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Form 990-PF

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

Name of foundation MELBERN G & SUSANNE M GLASSCOCK FOUNDATION		A Employer identification number 76-0380195
Number and street (or P O box number if mail is not delivered to street address) 3555 TIMMONS, SUITE 700	Room/suite	B Telephone number (see the instructions) (713) 520-2902
City or town HOUSTON	State ZIP code TX 77027-6450	C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial Return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, column (c), line 16) \$ 16,630,241.	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	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) (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)				
2 Ck <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
3 Interest on savings and temporary cash investments	61.	61.		
4 Dividends and interest from securities	344,228.	344,228.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain/(loss) from sale of assets not on line 10	12.	L-6a Stmt		
b Gross sales price for all assets on line 6a	600,014.			
7 Capital gain net income (from Part IV, line 2)		12.		
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/(loss) (att sch)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	344,301.	344,301.		
13 Compensation of officers, directors, trustees, etc				
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach sch) L-16b Stmt	3,600.	3,600.		
c Other prof fees (attach sch)				
17 Interest				
18 Taxes (attach schedule)(see instrs) See Line 18 Stmt	8,450.	398.		
19 Depreciation (attach sch) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings	4,562.	4,562.		
22 Printing and publications				
23 Other expenses (attach schedule)				
BANK & FILING FEES	104.	104.		
24 Total operating and administrative expenses. Add lines 13 through 23	16,716.	8,664.		
25 Contributions, gifts, grants paid	270,000.			270,000.
26 Total expenses and disbursements. Add lines 24 and 25	286,716.	8,664.		270,000.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	57,585.			
b Net investment income (if negative, enter -0)		335,637.		
c Adjusted net income (if negative, enter -0)				

BAA For Paperwork Reduction Act Notice, see instructions.

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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

		Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
ASSETS	1 Cash – non-interest-bearing			
	2 Savings and temporary cash investments	7,780,369.	6,834,228.	6,834,228.
	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) L-10b Stmt	4,560,210.	6,178,378.	9,122,768.
	c Investments – corporate bonds (attach schedule) L-10c Stmt	1,282,640.	668,197.	673,245.
	11 Investments – land, buildings, and equipment basis			
Less accumulated depreciation (attach schedule)				
12 Investments – mortgage loans				
13 Investments – other (attach schedule)				
14 Land, buildings, and equipment basis				
Less accumulated depreciation (attach schedule)				
15 Other assets (describe)				
16 Total assets (to be completed by all filers – see the instructions Also, see page 1, item I)	13,623,219.	13,680,803.	16,630,241.	
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)			
	23 Total liabilities (add lines 17 through 22)			
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	13,623,219.	13,680,803.	
	30 Total net assets or fund balances (see instructions)	13,623,219.	13,680,803.	
	31 Total liabilities and net assets/fund balances (see instructions)	13,623,219.	13,680,803.	

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	13,623,219.
2 Enter amount from Part I, line 27a	2	57,585.
3 Other increases not included in line 2 (itemize)	3	
4 Add lines 1, 2, and 3	4	13,680,804.
5 Decreases not included in line 2 (itemize) ROUNDING	5	1.
6 Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	13,680,803.

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 SEE STATEMENT 4	P	09/11/08	02/15/12
b			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 600,014.		600,002.	12.
b			
c			
d			
e			

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			12.
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	— [If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7]	2	12.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	— [If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8]	3	

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

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

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

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

☐ Yes☒ No

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

1 Enter the appropriate amount in each column for each year, see 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	100,000.	11,431,218.	0.008748
2010	4,195,071.	10,055,923.	0.417174
2009	1,153,989.	12,387,120.	0.093160
2008	320,025.	13,717,004.	0.023331
2007	35,401.	13,923,059.	0.002543

2 Total of line 1, column (d)	2	0.544956
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	0.108991
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	16,355,779.
5 Multiply line 4 by line 3	5	1,782,633.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3,356.
7 Add lines 5 and 6	7	1,785,989.
8 Enter qualifying distributions from Part XII, line 4	8	270,000.

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.

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Part VI 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)		1	6,713.
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			
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	6,713.
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	6,713.
6 Credits/Payments			
a 2012 estimated tax pmts and 2011 overpayment credited to 2012	6 a	7,720.	
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		
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments. Add lines 6a through 6d	7	7,720.	
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	1,007.	
11 Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

Part VII-A 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 \$ _____ (2) On foundation managers \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____		
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?		
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 - Texas		
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

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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>S.M. GLASSCOCK</u> Telephone no <u>(713) 520-2902</u> Located at <u>3555 TIMMONS, SUITE 700 HOUSTON, TX</u> ZIP + 4 <u>77027-6450</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year <u>15</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 <u></u>	16		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	
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years <u>20__ , 20__ , 20__ , 20__</u>		
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	
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	
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

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Part VII-B 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)?

5 b

Organizations relying on a current notice regarding disaster assistance check here

☐**c** If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?☐ Yes ☐ No

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

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?

6 b

If 'Yes' to 6b, file Form 8870

X

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

7 b

b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction?**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
SEE STATEMENT 5 TX 77027	1.00	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

None

Part VIII	Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors <i>(continued)</i>
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3 Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE ----- ----- 		
----- ----- ----- 		
----- ----- ----- 		
----- ----- ----- 		
Total number of others receiving over \$50,000 for professional services ▶		

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.		Expenses
1	<u>NONE</u>	
2		0.
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	
		0.
2		
All other program-related investments See instructions		
3	N/A	
		0.
Total. Add lines 1 through 3		None

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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	9,550,122.
b	Average of monthly cash balances	1 b	7,054,730.
c	Fair market value of all other assets (see instructions)	1 c	0.
d	Total (add lines 1a, b, and c)	1 d	16,604,852.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	16,604,852.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	249,073.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	16,355,779.
6	Minimum investment return. Enter 5% of line 5	6	817,789.

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	817,789.
2a	Tax on investment income for 2012 from Part VI, line 5	2 a	6,713.
b	Income tax for 2012 (This does not include the tax from Part VI)	2 b	
c	Add lines 2a and 2b	2 c	6,713.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	811,076.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	811,076.
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	811,076.

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	270,000.
b	Program-related investments — total from Part IX-B	1 b	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)	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	270,000.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	270,000.

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				811,076.
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 __				
3 Excess distributions carryover, if any, to 2012				
a From 2007	0.			
b From 2008	0.			
c From 2009	0.			
d From 2010	3,723,074.			
e From 2011	100,000.			
f Total of lines 3a through e	3,823,074.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 270,000.				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required – see instructions)				
c Treated as distributions out of corpus (Election required – see instructions)				
d Applied to 2012 distributable amount				
e Remaining amount distributed out of corpus	270,000.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	811,076.			811,076.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	3,281,998.			
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				
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)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	3,281,998.			
10 Analysis of line 9				
a Excess from 2008	0.			
b Excess from 2009	0.			
c Excess from 2010	2,911,998.			
d Excess from 2011	100,000.			
e Excess from 2012	270,000.			

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)

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

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

1 **Information Regarding Foundation Managers:**

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

M.G. GLASSCOCK AND S.M. GLASSCOCK

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

S.M. GLASSCOCK
P.O. BOX 22143
HOUSTON TX 77227 (713) 520-2902

b The form in which applications should be submitted and information and materials they should include

SEE STATEMENT 6

c Any submission deadlines

APPLICATIONS ARE ACCEPTED ANYTIME

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

SEE STATEMENT 6

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 SEE STATEMENT 7 TX 77027				270,000.
Total			▶ 3 a	270,000.
b Approved for future payment				
Total			▶ 3 b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1	Program service revenue					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments			14	61.	
4	Dividends and interest from securities			14	344,228.	
5	Net rental income or (loss) from real estate					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory			18	12.	0.
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue					
a						
b						
c						
d						
e						
12	Subtotal Add columns (b), (d), and (e)				344,301.	0.
13	Total. Add line 12, columns (b), (d), and (e)				13 344,301	344,301

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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	1 a (1)	X
(2) Other assets	1 a (2)	X
b Other transactions		
(1) Sales of assets to a noncharitable exempt organization	1 b (1)	X
(2) Purchases of assets from a noncharitable exempt organization	1 b (2)	X
(3) Rental of facilities, equipment, or other assets	1 b (3)	X
(4) Reimbursement arrangements	1 b (4)	X
(5) Loans or loan guarantees	1 b (5)	X
(6) Performance of services or membership or fundraising solicitations	1 b (6)	X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1 c	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]

2 a 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

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.											
Sign Here					5-14-13		President & Partner		<div style="border: 1px solid black; padding: 5px;"> May the IRS discuss this return with the preparer shown below (see instructions)? <input type="checkbox"/> Yes <input type="checkbox"/> No </div>		
		Signature of officer or trustee			Date		Title				
Paid Preparer Use Only		Print/Type preparer's name ROBERT L BODIN, CPA			Preparer's signature 		Date 5-8-13		Check <input checked="" type="checkbox"/> if self-employed		PTIN P01424312
		Firm's name ▶ ROBERT L BODIN, CPA							Firm's EIN ▶		
		Firm's address ▶ 3334 RICHMOND AVENUE, #208 HOUSTON TX 77098-3023							Phone no (713) 523-0706		

Name	Employer Identification Number
MELBERN G & SUSANNE M GLASSCOCK FOUNDATION	76-0380195

Asset Information:

Description of Property	CAPITAL GAINS & LOSSES - SEE STATEMENT 1	
Date Acquired	How Acquired	
Date Sold	Name of Buyer	
Sales Price	Cost or other basis (do not reduce by depreciation)	
Sales Expense	Valuation Method	
Total Gain (Loss)	Accumulation Depreciation	
Description of Property		
Date Acquired	How Acquired	
Date Sold	Name of Buyer	
Sales Price	Cost or other basis (do not reduce by depreciation)	
Sales Expense	Valuation Method	
Total Gain (Loss)	Accumulation Depreciation	
Description of Property		
Date Acquired	How Acquired	
Date Sold	Name of Buyer	
Sales Price	Cost or other basis (do not reduce by depreciation)	
Sales Expense	Valuation Method	
Total Gain (Loss)	Accumulation Depreciation	
Description of Property		
Date Acquired	How Acquired	
Date Sold	Name of Buyer	
Sales Price	Cost or other basis (do not reduce by depreciation)	
Sales Expense	Valuation Method	
Total Gain (Loss)	Accumulation Depreciation	
Description of Property		
Date Acquired	How Acquired	
Date Sold	Name of Buyer	
Sales Price	Cost or other basis (do not reduce by depreciation)	
Sales Expense	Valuation Method	
Total Gain (Loss)	Accumulation Depreciation	
Description of Property		
Date Acquired	How Acquired	
Date Sold	Name of Buyer	
Sales Price	Cost or other basis (do not reduce by depreciation)	
Sales Expense	Valuation Method	
Total Gain (Loss)	Accumulation Depreciation	
Description of Property		
Date Acquired	How Acquired	
Date Sold	Name of Buyer	
Sales Price	Cost or other basis (do not reduce by depreciation)	
Sales Expense	Valuation Method	
Total Gain (Loss)	Accumulation Depreciation	
Description of Property		
Date Acquired	How Acquired	
Date Sold	Name of Buyer	
Sales Price	Cost or other basis (do not reduce by depreciation)	
Sales Expense	Valuation Method	
Total Gain (Loss)	Accumulation Depreciation	

Form 990-PF, Page 1, Part I, Line 18

Line 18 Stmt

Taxes	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
FOREIGN TAX PAID	398.	398.		
TAX ON INVESTMENT INCOME	8,052.			

Total 8,450. 398.

Form 990-PF, Page 1, Part I

Line 16b - Accounting Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ROBERT L BODIN, CPA	TAX RETURN PREPARATION	3,600.	3,600.		

Total 3,600. 3,600.

Form 990-PF, Page 2, Part II, Line 10b

L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
SEE STATEMENT 2	6,178,378.	9,122,768.
Total	<u><u>6,178,378.</u></u>	<u><u>9,122,768.</u></u>

Form 990-PF, Page 2, Part II, Line 10c

L- 10c Stmt

Line 10c - Investments - Corporate Bonds:	End of Year	
	Book Value	Fair Market Value
SEE STATEMENT 3	668,197.	673,245.
Total	<u><u>668,197.</u></u>	<u><u>673,245.</u></u>

STATEMENT 1 - Capital Gains and Losses - Book Basis
 Form 990-PF, Page 1, Part I, Line 6(a)

(a) Description of Property	(b) P - Purchase D - Donation	(c) Date Acquired	(d) Date Sold	(e) Sales Price	(g) Cost or Other Basis	(h)	
						Short Term Gain (Loss)	Long Term Gain (Loss)
250M General Electric Cap 4.0% due 2/15/12	P	9/11/2008	2/15/2012	250,000.00	250,000.00		0.00
150M General Electric Cap 5.875% due 2/15/12	P	6/16/2004	2/15/2012	150,000.00	150,000.00		0.00
200M Goldman Sachs Grp Inc 6.6% due 1/15/12	P	3/20/2006	1/17/2012	200,000.00	200,000.00		0.00
Frac Sh Kraft Foods Group Inc	D	12/19/1995	10/12/2012	13.92	1.79		12.13
TOTAL				600,013.92	600,001.79	0.00	12.13

Net Book Basis Gain (Loss) 12.13

Melbern G and Susanne M Glasscock Foundation
EIN 76-0380195
2012 - Form 990-PF

STATEMENT 2 - Corporate Stock and Mutual Funds
Form 990-PF, Page 2, Part II, Line 10b, Column (b) and (c)

Description of Security	Number of Shares	Column (b) Book Value at Cost @ 12-31-12	Column (c) Fair Market Value @ 12-31-12
ABB Limited Sponsored ADR	5,000	95,430.85	103,950.00
Altria Group Inc	12,000	85,453.70	377,280.00
BP PLC Sponsored ADR	10,000	437,902.60	416,400.00
Bristol Myers Squibb Co	10,000	185,121.05	325,900.00
Campbell Soup Company	4,000	136,838.95	139,560.00
Chevron Corporation New	2,000	187,222.95	216,280.00
Coca Cola Company	6,000	204,687.15	217,500.00
Duke Energy Corporation New Com	2,000	68,712.17	127,600.00
Emerson Electric Company	5,000	258,388.25	264,800.00
Exxon Mobil Corp	16,000	323,733.12	1,384,800.00
General Electric Co	12,000	417,987.85	251,880.00
Heinz H J Company	4,000	210,049.60	230,720.00
Intel Corporation	8,000	185,520.70	164,960.00
Johnson & Johnson	5,000	327,279.80	350,500.00
Kimberly Clark Corp	5,000	361,900.85	422,150.00
Kraft Foods Group Inc	3,333	82,328.16	151,551.51
Microsoft Corp	4,000	121,244.75	106,836.00
Mondelez Int'l Inc Class A	10,000	152,295.39	254,530.00
Pepsico Inc	5,000	322,259.90	342,150.00
Pfizer Inc	20,000	421,011.00	501,580.00
Philip Morris Int'l Inc	12,000	194,722.38	1,003,680.00
Procter & Gamble Co	10,000	313,166.06	678,900.00
3M Company	5,000	451,519.85	464,250.00
Vodafone Group PLC New	4,000	107,019.90	100,760.00
Ishares Tr High Yld Corp	3,000	273,520.05	280,050.00
Vanguard Intl Equity Index Fd	5,000	253,060.45	244,200.00
TOTAL		6,178,377.48	9,122,767.51

STATEMENT 3 - Corporate Bonds
Form 990-PF, Page 2, Part II, Line 10c, Column (b) and (c)

Description of Bonds	Face Amount	Column (b) Book Value at Cost @ 12-31-12	Column (c) Fair Market Value @ 12-31-12
Bank of America Corp 4.75% due 08/15/13	200,000	204,150.95	203,500.00
John Hancock Life Ins 5.15% due 09/15/13	200,000	200,000.00	204,628.00
US Bank NA 6.30% due 02/04/14	250,000	264,046.50	265,117.50
TOTAL	650,000	668,197.45	673,245.50

STATEMENT 4 - Capital Gains and Losses - Tax Basis
 Form 990-PF, Page 3, Part IV, Line 1(a)

(a) Description of Property	(b) P - Purchase D - Donation	(c) Date Acquired	(d) Date Sold	(e) Sales Price	(g) Cost or Other Basis	(h)	
						Short Term Gain (Loss)	Long Term Gain (Loss)
250M General Electric Cap 4.0% due 2/15/12	P	9/11/2008	2/15/2012	250,000.00	250,000.00		0.00
150M General Electric Cap 5.875% due 2/15/12	P	6/16/2004	2/15/2012	150,000.00	150,000.00		0.00
200M Goldman Sachs Grp 6.6% due 1/15/12	P	3/20/2006	1/17/2012	200,000.00	200,000.00		0.00
Frac Sh Kraft Foods Group Inc	D	12/19/1995	10/12/2012	13.92	1.79		12.13
TOTAL				600,013.92	600,001.79	0.00	12.13

Net Tax Basis Gain (Loss)

12.13

STATEMENT 5 - List of Officers, Trustees and related Compensation
 Form 990-PF, Page 6, Part VIII, Line 1

(a) Name and Address	(b) Title & Avg Hours per Week	(c) Compensation	(d) Contributions to Employee Benefit Plan	(e) Expense Allowance
M.G. Glasscock 3555 Timmons, Suite 700 Houston, TX 77027-6450	President & Trustee 1 Hour per Week	-0-	-0-	-0-
S.M. Glasscock 3555 Timmons, Suite 700 Houston, TX 77027-6450	Vice-President, Asst. Secre. & Trustee 1/2 Hour per Week	-0-	-0-	-0-
R.E. Bean 3555 Timmons, Suite 700 Houston, TX 77027-6450	Treasurer & Trustee 1/4 Hour per Week	-0-	-0-	-0-
B.A. Baring, Jr. 3555 Timmons, Suite 700 Houston, TX 77027-6450	Trustee 1/4 Hour per Week	-0-	-0-	-0-
M.M. Bass 3555 Timmons, Suite 700 Houston, TX 77027-6450	Secretary & Trustee 1/4 Hour per Week	-0-	-0-	-0-
R. R Casey, III 3555 Timmons, Suite 700 Houston, TX 77027-6450	Trustee 1/4 Hour per Week	-0-	-0-	-0-

STATEMENT 6 - General Policy and Guidelines for Applicants
Form 990-PF, Page 10, Part XV, Line 2(b) and 2(d)

General Policy and Guidelines for Applicants

In order to use its financial resources wisely, and because it receives more requests than it can fund, the Foundation has established the following guidelines.

The Foundation does not have application forms. To be considered for Foundation aid, an institution or organization should write a proposal letter or memorandum briefly describing the need for funds. The following information should be included in the proposal.

1. A brief background of the organization.
2. A description of the proposed project along with a concise statement of the project.
3. An explanation of the proposed use of funds.
4. Evidence of tax exempt status.

Because of federal regulations, the Foundation can give only to those organizations which qualify under Section 501(c)3 of the Internal Revenue Code. This prohibits the Foundation from giving student financial aid directly to individuals. The Foundation requires requests from universities to be submitted by the appropriate officers, either that of Chancellor, President, or Director of Development.

Proposal letters should be directed to Mr. Melbern G. Glasscock, President, The Melbern G. and Susanne M. Glasscock Foundation, P.O. Box 22143, Houston, TX 77227.

STATEMENT 7 - Grants and Contributions Paid During the Year
 Form 990-PF, Page 11, Part XV, Line 3(a)

Name and Address	Relationship to Foundation Manager or Substantial Contributor	Foundation Status of Recipient	Purpose of Grant or Contribution	Amount
American Festival for the Arts, Houston, TX	N/A	Public	Unrestricted	5,000
Communities in Schools, Houston, TX	N/A	Public	Unrestricted	5,000
Cristo Rey Jesuit School, Houston, TX	N/A	Public	Unrestricted	10,000
Girl Scouts of San Jacinto Council, Houston, TX	N/A	Public	Unrestricted	40,000
Houston Ear Research Foundation, Houston, TX	N/A	Public	Unrestricted	5,000
Houston Eye Associates Foundation, Houston, TX	N/A	Public	Unrestricted	5,000
Houston Museum of Natural Science, Houston, TX	N/A	Public	Unrestricted	5,000
Houston Museum of Natural Science - Building for a Second Century, Houston, TX	N/A	Public	Unrestricted	50,000
Houston Public Library Foundation, Houston, TX	N/A	Public	Unrestricted	20,000
Houston Symphony, Houston, TX	N/A	Public	Unrestricted	20,000
Julia Ideson Library Preservation Partners, Houston, TX	N/A	Public	Unrestricted	40,000
Literacy Advance of Houston, Houston, TX	N/A	Public	Unrestricted	5,000
Museum of Fine Arts - Bayou Bend Education Programs, Houston, TX	N/A	Public	Unrestricted	40,000
Nehemiah Center, Houston, TX	N/A	Public	Unrestricted	5,000
Project GRAD Houston, Houston, TX	N/A	Public	Unrestricted	5,000
Rice University - Shepherd Society, Houston, TX	N/A	Public	Unrestricted	5,000
Teach for America, Houston, TX	N/A	Public	Unrestricted	5,000
Total Grants and Contributions				270,000