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

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

2012

Open to public inspection

For calendar year 2012 or tax year beginning , and ending

Name of foundation KEITH & MATTIE STEVENSON FOUNDATION SEQUENT ASSET MANAGEMENT		A Employer identification number 76-0366599						
Number and street (or P.O. box number if mail is not delivered to street address) 952 ECHO LANE, SUITE 115		B Telephone number 713-467-0008						
City or town, state, and ZIP code HOUSTON, TX 77024		C If exemption application is pending, check here <input type="checkbox"/>						
G Check all that apply: <table border="0"> <tr> <td><input type="checkbox"/> Initial return</td> <td><input type="checkbox"/> Initial return of a former public charity</td> </tr> <tr> <td><input type="checkbox"/> Final return</td> <td><input type="checkbox"/> Amended return</td> </tr> <tr> <td><input type="checkbox"/> Address change</td> <td><input type="checkbox"/> Name change</td> </tr> </table>		<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity	<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return	<input type="checkbox"/> Address change	<input type="checkbox"/> Name change	D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity							
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return							
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change							
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>						
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 3,877,670.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>						

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)	
Revenue	1 Contributions, gifts, grants, etc., received			N/A		
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
	3 Interest on savings and temporary cash investments					
	4 Dividends and interest from securities	100,892.	100,892.		STATEMENT 1	
	5a Gross rents					
	b Net rental income or (loss)					
	6a Net gain or (loss) from sale of assets not on line 10	50,197.				
	b Gross sales price for all assets on line 6a	1,410,348.				
	7 Capital gain net income (from Part IV, line 2)		50,197.			
	8 Net short-term capital gain					
	9 Income modifications					
	10a Gross sales less returns and allowances					
b Less: Cost of goods sold						
c Gross profit or (loss)						
11 Other income						
12 Total. Add lines 1 through 11	151,089.	151,089.				
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.	
	14 Other employee salaries and wages					
	15 Pension plans, employee benefits					
	16a Legal fees					
	b Accounting fees	STMT 2	1,451.	726.		725.
	c Other professional fees					
	17 Interest					
	18 Taxes	STMT 3	3,426.	322.		0.
	19 Depreciation and depletion					
	20 Occupancy					
	21 Travel, conferences, and meetings					
	22 Printing and publications					
	23 Other expenses	STMT 4	19,243.	19,243.		0.
	24 Total operating and administrative expenses. Add lines 13 through 23		24,120.	20,291.		725.
	25 Contributions, gifts, grants paid		181,150.			181,150.
26 Total expenses and disbursements. Add lines 24 and 25		205,270.	20,291.		181,875.	
27 Subtract line 26 from line 12:						
a Excess of revenue over expenses and disbursements		<54,181.>				
b Net investment income (if negative, enter -0-)			130,798.			
c Adjusted net income (if negative, enter -0-)				N/A		

KEITH & MATTIE STEVENSON FOUNDATION
SEQUENT ASSET MANAGEMENT

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Part II Balance Sheets <small>Attached schedules and amounts in the description column should be for end-of-year amounts only</small>		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	129,411.	408,563.	408,563.
	3 Accounts receivable ▶ Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶ Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations STMT 5	100,171.	134,514.	134,431.
	b Investments - corporate stock STMT 6	2,223,087.	1,640,984.	1,843,875.
	c Investments - corporate bonds STMT 7	1,230,854.	1,445,281.	1,490,801.
	11 Investments - land, buildings, and equipment: basis ▶ Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
14 Land, buildings, and equipment: basis ▶ Less accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers)	3,683,523.	3,629,342.	3,877,670.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	3,683,523.	3,629,342.	
30 Total net assets or fund balances	3,683,523.	3,629,342.		
31 Total liabilities and net assets/fund balances	3,683,523.	3,629,342.		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	3,683,523.
2 Enter amount from Part I, line 27a	2	<54,181.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	3,629,342.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,629,342.

KEITH & MATTIE STEVENSON FOUNDATION
SEQUENT ASSET MANAGEMENT
Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a			
b SEE ATTACHED STATEMENTS			
c			
d			
e			
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 1,410,348.		1,360,151.	50,197.
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			
b			
c			
d			
e			50,197.
2 Capital gain net income or (net capital loss) $\left\{ \begin{array}{l} \text{If gain, also enter in Part I, line 7} \\ \text{If (loss), enter -0- in Part I, line 7} \end{array} \right\}$			2 50,197.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8			3 N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	176,225.	3,705,795.	.047554
2010	176,592.	3,797,666.	.046500
2009	202,090.	3,753,626.	.053839
2008	242,402.	4,457,520.	.054380
2007	270,885.	4,944,519.	.054785
2 Total of line 1, column (d)			2 .257058
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 .051412
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 3,725,829.
5 Multiply line 4 by line 3			5 191,552.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 1,308.
7 Add lines 5 and 6			7 192,860.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			8 181,875.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	2,616.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	2,616.
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	2,616.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a 3,920.		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	3,920.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached		8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	1,304.
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <input type="checkbox"/> 1,304. Refunded <input type="checkbox"/> 0.		11	0.

Part VII-A Statements Regarding Activities

1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		Yes	No
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? 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.			X
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.	2		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	3		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5		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?	6	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> TX			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	8b	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	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

N/A

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ► **NONE**

14 The books are in care of ► **SEQUENT ASSET MANAGEMENT** Telephone no. ► **713-467-0008**
 Located at ► **952 ECHO LANE, SUITE 115, HOUSTON, TX** ZIP+4 ► **77024**

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here
 and enter the amount of tax-exempt interest received or accrued during the year ► **15** **N/A**

16 At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?
 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
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	1b
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?		1c
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 ►	<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.)	N/A	2b
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)	N/A	3b
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?		4b

KEITH & MATTIE STEVENSON FOUNDATION
SEQUENT ASSET MANAGEMENT

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

5a During the year did the foundation pay or incur any amount to:

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

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

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

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

6b
X

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

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

N/A

7b
Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors
1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
KEITH T. STEVENSON	CO-TRUSTEE			
6022 PARK CIRCLE				
HOUSTON, TX 77057	1.00	0.	0.	0.
MATTIE STEVENSON	CO-TRUSTEE			
6022 PARK CIRCLE				
HOUSTON, TX 77057	1.00	0.	0.	0.

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

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

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

0

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services

0

Total number of officers receiving over \$50,000 for professional services	
Part IX-A	Summary of Direct Charitable Activities

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

Expenses

1	N/A	
2		
3		
4		

Part IX-B	Summary of Program-Related Investments
------------------	---

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

Amount

1	N/A	
2		
3	All other program-related investments. See instructions.	

Total. Add lines 1 through 3

0.

KEITH & MATTIE STEVENSON FOUNDATION
SEQUENT ASSET MANAGEMENT
Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	3,513,581.
b	Average of monthly cash balances	1b	268,987.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	3,782,568.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	3,782,568.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	56,739.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,725,829.
6	Minimum investment return. Enter 5% of line 5	6	186,291.

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	186,291.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	2,616.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	2,616.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	183,675.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	183,675.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	183,675.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	181,875.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	181,875.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	181,875.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				183,675.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008	21,158.			
c From 2009	15,282.			
d From 2010				
e From 2011				
f Total of lines 3a through e	36,440.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 181,875.				
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				181,875.
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))	1,800.			1,800.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	34,640.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	34,640.			
10 Analysis of line 9:				
a Excess from 2008	19,358.			
b Excess from 2009	15,282.			
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

N/A

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

- [illegible]

Form **990-PF** (2012)

KEITH & MATTIE STEVENSON FOUNDATION
SEQUENT ASSET MANAGEMENT
Part XV **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
a Paid during the year				
BROOKWOOD COMMUNITY 1752 FM 1489 BROOKSHIRE, TX 77423	NONE		GENERAL PURPOSE	15,000.
GALVESTON BAY FOUNDATION 17330 HIGHWAY 3 WEBSTER, TX 77598	NONE		GENERAL PURPOSE	7,000.
VICTORY-AMERICAN CANCER SOCIETY PO BOX 572915 HOUSTON, TX 77257	NONE		GENERAL PURPOSE	1,000.
U.S. FUND FOR UNICEF 125 MAIDEN LANE NEW YORK, NY 10038	NONE		GENERAL PURPOSE	5,000.
HOUSTON SYMPHONY DEVELOPMENT DEPARTMENT #1, 615 LOUISIANA STREET, SUITE 102 HOUSTON, TX 77002	NONE		GENERAL PURPOSE	5,000.
Total	SEE CONTINUATION SHEET(S)			181,150.
b Approved for future payment				
NONE				
Total				0.

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

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



[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

☐ Yes ☒ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.				May the IRS discuss this return with the preparer shown below (see instr. 7)? <input checked="checked" type="checkbox"/> Yes <input type="checkbox"/> No	
	Signature of officer or trustee 		Date 5/6/13		Title CO-TRUSTEE	
Paid Preparer Use Only	Print/Type preparer's name CHRISTIAN A. SLAATS		Preparer's signature 		Date 04/18/13	
	Firm's name ▶ KERBER, ECK & BRAECKEL LLP		Check <input type="checkbox"/> if self-employed		PTIN P00963303	
	Firm's address ▶ 125 SOUTH 84TH STREET SUITE 100 MILWAUKEE, WI 53214-1498				Firm's EIN ▶ 43-0352985	
						Phone no. (414) 456-1099

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a APPLE INC	P	02/08/12	10/31/12
b DFA INTL	P	06/08/12	07/11/12
c DU PONT	P	VARIOUS	11/09/12
d MOTOROLA	P	08/16/11	05/22/12
e RAYTHEON	P	02/01/12	11/29/12
f DFA INTL	P	VARIOUS	07/11/12
g EXPRESS SCRIPTS	P	04/04/12	04/04/12
h FIDELITY ADVISOR	P	VARIOUS	03/06/12
i MERRILL LYNCH	P	09/13/11	08/15/12
j VANGUARD ST TAX EXEMPT	P	08/03/11	02/01/12
k JPMORGAN CHASE	P	06/02/11	11/09/12
l LOCKHEED MARTIN	P	06/01/11	11/29/12
m RAYTHEON	P	02/15/11	11/29/12
n ANHEUSER-BUSCH COS	P	09/15/00	03/15/12
o AUTOMATIC DATA PROCESSING	P	06/19/09	02/01/12

(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 10,192.		8,037.	2,155.
b 1,647.		1,614.	33.
c 36,594.		40,316.	<3,722.>
d 104,000.		98,808.	5,192.
e 24,122.		20,622.	3,500.
f 3,859.		5,303.	<1,444.>
g 54.			54.
h 59,817.		54,700.	5,117.
i 75,000.		75,000.	0.
j 159,175.		159,114.	61.
k 20,400.		20,702.	<302.>
l 39,563.		32,206.	7,357.
m 23,875.		21,606.	2,269.
n 100,000.		100,000.	0.
o 19,313.		12,502.	6,811.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			2,155.
b			33.
c			<3,722.>
d			5,192.
e			3,500.
f			<1,444.>
g			54.
h			5,117.
i			0.
j			61.
k			<302.>
l			7,357.
m			2,269.
n			0.
o			6,811.

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 }

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):
If gain, also enter in Part I, line 8, column (c).
If (loss), enter "-0-" in Part I, line 8

2

3

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	BRISTOL MYERS	P	VARIOUS	10/25/12
b	CISCO SYS INC	P	VARIOUS	11/29/12
c	DFA INTL	P	VARIOUS	07/11/12
d	EXPRESS SCRIPTS	P	VARIOUS	05/18/12
e	HURON CONSULTING	P	VARIOUS	05/02/12
f	INTL BUSINESS MACH	P	06/30/03	08/24/12
g	JPMORGAN CHASE	P	VARIOUS	11/09/12
h	MEDCO HEALTH	P	VARIOUS	04/03/12
i	MEDTRONIC INC	P	VARIOUS	05/28/12
j	SECTOR SPDR TR	P	VARIOUS	10/25/12
k	SELECT SECTOR SPDR	P	10/31/11	11/09/12
l	SELECT SECTOR SPDR	P	10/31/11	11/09/12
m	SPARTAN 500 INDEX	P	04/26/10	07/26/12
n	UNITED STATES TREAS NTS 4.375%	P	08/18/05	02/02/12
o	MARSH & MCLENNAN LITIGATION	P	VARIOUS	12/31/12

(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	37,242.	22,955.	14,287.
b	84,299.	88,522.	<4,223.>
c	114,793.	157,749.	<42,956.>
d	32,801.	35,860.	<3,059.>
e	13,023.	17,694.	<4,671.>
f	9,797.	4,159.	5,638.
g	70,907.	57,204.	13,703.
h	22,896.	7,944.	14,952.
i	28,676.	37,088.	<8,412.>
j	94,819.	80,554.	14,265.
k	20,558.	17,637.	2,921.
l	38,086.	36,896.	1,190.
m	49,960.	45,213.	4,747.
n	102,246.	100,146.	2,100.
o	641.		641.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			14,287.
b			<4,223.>
c			<42,956.>
d			<3,059.>
e			<4,671.>
f			5,638.
g			13,703.
h			14,952.
i			<8,412.>
j			14,265.
k			2,921.
l			1,190.
m			4,747.
n			2,100.
o			641.

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 }

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):
If gain, also enter in Part I, line 8, column (c).
If (loss), enter "-0-" in Part I, line 8

2

3

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate,
2-story brick warehouse; or common stock, 200 shs. MLC Co.

(b) How acquired
P - Purchase
D - Donation

(c) Date acquired
(mo., day, yr.)

(d) Date sold
(mo., day, yr.)

1a CAPITAL GAINS DIVIDENDS

b			
c			
d			
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

(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 11,993.			11,993.
b			
c			
d			
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			11,993.
b			
c			
d			
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

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	50,197.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

**KEITH & MATTIE STEVENSON FOUNDATION
SEQUENT ASSET MANAGEMENT**

76-0366599

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
HUMANE SOCIETY OF THE UNITED STATES 2100 L STREET, NW WASHINGTON, DC 20037	NONE		GENERAL PURPOSE	15,000.
INTERNATIONAL EXOTIC ANIMAL SANCTUARY PO BOX 637 BOYD, TX 76023	NONE		GENERAL PURPOSE	5,000.
MEMORIAL HERMANN FOUNDATION 9401 SOUTHWEST FREEWAY, SUITE 401 HOUSTON, TX 77074	NONE		MEDICAL	45,000.
PEOPLE FOR THE ETHICAL TREATMENT OF ANIMALS 501 FRONT STREET NORFOLK, VA 23510	NONE		GENERAL PURPOSE	5,000.
RED COLLAR RESCUE 1000 MAIN, #2400 HOUSTON, TX 77002	NONE		GENERAL PURPOSE	12,150.
S.N.A.P. PO BOX 70286 HOUSTON, TX 77270	NONE		GENERAL PURPOSE	6,000.
SALVATION ARMY 1603 MCGOWEN STREET HOUSTON, TX 77004	NONE		GENERAL PURPOSE	10,000.
STAR OF HOPE MISSION DEPARTMENT N026, PO BOX 1505 HOUSTON, TX 77251	NONE		GENERAL PURPOSE	10,000.
SUNSHINE KIDS FOUNDATION 2814 VIRGINIA HOUSTON, TX 77098	NONE		GENERAL PURPOSE	5,000.
TANGLEWOOD FOUNDATION 5757 WOODWAY, SUITE 160 HOUSTON, TX 77057	NONE		GENERAL PURPOSE	5,000.
Total from continuation sheets				148,150.

76-0366599

3 Grants and Contributions Paid During the Year (Continuation)

223631
05-01-12

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
FIDELITY- 9648	89,049.	11,993.	77,056.
FIDELITY- ACCRUED INTEREST	<3,430.>	0.	<3,430.>
FIDELITY- AMORTIZE PREMIUMS	<14,492.>	0.	<14,492.>
FIDELITY- INTEREST	34,347.	0.	34,347.
FIDELITY- TAX-EXEMPT INTEREST	5,366.	0.	5,366.
FIDELITY- US GOVT INTEREST	2,045.	0.	2,045.
TOTAL TO FM 990-PF, PART I, LN 4	112,885.	11,993.	100,892.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	2
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEE	1,451.	726.		725.
TO FORM 990-PF, PG 1, LN 16B	1,451.	726.		725.

FORM 990-PF	TAXES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES PAID	322.	322.		0.
FEDERAL TAXES	3,104.	0.		0.
TO FORM 990-PF, PG 1, LN 18	3,426.	322.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT FEES	19,243.	19,243.			0.
TO FORM 990-PF, PG 1, LN 23	19,243.	19,243.			0.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS			STATEMENT	5
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE	
US TREASURY NOTE 4.375%	X		0.	0.	
GRAPEVINE-COLLEYVILLE COUPON		X	79,247.	79,019.	
HAWAII STATE GO BONDS COUPON		X	55,267.	55,412.	
TOTAL U.S. GOVERNMENT OBLIGATIONS					
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			134,514.	134,431.	
TOTAL TO FORM 990-PF, PART II, LINE 10A			134,514.	134,431.	

FORM 990-PF	CORPORATE STOCK		STATEMENT	6
DESCRIPTION	BOOK VALUE		FAIR MARKET VALUE	
AT&T INC	40,237.		49,722.	
ABBOTT LABORATORIES	49,142.		65,500.	
APPLE, INC.	15,602.		17,562.	
AUTOMATIC DATA PROCESSING INC	36,549.		45,544.	
BRISTOL MYERS SQUIBB	0.		0.	
CATERPILLAR INC	37,403.		39,428.	
CISCO SYSTEMS INC	0.		0.	
COHEN AND STEERS REALTY INCOME	13,578.		12,494.	
CVS CAREMARK GROUP	28,566.		32,636.	
CAMPBELL SOUP CO	60,476.		62,872.	
DFA EMERGING MARKETS	68,475.		56,955.	
DFA INTERNATIONAL SMALL CAP VALUE	0.		0.	
DIMENSIONAL ADV US SMALL CAP VALUE	22,866.		22,684.	
DU PONT E I DE NEMOURS & CO	0.		0.	
EXXON MOBIL CORP	24,966.		30,293.	
FIDELITY ADVISOR LEVERAGED STOCK	0.		0.	

GOOGLE INC	43,545.	49,517.
HURON CONSULTING GROUP INC	0.	0.
IBM	16,449.	38,310.
ISHARES TR S&P 100 INDEX FUND	228,399.	252,291.
JPMORGAN CHASE & CO	0.	0.
LATAM AIRLINES GROUP SA	41,282.	39,110.
LOCKHEED MARTIN CORP	0.	0.
LOWES COMPANIES	27,607.	49,728.
MEDCO HEALTH SOLUTIONS	0.	0.
MEDTRONICS INC	0.	0.
MOTOROLLA MOBILITY HOLDINGS INC	0.	0.
RAYONIER INC	52,508.	77,745.
RAYTHEON CO COM	0.	0.
SPARTAN 500 INDEX FUND	273,555.	313,593.
SPDR SHT BEN FINANCIAL	34,922.	42,204.
SPDR BEN INT MATERIALS	0.	0.
SPDR TR CONSUMER	0.	0.
SPDR BEN INT UTILITIES	0.	0.
SOUTHERN COMPANY	44,899.	52,442.
SOUTHWEST AIRLINES	38,039.	44,134.
SOUTHWESTERN ENERGY CO	42,279.	35,916.
STERICYCLE INC	45,807.	51,304.
SYSCO CORP	51,787.	52,999.
VAUGHAN NELSON SMALL CAP VALUE	140,305.	125,233.
WAL-MART STORES INC.	48,020.	61,407.
WELLS FARGO AND CO	80,168.	88,868.
ZHONGPIN INC COM	33,553.	33,384.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,640,984.	1,843,875.

FORM 990-PF

CORPORATE BONDS

STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
ANHEUSER BUSCH	0.	0.
BUFFALO HIGH YIELD	173,786.	184,873.
CAPE CORAL FLA WTR & SWR COUPON	79,735.	82,299.
DOUBLELINE TOTAL RETURN BOND	52,612.	53,501.
FIDELITY ADVISOR FLOATING RATE	158,310.	161,075.
FIDELITY ADVISOR EMERGING MARKETS	64,269.	69,133.
GENERAL MILLS INC NOTES	152,482.	154,370.
HEWLETT PACKARD CO GLOBAL NOTE	100,169.	99,931.
HOME DEPOT INC SR NOTE	113,510.	114,242.
IBM CORP NOTES	102,676.	104,865.
MERRYL LYNCH & CO	0.	0.
MFS EMERGING MARKETS	53,734.	59,792.
PIMCO EMERGING MARKETS BOND	54,854.	63,417.
STATOILHYDRO ASA GTD NOTE	80,748.	78,131.
VANGUARD ST TAX EXEMPT	105,982.	105,773.
WACHOVIA CORP NEW SB NOTE	52,098.	52,120.

KEITH & MATTIE STEVENSON FOUNDATION SEQU

76-0366599

WELLS FARGO AND CO NOTE

100,316.

107,279.

TOTAL TO FORM 990-PF, PART II, LINE 10C

1,445,281.

1,490,801.

FORM 990-PF

PART XV - LINE 1A
LIST OF FOUNDATION MANAGERS

STATEMENT 8

NAME OF MANAGER

KEITH T. STEVENSON
MATTIE STEVENSON