 estimated tax pmts and 2011 overpayment credited to 2012	6 a	468.	
b Exempt foreign organizations — tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c	1,600.	
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments. Add lines 6a through 6d	7	2,068.	
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	0.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1,832.	
11 Enter the amount of line 10 to be. Credited to 2013 estimated tax	11	1,832.	Refunded

Part V Statements Regarding Activities

	Yes	No
1 a 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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?		X
If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		
c Did the foundation file Form 1120-POL for this year?		X
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.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If 'Yes,' attach a conformed copy of the changes		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If 'Yes,' has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If 'Yes,' attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, column (c), and Part XV	X	
8 a 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	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If 'Yes,' complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses		X

BAA

Form 990-PF (2012)

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? Website address: <u>N/A</u>	13	X	
14	The books are in care of <u>Pamela Maziur</u> Telephone no <u>281-368-2739</u> Located at <u>11757 Katy Freeway, Suite 1400 Houston TX</u> ZIP + 4 <u>77079</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <u>N/A</u> and enter the amount of tax-exempt interest received or accrued during the year <u>15</u> <u>N/A</u>			
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country	16	Yes	No
				X

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
1 a 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 <input type="checkbox"/>	1 b	N/A
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?	1 c	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? If 'Yes,' list the years <u>20 __, 20 __, 20 __, 20 __</u>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
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)	2 b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <u>20 __, 20 __, 20 __, 20 __</u>		
3 a 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.)	3 b	N/A
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	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?	4 b	X

BAA

Form 990-PF (2012)

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

5 a 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)?

Organizations relying on a current notice regarding disaster assistance check here

☐

5 b

X

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). See Statement 11

6 a 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

6 b

X

7 a 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

7 b

N/A

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
Terry Looper 11757 Katy Freeway, Suite 1400 Houston, TX 77079	President 10.00	0.	0.	0.
Jeannie Looper Able 11757 Katy Freeway, Suite 1400 Houston, TX 77079	Vice Pres. 2.00	0.	0.	0.
Doris Looper 11757 Katy Freeway, Suite 1400 Houston, TX 77079	Secretary 2.00	0.	0.	0.
Tanya Jean Pitre 11757 Katy Freeway, Suite 1400 Houston, TX 77079	Treasurer 2.00	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		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 The foundation engages consultants to advise its grantees in the areas of operating efficiency, community profile and awareness, relations among operating personnel, counseling and program evaluations.	60,440.
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 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

BAA

Form 990-PF (2012)

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	1 a	637,649.
b Average of monthly cash balances	1 b	49,690,483.
c Fair market value of all other assets (see instructions)	1 c	2,675,589.
d Total (add lines 1a, b, and c)	1 d	53,003,721.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	53,003,721.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	795,056.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	52,208,665.
6 Minimum investment return. Enter 5% of line 5	6	2,610,433.

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	2,610,433.
2 a Tax on investment income for 2012 from Part VI, line 5	2 a	236.
b Income tax for 2012 (This does not include the tax from Part VI)	2 b	
c Add lines 2a and 2b	2 c	236.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	2,610,197.
4 Recoveries of amounts treated as qualifying distributions	4	665,000.
5 Add lines 3 and 4	5	3,275,197.
6 Deduction from distributable amount (see instructions)	6	
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	3,275,197.

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	1 a	1,392,822.
b Program-related investments — total from Part IX-B	1 b	
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)	3 a	
b Cash distribution test (attach the required schedule)	3 b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,392,822.
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	
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,392,822.

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.

BAA

Form 990-PF (2012)

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				3,275,197.
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			0.	
b Total for prior years 20 __, 20 __, 20 __		0.		
3 Excess distributions carryover, if any, to 2012				
a From 2007	4,453,879.			
b From 2008	1,219,784.			
c From 2009	501,621.			
d From 2010	1,621,747.			
e From 2011	544,794.			
f Total of lines 3a through e	8,341,825.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 1,392,822.				
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				1,392,822.
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))	1,882,375.			1,882,375.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	6,459,450.			
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 instructions			0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	2,571,504.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	3,887,946.			
10 Analysis of line 9				
a Excess from 2008	1,219,784.			
b Excess from 2009	501,621.			
c Excess from 2010	1,621,747.			
d Excess from 2011	544,794.			
e Excess from 2012				

BAA

Form 990-PF (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)

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

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 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).)
See Statement 12
- 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:

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 XVI Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<i>a Paid during the year</i> See attachment	N/A		See attachment	1,296,870.
Total			3 a	1,296,870.
<i>b Approved for future payment</i>				
Total			3 b	

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

[illegible]

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

► **Attach to Form 990, Form 990-EZ, or Form 990-PF**

OMB No 1545-0047

2012

Name of the organization

The Looper Foundation

Employer identification number

76-0330594

Organization type (check one):

Filers of:

Form 990 or 990-EZ

Section:

☐ 501(c)() (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. (Complete Parts I and II.)

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33-1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ► \$ _____

Caution: An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF) but it must answer 'No' on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2, of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization

Employer identification number

The Looper Foundation

76-0330594

Part III Contributors (see instructions) Use duplicate copies of Part I if additional space is needed.

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Terry and Doris Looper 11757 Katy Freeway, Suite 1400 Houston, TX 77079	\$ 1,200,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization

Employer identification number

The Looper Foundation

76-0330594

Part III Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	N/A		
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	

BAA

Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization

The Looper Foundation

Employer identification number

76-0330594

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8) or (10)**organizations that total more than \$1,000 for the year.** Complete columns (a) through (e) and the following line entry.For organizations completing Part III, enter total of *exclusively* religious, charitable, etc., contributions of **\$1,000 or less** for the year (Enter this information once. See instructions.).► \$ N/A

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	N/A		
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

BAA

The Looper Foundation

76-0330594

Statement 1
Form 990-PF, Part I, Line 6a
Net Gain (Loss) from Noninventory Sales Per Books
Assets Not Included in Part IV

Description:	Passthrough K-1 Cap Gain UBTI		
Date Acquired:	Various		
How Acquired:	Purchase		
Date Sold:	Various		
To Whom Sold:			
Gross Sales Price:	756.		
Cost or Other Basis:	0.		
Basis Method:	Cost		
		Gain (Loss)	756.
		Total	<u>\$ 756.</u>

Statement 2
Form 990-PF, Part I, Line 11
Other Income

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
Interest from PRI	\$ 23,753.	23,753.	\$ 23,753.
Passthrough K-1 Income	131,773.	14,469.	
Total	<u>\$ 155,526.</u>	<u>38,222.</u>	<u>\$ 23,753.</u>

Statement 3
Form 990-PF, Part I, Line 16a
Legal Fees

	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
General Governance	\$ 28,898.		\$ 14,673.	\$ 14,225.
Total	<u>\$ 28,898.</u>	<u>\$ 0.</u>	<u>\$ 14,673.</u>	<u>\$ 14,225.</u>

Statement 4
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Bookkeeping	\$ 16,428.	\$ 8,214.	\$ 821.	\$ 7,393.
Tax compliance and consulting	30,876.	13,894.	1,544.	13,894.
Total	<u>\$ 47,304.</u>	<u>\$ 22,108.</u>	<u>\$ 2,365.</u>	<u>\$ 21,287.</u>

The Looper Foundation

76-0330594

Statement 5
Form 990-PF, Part I, Line 16c
Other Professional Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Investment Management	\$ 23,727.	\$ 23,727.		
Nonprofit Consultants - see Part IX-A	60,440.			\$ 60,440.
Total	<u>\$ 84,167.</u>	<u>\$ 23,727.</u>	<u>\$ 0.</u>	<u>\$ 60,440.</u>

Statement 6
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Bank fees	\$ 12.	\$ 12.		
K-1 Passthrough Expenses	299,370.	1,284.		
Program Related Inv. Expenses	6,715.		\$ 6,715.	
Total	<u>\$ 306,097.</u>	<u>\$ 1,296.</u>	<u>\$ 6,715.</u>	<u>\$ 0.</u>

Statement 7
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

Corporate Stocks	Valuation Method	Book Value	Fair Market Value
Stocks - See Attachment pgs 1-22	Cost	\$ 442,291.	\$ 478,977.
Mutual Funds - See Attachment pg 22	Cost	440.	630.
41,000 shs BOH Holdings, Inc.	Cost	205,000.	368,735.
Total		<u>\$ 647,731.</u>	<u>\$ 848,342.</u>

Statement 8
Form 990-PF, Part II, Line 13
Investments - Other

Other Investments	Valuation Method	Book Value	Fair Market Value
Encino Energy, LLC	Cost	\$ 466,046.	\$ 465,067.
Salient Zarvona Energy Fund, LP	Cost	1,102,455.	1,334,977.
Excellence in Giving	Cost	19,228.	32,448.
HV Partners LP	Cost	51,563.	54,511.
Total		<u>\$ 1,639,292.</u>	<u>\$ 1,887,003.</u>

The Looper Foundation

76-0330594

Statement 9
Form 990-PF, Part II, Line 15
Other Assets

	<u>Book Value</u>	<u>Fair Market Value</u>
PRI Loan - Cho Yeh Camp and Conf. Center..	\$ 160,000.	\$ 160,000.
PRI Loan - Texas Theological Foundation	250,000.	250,000.
Total	<u>\$ 410,000.</u>	<u>\$ 410,000.</u>

Statement 10
Form 990-PF, Part III, Line 5
Other Decreases

Adjust carrying value of assets to tax basis	\$ 36,532.
Forgiveness of program related loan	500,000.
Total	<u>\$ 536,532.</u>

Statement 11
Form 990-PF, Part VII-B, Line 5c
Expenditure Responsibility

Grantee Name:	Exchange of Hearts Foundation
Address:	PO Box 302
Address:	Fresno, TX 77545
Grant Date:	Various
Grant Amount:	\$ 10000
Grant Purpose:	Fondren Elementary academic achievement program
Amt. Expended by Grantee:	\$ 10000
Any Diversion by Grantee:	No
Dates of Reports by Grantee:	10/24/13
Date of Verification:	
Results of Verification:	The grantor has no reason to doubt the accuracy or reliability of the reports from the grantee; therefore, no independent verification of the reports was made.

Statement 12
Form 990-PF, Part XV, Line 1a
Foundation Managers - 2% or More Contributors

Terry Looper
Doris Looper

The Looper Foundation
Attachment to Form 990-PF

76-0330594

Morgan Stanley



CLIENT STATEMENT | For the Period December 1-31, 2012

Holdings

Portfolio Management Active Assets Account THE LOOPER FOUNDATION
486-080841-294 ATTENTION: TERRY L. LOOPER

STOCKS

COMMON STOCKS

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
ADECOAGRO SA (AGRO)	12/31/12	40.000	\$8.167	\$326.66	\$339.20	\$12.54 ST	—	—
Share Price \$8.480								
ALLIANCEBERNSTEIN INC FD (ACG)	9/28/11	21.000	8.010	168.21	170.10	1.89 LT		
	9/29/11	25.000	8.020	200.50	202.50	2.00 LT		
	9/30/11	78.000	8.020	625.56	631.80	6.24 LT		
	9/30/11	182.000	8.020	1,459.64	1,474.20	14.56 LT		
	10/3/11	182.000	7.990	1,454.16	1,474.20	20.04 LT		
	10/4/11	87.000	7.938	690.60	704.70	14.10 LT		
	10/5/11	105.000	7.870	826.35	850.50	24.15 LT		
	11/15/12	491.000	8.258	4,054.73	3,977.10	(77.63) ST		
	12/14/12	186.000	8.494	1,579.83	1,506.60	(73.23) ST		
	12/21/12	196.000	8.510	1,667.96	1,587.60	(80.36) ST		
	12/21/12	3.000	8.500	25.50	24.30	(1.20) ST		
Total		1,556.000		12,753.04	12,603.60	82.98 LT (232.42) ST	746.88	5.92
Share Price \$8.100; Next Dividend Payable 01/18/13								
AMER STRAT INC PTF III (CSP)	1/18/11	32.000	7.380	236.15	239.68	3.53 LT R		
	2/3/11	8.000	7.469	59.75	59.92	0.17 LT R		
	2/3/11	32.000	7.480	239.35	239.68	0.33 LT R		
	2/3/11	8.000	7.470	59.76	59.92	0.16 LT R		
	8/30/11	271.000	7.630	2,067.73	2,029.79	(37.94) LT		
	9/1/11	133.000	7.557	1,005.08	996.17	(8.91) LT		
	10/12/11	41.000	6.740	276.34	307.09	30.75 LT		
	10/12/11	43.000	6.760	290.25	322.07	31.82 LT		
	10/13/11	4.000	6.700	26.80	29.96	3.16 LT		
	10/13/11	5.000	6.720	33.60	37.45	3.85 LT		
	10/26/11	66.000	6.560	367.35	419.44	52.09 LT		
	12/6/11	6.000	6.510	39.06	44.94	5.88 LT		
	12/6/11	46.000	6.510	299.46	344.54	45.08 LT		
	12/6/11	46.000	6.510	299.46	344.54	45.08 LT		

CONTINUED

000028 MSADK441 003623

The Looper Foundation
Attachment to Form 990-PF

76-0330594

Morgan Stanley

CLIENT STATEMENT | For the Period December 1-31, 2012

Holdings

Portfolio Management Active Assets Account
486-080841-294

THE LOOPER FOUNDATION
ATTENTION: TERRY L LOOPER

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	12/6/11	182.000	6.510	1,184.82	1,363.18	178.36 LT		
	12/6/11	95.000	6.490	616.55	711.55	95.00 LT		
	12/6/11	137.000	6.490	889.13	1,026.13	137.00 LT		
Total		1,145.000		7,990.64	8,576.05	585.41 LT	515.25	6.00
<i>Share Price \$7.490, Next Dividend Payable 01/10/13</i>								
AMER STRAT INCOME PORT INC 11 (BSP)	1/6/11	7.000	8.971	62.80	61.74	(1.06) LT R		
	1/6/11	6.000	8.970	53.82	52.92	(0.90) LT R		
	1/11/11	53.000	9.007	477.38	467.46	(9.92) LT R		
	1/12/11	27.000	9.004	243.10	238.14	(4.96) LT R		
	1/12/11	13.000	8.996	116.95	114.66	(2.29) LT R		
	1/20/11	14.000	8.966	125.53	123.48	(2.05) LT R		
	2/3/11	14.000	8.886	124.41	123.48	(0.93) LT R		
	2/3/11	16.000	8.863	141.81	141.12	(0.69) LT R		
	2/3/11	6.000	8.880	53.28	52.92	(0.36) LT R		
	2/4/11	13.000	8.926	116.02	114.66	(1.36) LT R		
	2/8/11	8.000	8.839	70.71	70.56	(0.15) LT R		
	2/8/11	16.000	8.873	141.96	141.12	(0.84) LT R		
	2/8/11	6.000	8.860	53.16	52.92	(0.24) LT R		
	2/8/11	7.000	8.871	62.10	61.74	(0.36) LT R		
	8/30/11	139.000	8.756	1,217.06	1,225.98	8.92 LT		
	9/1/11	80.000	8.630	690.40	705.60	15.20 LT		
	10/12/11	21.000	7.930	166.53	185.22	18.69 LT		
	10/12/11	77.000	7.900	608.29	679.14	70.85 LT		
	10/13/11	39.000	7.910	308.49	343.98	35.49 LT		
	10/13/11	76.000	7.900	600.40	670.32	69.92 LT		
	10/13/11	115.000	7.868	904.83	1,014.30	109.47 LT		
	10/17/11	114.000	7.870	897.18	1,005.48	108.30 LT		
	10/17/11	77.000	7.860	605.22	679.14	73.92 LT		
	12/6/11	4.000	7.840	31.36	35.28	3.92 LT		
	12/6/11	190.000	7.840	1,489.60	1,675.80	186.20 LT		

CONTINUED

The Looper Foundation
Attachment to Form 990-PF

76-0330594

Morgan Stanley



CLIENT STATEMENT | For the Period December 1-31, 2012

Holdings

Portfolio Management Active Assets Account
486-080841:294

THE LOOPER FOUNDATION
ATTENTION: TERRY L. LOOPER

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
Total		1,138,000		9,362.39	10,037.16	674.77 LT	648.66	6.46
<i>Share Price \$8.820; Next Dividend Payable 01/10/13</i>								
AMER STRATEGIC INC (ASP)	10/12/11	28,000	10.210	285.88	320.60	34.72 LT		
	10/13/11	30,000	10.160	304.50	343.50	39.00 LT		
	10/13/11	61,000	10.128	617.83	698.45	80.62 LT		
Total		119,000		1,208.21	1,362.55	154.34 LT	92.82	6.81
<i>Share Price \$11.450; Next Dividend Payable 01/10/13</i>								
APACHE CORP (APA)	11/30/12	21,000	76.840	1,613.65	1,648.50	34.85 ST		
	11/30/12	21,000	76.756	1,611.88	1,648.50	36.62 ST		
Total		42,000		3,225.53	3,297.00	71.47 ST	28.56	0.00
<i>Share Price \$78.500; Next Dividend Payable 02/20/13</i>								
ASA GOLD AND PRECIOUS METALS (ASA)	10/15/12	12,000	23.967	287.60	258.36	(29.24) ST		
	10/17/12	1,000	24.400	24.40	21.53	(2.87) ST		
	10/18/12	16,000	24.318	389.09	344.48	(44.61) ST		
	10/19/12	12,000	23.952	287.42	258.36	(29.06) ST		
	12/31/12	7,000	21.530	150.71	150.71	0.00 ST		
Total		48,000		1,139.22	1,033.44	(105.78) ST	18.24	1.76
<i>Share Price \$21.530; Next Dividend Payable 05/20/13</i>								
BERKSHIRE HATHAWAY CL-B NEW (BRK'B)	11/2/10	33,000	80.373	2,652.31	2,960.10	307.79 LT		
	2/24/11	13,000	82.880	1,077.44	1,166.10	88.66 LT		
	3/15/11	153,000	82.460	12,616.38	13,724.10	1,107.72 LT		
	7/8/11	10,000	76.680	766.80	897.00	130.20 LT		
	7/19/11	124,000	75.829	9,402.85	11,122.80	1,719.95 LT		
	7/27/11	27,000	75.294	2,032.95	2,421.90	388.95 LT		
	8/4/11	24,000	73.313	1,759.51	2,152.80	393.29 LT		
	8/4/11	1,000	73.060	73.06	89.70	16.64 LT		
	12/29/11	78,000	76.690	5,981.82	6,996.60	1,014.78 LT		
	12/30/11	43,000	76.480	3,288.64	3,857.10	568.46 LT		
	2/2/12	17,000	78.600	1,336.20	1,524.90	188.70 ST		
	2/24/12	3,000	79.580	238.74	269.10	30.36 ST		

CONTINUED

000028 MSADK441 000524

CONSOLIDATED SUMMARY	PERSONAL ACCOUNTS	RETIREMENT ACCOUNTS	EDUCATION ACCOUNTS	TRUST ACCOUNTS	BUSINESS ACCOUNTS	Page 1 of 22
----------------------	-------------------	---------------------	--------------------	----------------	-------------------	--------------

The Looper Foundation
Attachment to Form 990-PF

76-0330594

Morgan Stanley

CLIENT STATEMENT | For the Period December 1-31, 2012

Holdings

Portfolio Management Active Assets Account
486-080841-294 THE LOOPER FOUNDATION
ATTENTION: TERRY L LOOPER

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	Total	526.000		41,226.70	47,182.20	5,736.44 LT 219.06 ST		
Share Price \$89.700								
BLACKROCK CREDIT ALL INC TR IV (BTZ)	—	103.000	—	Please Provide	1,414.19	N/A		
	—	116.000	—	Please Provide	1,592.68	N/A		
	12/11/12	117.000	14.108	1,650.68	1,606.41	(44.27) ST		
	12/12/12	20.000	13.920	278.40	274.60	(3.80) ST		
	12/14/12	14.000	13.877	194.28	192.22	(2.06) ST		
	12/14/12	118.000	13.923	1,642.86	1,620.14	(22.72) ST		
	12/21/12	111.000	13.792	1,530.88	1,524.03	(6.85) ST		
	12/26/12	42.000	13.842	581.37	576.66	(4.71) ST		
	12/27/12	65.000	13.774	895.32	892.45	(2.87) ST		
	12/27/12	25.000	13.756	343.90	343.25	(0.65) ST		
	12/28/12	95.000	13.732	1,304.54	1,304.35	(0.19) ST		
	12/31/12	54.000	13.674	738.37	741.42	3.05 ST		
	12/31/12	24.000	13.665	327.97	329.52	1.55 ST		
	12/31/12	48.000	13.680	656.64	659.04	2.40 ST		
	12/31/12	6.000	13.745	82.47	82.38	(0.09) ST		
	12/31/12	48.000	13.691	657.17	659.04	1.87 ST		
	Total	1,006.000		10,884.85	13,812.38	(79.34) ST	947.65	6.86
Share Price \$13.730, Next Dividend Payable 01/09/13								
BLACKROCK ENHANCED EQUITY DIVI (BDJ)	12/27/12	186.000	7.069	1,314.76	1,335.48	20.72 ST		
	12/27/12	186.000	7.069	1,314.80	1,335.48	20.68 ST		
	12/31/12	137.000	7.138	977.85	983.66	5.81 ST		
	Total	509.000		3,607.41	3,654.62	47.21 ST	285.04	7.79
Share Price \$7.180, Next Dividend Payable 03/2013								
BLACKROCK GLBL OPP EQ TR (BOE)	12/27/12	101.000	12.973	1,310.27	1,333.20	22.93 ST	125.95	9.44
Share Price \$13.200, Next Dividend Payable 02/2013								
BLACKROCK INCOME TRUST INC (BKT)	12/28/11	85.000	7.358	625.47	624.75	(0.72) LT		
	12/29/11	40.000	7.359	294.37	294.00	(0.37) LT		
	12/29/11	28.000	7.340	205.52	205.80	0.28 LT		

CONTINUED

Security Mark
at Flight

Page 272
of 328

Morgan Stanley



CLIENT STATEMENT | For the Period December 1-31, 2012

Holdings

Portfolio Management Active Assets Account THE LOOPER FOUNDATION
486-080841-294 ATTENTION: TERRY L LOOPER

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield
	12/29/11	51.000	7.320	373.32	374.85	1.53 LT		
	12/30/11	37.000	7.363	272.42	271.95	(0.47) LT		
	12/30/11	10.000	7.370	73.70	73.50	(0.20) LT		
Total		251.000		1,844.80	1,844.85	0.05 LT	121.99	6.61
Share Price \$7.350, Next Dividend Payable 01/09/13								
BLACKROCK INTL GRWTH & INC TR (BGY)	12/26/12	135.000	7.290	984.12	992.25	8.13 ST		
	12/28/12	117.000	7.289	852.79	859.95	7.16 ST		
	12/28/12	45.000	7.292	328.16	330.75	2.59 ST		
	12/28/12	90.000	7.288	655.88	661.50	5.62 ST		
Total		387.000		2,820.95	2,844.45	23.50 ST	259.68	9.12
Share Price \$7.350, Next Dividend Payable 03/20/13								
CANADIAN OIL SANDS LTD COM (COSWF)	8/25/08	85.000	48.288	4,104.47	1,728.90	(2,375.57) LT		
	3/26/10	8.000	27.839	222.71	162.72	(59.99) LT		
	3/26/10	11.000	27.779	305.57	223.74	(81.83) LT		
Total		104.000		4,632.75	2,115.36	(2,517.39) LT	146.64	6.93
Share Price \$20.340, Next Dividend Payable 02/20/13								
CHESAPEAKE ENERGY CORP (CHK)	7/6/12	159.000	19.448	3,092.17	2,642.58	(449.59) ST		
	12/11/12	516.000	17.100	8,823.55	8,575.92	(247.63) ST		
	12/19/12	471.000	17.310	8,153.06	7,828.02	(325.04) ST		
	12/28/12	30.000	16.711	501.32	498.60	(2.72) ST		
Total		1,176.000		20,570.10	19,545.12	(1,024.98) ST	411.60	2.10
Share Price \$16.620, Next Dividend Payable 01/20/13								
CLICKSOFTWARE TECH LTD (CKSW)	11/3/09	21.000	5.040	105.83	176.61	70.78 LT		
	11/3/09	22.000	5.040	110.88	185.02	74.14 LT		
	3/9/10	34.000	7.680	261.12	285.94	24.82 LT		
	3/10/10	40.000	7.690	303.58	336.40	32.82 LT		
	3/12/10	39.000	7.610	296.79	327.99	31.20 LT		
	3/15/10	44.000	7.430	326.91	370.04	43.13 LT		
	3/17/10	37.000	7.560	279.72	311.17	31.45 LT		
	3/17/10	40.000	7.550	302.00	336.40	34.40 LT		
	3/23/10	22.000	7.059	155.29	185.02	29.73 LT		
	3/26/10	42.000	7.040	295.68	353.22	57.54 LT		
	3/25/10	1.000	7.020	7.02	8.41	1.39 LT		

CONTINUED

CONSOLIDATED
SUMMARY

PERSONAL
ACCOUNTS

RETIREMENT
ACCOUNTS

EDUCATION
ACCOUNTS

TRUST
ACCOUNTS

BUSINESS
ACCOUNTS

Page 273
of 328

The Looper Foundation
Attachment to Form 990-PF

76-0330594

Morgan Stanley

CLIENT STATEMENT | For the Period December 1-31, 2012

Holdings

Portfolio Management Active Assets Account THE LOOPER FOUNDATION
486-080841-294 ATTENTION: TERRY L LOOPER

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	3/25/10	44.000	7.000	308.00	370.04	62.04 LT		
	3/26/10	40.000	7.018	280.72	336.40	55.68 LT		
	3/26/10	2.000	6.990	13.98	16.82	2.84 LT		
	3/26/10	43.000	6.990	300.57	361.63	61.06 LT		
	3/29/10	89.000	6.959	619.35	748.49	129.14 LT		
	3/29/10	39.000	7.008	273.32	327.99	54.67 LT		
	3/29/10	1.000	7.000	7.00	8.41	1.41 LT		
	3/29/10	42.000	7.000	294.00	353.22	59.22 LT		
	3/30/10	6.000	6.980	41.88	50.46	8.58 LT		
	6/23/10	6.000	5.362	32.17	50.46	18.29 LT		
	6/24/10	32.000	5.474	175.17	269.12	93.95 LT		
	6/29/10	113.000	5.435	614.16	950.33	336.17 LT		
	7/6/10	268.000	5.250	1,407.00	2,253.88	846.88 LT		
	7/23/10	65.000	5.547	360.55	546.65	186.10 LT		
	9/14/12	14.000	7.988	111.83	117.74	5.91 ST		
	11/2/12	36.000	7.559	272.11	302.76	30.65 ST		
	11/6/12	161.000	7.403	1,191.95	1,354.01	162.06 ST		
	Total	1,343.000		8,748.58	11,294.63	2,347.43 LT 198.62 ST	429.76	3.80
Share Price \$8.410, Next Dividend Payable 02/2013								
CORPORATE LOAN FD INC (TLI)	10/6/08	27.000	7.720	208.44	348.84	140.40 LT		
	10/6/08	84.000	7.679	645.04	1,085.28	440.24 LT		
	4/19/10	69.000	11.580	799.02	891.48	92.46 LT		
	12/28/11	47.000	11.110	522.17	607.24	85.07 LT		
	Total	227.000		2,174.67	2,932.84	758.17 LT	197.49	6.73
Share Price \$12.920, Next Dividend Payable 01/2013								
CURRENCY SH CAN DOL TR (FXC)	8/4/11	33.000	102.390	3,378.86	3,304.62	(74.24) LT		
	6/1/12	76.000	95.740	7,276.24	7,610.64	334.40 ST		
	12/13/12	22.000	101.100	2,224.20	2,203.08	(21.12) ST		

CONTINUED

Security Mark
at Right

Page 274
of 328

The Looper Foundation
Attachment to Form 990-PF

76-0330594

Morgan Stanley

CLIENT STATEMENT | For the Period December 1-31, 2012

Holdings

Portfolio Management Active Assets Account
486-080841-294 THE LOOPER FOUNDATION
ATTENTION: TERRY L LOOPER

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
Total		131.000		12,879.30	13,118.34	(74.24) LT 313.28 ST	16.24	0.12
<i>Share Price \$100.140</i>								
DEVON ENERGY CORP NEW (DVN)	3/16/11	81.000	85.391	6,916.71	4,215.24	(2,701.47) LT	64.80	1.53
<i>Share Price: \$52.040, Next Dividend Payable 03/2013</i>								
DIGIMARC CORPORATION (DMRC)	12/26/12	17.000	19.702	334.94	351.90	16.96 ST		
	12/26/12	10.000	19.596	195.96	207.00	11.04 ST		
	12/26/12	6.000	19.690	118.14	124.20	6.06 ST		
	12/27/12	6.000	19.695	118.17	124.20	6.03 ST		
	12/27/12	27.000	19.753	533.33	558.90	25.57 ST		
Total		66.000		1,300.54	1,366.20	65.66 ST	29.04	2.12
<i>Share Price \$20.700, Next Dividend Payable 02/2013</i>								
EATON VANCE TAX MG CEF (ETY)	12/26/12	106.000	9.315	987.42	993.22	5.80 ST		
	12/27/12	35.000	9.306	325.69	327.95	2.26 ST		
	12/28/12	177.000	9.280	1,642.54	1,658.49	15.95 ST		
Total		318.000		2,955.65	2,979.66	24.01 ST	321.82	11.07
<i>Share Price \$9.370, Next Dividend Payable 02/2013</i>								
EATON VANCE TAX MGD DIV EQU FD (EXG)	12/24/12	188.000	8.742	1,643.48	1,656.28	12.80 ST		
	12/26/12	188.000	8.740	1,643.04	1,656.28	13.24 ST		
	12/26/12	101.000	8.739	882.68	889.81	7.13 ST		
Total		477.000		4,169.20	4,202.37	33.17 ST	465.55	11.07
<i>Share Price \$8.810, Next Dividend Payable 02/2013</i>								
EATON VANCE TAX-MNGD GLBL (ETW)	12/21/11	118.000	9.992	1,179.04	1,261.42	82.38 LT R		
	12/21/11	162.000	10.020	1,623.28	1,731.78	108.50 LT R		
	12/21/11	11.000	10.032	110.35	117.59	7.24 LT R		
	12/30/11	35.000	10.250	358.75	374.15	15.40 LT		
	12/30/11	41.000	10.250	420.25	438.29	18.04 LT		
	1/4/12	20.000	10.340	206.79	213.80	7.01 ST		
	1/4/12	33.000	10.330	340.89	352.77	11.88 ST		
Total		420.000		4,239.35	4,489.80	231.56 LT 18.89 ST	490.56	10.92
<i>Share Price \$10.690, Next Dividend Payable 03/2013</i>								

CONTINUED

CONSOLIDATED SUMMARY	PERSONAL ACCOUNTS	RETIREMENT ACCOUNTS	EDUCATION ACCOUNTS	TRUST ACCOUNTS	BUSINESS ACCOUNTS
----------------------	-------------------	---------------------	--------------------	----------------	-------------------

Page 275
of 328

The Looper Foundation
Attachment to Form 990-PF

76-0330594

Morgan Stanley

CLIENT STATEMENT | For the Period December 1-31, 2012

Holdings

Portfolio Management Active Assets Account
486-080841-294

THE LOOPER FOUNDATION
ATTENTION: TERRY L LOOPER

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
EXELIS INC COM (XLS)	12/7/11	99.000	9.044	895.34	1,115.73	220.39 LT		
	12/7/11	10.000	9.046	90.46	112.70	22.24 LT		
	12/7/11	48.000	9.020	432.96	540.96	108.00 LT		
	12/7/11	164.000	9.030	1,480.92	1,848.28	367.36 LT		
	12/7/11	69.000	9.030	623.07	777.63	154.56 LT		
	12/7/11	58.000	9.010	522.56	653.66	131.10 LT		
	12/7/11	61.000	9.031	550.90	687.47	136.57 LT		
	12/7/11	53.000	9.021	478.10	597.31	119.21 LT		
	12/8/11	65.000	8.950	581.75	732.55	150.80 LT		
	12/8/11	107.000	8.881	950.29	1,205.89	255.60 LT		
	12/8/11	55.000	8.850	486.75	619.85	133.10 LT		
	12/8/11	119.000	8.820	1,049.54	1,341.13	291.59 LT		
	12/8/11	91.000	8.759	797.07	1,025.57	228.50 LT		
	12/9/11	33.000	8.725	287.93	371.91	83.98 LT		
	12/9/11	68.000	8.763	595.88	766.36	170.48 LT		
	12/9/11	39.000	8.750	341.25	439.53	98.28 LT		
	12/12/11	80.000	8.596	687.66	901.60	213.94 LT		
	12/12/11	63.000	8.644	544.60	710.01	165.41 LT		
	12/12/11	107.000	8.590	919.13	1,205.89	286.76 LT		
	12/12/11	90.000	8.540	768.60	1,014.30	245.70 LT		
	12/12/11	112.000	8.510	953.12	1,262.24	309.12 LT		
	12/16/11	105.000	8.360	877.80	1,183.35	305.55 LT		
	1/6/12	182.000	9.150	1,665.25	2,051.14	385.89 ST		
Total		1,878.000		16,580.93	21,165.06	4,198.24 LT 385.89 ST	775.61	3.66
Share Price \$11.270, Next Dividend Payable 01/01/13								
FRANKLIN STREET PPTYS CORP (FSP)	8/15/07	43.000	15.199	653.57	529.33	(124.24) LT R		
	8/23/07	152.000	16.899	2,568.66	1,871.12	(697.54) LT R		
	9/5/07	71.000	16.316	1,158.46	874.01	(284.45) LT R		
	9/6/07	46.000	16.030	737.38	566.26	(171.12) LT R		
	9/7/07	121.000	15.529	1,879.04	1,489.51	(389.53) LT R		

CONTINUED

Security/Mark
at Right

Page 27
of 32

The Looper Foundation
Attachment to Form 990-PF

76-0330594

Morgan Stanley



CLIENT STATEMENT | For the Period December 1-31, 2012

Holdings

Portfolio Management Active Assets Account THE LOOPER FOUNDATION
486-080841-294 ATTENTION: TERRY L LOOPER

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	5/20/11	38.000	13.401	509.25	467.78	(41.47) LT R		
	5/23/11	10.000	13.146	131.46	123.10	(8.36) LT R		
	12/29/11	4.000	10.080	40.32	49.24	8.92 LT		
	12/29/11	53.000	10.077	534.08	652.43	118.35 LT		
	12/30/11	20.000	10.020	200.40	246.20	45.80 LT		
	12/30/11	23.000	10.010	230.23	263.13	32.90 LT		
	1/4/12	47.000	10.050	472.35	578.57	106.22 ST		
Total		628.000		9,116.20	7,730.68	(1,490.74) LT	477.28	6.1
						106.22 ST		
Share Price \$12.310, Next Dividend Payable 02/20/13								
GAFISA S A SPONS ADR (GFA)	10/23/12	489.000	4.132	2,020.74	2,273.85	253.11 ST		
	10/23/12	325.000	4.013	1,304.16	1,511.25	207.09 ST		
Total		814.000		3,324.90	3,785.10	460.20 ST		
Share Price \$4.650								
GANNETT COMPANY INC DE (GCI)	3/31/11	45.000	15.530	698.85	810.45	111.60 LT		
	3/31/11	5.000	15.306	76.53	90.05	13.52 LT		
	3/31/11	105.000	15.289	1,605.37	1,891.05	285.68 LT		
	6/25/12	207.000	13.218	2,736.21	3,728.07	991.86 ST		
Total		362.000		5,116.96	6,519.62	410.80 LT	289.60	4.44
						991.86 ST		
Share Price \$18.010, Next Dividend Payable 01/02/13								
INVESCO VAN KAMP DYN CRDT OPPT (VTA)	8/8/11	50.000	10.960	548.00	624.00	76.00 LT		
	12/12/11	6.000	10.530	63.18	74.88	11.70 LT		
	12/13/11	40.000	10.430	417.20	499.20	82.00 LT		
	12/13/11	40.000	10.430	417.20	499.20	82.00 LT		
	12/16/11	67.000	10.330	692.11	836.16	144.05 LT		
	12/16/11	28.000	10.350	289.80	349.44	59.64 LT		
	12/19/11	13.000	10.328	134.27	162.24	27.97 LT		
	12/22/11	6.000	10.520	63.12	74.88	11.76 LT		
	12/27/11	30.000	10.574	317.21	374.40	57.19 LT		
	12/27/11	28.000	10.609	297.04	349.44	52.40 LT		
	12/27/11	22.000	10.610	233.42	274.56	41.14 LT		

CONTINUED

CONSOLIDATED SUMMARY	PERSONAL ACCOUNTS	RETIREMENT ACCOUNTS	EDUCATION ACCOUNTS	TRUST ACCOUNTS	BUSINESS ACCOUNTS
----------------------	-------------------	---------------------	--------------------	----------------	-------------------

Page 277
of 328

The Looper Foundation
Attachment to Form 990-PF

76-0330594

Morgan Stanley

CLIENT STATEMENT | For the Period December 1-31, 2012

Holdings

Portfolio Management Active Assets Account
486-080841-294

THE LOOPER FOUNDATION
ATTENTION: TERRY L. LOOPER

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield
	12/28/11	16.000	10.609	169.76	199.68	29.93 LT		
	12/28/11	23.000	10.588	243.52	287.04	43.52 LT		
	12/28/11	29.000	10.558	306.19	361.92	55.73 LT		
	12/29/11	26.000	10.570	274.82	324.48	49.66 LT		
	12/29/11	22.000	10.570	232.54	274.56	42.02 LT		
	12/29/11	33.000	10.578	349.07	411.84	62.77 LT		
	12/30/11	10.000	10.600	106.00	124.80	18.80 LT		
	12/30/11	49.000	10.590	518.91	611.52	92.61 LT		
	12/30/11	47.000	10.556	496.14	586.56	90.42 LT		
Total		685.000		6,169.49	7,300.80	1,131.31 LT	526.50	7.21
<i>Share Price: \$12.480, Next Dividend Payable 01/2013</i>								
ISHARES MSCI PAC EX-JPN IDX (EPP)	12/31/12	27.000	46.969	1,268.15	1,272.78	4.63 ST	53.51	4.20
<i>Share Price: \$47.140, Next Dividend Payable 06/2013</i>								
JAPAN SMALLER CAP FD INC (JOF)	12/29/11	24.000	7.100	170.40	172.80	2.40 LT		
	12/30/11	67.000	7.139	478.31	482.40	4.09 LT		
	7/30/12	33.000	7.208	237.88	237.60	(0.28) ST		
	10/15/12	18.000	6.909	124.37	129.60	5.23 ST		
Total		142.000		1,010.96	1,022.40	6.49 LT	11.50	1.12
						4.95 ST		
<i>Share Price: \$7.200, Next Dividend Payable 12/2013</i>								
LEUCADIA NAT CP (LUK)	12/21/11	85.000	22.427	1,906.26	2,022.15	115.89 LT		
	12/27/11	12.000	22.980	275.76	285.48	9.72 LT		
	12/27/11	116.000	22.968	2,664.30	2,759.64	95.34 LT		
	12/27/11	65.000	22.959	1,492.34	1,546.35	54.01 LT		
	12/27/11	64.000	22.956	1,469.16	1,522.56	53.40 LT		
	12/28/11	72.000	22.593	1,626.67	1,712.88	86.21 LT		
	12/28/11	69.000	22.390	1,544.94	1,641.51	96.57 LT		
	12/29/11	61.000	22.663	1,382.46	1,451.19	68.73 LT		
	12/30/11	69.000	22.599	1,559.32	1,641.51	82.19 LT		
Total		613.000		13,921.21	14,583.27	662.06 LT	153.25	1.05
<i>Share Price: \$23.790, Next Dividend Payable 12/2013</i>								

CONTINUED

Security Mark
at Right

Page 278
of 328

The Looper Foundation
Attachment to Form 990-PF

76-0330594

Morgan Stanley

CLIENT STATEMENT | For the Period December 1-31, 2012

Holdings

Portfolio Management Active Assets Account
486-080841294

THE LOOPER FOUNDATION
ATTENTION: TERRY L LOOPER

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
MARKET VECTORS GOLD MINERS (GDX)	2/3/12	63.000	56.417	3,554.29	2,922.57	(631.72) ST		
	3/26/12	79.000	50.437	3,984.51	3,664.81	(319.70) ST		
	5/31/12	233.000	44.500	10,368.50	10,808.87	440.37 ST		
	Total	375.000		17,907.30	17,396.25	(511.05) ST	173.25	0.99
Share Price \$46.390								
MATADOR RES CO (MTDR)	12/17/12	821.000	8.011	6,577.03	6,732.20	155.17 ST		
	12/31/12	23.000	8.207	188.77	188.60	(0.17) ST		
	12/31/12	33.000	8.205	270.78	270.60	(0.18) ST		
	Total	877.000		7,036.58	7,191.40	154.82 ST		
Share Price \$8.200								
MERCER INTL INC (MERC)	12/31/07	123.000	7.896	971.19	880.68	(90.51) LT		
	1/4/08	66.000	7.330	483.78	472.56	(11.22) LT		
	2/21/08	267.000	8.184	2,185.26	1,911.72	(273.54) LT		
	6/30/11	37.000	10.180	376.66	264.92	(111.74) LT		
	6/30/11	152.000	10.256	1,558.91	1,088.32	(470.59) LT		
	4/12/12	34.000	7.292	247.92	243.44	(4.48) ST		
	4/12/12	2.000	7.270	14.54	14.32	(0.22) ST		
	4/13/12	18.000	7.212	129.82	128.88	(0.94) ST		
	4/13/12	2.000	7.300	14.60	14.32	(0.28) ST		
	4/13/12	89.000	7.257	645.84	637.24	(8.60) ST		
	4/13/12	84.000	7.239	608.11	601.44	(6.67) ST		
	4/16/12	29.000	7.234	209.80	207.64	(2.16) ST		
	4/17/12	28.000	7.250	202.99	200.48	(2.51) ST		
	4/17/12	31.000	7.223	223.90	221.96	(1.94) ST		
	4/18/12	8.000	7.190	57.52	57.28	(0.24) ST		
	4/18/12	25.000	7.182	179.54	179.00	(0.54) ST		
	4/18/12	26.000	7.190	186.93	186.16	(0.77) ST		
	4/20/12	21.000	7.197	151.14	150.36	(0.78) ST		
	4/23/12	26.000	7.035	182.90	186.16	3.26 ST		
	4/23/12	6.000	7.000	42.00	42.96	0.96 ST		
	4/24/12	62.000	6.730	417.26	443.92	26.66 ST		
	4/24/12	24.000	6.805	163.32	171.84	8.52 ST		

CONTINUED

CONSOLIDATED
SUMMARY

PERSONAL
ACCOUNTS

RETIREMENT
ACCOUNTS

EDUCATION
ACCOUNTS

TRUST
ACCOUNTS

BUSINESS
ACCOUNTS

Page 279
of 328

The Looper Foundation
Attachment to Form 990-PF

76-0330594

Morgan Stanley

CLIENT STATEMENT | For the Period December 1-31, 2012

Holdings

Portfolio Management Active Assets Account
486-080841,294

THE LOOPER FOUNDATION
ATTENTION: TERRY L. LOOPER

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	6/1/12	10.000	6.210	62.10	71.60	9.50 ST		
	7/12/12	9.000	5.721	51.49	64.44	12.95 ST		
	7/12/12	19.000	5.714	108.56	136.04	27.48 ST		
	7/25/12	18.000	5.241	94.34	128.88	34.54 ST		
	7/31/12	13.000	5.146	66.90	93.08	26.18 ST		
	8/1/12	4.000	5.150	20.60	28.64	8.04 ST		
	8/1/12	12.000	5.139	61.67	85.92	24.25 ST		
	8/2/12	19.000	5.131	97.48	136.04	38.56 ST		
	9/10/12	10.000	6.356	63.56	71.60	8.04 ST		
	Total	1,274.000		9,880.63	9,121.84	(957.60) LT 198.81 ST		
Share Price \$7.160								
MFC INDUSTRIAL LTD (MIL)	—	166.000	—	Please Provide	1,419.30	N/A		
	11/12/08	16.000	9.000	144.00	136.80	(7.20) LT		
	—	44.000	—	Please Provide	376.20	N/A		
	5/7/10	24.000	11.284	270.82	205.20	(65.62) LT		
	5/7/10	42.000	11.536	484.53	359.10	(125.43) LT		
	5/7/10	54.000	11.190	604.25	461.70	(142.55) LT		
	5/7/10	52.000	11.510	598.52	444.60	(153.92) LT		
	5/7/10	51.000	11.439	583.41	436.05	(147.36) LT		
	6/22/10	6.000	9.458	56.75	61.30	(5.45) LT		
	6/22/10	22.000	9.499	208.98	188.10	(20.88) LT		
	6/22/10	25.000	9.484	237.11	213.76	(23.36) LT		
	6/22/10	31.000	9.490	294.18	265.05	(29.13) LT		
	6/22/10	32.000	9.494	303.80	273.60	(30.20) LT		
	6/23/10	24.000	9.543	229.04	205.20	(23.84) LT		
	6/23/10	57.000	9.572	545.58	487.35	(58.23) LT		
	6/24/10	59.000	9.695	566.11	504.45	(61.66) LT		
	6/25/10	40.000	9.796	391.84	342.00	(49.84) LT		
	6/25/10	90.000	9.674	870.67	769.50	(101.17) LT		
	8/31/10	60.000	21.780	1,306.80	513.00	(793.80) LT		
	—	19.000	—	Please Provide	162.45	N/A		
	—	198.000	—	Please Provide	1,692.90	N/A		

CONTINUED

Security Mark
at Right

Page 280
of 328

The Looper Foundation
Attachment to Form 990-PF

76-0330594

Morgan Stanley

CLIENT STATEMENT | For the Period December 1-31, 2012

Holdings

Portfolio Management Active Assets Account THE LOOPER FOUNDATION
486-080841-294 ATTENTION: TERRY L. LOOPER

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	11/9/10	13.000	7.965	103.55	111.15	7.60 LT		
	12/29/10	1.000	7.770	7.77	8.55	0.78 LT		
	12/29/10	76.000	7.780	591.28	649.80	58.52 LT		
	12/29/10	169.000	7.790	1,316.51	1,444.95	128.44 LT		
	8/2/11	6.000	7.710	46.26	51.30	5.04 LT		
	8/2/11	10.000	7.720	77.20	85.50	8.30 LT		
	8/2/11	16.000	7.710	123.36	136.80	13.44 LT		
	8/2/11	27.000	7.711	208.20	230.85	22.65 LT		
	8/2/11	30.000	7.704	231.12	256.50	25.38 LT		
	8/2/11	50.000	7.730	386.50	427.50	41.00 LT		
	8/2/11	83.000	7.720	640.75	709.65	68.90 LT		
	8/3/11	5.000	7.604	38.02	42.75	4.73 LT		
	8/3/11	5.000	7.630	38.15	42.75	4.60 LT		
	8/3/11	8.000	7.600	60.80	68.40	7.60 LT		
	8/3/11	19.000	7.580	144.02	162.45	18.43 LT		
	8/3/11	19.000	7.570	143.83	162.45	18.62 LT		
	8/4/11	19.000	7.550	143.45	162.45	19.00 LT		
	8/4/11	30.000	7.560	226.80	256.50	29.70 LT		
	8/4/11	42.000	7.580	318.36	359.10	40.74 LT		
	8/4/11	44.000	7.540	331.76	376.20	44.44 LT		
	11/2/11	11.000	6.900	75.90	94.05	18.15 LT		
	11/2/11	21.000	6.890	144.69	179.55	34.86 LT		
	11/2/11	31.000	6.897	213.82	265.05	51.23 LT		
	11/2/11	14.000	6.921	96.89	119.70	22.81 LT		
	11/4/11	27.000	6.930	187.11	230.85	43.74 LT		
	11/9/11	14.000	6.950	97.30	119.70	22.40 LT		
	11/9/11	16.000	6.949	111.19	136.80	25.61 LT		
	12/6/11	24.000	6.829	163.89	205.20	41.31 LT		
	12/27/11	27.000	6.894	186.14	230.85	44.71 LT		
	12/28/11	518.000	6.810	3,527.79	4,428.90	901.11 LT		

CONTINUED

CONSOLIDATED
SUMMARY

PERSONAL
ACCOUNTS

RETIREMENT
ACCOUNTS

EDUCATION
ACCOUNTS

TRUST
ACCOUNTS

BUSINESS
ACCOUNTS

Page 281
of 281

The Looper Foundation
Attachment to Form 990-PF

76-0330594

Morgan Stanley

CLIENT STATEMENT | For the Period December 1-31, 2012

Holdings

Portfolio Management Active Assets Account THE LOOPER FOUNDATION
486-080841-294 ATTENTION: TERRY L LOOPER

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	12/29/11	307.000	6.897	2,117.44	2,624.85	507.41 LT		
	1/31/12	289.000	7.714	2,229.23	2,470.95	241.72 ST		
	7/26/12	44.000	6.898	303.53	376.20	72.67 ST		
	7/27/12	26.000	6.888	179.10	222.30	43.20 ST		
	7/27/12	15.000	6.893	103.39	128.25	24.86 ST		
	10/1/12	15.000	8.155	122.33	128.25	5.92 ST		
	12/31/12	31.000	8.426	261.21	265.05	3.84 ST		
	Total	3,214.000		22,995.03	27,479.70	441.61 LT 392.21 ST	771.36	2.6
Share Price \$8.550, Next Dividend Payable 01/2013								
MICROSOFT CORP (MSFT)	9/28/10	65.000	24.450	1,589.25	1,736.12	146.87 LT		
	9/28/10	14.000	24.550	343.70	373.93	30.23 LT		
	4/29/11	14.000	26.160	366.24	373.93	7.69 LT		
	7/8/11	103.000	26.920	2,772.76	2,751.09	(21.67) LT		
	7/19/11	9.000	27.559	248.03	240.38	(7.65) LT		
	8/4/11	217.000	26.550	5,761.35	5,796.00	34.65 LT		
	10/8/12	25.000	29.640	740.99	667.74	(73.25) ST		
	10/19/12	7.000	28.980	202.86	186.96	(15.90) ST		
	11/13/12	29.000	27.150	787.34	774.58	(12.76) ST		
	11/13/12	120.000	27.180	3,261.60	3,205.16	(56.44) ST		
	12/28/12	132.000	26.735	3,529.02	3,525.67	(3.35) ST		
	Total	735.000		19,603.14	19,631.62	190.12 LT (161.70) ST	676.20	3.44
Share Price \$26.710; Next Dividend Payable 03/2013								
NAM TAI ELECTRONICS INC. (NTE)	4/19/10	125.000	4.870	608.75	1,727.50	1,118.75 LT		
	6/18/10	7.000	4.220	29.54	96.74	67.20 LT		
	6/22/10	13.000	4.220	54.86	179.66	124.80 LT		
	6/23/10	71.000	4.213	299.09	981.22	682.13 LT		
	6/24/10	65.000	4.229	274.87	898.30	623.43 LT		
	6/29/10	143.000	4.173	596.67	1,976.26	1,379.59 LT		
	7/2/10	195.000	4.155	810.19	2,694.90	1,884.71 LT		
	4/26/11	13.000	6.220	80.86	179.66	98.80 LT		
	4/26/11	10.000	6.230	62.30	138.20	75.90 LT		

CONTINUED

Security Mark
at Right

Page 282
of 328

The Looper Foundation
Attachment to Form 990-PF

76-0330594

Morgan Stanley



CLIENT STATEMENT | For the Period December 1-31, 2012

Holdings

Portfolio Management Active Assets Account THE LOOPER FOUNDATION
486-080841-294 ATTENTION: TERRY L LOOPER

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	4/26/11	2.000	6.160	12.32	27.64	16.32 LT		
	4/29/11	10.000	6.160	61.50	138.20	76.70 LT		
	4/29/11	2.000	6.140	12.28	27.64	15.36 LT		
	5/2/11	12.000	6.060	72.72	165.84	93.12 LT		
	5/2/11	11.000	6.050	66.55	152.02	85.47 LT		
	5/2/11	11.000	6.050	66.55	152.02	85.47 LT		
	5/2/11	24.000	5.980	143.52	331.68	188.16 LT		
	5/2/11	19.000	5.970	113.43	262.58	149.15 LT		
	5/5/11	17.000	5.970	101.49	234.94	133.45 LT		
	5/10/11	19.000	5.934	112.74	262.58	149.84 LT		
	5/11/11	3.000	5.910	17.73	41.46	23.73 LT		
	5/12/11	6.000	5.940	35.64	82.92	47.28 LT		
	5/13/11	14.000	5.950	83.30	193.48	110.18 LT		
	5/13/11	11.000	5.950	65.45	152.02	86.57 LT		
	5/17/11	16.000	5.959	95.34	221.12	125.78 LT		
	5/17/11	20.000	5.969	119.37	276.40	157.03 LT		
	5/18/11	5.000	5.930	29.65	69.10	39.45 LT		
	5/18/11	6.000	5.950	35.70	82.92	47.22 LT		
	5/19/11	31.000	5.960	184.77	428.42	243.65 LT		
	5/20/11	34.000	5.897	200.51	469.88	269.37 LT		
	5/23/11	36.000	5.919	213.07	497.52	284.45 LT		
	5/24/11	2.000	5.910	11.82	27.64	15.82 LT		
	5/25/11	29.000	5.925	171.83	400.78	228.95 LT		
	5/26/11	31.000	5.897	182.82	428.42	245.60 LT		
	12/22/11	279.000	6.220	1,456.38	3,855.78	2,399.40 LT		
	12/22/11	128.000	5.174	662.27	1,768.96	1,106.69 LT		
	2/14/12	1.000	5.610	5.61	13.82	8.21 ST		
	4/4/12	17.000	5.770	98.09	234.94	136.85 ST		
	4/5/12	16.000	5.678	90.85	221.12	130.27 ST		
	4/9/12	48.000	5.678	272.55	663.36	390.81 ST		

CONTINUED

CONSOLIDATED
SUMMARY

PERSONAL
ACCOUNTS

RETIREMENT
ACCOUNTS

EDUCATION
ACCOUNTS

TRUST
ACCOUNTS

BUSINESS
ACCOUNTS

Page 283
of 328

The Looper Foundation
Attachment to Form 990-PF

76-0330594

Morgan Stanley

CLIENT STATEMENT | For the Period December 1-31, 2012

Holdings

Portfolio Management Active Assets Account THE LOOPER FOUNDATION
486-080841-294 ATTENTION: TERRY L LOOPER

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	4/9/12	59.000	5.677	334.95	815.38	480.43 ST		
	4/10/12	11.000	5.670	62.37	152.02	89.65 ST		
	4/10/12	33.000	5.664	186.92	456.06	269.14 ST		
	6/13/12	105.000	6.131	538.77	1,451.10	912.33 ST		
	10/10/12	203.000	10.330	2,097.09	2,805.46	708.37 ST		
	Total	1,913.000		10,833.08	26,437.66	12,478.52 LT 3,126.06 ST	1,147.80	4.34
Share Price \$13.820, Next Dividend Payable 01/31/13								
NEW GOLD INC (NGD)	11/6/12	125.000	10.549	1,318.66	1,378.75	60.09 ST		
	11/8/12	174.000	11.000	1,913.97	1,919.22	5.25 ST		
	12/10/12	300.000	10.988	3,296.25	3,309.00	12.75 ST		
	Total	599.000		6,528.88	6,606.97	78.09 ST		
Share Price \$11.030								
NEXPOINT CREDITS STRATEGIES FD (NHF)	1/31/12	74.000	6.279	464.68	491.36	26.68 ST		
	2/1/12	2.000	6.290	12.58	13.28	0.70 ST		
	2/1/12	33.000	6.285	207.40	219.12	11.72 ST		
	2/9/12	600.000	6.269	3,755.52	3,984.00	228.48 ST		
	2/9/12	256.000	6.250	1,600.00	1,699.84	99.84 ST		
	3/16/12	10.000	6.240	62.40	66.40	4.00 ST		
	3/16/12	47.000	6.240	293.28	312.08	18.80 ST		
	3/16/12	102.000	6.241	636.61	677.28	40.67 ST		
	3/16/12	65.000	6.239	405.54	431.60	26.06 ST		
	3/19/12	46.000	6.230	286.58	305.44	18.86 ST		
	3/19/12	49.000	6.258	306.66	325.36	18.70 ST		
	3/20/12	48.000	6.269	300.45	318.72	18.27 ST		
	3/21/12	5.000	6.250	31.30	33.20	1.90 ST		
	3/21/12	36.000	6.258	225.27	239.04	13.77 ST		
	4/3/12	43.000	6.300	270.90	285.52	14.62 ST		
	4/4/12	43.000	6.300	270.90	285.52	14.62 ST		
	4/9/12	144.000	6.269	902.79	956.16	53.37 ST		
	4/9/12	105.000	6.260	657.30	697.20	39.90 ST		
	4/10/12	92.000	6.184	568.93	610.88	41.95 ST		
	4/11/12	4.000	6.238	24.95	26.56	1.61 ST		

CONTINUED

Security Mark
at Right

Page 284
of 328

The Looper Foundation
Attachment to Form 990-PF

76-0330594

Morgan Stanley



CLIENT STATEMENT | For the Period December 1-31, 2012

Holdings

Portfolio Management/Active Assets Account THE LOOPER FOUNDATION
486-080841-294 ATTENTION: TERRY L LOOPER

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	4/11/12	31.000	6.230	193.13	205.84	12.71 ST		
	4/11/12	51.000	6.227	317.57	338.64	21.07 ST		
	4/12/12	50.000	6.232	311.62	332.00	20.38 ST		
	4/12/12	210.000	6.246	1,311.68	1,394.40	82.72 ST		
	4/12/12	44.000	6.246	274.82	292.16	17.34 ST		
	4/12/12	6.000	6.230	37.38	39.84	2.46 ST		
	4/13/12	44.000	6.264	275.61	292.16	16.55 ST		
	4/13/12	107.000	6.257	669.50	710.48	40.98 ST		
	4/13/12	94.000	6.279	590.26	624.16	33.90 ST		
	4/18/12	19.000	6.209	117.97	126.16	8.19 ST		
	4/18/12	120.000	6.210	745.20	796.80	51.60 ST		
	4/23/12	38.000	6.190	235.22	252.32	17.10 ST		
	4/23/12	2.000	6.200	12.40	13.28	0.88 ST		
	4/25/12	2.000	6.220	12.44	13.28	0.84 ST		
	4/26/12	16.000	6.240	99.84	106.24	6.40 ST		
	5/7/12	42.000	6.209	260.78	278.88	18.10 ST		
	5/7/12	28.000	6.210	173.87	185.92	12.05 ST		
	5/21/12	9.000	6.048	54.43	59.76	5.33 ST		
	5/21/12	40.000	6.058	242.31	265.60	23.29 ST		
	6/1/12	128.000	6.099	780.66	849.92	69.26 ST		
	12/6/12	366.000	6.273	2,295.74	2,430.24	134.50 ST		
	12/6/12	686.000	6.277	4,305.88	4,555.04	249.16 ST		
Total		3,937.000		24,602.35	26,141.68	1,539.33 ST	1,653.54	6.32
Share Price \$6.640, Next Dividend Payable 01/2013								
NORTH EUROPEAN OIL RTY TR CBI (NRT)	11/14/06	39.000	37.310	1,455.09	875.55	(579.54) LT		
	10/8/07	79.000	32.446	2,563.27	1,773.55	(789.72) LT		
	3/31/10	53.000	28.760	1,524.28	1,189.85	(334.43) LT		
	4/20/10	20.000	29.400	588.00	449.00	(139.00) LT		
	4/20/10	5.000	29.424	147.12	112.25	(34.87) LT		
	4/21/10	3.000	29.500	88.50	67.35	(21.15) LT		
	5/5/10	9.000	29.319	263.87	202.05	(61.82) LT		
	5/6/10	57.000	27.527	1,569.02	1,279.65	(289.37) LT		

CONTINUED

CONSOLIDATED SUMMARY	PERSONAL ACCOUNTS	RETIREMENT ACCOUNTS	EDUCATION ACCOUNTS	TRUST ACCOUNTS	BUSINESS ACCOUNTS
----------------------	-------------------	---------------------	--------------------	----------------	-------------------

Page 285
of 328

The Looper Foundation
Attachment to Form 990-PF

76-0330594

Morgan Stanley

CLIENT STATEMENT | For the Period December 1-31, 2012

Holdings

Portfolio Management Active Assets Account THE LOOPER FOUNDATION
486-080841-294 ATTENTION: TERRY L LOOPER

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	7/20/10	6.000	26.500	132.50	112.25	(20.25) LT		
	7/20/10	11.000	26.500	291.50	246.95	(44.55) LT		
	7/21/10	14.000	26.400	369.60	314.30	(55.30) LT		
	7/23/10	3.000	26.357	79.07	67.35	(11.72) LT		
	7/23/10	9.000	26.400	237.60	202.05	(35.55) LT		
	7/27/10	23.000	26.400	607.20	516.35	(90.85) LT		
	7/28/10	20.000	26.450	529.00	449.00	(80.00) LT		
	7/29/10	1.000	26.340	26.34	22.45	(3.89) LT		
	7/30/10	20.000	26.450	529.00	449.00	(80.00) LT		
	8/27/10	7.000	26.450	185.15	157.15	(28.00) LT		
	9/3/10	40.000	26.339	1,053.56	898.00	(155.56) LT		
	9/3/10	55.000	26.294	1,446.16	1,234.75	(211.41) LT		
	9/7/10	18.000	26.600	460.80	404.10	(56.70) LT		
	9/7/10	103.000	25.814	2,658.87	2,312.35	(346.52) LT		
	11/20/12	12.000	23.097	277.16	269.40	(7.76) ST		
	11/28/12	9.000	23.813	214.32	202.05	(12.27) ST		
	11/29/12	7.000	23.790	166.53	157.15	(9.38) ST		
	12/10/12	74.000	23.553	1,742.93	1,661.30	(81.63) ST		
	12/11/12	3.000	23.567	70.70	67.35	(3.35) ST		
	12/17/12	161.000	23.100	3,719.16	3,614.45	(104.71) ST		
	12/28/12	7.000	21.991	153.94	157.15	3.21 ST		
	12/28/12	2.000	21.925	43.85	44.90	1.05 ST		
	12/31/12	1.000	22.280	22.28	22.45	0.17 ST		
	12/31/12	5.000	21.696	108.48	112.25	3.77 ST		
	12/31/12	18.000	22.067	397.20	404.10	6.90 ST		
Total		893.000		23,722.05	20,047.85	(3,470.20) LT (204.00) ST	1,821.72	9.08

Share Price \$22.450, Next Dividend Payable 02/2013

CONTINUED

Security Mark
at Right

Page 286
of 328

The Looper Foundation
Attachment to Form 990-PF

76-0330594

Morgan Stanley



CLIENT STATEMENT | For the Period December 1-31, 2012

Holdings

Portfolio Management Active Assets Account THE LOOPER FOUNDATION
486-080841-294 ATTENTION: TERRY L LOOPER

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
NUVEEN DIVERSIFIED CURRENCY OP (JGT)	7/30/12	24,000	12.470	299.28	308.88	9.60 ST		
	7/30/12	25,000	12.470	311.75	321.75	10.00 ST		
	7/31/12	25,000	12.474	311.86	321.75	9.89 ST		
	7/31/12	25,000	12.464	311.59	321.75	10.16 ST		
	7/31/12	17,000	12.460	211.82	218.79	6.97 ST		
	Total	116,000		1,446.30	1,492.92	46.62 ST	138.04	9.24
Share Price, \$12.870, Next Dividend Payable 03/2013								
PAN AMER SILVER CORPORATION (PAAS)	5/23/12	18,000	16.280	293.04	337.14	44.10 ST		
	5/29/12	2,000	16.580	33.16	37.46	4.30 ST		
	5/30/12	1,000	16.250	16.25	18.73	2.48 ST		
	5/31/12	15,000	16.600	249.00	280.95	31.95 ST		
	5/31/12	18,000	16.560	297.90	337.14	39.24 ST		
	5/31/12	19,000	16.560	314.64	355.87	41.23 ST		
	5/31/12	19,000	16.350	310.65	355.87	45.22 ST		
	8/29/12	98,000	16.850	1,651.30	1,835.54	184.24 ST		
	8/29/12	11,000	16.820	185.02	206.03	21.01 ST		
	9/4/12	16,000	17.771	284.33	299.68	15.35 ST		
	9/12/12	16,000	18.348	293.57	299.68	6.11 ST		
	11/9/12	413,000	20.289	8,379.48	7,735.49	(643.99) ST		
	Total	646,000		12,308.34	12,099.58	(208.76) ST	129.20	1.06
Share Price, \$18.730, Next Dividend Payable 03/2013								
PROSHARES SHORT MSCI EMER (EUM)	9/26/12	112,000	29.400	3,292.80	2,988.16	(304.64) ST	—	—
Share Price, \$26.680								
PURE CYCLE CORP NEW (PCYO)	7/25/12	170,000	2.133	362.53	481.10	118.57 ST	—	—
Share Price, \$2.830								

CONTINUED

CONSOLIDATED SUMMARY PERSONAL ACCOUNTS RETIREMENT ACCOUNTS EDUCATION ACCOUNTS TRUST ACCOUNTS BUSINESS ACCOUNTS

Page 287
of 328

The Looper Foundation
Attachment to Form 990-PF

76-0330594

Morgan Stanley

CLIENT STATEMENT | For the Period December 1-31, 2012

Holdings

Portfolio Management Active Assets Account
486-080841-294

THE LOOPER FOUNDATION
ATTENTION: TERRY L LOOPER

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
SANOFI ADR (SNY)	12/23/11	164.000	36.036	5,949.54	7,296.52	1,746.98 LT	220.37	3.02
Share Price \$47.380								
SPDR GOLD TR GOLD SHS (GLD)	7/19/11	14.000	154.920	2,168.88	2,268.28	99.40 LT		
	12/7/11	55.000	168.710	9,279.05	8,911.11	(367.94) LT		
	2/3/12	42.000	169.725	7,128.47	6,804.85	(323.62) ST		
	3/26/12	5.000	163.632	818.16	810.10	(8.06) ST		
	Total	116.000		19,394.56	18,794.36	(268.54) LT (331.68) ST		
Share Price \$162.020								
SUNCOR ENERGY INC NEW COM (SU)	12/23/10	47.000	38.010	1,786.47	1,550.06	(236.41) LT	24.63	1.58
Share Price \$32.980, Next Dividend Payable 03/2013								
TEMPLETON DRAGON FUND (TDF)	12/10/12	81.000	26.939	2,182.08	2,303.64	121.56 ST		
	12/13/12	43.000	26.631	1,145.13	1,222.92	77.79 ST		
	12/13/12	15.000	26.565	398.48	426.60	28.12 ST		
	12/18/12	41.000	27.215	1,115.81	1,166.04	50.23 ST		
	Total	180.000		4,841.50	5,119.20	277.70 ST	102.78	2.00
Share Price \$28.440, Next Dividend Payable 06/2013								
WESTERN ASSET INFLATION MNGMT (IMF)	8/14/07	67.000	15.753	1,055.48	1,258.93	203.45 LT		
	10/29/07	114.000	15.963	1,819.76	2,142.06	322.30 LT		
	8/28/08	34.000	16.047	545.60	638.86	93.26 LT		
	9/16/08	88.000	15.299	1,346.27	1,653.52	307.25 LT		
	9/16/08	36.000	15.391	554.08	676.44	122.36 LT		
	9/16/08	196.000	15.188	2,976.83	3,682.84	706.01 LT		
	9/29/08	1.000	14.430	14.43	18.79	4.36 LT		
	2/20/09	62.000	14.518	900.14	1,164.98	264.84 LT		
	3/11/09	13.000	13.795	179.33	244.27	64.94 LT		
	3/11/09	11.000	13.750	151.25	206.69	55.44 LT		
	8/30/11	16.000	17.632	282.11	300.64	18.53 LT		

CONTINUE

Security Mark
et Right

Page 288
of 328

The Looper Foundation
Attachment to Form 990-PF

76-0330594

Morgan Stanley



CLIENT STATEMENT | For the Period December 1-31, 2012

Holdings

Portfolio Management Active Assets Account
486-080841-294
THE LOOPER FOUNDATION
ATTENTION: TERRY L LOOPER

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
Total		638.000		9,825.28	11,988.02	2,162.74 LT	382.80	3.19
<i>Share Price \$18.790, Next Dividend Payable 01/2013</i>								
WESTERN ASSET/CLAYMORE INFLATI (WIW)	12/7/06	32.000	11.519	368.61	422.40	53.79 LT		
	7/16/07	63.000	11.322	713.26	831.60	118.34 LT		
	7/16/07	64.000	11.290	722.56	844.80	122.24 LT		
	7/17/07	120.000	11.290	1,354.83	1,584.00	229.17 LT		
	7/20/07	125.000	11.309	1,413.64	1,650.00	236.36 LT		
	7/25/07	113.000	11.321	1,279.23	1,491.60	212.37 LT		
	7/26/07	87.000	11.311	984.04	1,148.40	164.36 LT		
	9/18/07	69.000	11.471	791.47	910.80	119.33 LT		
	9/16/08	21.000	10.700	224.69	277.20	52.51 LT		
	9/16/08	81.000	11.067	896.40	1,069.20	172.80 LT		
	9/16/08	13.000	10.799	140.39	171.60	31.21 LT		
	9/16/08	50.000	10.801	540.07	660.00	119.93 LT		
	9/16/08	21.000	10.918	229.28	277.20	47.92 LT		
	9/16/08	21.000	10.800	226.79	277.20	50.41 LT		
	8/30/11	301.000	12.810	3,855.81	3,973.20	117.39 LT		
	11/23/11	7.000	12.770	89.39	92.40	3.01 LT		
	11/23/11	46.000	12.770	587.42	607.20	19.78 LT		
	11/23/11	46.000	12.770	587.42	607.20	19.78 LT		
	11/23/11	45.000	12.780	576.10	594.00	18.90 LT		
	11/23/11	45.000	12.780	576.10	594.00	18.90 LT		
Total		1,370.000		16,155.50	18,084.00	1,928.50 LT	550.74	3.04
<i>Share Price \$13.200, Next Dividend Payable 01/2013</i>								
WESTERN ASSETS CLAYMORE INFLAT (WIA)	12/30/11	23.000	12.638	290.67	301.53	10.86 LT		
	1/4/12	24.000	12.670	304.08	314.64	10.56 ST		
	1/4/12	48.000	12.660	607.68	629.28	21.60 ST		
	9/12/12	17.000	13.006	221.11	222.87	1.76 ST		
Total		112.000		1,423.54	1,468.32	10.86 LT	43.01	2.92
						33.92 ST		

Share Price \$13.110, Next Dividend Payable 01/2013

CONSOLIDATED
SUMMARY

PERSONAL
ACCOUNTS

RETIREMENT
ACCOUNTS

EDUCATION
ACCOUNTS

TRUST
ACCOUNTS

BUSINESS
ACCOUNTS

Page 289
of 328

Morgan Stanley

CLIENT STATEMENT | For the Period December 1-31, 2012

Holdings

Portfolio Management Active Assets Account
486-080841-294

THE LOOPER FOUNDATION
ATTENTION: TERRY L LOOPER

	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income Accrued Interest	Yield %
STOCKS	72.6%	\$442,290.72	\$478,977.18	\$24,222.79 LT \$5,805.87 ST	\$16,486.91 \$0.00	3.44%

MUTUAL FUNDS

OTHER MUTUAL FUNDS

"Total Purchases vs Market Value" is provided to assist you in comparing your "Total Purchases," excluding reinvested distributions, with the current value of the mutual fund positions in your account

"Cumulative Cash Distributions" when shown, may reflect distributions on shares no longer held in the account. It may not reflect all distributions received in cash, due to but not limited to the following investments made prior to addition of this information on statements, securities transfers, timing of recent distributions, and certain adjustments made in your account.

"Net Value Increase/(Decrease)" reflects the difference between your total purchases, plus the cash distributions shown, and the current value of the fund's shares. This calculation is for informational purposes only and does not reflect your total unrealized gain or loss nor should it be used for tax purposes.

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
BLACKROCK GLOBAL ALLOCATION I (MALOX)		—	\$0.000	\$0.00	\$0.00			
Long Term Reinvestments		2.573		45.91	51.02	5.11 LT		
Short Term Reinvestments		0.039		0.74	0.77	0.03 ST		
Total		2.612		46.65	51.80	5.11 LT 0.03 ST	1.00	1.93

Share Price \$19.830, Enrolled In MS Dividend Reinvestment; Capital Gains Reinvest

FIRST EAGLE GLOBAL I (SGIIX)	12/31/08	11.170	33.146	370.24	544.65	174.41 LT	7.00	1.28
Total Purchases vs Market Value				370.24	544.65			
Cumulative Cash Distributions					39.04			
Net Value Increase/(Decrease)					213.45			

Share Price \$48.760, Dividend Cash; Capital Gains Cash

IVY ASSET STRATEGY I (IVAEX)	2/4/09	1.304	17.968	23.43	34.00	10.57 LT	1.00	2.94
Total Purchases vs Market Value				23.43	34.00			
Cumulative Cash Distributions					1.00			
Net Value Increase/(Decrease)					11.57			

Share Price \$26.070, Dividend Cash; Capital Gains Cash

	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income Accrued Interest	Yield %
MUTUAL FUNDS	0.1%	\$440.32	\$630.45	\$190.09 LT \$0.03 ST	\$9.00 \$0.00	1.43%

Transactions in mutual fund positions held directly at the Fund Company are not included in the total above and are not reflected on the Summary Page.
For more information about the pricing of Money Market Funds, please see the Expanded Disclosures

Security Mark
at Right

Page 290
of 328

Part XV - Grants and Contributions Paid During the Year

Program Area	Name of Organization	Type	Purpose	Amount
Camp Ministry				
	Campus Crusade 100 Lake Hart Dr 2200 Orlando, FL 32832-0100	509(a)(1)	General Support	\$ 1,000
	Cho-Yeh Camp and Conference Center 2200 S Washington Ave Livingston, TX 77351-4058	509(a)(2)	Camper Scholarship Fund	25,000
	Camp Eagle 6424 Hackberry Rd Rocksprings, TX 78880-3024	509(a)(2)	2 used small trucks and 1 new Polaris ATV	26,899
			Subtotal Camp Ministry	\$ 52,899
Children/Families				
	Arrow Child & Family Ministries 2929 FM 2920 Rd Spring, TX 77388-3428	509(a)(1)	Freedom Place Campaign	10,500
	Blessings in a Backpack 4121 Shelbyville Rd Louisville, KY 40207-3205	509(a)(1)	Blackshear Elementary, Houston, TX	2,500
	Boys and Girls Country of Houston Inc 18806 Roberts Rd Hockley, TX 77447-9327	509(a)(1)	Spring Festival	5,000
	Cossaboom YMCA 7903 South Loop East Houston, TX 77012	509(a)(2)	General Support	10,000
	Exchange of Hearts Foundation PO Box 302 Fresno, TX 77545	None (Expenditure Responsibility Agreement)	Fondren Elementary academic achievement program	10,000
			Subtotal Children/Families	\$ 38,000
Churches				
	Chapelwood United Methodist Church 11140 Greenbay St Houston, TX 77024-6729	509(a)(1)	In memory of William Burne;	100
	Crossing Point Church 13035 Hwy 6 Rosharon, TX 77583	509(a)(1)	General Support	10,000

Part XV - Grants and Contributions Paid During the Year

Program Area	Name of Organization	Type	Purpose	Amount
	Garden Road Baptist Church 2101 Garden Road Pearland, TX 77581	509(a)(1)	General Support	25,000
	Grace Pasadena 3579 East Foothill Blvd 782 Pasadena, CA 91107-3119	509(a)(1)	Mercy Pledge	50,000
	Grace Presbyterian Church 10221 Ella Lee Ln Houston, TX 77042-2939	509(a)(1)	General Support	229,000
			Subtotal Churches	\$ 314,100
Counseling				
	Interface Samaritan Counseling Centers 4803 San Felipe St Houston, TX 77056-3907	509(a)(1)	Counseling	40,000
			Subtotal Counseling	\$ 40,000
Discipleship				
	CBMC, Inc. PO Box 8009 Chattanooga, TN 37414-0009	509(a)(2)	General Support	113,391
	Man In The Mirror 180 Wilshire Blvd Casselberry, FL 32707	509(a)(1)	General Support	32,479
	Kanakuk Ministries 1353 Lake Shore Dr Branson, MO 65616-9470	509(a)(1)	Men at the Cross	17,839
	The Gathering USA, Inc 1220 E Concord St Orlando, FL 32803-5453	509(a)(1)	General Support	10,000
	The Greater Houston Prayer Breakfast PO Box 40667 Houston, TX 77240-0667	509(a)(1)	General Support	2,000
			Subtotal Discipleship	\$ 175,709
Education				
	Family Point Resources 650 West Bough Ste 150 PMB 148 Houston, TX 77024	509(a)(1)	General Support	12,000

Part XV - Grants and Contributions Paid During the Year

Program Area	Name of Organization	Type	Purpose	Amount
	Houston Baptist University 7502 Fondren Rd Houston, TX 77074-3200	509(a)(1)	General Support	100,000
	Houston Christian High School 2700 W Sam Houston Pkwy N Houston, TX 77043-1608	509(a)(1)	General Support	15,000
	Texas Theological Foundation 10200 Richmond Avenue Houston, TX 77042-4140	509(a)(1)	General Support	30,000
	The Briarwood School 12207 Whittington Houston, TX 77077-4912	509(a)(1)	Scholarship Fund	5,000
			Subtotal Education	\$ 162,000
Evangelism				
	Texas Arms of Love, Inc. 11511 Katy Freeway, Suite 601 Houston, TX 77079	509(a)(1)	Sponsor Golf Tournament	500
	Young Life PO Box 520 Colorado Springs, CO 80901	509(a)(1)	General Support	138,692
			Subtotal Evangelism	\$ 139,192
Human Services				
	CanCare, Inc. 9575 Katy Freeway Houston, TX 77024-1406	509(a)(1)	General Support	20,000
	Lahash International 4850 N Vancouver Portland, OR 97217-2864	509(a)(1)	General Support	25,000
	National MS Society 8111 N Stadium Dr Ste 100 Houston, TX 77054	509(a)(1)	BP MS 150 Contribution	500
	Northwest Assistance Ministries 15555 Kuykendahl Rd Houston, TX 77090-3651	509(a)(1)	General Support	15,000
	The Brookwood Community 12207 Whittington Dr Houston, TX 77077-4912	509(a)(1)	General Support	55,965

Part XV - Grants and Contributions Paid During the Year

Program Area	Name of Organization	Type	Purpose	Amount
	The Heidi Group PO Box 2050 Round Rock, TX 78680-2050	509(a)(1)	General Support	25,000
	WorkFaith Connection 10120 Northwest Fwy Ste 200 Houston, TX 77092-8626	509(a)(1)	General Support	55,219
			Subtotal Human Services	\$ 196,684
Other				
	Texas A&M University-Kingsville 700 University Blvd, MSC 216 Kingsville, TX 78363	509(a)(1)	Caesar Kleberg Wildlife Research Institute	5,000
			Subtotal Other	\$ 5,000
Poor/Homeless				
	Acta Non Verba - Zimbabwe 550 Bailey Ave Fort Worth, TX 76107-2155	509(a)(1)	General Support	5,000
	Heifer International Foundation 1 World Ave Little Rock, AR 72202-2863	509(a)(1)	General Support	5,000
	Star Of Hope 6897 Ardmore St Houston, TX 77054-2307	509(a)(1)	General Support	10,286
	The Jesse Tree 2622 Market St Galveston, TX 77550-1433	509(a)(1)	General Support	138,000
	Trees Of Hope 3330 Audley St Ste 100 Houston, TX 77098-1943	509(a)(1)	General Support	15,000
			Subtotal Poor/Homeless	\$ 173,286
			Total	1,296,870