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

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.

Open to public inspection

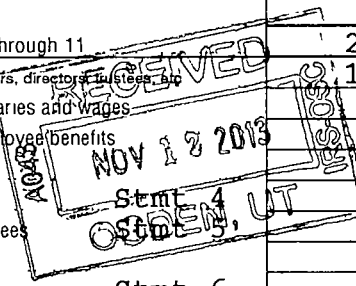
For calendar year 2012 or tax year beginning

, and ending

Name of foundation THE HELM FOUNDATION, INC.		A Employer identification number 76-0419884
Number and street (or P O box number if mail is not delivered to street address) 2901 WILCREST DR., SUITE 217		B Telephone number (713)333-2640
City or town, state, and ZIP code HOUSTON, TX 77042		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 9,160,090. (Part I, column (d) must be on cash basis)	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)
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		78.	78.		Statement 1
4 Dividends and interest from securities		191,437.	191,437.		Statement 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		90,896.			
b Gross sales price for all assets on line 6a		1,968,680.			
7 Capital gain net income (from Part IV, line 2)			90,896.		
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		11,379.	22,105.		Statement 3
12 Total Add lines 1 through 11		293,790.	304,516.		
13 Compensation of officers, directors, trustees, and		134,504.	67,252.		67,252.
14 Other employee salaries and wages					
15 Pension plans, employee benefits		12,761.	6,381.		6,380.
16a Legal fees					
b Accounting fees		6,508.	3,254.		3,254.
c Other professional fees		50,624.	50,624.		0.
17 Interest		48,461.	48,461.		0.
18 Taxes		8,832.	6,728.		2,104.
19 Depreciation and depletion		8,625.	8,625.		
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses		87,243.	86,978.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		357,558.	278,303.		78,990.
25 Contributions, gifts, grants paid		430,000.			430,000.
26 Total expenses and disbursements. Add lines 24 and 25		787,558.	278,303.		508,990.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-493,768.			
b Net investment income (if negative, enter -0-)			26,213.		
c Adjusted net income (if negative, enter -0-)				N/A	

SCANNED NOV 16 2013



Stmt 6

Stmt 7

P 110

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	292,232.	64,729.	64,729.
	2 Savings and temporary cash investments	236,348.	678,980.	678,980.
	3 Accounts receivable ▶ 6,548.			
	Less: allowance for doubtful accounts ▶	4,596.	6,548.	6,548.
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock Stmt 8	4,014,928.	4,006,164.	3,992,434.
	c Investments - corporate bonds Stmt 9	1,980,634.	958,886.	911,597.
11 Investments - land, buildings, and equipment basis ▶				
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other Stmt 10	2,787,216.	3,105,879.	3,505,802.	
14 Land, buildings, and equipment: basis ▶ 11,759.				
Less: accumulated depreciation Stmt 11 ▶ 11,759.				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers)	9,315,954.	8,821,186.	9,160,090.	
Liabilities	17 Accounts payable and accrued expenses	1,000.		
	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)	1,000.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	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	9,314,954.	8,821,186.		
30 Total net assets or fund balances	9,314,954.	8,821,186.		
31 Total liabilities and net assets/fund balances	9,315,954.	8,821,186.		

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	9,314,954.
2 Enter amount from Part I, line 27a	2	-493,768.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	8,821,186.
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	8,821,186.

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	1,968,680.	1,877,784.	90,896.		
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a					
b					
c					
d					
e			90,896.		
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	90,896.
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	492,214.	8,425,581.	.058419	
2010	286,342.	8,915,713.	.032117	
2009	319,748.	8,598,683.	.037186	
2008	314,394.	9,815,529.	.032030	
2007	410,536.	11,109,410.	.036954	
2	Total of line 1, column (d)		2	.196706
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	.039341
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5		4	9,205,483.
5	Multiply line 4 by line 3		5	362,153.
6	Enter 1% of net investment income (1% of Part I, line 27b)		6	262.
7	Add lines 5 and 6		7	362,415.
8	Enter qualifying distributions from Part XII, line 4		8	508,990.

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

Part 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 checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1 262.
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	3 262.
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-	5 262.
6 Credits/Payments	
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a 8,732.
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 8,732.
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 8,470.
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <input checked="" type="checkbox"/> 8,470. Refunded <input type="checkbox"/>	11 0.

Part VII-A Statements Regarding Activities		Yes	No
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?			X
b 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. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$ 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 checked="" type="checkbox"/> TX, DE			
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)			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)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	X		
14	The books are in care of ► MICAH MANAGEMENT LLC Telephone no. ► 713 333 2641 Located at ► 2901 WILCREST DR., SUITE 217, Houston, TX ZIP+4 ► 77042			
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 ►		Yes	No
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
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	
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?		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ►		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	
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	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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?		X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here N/A

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) N/A

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No
 If "Yes" to 6b, file Form 8870

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(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
GLORA BEE HELM 2901 Wilcrest Dr., Suite 217 HOUSTON, TX 77042	DIR/CHAIRMAN 0.00	0.	0.	0.
CYRUS VARD HELM 2901 Wilcrest Dr., Suite 217 HOUSTON, TX 77042	DIR/PRESIDENT 5.00	134,504.	12,761.	0.
SUSAN HELM 2901 Wilcrest Dr., Suite 217 HOUSTON, TX 77042	DIR/SECRETARY 5.00	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

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		
		0

Total number of others receiving over \$50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 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.

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	5,357,766.
b	Average of monthly cash balances	1b	890,192.
c	Fair market value of all other assets	1c	3,097,710.
d	Total (add lines 1a, b, and c)	1d	9,345,668.
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	9,345,668.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	140,185.
5	Net value of noncharitable-use assets . Subtract line 4 from line 3. Enter here and on Part V, line 4	5	9,205,483.
6	Minimum investment return . Enter 5% of line 5	6	460,274.

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	460,274.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	262.
b	Income tax for 2012. (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	262.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	460,012.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	460,012.
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	460,012.

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	508,990.
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	508,990.
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	262.
6	Adjusted qualifying distributions . Subtract line 5 from line 4	6	508,728.

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				460,012.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			351,217.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ 508,990.				
a Applied to 2011, but not more than line 2a			351,217.	
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				157,773.
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))	0.			0.
6 Enter the net total of each column as indicated below.				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
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				302,239.
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	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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

N/A

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

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

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

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

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

1 Information Regarding Foundation Managers:

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

None

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

None

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

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

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

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

c Any submission deadlines:

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

Part 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				
DUKE UNIVERSITY BOX 90581 DURHAM, NC 27708-0581	N/A	SEC. 501(C)(3)	EDUCATION	5,000.
FREE INDEED COMMUNITY WORKS 7111 HOMESTEAD ROAD HOUSTON, TX 77028	N/A	SEC. 501(C)(3)	FREE TO DREAM CENTER	4,000.
HOUSTON CHRISTIAN HIGH SCHOOL 2700 W. SAM HOUSTON PARKWAY NORTH HOUSTON, TX 77043	N/A	SEC. 501(C)(3)	EDUCATION	95,000.
QUILLIAN CENTER 3663 WESTCENTER DR HOUSTON, TX 77042	N/A	SEC. 501(C)(3)	RELIGIOUS	5,000.
SOARING EAGLE MINISTRIES P.O. BOX 47 SIMONTON TX 77476	N/A	SEC. 501(C)(3)	GENERAL FUND	2,500.
Total See continuation sheet(s) ▶ 3a				430,000.
b Approved for future payment				
None				
Total ▶ 3b				0.

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 FIDELITY #670 (CGD)	P		
b Litigation	P		
c STATEMENT D-1	P		
d COMMON SENSE PARTNERS II, LP (CAP GAIN)	P		
e COMMON SENSE PARTNERS II, LP (1256 LOSS)	P		
f FIRST RESERVE FUND XI, LP (CAP GAIN) #90	P		
g FIRST RESERVE FUND XI, LP (1231 GAIN) #90	P		
h FR XI OFFSHORE AIV, LP (CAP GAIN)	P		
i FR XI-B OFFSHORE AIV, LP (CAP GAIN) #90	P		
j FR XI-B OFFSHORE AIV, LP (CAP LOSS) #90	P		
k FR XI-E ONSHORE AIV, LP (CAP LOSS) #90	P		
l FR XI-E ONSHORE AIV, LP (CAP GAIN) #90	P		
m FR XI OFFSHORE AIV, LP (CAP GAIN) #264	P		
n FR XI-B OFFSHORE AIV, LP (CAP LOSS) #264	P		
o FR XI-E ONSHORE AIV, LP (CAP LOSS) #264	P		

(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 8,793.			8,793.
b 52.			52.
c 1,818,949.		1,870,429.	-51,480.
d 44,887.			44,887.
e		6,276.	-6,276.
f 39,873.			39,873.
g 841.			841.
h 2,541.			2,541.
i 6.			6.
j		685.	-685.
k		41.	-41.
l 1,787.			1,787.
m 1,236.			1,236.
n		333.	-333.
o		20.	-20.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(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			8,793.
b			52.
c			-51,480.
d			44,887.
e			-6,276.
f			39,873.
g			841.
h			2,541.
i			6.
j			-685.
k			-41.
l			1,787.
m			1,236.
n			-333.
o			-20.

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	
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	

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 FR XI-E ONSHORE AIV, LP (CAP GAIN) #264	P		
b FIRST RESERVE FUND XI, LP (CAP GAIN) #264	P		
c FIRST RESERVE FUND XI, LP (1231 GAIN) #264	P		
d FR XII-A PBF AIV, LP (CAP GAIN)	P		
e FR XII-A PBF AIV, LP (1231 GAIN)	P		
f FR XII-A MIDSTATES AIV, LP (CAP GAIN)	P		
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 870.			870.
b 19,398.			19,398.
c 410.			410.
d 16,064.			16,064.
e 25.			25.
f 12,948.			12,948.
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			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(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			870.
b			19,398.
c			410.
d			16,064.
e			25.
f			12,948.
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	90,896.
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 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
ST. JAMES EPISCOPAL SCHOOL 1941 WEBBERVILLE RD. AUSTIN, TX 78721	N/A	SEC. 501(C)(3)	EDUCATION	18,000.
ST. ROSE OF LIMA SCHOOL 3600 BRINKMAN HOUSTON, TX 77018	N/A	SEC. 501(C)(3)	EDUCATION	35,000.
ST. STEPHEN'S EPISCOPAL SCHOOL 6500 ST. STEPHEN'S DRIVE AUSTIN, TX 78746	N/A	SEC. 501(C)(3)	EDUCATION	253,000.
THE SAMARITAN CENTER 17555 EL CAMINO REAL HOUSTON, TX 77058	N/A	SEC. 501(C)(3)	GENERAL FUND	5,000.
WESLEY ACADEMY 10570 WESTPARK DRIVE HOUSTON, TX 77042	N/A	SEC. 501(C)(3)	EDUCATION	2,500.
RISE SCHOOL OF HOUSTON 5618 H. MARK CROSSWELL HOUSTON, TX 77021	N/A	SEC. 501(C)(3)	EDUCATION	1,000.
ASCENDING LEADERS 3947 FIELDS CROSSING SUGARLAND, TX 77498	N/A	SEC. 501(C)(3)	GENERAL FUND	3,000.
SOUTH HOUSTON LITTLE LEAGUE 1216 AVENUE K SOUTH HOUSTON, TX 77587	N/A	SEC. 501(C)(3)	GENERAL FUND	1,000.
Total from continuation sheets				318,500.

Form 990-PF Interest on Savings and Temporary Cash Investments Statement 1

Source	Amount
FIDELITY #670	78.
Total to Form 990-PF, Part I, line 3, Column A	78.

Form 990-PF Dividends and Interest from Securities Statement 2

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
COMMON SENSE PARTNERS II, LP	6,480.	0.	6,480.
FIDELITY #670 (Dividends)	108,073.	0.	108,073.
FIDELITY #670 (Interest from Securities)	57,807.	0.	57,807.
FIRST RESERVE FUND XI, LP #264	884.	0.	884.
FIRST RESERVE FUND XI, LP #90	1,819.	0.	1,819.
FR XI OFFSHORE AIV, LP #264	851.	0.	851.
FR XI OFFSHORE AIV, LP #90	1,746.	0.	1,746.
FR XI ONSHORE AIV II, LP #264	16.	0.	16.
FR XI ONSHORE AIV II, LP #90	33.	0.	33.
FR XI-E ONSHORE AIV, LP #264	4,122.	0.	4,122.
FR XI-E ONSHORE AIV, LP #90	8,475.	0.	8,475.
FR XII-A BRAVO AIV, LP	1,105.	0.	1,105.
FR XII-A CHARLIE AIV, LP	11.	0.	11.
FR XII-A PARALLEL VEHICLE, LP	4.	0.	4.
FR XII-A PBF AIV, LP	11.	0.	11.
Total to Fm 990-PF, Part I, ln 4	191,437.	0.	191,437.

Form 990-PF Other Income Statement 3

Description	(a) Revenue Per Books	(b) Net Investment Income	(c) Adjusted Net Income
COMMON SENSE PARTNERS II, LP	-17,499.	-17,499.	
COMMON SENSE PARTNERS II, LP (ROYALTIES)	6.	6.	
FR XI-E ONSHORE AIV, LP #264	-929.	-929.	
FR XI OFFSHORE AIV, LP #264	786.	786.	
FIRST RESERVE FUND XI, LP #264	9,688.	9,688.	
FR XI-E ONSHORE AIV, LP #90	-1,910.	-1,910.	
FR XI OFFSHORE AIV, LP #90	1,617.	1,617.	

FR XI ONSHORE AIV II, LP #90	3.	3.
FIRST RESERVE FUND XI, LP #90	19,909.	19,909.
FR XII-A CHARLIE AIV, LP	10,294.	10,294.
COMMON SENSE PARTNERS II, LP (UBTI)	5,181.	0.
FR XI-E ONSHORE AIV, LP #90 (UBTI)	3,512.	0.
FIRST RESERVE FUND XI, LP #90 (UBTI)	-35,178.	0.
FR XI-E ONSHORE AIV, LP #264 (UBTI)	1,709.	0.
FIRST RESERVE FUND XI, LP #264 (UBTI)	-17,114.	0.
FR XII-A CHARLIE AIV, LP (UBTI)	-8,005.	0.
FR XI ONSHORE AIV II, LP #264	2.	2.
FR XI ONSHORE AIV II, LP #264 (UTBI)	-473.	0.
FR XII-A BRAVO AIV, LP	88.	88.
FR XII-A BRAVO AIV, LP (UBTI)	-999.	0.
FR XII-A PBF AIV, LP	19.	19.
FR XII-A PBF AIV, LP (UBTI)	40,714.	0.
FR XI ONSHORE AIV II, LP #90 (UBTI)	-973.	0.
TAX REFUND - Form 990-T	900.	0.
FR XII-A PARALLEL VEHICLE, LP	11.	11.
FIRST RESERVE FUND XI, LP #90 (ROYALTIES)	14.	14.
FIRST RESERVE FUND XI, LP #264 (ROYALTIES)	6.	6.
Total to Form 990-PF, Part I, line 11	11,379.	22,105.

Form 990-PF	Accounting Fees			Statement 4
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
ACCOUNTING FEES	6,508.	3,254.		3,254.
To Form 990-PF, Pg 1, ln 16b	6,508.	3,254.		3,254.

Form 990-PF	Other Professional Fees			Statement 5
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
FIRST RESERVE FUND XI #90	1,748.	1,748.		0.
FR XI ONSHORE AIV II, LP				
#90	159.	159.		0.
FIDELITY #670	23,243.	23,243.		0.
FR XI ONSHORE AIV II, LP				
#264	77.	77.		0.
FIRST RESERVE FUND XI #264	857.	857.		0.
FR XII-A ALPHA AIV, LP	1,369.	1,369.		0.
FR XII-A BRAVO AIV, LP	3,428.	3,428.		0.
FR XI-E ONSHORE AIV #264	142.	142.		0.
FR XI OFFSHORE AIV, LP				
#264	866.	866.		0.
FR HORIZON AIV, LP #264	425.	425.		0.
FR XII-A CHARLIE AIV, LP	2,747.	2,747.		0.
FR XII-A PBF AIV, LP	1,370.	1,370.		0.
FR XI-E ONSHORE AIV #90	295.	295.		0.
FR XI OFFSHORE AIV, LP #90	1,784.	1,784.		0.
FR HORIZON AIV, LP #90	875.	875.		0.
FR XII-A PARALLEL VEHICLE, LP	10,506.	10,506.		0.
FR XII-A DELTA AIV, LP	193.	193.		0.
FR XII-A MIDSTATES AIV, LP	540.	540.		0.
To Form 990-PF, Pg 1, ln 16c	50,624.	50,624.		0.

Form 990-PF	Taxes			Statement 6
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
FIDELITY #670-FOREIGN TAX	3,932.	3,932.		0.
PROPERTY TAX	102.	102.		0.
COMMON SENSE PARTNERS II, LP (FTC)	255.	255.		0.
FR XI OFFSHORE AIV, LP				
#264 (FTC)	38.	38.		0.
FR XII-A CHARLIE AIV, LP	82.	82.		0.
FR XI OFFSHORE AIV, LP #90 (FTC)	78.	78.		0.
Payroll Taxes	4,208.	2,104.		2,104.
FIRST RESERVE FUND XI #264 (FTC)	1.	1.		0.

FIRST RESERVE FUND XI #90	2.	2.	0.
FR XII-A BRAVO AIV, LP (FTC)	134.	134.	0.
To Form 990-PF, Pg 1, ln 18	8,832.	6,728.	2,104.

Form 990-PF	Other Expenses	Statement	7
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Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
BANK SERVICE CHARGE	45.	45.		0.
DELEWARE REGISTERED AGENT FEE	371.	371.		0.
COMMON SENSE PARTNERS II, LP	42,221.	42,221.		0.
FR XI-E ONSHORE AIV, LP #264	653.	653.		0.
FR XI OFFSHORE AIV, LP #264	294.	294.		0.
FIRST RESERVE FUND XI, LP #264	9,251.	9,251.		0.
FIRST RESERVE FUND XI, LP #264 (NDE)	59.	0.		0.
FR XI-E ONSHORE AIV, LP #90	1,342.	1,342.		0.
FR XI OFFSHORE AIV, LP #90	604.	604.		0.
FIRST RESERVE FUND XI, LP #90	19,015.	19,015.		0.
FIRST RESERVE FUND XI, LP #90 (NDE)	122.	0.		0.
FR XII-A CHARLIE AIV, LP	9,572.	9,572.		0.
FR XII-A CHARLIE AIV, LP (NDE)	9.	0.		0.
FR XII-A PARALLEL VEHICLE, LP	1,521.	1,521.		0.
FR XII-A BRAVO AIV, LP	855.	855.		0.
FR XII-A PBF AIV, LP	104.	104.		0.
COMMON SENSE PARTNERS II, LP (NDE)	17.	0.		0.
FR XI-B OFFSHORE AIV, LP #264	125.	125.		0.
FR XI-B OFFSHORE AIV, LP #90	257.	257.		0.
FR XI ONSHORE AIV II, LP #90	188.	188.		0.
FR XI ONSHORE AIV II, LP #90 (NDE)	5.	0.		0.
FR XI ONSHORE AIV II, LP #264	92.	92.		0.
FR XI ONSHORE AIV II, LP #264 (ND)	3.	0.		0.
FR XII-A ALPHA AIV, LP	2.	2.		0.
FR XII-A BRAVO AIV, LP (NDE)	2.	0.		0.
FR XII-A PARALLEL VEHICLE, LP (NDE)	3.	0.		0.

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FR XII-A PBF AIV, LP (NDE)	45.	0.	0.
CONTINUING EDUCATION	460.	460.	0.
FR XII-A MIDSTATES AIV, LP	6.	6.	0.
To Form 990-PF, Pg 1, ln 23	87,243.	86,978.	0.

Form 990-PF Corporate Stock Statement 8

Description	Book Value	Fair Market Value
CORPORATE STOCKS & ETFs (STATEMENT B)	4,006,164.	3,992,434.
Total to Form 990-PF, Part II, line 10b	4,006,164.	3,992,434.

Form 990-PF Corporate Bonds Statement 9

Description	Book Value	Fair Market Value
CORPORATE & GOVERNMENT BONDS (STATEMENT A)	958,886.	911,597.
Total to Form 990-PF, Part II, line 10c	958,886.	911,597.

Form 990-PF Other Investments Statement 10

Description	Valuation Method	Book Value	Fair Market Value
MUTUAL FUNDS (STATEMENT C)	FMV	344,536.	251,095.
COMMON SENSE PARTNERS II, LP	FMV	1,111,163.	1,188,050.
FIRST RESERVE FUND XI, LP	FMV	985,540.	1,255,937.
FIRST RESERVE FUND XII, LP	FMV	664,640.	810,720.
Total to Form 990-PF, Part II, line 13		3,105,879.	3,505,802.

Form 990-PF Depreciation of Assets Not Held for Investment Statement 11

<u>Description</u>	<u>Cost or Other Basis</u>	<u>Accumulated Depreciation</u>	<u>Book Value</u>
DESK, CHAIR AND CREDENZA	4,558.	4,558.	0.
OFFICE FURNITURE	7,201.	7,201.	0.
Total To Fm 990-PF, Part II, ln 14	11,759.	11,759.	0.

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Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
2	DESK, CHAIR AND CREDENZA	102301	200DB	7.00	17	4,558.			4,558.	4,558.		0.
4	OFFICE FURNITURE	051002	200DB	7.00	17	7,201.		2,160.	5,041.	5,041.		0.
	* Total 990-PF Pg 1 Depr					11,759.		2,160.	9,599.	9,599.	0.	0.

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Statement A - Corporate & Government Bonds

Quantity	Security Description	End of Year Market Value
36000	WASHINGTON MUT INC SUB NT 8.25% 4/1/2010 FIXED	0
1000000	SCM COMM CBO I CORP JR SUB INCOME NT 0.000% 07/21/2011 CL D 144A (Re	0
100000	AVON PRODUCTS INC BOND CALL 4.8% 3/1/2013	100,531
30000	CITIGROUP INC NT 5.5% 4/11/2013	30,309
25000	FIRST TENN NATL CORP SR NT 4.50000% 05/15/2013	25,300
5000	REYNOLDS R J TOB HLDGS INC 9.25000% 08/15/2013 NT	5,217
30000	BERKSHIRE HATHAWAY FIN CORP 4.85000% 01/15/2015 GTD SR NT	32,547
30000	BURLINGTON NORTHN SANTA FE CP 4.87500% 01/15/2015 SR NT	32,409
37000	COMCAST CORP NEW NT 6.500% 01/15/2015 MAKE WHOLE	41,228
30000	CREDIT SUISSE USA INC 4.87500% 01/15/2015 SR NT ISIN #US22541LAR42	32,334
15000	EI DU PONT DE NEMOUR NOTES 03.25000% 01/15/2015 CALL MAKE WHOLE S	15,789
235000	CRICKET COMMUNICATIONS INC 7.75000% 05/15/2016 SR NT	248,806
37000	SUNOCO INC NTS 5.750% 01/15/2017 MAKE WHOLE	41,713
150000	UNITED STATES TREAS NTS 1.375% 1/15/2013	150,065
15000	FEDERAL HOME LOAN BANKS 4.0% 1/22/13	15,032
40000	FEDERAL HOME LOAN BANKS 2.57% 1/28/2013	40,059
100000	UNITED STATES TREAS NTS 0.50000% 10/15/2013	100,258
Total		<u>911,597</u>

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Statement B - Stocks & EFTs

Quantity	Security Description	End of Year Market Value
4249	BANK OF AMERICA CORP	49,331
1300	BARCLAYS ADR-EACH CV INTO 4 ORD STK GBP0.25(JPM)	22,516
8000	GUGGENHEIM S&P GLOBAL DIVIDEND OPPORTUNITIES INDEX	105,120
4500	EGA EMERGING GLOBAL SHS TR EGSHARES EMERGING MKTS CONSUMER E	119,880
9500	GLOBAL X FDS GLOBAL X CHINA CONSUMER ETF	141,265
2000	GLOBAL X FDS GLOBAL X CHINA INDUSTRIALS ETF	24,900
4000	ISHARES TR FTSE XINHUA HK CHINA 25 INDEX FD	161,800
4500	ISHARES TR MSCI EMERGING MKTS INDEX FD	199,575
2000	ISHARES BARCLAYS 1-3 YEAR TREASURY BD FD	168,840
6750	ISHARES TR MSCI EAFE INDEX FD	383,805
5727.475	ISHARES TR COHEN & STEERS REALTY MAJORS INDEX	449,836
1200	ISHARES TR RUSSELL 3000 VALUE INDEX FD	114,420
2400	ISHARES TR DOW JONES U S REAL ESTATE INDEX FD	155,208
1850	ISHARES TR DOW JONES U S FINL SVCS COMPOSITE INDEX FD	109,724
5250	ISHARES S&P EMERGING MKTS INFRASTRUCTURE INDEX FD	179,760
3700	ISHARES TR MSCI ACWI INDEX FD	177,896
2500	ISHARES TR MID VALUE INDEX FD	205,875
2700	ISHARES TR S&P ASIA 50 INDEX FD	130,005
1300	ISHARES TR DOW JONES EPAC SELECT DIVIDEND INDEX FD	43,771
600	ISHARES TR IBOX \$ HIGH YIELD CORP BD FD	56,010
7500	ISHARES TR FTSE NAREIT MTG PLUS CAPPED INDEX FD	34,175
200	ISHARES BARCLAYS MBS BOND FD	21,598
1850	ISHARES TR S&P U S PFD STK INDEX FD	73,297
890	LILLY ELI & CO	43,895
3250	MARKET VECTORS ETF TR GLOBAL ALTERNATIVE ENERGY ETF	35,880
422	PETROLEO BRASILEIRO SA PETROBRAS ADS EACH REP 2 COM SH	8,216
2735	PFIZER INC	68,591
8500	POWERSHARES EXCH TRADED FD TR II DWA EMERGING MKTS TECHNICAL	158,015
2000	APDR S&P 500 ETF TRUST UNIT	284,820
160	TOTAL SPON ADR EA REP 1 ORD SHS	8,322
2750	VANGUARD INTL EQUITY INDEX FDS MSCI EMERGING MKTS ETF	122,457
97	WELLS FARGO & CO NEW	3,315
1700	WISDOMTREE TRUST AUSTRALIA DIVIDEND FUND	98,889
410	SL GREEN REALTY CORP	31,427
	Total	<u><u>3,992,434</u></u>

Helm Foundation
76-0419884
2012 Form 990-PF
Statement C - Mutual Funds

<u>Quantity</u>	<u>Security Description</u>	<u>End of Year Market Value</u>
2909.238	ALPINE INTERNATIONAL REAL ESTATE EQUITY Y	68,920
12746.4	COLUMBIA EMERGING MARKETS CLASS Z	132,435
1960.579	THIRD AVENUE REAL ESTATE VALUE INSTL	49,740
Total		<u>251,095</u>

STATEMENT D-1 - FIDELITY 672-692670 CAPITAL GAINS AND LOSSES

DESCRIPTION	DATE ACQUIRED	DATE SOLD	SALES PRICE	COST	GAIN (LOSS)
1500 ISHARES TR S&P ASIA 50 INDEX FD	8/18/2011	1/23/2012	64,062	58,994	5,068
725 ISHARES MSCI MEXICO CAPPED INVEST,	11/24/2010	12/5/2012	49,152	42,544	6,608
500 ISHARES MSCI MEXICO CAPPED INVEST,	2/3/2011	12/5/2012	33,898	31,276	2,622
750 ISHARES MSCI MEXICO CAPPED INVEST,	10/14/2011	12/5/2012	50,847	40,238	10,609
500 ISHARES MSCI MEXICO CAPPED INVEST,	7/24/2012	12/5/2012	33,898	30,283	3,615
760 GUGGENHEIM S&P GLOBAL DIVIDEND OI	8/18/2011	1/23/2012	10,422	10,299	123
3740 GUGGENHEIM S&P GLOBAL DIVIDEND OI	8/18/2011	1/23/2012	51,266	50,684	583
1030 PLUM CREEK TIMBER COINC	2/14/2008	10/1/2012	44,238	40,877	3,360
70 PLUM CREEK TIMBER COINC	11/11/2008	10/1/2012	3,006	2,585	421
100 PLUM CREEK TIMBER COINC	5/4/2009	10/1/2012	4,295	3,500	795
1000 ISHARES TR S&P U S PFD STK INDEX FD	6/29/2010	6/20/2012	38,741	36,932	1,809
1100 SPDR S&P 500 ETF TRUST UNIT SER 1 S	8/1/2011	1/23/2012	144,233	144,048	185
900 SPDR S&P 500 ETF TRUST UNIT SER 1 S	8/1/2011	1/23/2012	118,016	117,857	158
1500 VANGUARD INDEX FDS VANGUARD SMAI	2/7/2011	12/5/2012	119,122	113,612	5,510
750 VANGUARD INDEX FDS VANGUARD SMAI	8/18/2011	12/5/2012	59,561	47,544	12,017
500 SELECT SECTOR SPDR TR CONSUMER [	12/15/2010	6/20/2012	22,033	18,652	3,381
50 SELECT SECTOR SPDR TR CONSUMER [	1/18/2011	6/20/2012	2,203	1,902	301
50 SELECT SECTOR SPDR TR CONSUMER [	1/18/2011	1/23/2012	2,044	1,902	142
300 SELECT SECTOR SPDR TR CONSUMER [	1/18/2011	1/23/2012	12,264	11,412	853
400 SELECT SECTOR SPDR TR CONSUMER [	1/18/2011	1/23/2012	16,352	15,223	1,129
30000 ALLSTATE CORP SR NT 6 125% 02/15/201	1/26/2011	2/15/2012	30,000	31,725	(1,725)
10000 BOEING CAP CORP SR NT 6 500% 02/15/2	1/18/2011	2/15/2012	10,000	10,000	0
30000 BOEING CAP CORP SR NT 6.500% 02/15/2	1/26/2011	2/15/2012	30,000	32,491	(2,491)
37925 CIT GROUP INC SECD NT-A 7 00000% 05/1	Various	1/23/2012	37,925	53,182	(15,257)
63208 CIT GROUP INC SECD NT-A 7 00000% 05/1	Various	3/9/2012	33,620	59,047	(25,427)
0 CIT GROUP INC SECD NT-A 7 00000% 05/1	Various	3/9/2012	16,470	16,470	(0)
0 CIT GROUP INC SECD NT-A 7 00000% 05/1	Various	3/9/2012	13,118	13,118	0
88492 CIT GROUP INC SECD NT-A 7 00000% 05/1	Various	3/9/2012	88,492	123,157	(34,665)
55000 COCA COLA ENTERPRISES INC 8 50000%	1/18/2011	2/1/2012	55,000	59,486	(4,486)
10000 COCA COLA ENTRPRISESNOTES 03 7500	1/26/2011	3/1/2012	10,000	10,346	(346)
100000 GANNETT CO INC NT 6 37500% 04/01/201	11/28/2007	4/2/2012	100,000	104,788	(4,788)
45000 GENERAL ELEC CAP CORP MTN BE 5 875	1/26/2011	2/15/2012	45,000	47,449	(2,449)
30000 HSBC FINANCE CORP SR NT 5 90000% 06	9/24/2009	6/19/2012	30,000	31,945	(1,945)
50000 HEWLETT PACKARD CO BONDS 5 250% (	1/26/2011	3/1/2012	50,000	52,597	(2,597)
21000 TARGET CORP NT 5 875% 03/01/2012 MAI	1/26/2011	3/1/2012	21,000	22,197	(1,197)
150000 UNITED STATES TREAS NTS 0.87500% 01	1/5/2011	1/31/2012	150,000	150,890	(890)
100000 UNITED STATES TREAS NTS 1 00000% 03	1/5/2011	4/2/2012	100,000	100,778	(778)
75000 UNITED STATES TREAS NTS 0 62500% 12	12/28/2010	12/31/2012	75,000	74,846	154
26000 VERIZON WIRELESS CAP LLC 5 25000% C	1/18/2011	2/1/2012	26,000	27,235	(1,235)
1860 WINN DIXIE STORES INC COM NEW **CA	2/14/2008	3/12/2012	17,670	28,317	(10,647)
					0
			1,818,949	1,870,429	(51,481)