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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012, or tax year beginning 01-01-2012 , and ending 12-31-2012

Name of foundation
ROSALIE & JOINER CARTWRIGHT JR
FOUNDATION

A Employer identification number
76-0460235

Number and street (or P O box number if mail is not delivered to street address)
306 BLALOCK

Room/suite

B Telephone number (see instructions)

City or town, state, and ZIP code
HOUSTON, TX 77024

C If exemption application is pending, check here ☐

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity
☐ Final return ☐ Amended return
☐ Address change ☐ Name change

D 1. Foreign organizations, check here ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ☐

H Check type of organization ☑ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ☐

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 816,274

J Accounting method ☑ Cash ☐ Accrual
☐ 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 ☐

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))*

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	2,724	2,724	2,724	
	4	Dividends and interest from securities	17,319	17,319	17,319	
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	106,864			
	b	Gross sales price for all assets on line 6a 2,419,358				
	7	Capital gain net income (from Part IV, line 2)				
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	61		61	
	12	**Total.** Add lines 1 through 11	126,968	20,043	20,104	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	695			
	c	Other professional fees (attach schedule)	7,262			
	17	Interest				
	18	Taxes (attach schedule) (see instructions)				
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	600			
	24	**Total operating and administrative expenses.** Add lines 13 through 23	8,557	0		0
	25	Contributions, gifts, grants paid	50,000			50,000
	26	**Total expenses and disbursements.** Add lines 24 and 25	58,557	0		50,000
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	68,411			
	b	**Net investment income** (if negative, enter -0-)		20,043		
	c	**Adjusted net income** (if negative, enter -0-)			20,104	

Part II **Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	13,895	15,086	15,086
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶ ______ Less allowance for doubtful accounts ▶ ______			
	4	Pledges receivable ▶ ______ Less allowance for doubtful accounts ▶ ______			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ ______ Less allowance for doubtful accounts ▶ ______			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)	192,429	96,852	96,264
	b	Investments—corporate stock (attach schedule)	543,453	600,959	599,325
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶ ______ Less accumulated depreciation (attach schedule) ▶ ______			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)		105,291	105,599
	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)	749,777	818,188	816,274
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ ______)			
	23	**Total liabilities** (add lines 17 through 22)		0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here** ▶ ☑ **and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted	749,777	818,188	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☐ **and complete lines 27 through 31.**			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see page 17 of the instructions)	749,777	818,188	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	749,777	818,188	

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	749,777
2	Enter amount from Part I, line 27a	2	68,411
3	Other increases not included in line 2 (itemize) ▶ ______	3	
4	Add lines 1, 2, and 3	4	818,188
5	Decreases not included in line 2 (itemize) ▶ ______	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	818,188

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				

	(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				

	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				

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) (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 page 18 of 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	24,835	796,653	0 031174
2010	140,338	802,806	0 174809
2009	3,305	814,872	0 004056
2008	74,976	691,567	0 108415
2007	124,807	1,059,756	0 117770

2	**Total** of line 1, column (d).	2	0 436224
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 087245
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	0
5	Multiply line 4 by line 3.	5	
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	200
7	Add lines 5 and 6.	7	200
8	Enter qualifying distributions from Part XII, line 4.	8	50,000

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ 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 ▶ ☑ and enter 1% of Part I, line 27b	1	200
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	
3	Add lines 1 and 2	3	200
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	200
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a		
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	Enter any **penalty** for underpayment of estimated tax Check here ☐ 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	200
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ — **Refunded** ▶	11	

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?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*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?	1c		
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.*	2		No
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		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
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		No
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	Yes	
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	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶TX			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b		
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		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?		13	Yes	

Website address ▶NONE

14 The books are in care of ▶DR JOINER CARTWRIGHT Telephone no ▶(713) 784-5740

Located at ▶306 BLALOCK HOUSTON TX ZIP+4 ▶77024

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

16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No

See instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ▶

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Line	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?	☐ Yes	☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes	☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes	☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes	☑ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes	☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days).	☐ Yes	☑ 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 page 20 of the instructions)?			1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐					
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?			1c		
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))					
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	☐ Yes	☑ No			
	If "Yes," list the years ▶ 20____, 20____, 20____, 20____					
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)			2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____					
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes	☑ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)*			3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?			4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?			4b		No

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☑ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No			
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☑ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	5b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		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?	7b		

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

1 List all officers, directors, trustees, foundation managers and their compensation (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 Additional Data Table				

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 ▶				

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

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

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

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

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments** (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See page 24 of the instructions	
3	
Total. Add lines 1 through 3. . . . . ▶	

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

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

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6			1	
2a	Tax on investment income for 2012 from Part VI, line 5	2a	200		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	200
3	Distributable amount before adjustments Subtract line 2c from line 1			3	
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	0

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26	1a	50,000
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	50,000
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	200
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	49,800

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				0
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.				
b Total for prior years 20___ , 20___ , 20___				
3 Excess distributions carryover, if any, to 2012				
a From 2007.				
b From 2008.				
c From 2009.				
d From 2010.				
e From 2011.				
f **Total** of lines 3a through e.				
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 50,000				
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	50,000			
5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	50,000			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount —see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				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) . . .				
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	50,000			
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. . . . 50,000				

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

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

b Check box to indicate whether the organization 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	
2a 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 organization 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))

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

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

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

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

DR JOINER CARTWRIGHT
306 BLALOCK
HOUSTON,TX 77024
(713) 776-9800

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

LETTER OF APPLICATION

c Any submission deadlines

NO DEADLINES, ONGOING

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

NONE

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*				
FRIOS CANYON EMS FRIO CANYON EMS P O BOX 803 P O BOX 803 LEAKEY, TX 78873			GENERAL	1,000
LEAKEY VOLUNTEER FIRE DEP LEAKEY VOLUNTEER FIRE DEPT P O BOX 250 P O BOX 250 LEAKEY, TX 78873			GENERAL	1,000
NEUHAUS EDUCATION CENTER NEUHAUS EDUCATION CENTER 4433 BISSONNET 4433 BISSONNET BELLAIRE, TX 77401			GENERAL	24,000
SOUTHERN POVERTY LAW CENT SOUTHERN POVERTY LAW CENTER 400 WASINGTON AVE 400 WASHINGTON AVE MONTGOMERY, AL 36104			GENERAL	24,000
Total . . . . ▶ 3a				50,000
b *Approved for future payment*				
Total . . . . ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
1 Program service revenue	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
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					2,724
4 Dividends and interest from securities. . . .					17,319
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					106,864
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a MISCELLANEOUS ADJ TO BALANCE					61
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .					126,968

13 **Total.** Add line 12, columns (b), (d), and (e). 13 126,968

(See worksheet in line 13 instructions to verify calculations)

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

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

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	1a(1)		No
	(2) Other assets	1a(2)		No
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		No
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		No
	(3) Rental of facilities, equipment, or other assets	1b(3)		No
	(4) Reimbursement arrangements	1b(4)		No
	(5) Loans or loan guarantees	1b(5)		No
	(6) Performance of services or membership or fundraising solicitations	1b(6)		No
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		No

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

(a) Line No	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☑ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge

****** | 2013-03-09 | ******

Signature of officer or trustee | Date | Title

May the IRS discuss this return with the preparer shown below (see instr)? ☐ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN
ROSE G ROSE CPA	ROSE G ROSE CPA	2013-03-09		

Firm's name ▶ ROSE G ROSE PC

Firm's EIN ▶

Firm's address ▶ 8323 SW FREEWAY 415 HOUSTON, TX 77074

Phone no (713) 776-9800

Form 990PF Part VIII Line 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
DR JOINER CARTWRIGHT JR 306 BLALOCK HOUSTON,TX 77024	DIRECTOR 3 00	0	0	0
DR GLORIA HUI 306 BLALOCK HOUSTON,TX 77024	DIRECTOR 1 00	0	0	0
BETTIE CARTWRIGHT 2911 FERNDALE HOUSTON,TX 77098	DIRECTOR 1 00	0	0	0
DR JOINER CARTWRIGHT JR 306 BLALOCK HOUSTON,TX 77024	DIRECTOR 3 00	0	0	0
DR GLORIA HUI 306 BLALOCK HOUSTON,TX 77024	DIRECTOR 1 00	0	0	0
BETTIE CARTWRIGHT 2911 FERNDALE HOUSTON,TX 77098	DIRECTOR 1 00	0	0	0

TY 2012 Accounting Fees Schedule

Name: ROSALIE & JOINER CARTWRIGHT JR FOUNDATION

EIN: 76-0460235

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INDIRECT ACCOUNTING FEES	695			

TY 2012 Compensation Explanation

Name: ROSALIE & JOINER CARTWRIGHT JR FOUNDATION

EIN: 76-0460235

Person Name	Explanation
DR JOINER CARTWRIGHT JR	
DR GLORIA HUI	
BETTIE CARTWRIGHT	
DR JOINER CARTWRIGHT JR	
DR GLORIA HUI	
BETTIE CARTWRIGHT	

TY 2012 Explanation of Non-Filing with Attorney General Statement

Name: ROSALIE & JOINER CARTWRIGHT JR FOUNDATION

EIN: 76-0460235

Statement: FORM 990-PF IS NOT REQUIRED IN THE STATE OF TEXAS.

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2012 Gain/Loss from Sale of Other Assets Schedule

Name: ROSALIE & JOINER CARTWRIGHT JR FOUNDATION

EIN: 76-0460235

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
CAPITAL GAINS DISTRIBUTION	2010-01	PURCHASE	2012-12		4,159				4,159	
SEE ATTACHED NORTHERN ATT ST	2012-01	PURCHASE	2012-12		2,179,400	2,111,844			67,556	
SEE ATTACHED NORTHERN TRUST LT	2010-01	PURCHASE	2012-12		235,799	200,650			35,149	

TY 2012 Investments Corporate Stock Schedule

Name: ROSALIE & JOINER CARTWRIGHT JR FOUNDATION

EIN: 76-0460235

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CORPORATE STOCKS	600,959	599,325

TY 2012 Investments Government Obligations Schedule

Name:	ROSALIE & JOINER CARTWRIGHT JR FOUNDATION
EIN:	76-0460235
US Government Securities - End of Year Book Value:	96,852
US Government Securities - End of Year Fair Market Value:	96,264
State & Local Government Securities - End of Year Book Value:	
State & Local Government Securities - End of Year Fair Market Value:	

TY 2012 Investments - Other Schedule

Name: ROSALIE & JOINER CARTWRIGHT JR FOUNDATION

EIN: 76-0460235

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
REAL ESTATE FDS	AT COST	44,389	42,832
COMMODITIES	AT COST	60,902	62,767

TY 2012 Other Expenses Schedule

Name: ROSALIE & JOINER CARTWRIGHT JR FOUNDATION

EIN: 76-0460235

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
FOREIGN TAXES PD ON CGN DIV &	600			

TY 2012 Other Income Schedule

Name: ROSALIE & JOINER CARTWRIGHT JR FOUNDATION

EIN: 76-0460235

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
MISCELLANEOUS ADJ TO BALANCE	61		61

TY 2012 Other Professional Fees Schedule

Name: ROSALIE & JOINER CARTWRIGHT JR FOUNDATION

EIN: 76-0460235

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT FEES	7,082			
OTHER INVEST DEDUCTIONS	180			

2012 Tax Information Statement

THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

Account Number: 23-75671
Recipient's Tax ID Number: XX-XXX0235

☐ **Corrected** ☐ **2nd TIN notice**

Recipient's Name and Address:
ROSALIE/JOINER CARTWRIGHT CHAR FND
C/O JOINER CARTWRIGHT, JR.
306 BLALOCK RD.
HOUSTON, TX 77024-6515

2012 Proceeds from Broker and Barter Exchange Transactions

Sales are listed at Gross Proceeds less commissions and option premiums.

Cusip / Quantity Sold	Description / Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol / Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
Short Term Sales								
459200101	INTL BUSINESS MACHINES CORP		IBM					
50.0000	01/11/2012	Various	9,103 80	8,367 68	0.00	736.12	0 00	0 00
74005P104	PRAXAIR INC		PX					
125.0000	01/11/2012	Various	13,438.76	12,231.04	0.00	1,207.72	0.00	0.00
G96666105	WILLIS GROUP HOLDINGS COM USD0.000115 (NEW)		WSH					
100.0000	01/11/2012	Various	3,887.84	4,158.56	0.00	-270.72	0.00	0 00
91911K102	VALEANT PHARMACEUTICALS INTERNATIONAL INC COMMON STOCK		VRX					
275.0000	01/20/2012	Various	14,021.74	10,811.39	0.00	3,210.35	0.00	0 00
15189T107	CENTERPOINT ENERGY INC COM		CNP					
150 0000	01/23/2012	09/30/2011	2,814.69	2,986.28	0.00	-171.59	0.00	0 00
15189T107	CENTERPOINT ENERGY INC COM		CNP					
900.0000	01/23/2012	Various	16,890.61	17,980.98	0.00	-1,090.37	0 00	0 00
678026105	OIL STS INTL INC COM ISIN US6780261052		OIS					
50 0000	01/23/2012	05/20/2011	4,038 19	3,724.57	0.00	313.62	0.00	0 00
00206RAV4	AT&T INC GLOBAL 2.5 NTS DUE 08-15-2015 USD1000		MTN1					
25000 0000	04/16/2012	11/10/2011	26,114.25	25,939.00	0.00	175.25	0.00	0.00
00751Y106	ADVANCED AUTO PARTS INC		AAP					
375.0000	04/16/2012	Various	33,577.26	20,312.30	0.00	13,264.96	0.00	0 00

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Cusip / Quantity Sold	Description / Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol / Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
032095101	AMPHENOL CORP NEW CL A		APH					
350 0000	04/16/2012	Various	20,713.65	15,370 82	0.00	5,342.83	0.00	0 00
035710409	ANNALY MTG MGMT INC COM		NLY					
2075 0000	04/16/2012	Various	32,576 76	37,852.55	0.00	-5,275 79	0.00	0.00
05531FAF0	BB&T CORP SR 3 95% DUE 04-29-2016							
20000 0000	04/16/2012	06/21/2011	21,699 00	21,239.40	0.00	459.60	0.00	0.00
058498106	BALL CORPORATION		BLL					
950.0000	04/16/2012	Various	40,290 21	33,323 43	0.00	6,966 78	0.00	0.00
15189T107	CENTERPOINT ENERGY INC COM		CNP					
325.0000	04/16/2012	Various	6,239.86	6,368.05	0.00	-128.19	0.00	0 00
26483E100	DUN & BRADSTREET CORP DEL NEW		DNB					
300.0000	04/16/2012	Various	24,733 70	20,766.32	0.00	3,967.38	0.00	0.00
29264F205	ENDO PHARMACEUTICALS HLDGS INC		ENDP					
325.0000	04/16/2012	Various	11,589 24	12,221.04	0.00	-631.80	0.00	0 00
38259P508	GOOGLE INC CL A		GOOG					
65.0000	04/16/2012	Various	39,576 18	34,856.64	0.00	4,719.54	0.00	0 00
423074103	H J HEINZ CO		HNZ					
500.0000	04/16/2012	Various	26,338.91	25,614.66	0.00	724.25	0.00	0.00

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Cusip / Quantity Sold	Description / Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol / Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
459200101	INTL BUSINESS MACHINES CORP		IBM					
75.0000	04/16/2012	Various	15,328 71	12,392.30	0.00	2,936.41	0.00	0.00
57636Q104	MASTERCARD INC CL A		MA					
15.0000	04/16/2012	04/18/2011	6,500.55	3,985.98	0.00	2,514.57	0.00	0.00
651639106	NEWMONT MINING CORP NEW COMMON STOCK		NEM					
175.0000	04/16/2012	11/30/2011	8,415.55	11,851.58	0.00	-3,436.03	0.00	0.00
678026105	OIL STS INTL INC COM ISIN US6780261052		OIS					
425.0000	04/16/2012	Various	30,193.16	31,234.96	0.00	-1,041.80	0.00	0.00
74005P104	PRAXAIR INC		PX					
75.0000	04/16/2012	08/09/2011	8,456.12	6,884.23	0.00	1,571 89	0.00	0 00
742718109	PROCTER & GAMBLE CO		PG					
200.0000	04/16/2012	08/23/2011	13,343.70	12,397.92	0.00	945 78	0.00	0.00
784117103	SEI INVESTMENTS CO		SEIC					
900 0000	04/16/2012	Various	17,922.65	14,704.98	0.00	3,217.67	0 00	0.00
868157108	SUPERIOR ENERGY SERVICES INC COM		SPN					
1025.0000	04/16/2012	Various	25,110 40	26,470.53	0.00	-1,360.13	0.00	0 00
88579Y101	3M CO		MMM					
50.0000	04/16/2012	Various	4,322.40	4,047.03	0.00	275.37	0 00	0.00

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306 BLALOCK RD.
HOUSTON, TX 77024-6515

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Cusip / Quantity Sold	Description / Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol / Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
891894107	TOWERS WATSON & CO CL A COM STK		TW					
275.0000	04/16/2012	Various	17,311 03	17,386.61	0.00	-75 58	0.00	0 00
91911K102	VALEANT PHARMACEUTICALS INTERNATIONAL INC COMMON STOCK		VRX					
350.0000	04/16/2012	Various	18,866.30	13,211.04	0 00	5,655.26	0.00	0 00
922417100	VEECO INSTRS INC DEL COM		VECO					
775.0000	04/16/2012	Various	21,310.95	28,696.38	0.00	-7,385.43	0.00	0 00
92553P201	VIACOM INC		VIAB					
650 0000	04/16/2012	Various	30,190.46	28,893.97	0.00	1,296 49	0.00	0 00
931142103	WAL MART STORES INC		WMT					
75 0000	04/16/2012	08/30/2011	4,544.90	3,976.86	0.00	568.04	0.00	0.00
G96666105	WILLIS GROUP HOLDINGS COM USD0.000115 (NEW)		WSH					
475 0000	04/16/2012	Various	16,601 44	17,955 32	0.00	-1,353.88	0 00	0.00
Y0486S104	AVAGO TECHNOLOGIES LTD		AVGO					
750.0000	04/16/2012	Various	27,852 05	24,807.66	0.00	3,044.39	0.00	0.00
233203421	MFO DFA INVT DIMENSIONS GROUP INC EMERGING MKTS CORE EQUITY PORT		DFCEX					
4727.6500	07/16/2012	04/20/2012	84,057.55	92,000.00	0.00	-7,942.45	0 00	0.00
315910679	MFO FIDELITY ADVISOR INTL SMALL CAP CL		FIXIX					
417 5000	07/16/2012	04/20/2012	7,491.44	8,400 00	0.00	-908 56	0.00	0 00

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306 BLALOCK RD.
HOUSTON, TX 77024-6515

Sales are listed at Gross Proceeds less commissions and option premiums

Cusip / Quantity Sold	Description / Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol / Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
33939L407	MFC FLEXSHARES TR MORNINGSTAR GLOBAL UPSTREAM NAT RES INDEX FD							
8.0000	07/16/2012	04/19/2012	262.71	277.52	0.00	-14 81	0.00	0.00
33939L506	MFC FLEXSHARES TR TR IBOXX 3 YR TARGET DURATION TIPS INDEX FD							
300.0000	07/16/2012	04/19/2012	7,583 63	7,623.00	0.00	-39.37	0 00	0.00
413838509	MFO HARRIS ASSOC INVT TR OAKMARK INTL SMALL CAP FD CL I		OAKEX					
601.7200	07/16/2012	04/20/2012	7,253.12	8,400.00	0.00	-1,146.88	0.00	0.00
665162541	MFB NORTHERN FDS GLOBAL REAL ESTATE INDEX FD		NGREX					
4031.2900	07/16/2012	04/19/2012	34,346 57	33,500.00	0.00	846.57	0.00	0.00
665162558	MFB NORTHN MULTI-MANAGER INTL EQTY FD FD		NMIEX					
3712 0000	07/16/2012	04/19/2012	31,403.52	33,370.89	0.00	-1,967.37	0.00	0 00
665162566	MFB NORTHN MULTIMGR SMALL CAP FD		NMMSX					
2471.0000	07/16/2012	04/19/2012	23,202 69	23,499.23	0.00	-296.54	0.00	0 00
665162574	MFB NORTHN MULTIMGR MID CAP FD		NMMCX					
384.0000	07/16/2012	04/19/2012	4,396.80	4,680.96	0.00	-284 16	0 00	0 00
665162699	MFB NORTHN HI YIELD FXD INC FD		NHFIX					
3448 2800	07/16/2012	Various	25,103 43	25,103.43	0.00	0 00	0.00	0 00
665162756	MFB NORTHN SHORT INTERMEDIATE US GOVT		NSIUX					
4523.6400	07/16/2012	Various	46,322 03	46,005.42	0.00	316 61	0.00	0 00

This is important tax information and is being furnished to you.

2012 Tax Information Statement

THE NORTHERN TRUST COMPANY
P O. BOX 803878
CHICAGO, IL 60680

Account Number: 23-75671
Recipient's Tax ID Number: XX-XXX0235

☐ **Corrected** ☐ **2nd TIN notice**

Recipient's Name and Address:
ROSALIE/JOINER CARTWRIGHT CHAR FND
C/O JOINER CARTWRIGHT, JR.
306 BLALOCK RD.
HOUSTON, TX 77024-6515

Sales are listed at Gross Proceeds less commissions and option premiums

Cusip / Quantity Sold	Description / Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol / Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
665162806	MFB NORTHERN FDS FIXED INCOME FD		NOFIX					
3583 0000	07/16/2012	04/19/2012	38,481.42	37,800 65	0.00	680.77	0.00	0.00
722005667	PIMCO COMMODITY REALRETURN STRATEGY FUND		PCRIX					
46.0000	07/16/2012	04/20/2012	310.96	301.76	0.00	9.20	0 00	0.00
665162442	MFB NORTHERN FUNDS MULTI MANAGER HIGH YIELD OPPORTUNITY FUND		NMHYX					
148.0000	11/02/2012	Various	1,593.96	1,548.71	0.00	45 25	0 00	0.00
665162517	MFB NORTHERN FUNDS MULTI MANAGER LARGE CAP FD		NMMLX					
1297 0000	11/02/2012	04/19/2012	12,490 11	12,529.02	0 00	-38.91	0 00	0.00
665162806	MFB NORTHERN FDS FIXED INCOME FD		NOFIX					
12.0000	11/02/2012	Various	130.32	127 87	0.00	2.45	0.00	0.00
33939L407	MFC FLEXSHARES TR MORNINGSTAR GLOBAL UPSTREAM NAT RES INDEX FD							
13.0000	12/07/2012	Various	452.25	451.53	0.00	0.72	0.00	0.00
33939L605	MFC FLEXSHARES TR IBOXX 5 YR TARGET DURATION TIPS INDEX FD							
38.0000	12/07/2012	Various	1,005 46	989.34	0.00	16.12	0.00	0.00
665162442	MFB NORTHERN FUNDS MULTI MANAGER HIGH YIELD OPPORTUNITY FUND		NMHYX					
412 0000	12/07/2012	07/16/2012	4,482.56	4,301.28	0.00	181.28	0.00	0 00
665162475	MFB NORTHN FDS MULTI-MANAGER GLOBAL REALESTATE FD		NMMGX					
142.0000	12/07/2012	Various	2,673.86	2,512.65	0.00	161.21	0.00	0.00

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THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

Account Number: 23-75671
Recipient's Tax ID Number: XX-XXX0235

☐ **Corrected** ☐ **2nd TIN notice**

Recipient's Name and Address:
ROSALIE/JOINER CARTWRIGHT CHAR FND
C/O JOINER CARTWRIGHT, JR.
306 BLALOCK RD.
HOUSTON, TX 77024-6515

Sales are listed at Gross Proceeds less commissions and option premiums.

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665162483	MFB NORTHN FDS MULTI-MANAGER EMERGING MKTS EQTY FD		NMMEX					
388 0000	12/07/2012	11/02/2012	7,267.24	7,057.72	0.00	209.52	0 00	0.00
665162517	MFB NORTHERN FUNDS MULTI MANAGER LARGE CAP FD		NMMLX					
1641.0000	12/07/2012	04/19/2012	15,901.29	15,852.06	0.00	49.23	0.00	0.00
665162558	MFB NORTHN MULTI-MANAGER INTL EQTY FD FD		NMIEX					
1032.0000	12/07/2012	Various	9,824 64	9,308.42	0.00	516.22	0 00	0 00
665162566	MFB NORTHN MULTIMGR SMALL CAP FD		NMMSX					
115.0000	12/07/2012	Various	1,122 40	1,094 78	0.00	27.62	0.00	0 00
665162574	MFB NORTHN MULTIMGR MID CAP FD		NMMCX					
181.0000	12/07/2012	04/19/2012	2,229 92	2,206 39	0 00	23 53	0.00	0 00
665162665	MFB NORTHN FDS SMALL CAP CORE FD		NSGRX					
71.0000	12/07/2012	07/16/2012	1,142 39	1,089.85	0.00	52.54	0.00	0.00
665162806	MFB NORTHERN FDS FIXED INCOME FD		NOFIX					
45.0000	12/07/2012	04/19/2012	489.60	474.75	0.00	14.85	0 00	0 00
722005667	PIMCO COMMODITY REALRETURN STRATEGY FUND		PCRIX					
74.0000	12/07/2012	Various	509.86	488.08	0.00	21.78	0.00	0 00
78463V107	MFC SPDR GOLD TR GOLD SHS		GLD					
18.0000	12/07/2012	04/19/2012	2,969.03	2,869 34	0.00	99.69	0.00	0.00

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33939L407	MFC FLEXSHARES TR MORNINGSTAR GLOBAL UPSTREAM NAT RES INDEX FD							
3.0000	12/13/2012	04/19/2012	105 57	104.07	0.00	1.50	0.00	0 00
33939L605	MFC FLEXSHARES TR IBOXX 5 YR TARGET DURATION TIPS INDEX FD							
8.0000	12/13/2012	07/16/2012	210 64	208.24	0.00	2.40	0.00	0 00
665162442	MFB NORTHERN FUNDS MULTI MANAGER HIGH YIELD OPPORTUNITY FUND		NMHYX					
6598.9000	12/13/2012	07/16/2012	72,126 01	68,892.52	0.00	3,233.49	0.00	0 00
665162475	MFB NORTHN FDS MULTI-MANAGER GLOBAL REALESTATE FD		NMMGX					
2268.3600	12/13/2012	07/16/2012	42,735.96	40,081.99	0.00	2,653.97	0.00	0.00
665162483	MFB NORTHN FDS MULTI-MANAGER EMERGING MKTS EQTY FD		NMMEX					
6109.8500	12/13/2012	Various	115,720 60	103,781.49	0.00	11,939.11	0.00	0.00
665162517	MFB NORTHERN FUNDS MULTI MANAGER LARGE CAP FD		NMMLX					
26273.7800	12/13/2012	Various	255,118.35	251,052.74	0.00	4,065.61	0.00	0 00
665162558	MFB NORTHN MULTI-MANAGER INTL EQTY FD FD		NMIEX					
16518 5500	12/13/2012	04/19/2012	157,752.22	148,501.79	0.00	9,250.43	0.00	0 00
665162566	MFB NORTHN MULTIMGR SMALL CAP FD		NMMSX					
1844.6200	12/13/2012	04/19/2012	18,021.97	17,542.35	0.00	479.62	0.00	0.00
665162574	MFB NORTHN MULTIMGR MID CAP FD		NMMCX					
2902.7000	12/13/2012	Various	35,703.22	35,382.59	0.00	320.63	0.00	0.00

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665162665	MFB NORTHN FDS SMALL CAP CORE FD		NSGRX					
1143.1100	12/13/2012	Various	18,449.67	17,545 83	0.00	903.84	0.00	0.00
665162806	MFB NORTHERN FDS FIXED INCOME FD		NOFIX					
727 2400	12/13/2012	Various	7,890.42	7,672.61	0.00	217 81	0.00	0 00
722005667	PIMCO COMMODITY REALRETURN STRATEGY FUND		PCRIX					
16 0000	12/13/2012	Various	107.20	107 64	0 00	-0.44	0.00	0 00
78463V107	MFC SPDR GOLD TR GOLD SHS		GLD					
4.0000	12/13/2012	04/19/2012	657 43	637.63	0.00	19.80	0.00	0.00
665130100	MFB NORTHN MID CAP INDEX FD FD		NOMIX					
2715 0600	12/17/2012	12/13/2012	36,761.91	36,490.41	0.00	271.50	0.00	0 00
665130209	MFB NORTHN INTL EQTY INDEX FD		NOINX					
15304.1900	12/17/2012	12/13/2012	159,928.78	158,551 40	0.00	1,377.38	0 00	0.00
665162541	MFB NORTHERN FDS GLOBAL REAL ESTATE INDEX FD		NGREX					
4652.2800	12/17/2012	12/13/2012	42,940.58	42,568.40	0 00	372 18	0.00	0 00
665162582	MFB NORTHN FUNDS EMERGING MKTS EQTY EQTY INDEX FD		NOEMX					
9780 6600	12/17/2012	12/13/2012	116,487 62	116,096 40	0 00	391.22	0.00	0 00
665162699	MFB NORTHN HI YIELD FXD INC FD		NHFIX					
9514 6900	12/17/2012	Various	71,835.89	71,835 89	0.00	0.00	0.00	0.00

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665162723	MFB NORTHN FDS SMALL CAP INDEX FD		NSIDX					
3942 6000	12/17/2012	12/13/2012	36,705 62	36,193 08	0.00	512.54	0.00	0.00
665162772	MFB NORTHERN FDS STK INDEX FD		NOSIX					
94 0000	12/17/2012	12/13/2012	1,676.96	1,663.80	0.00	13 16	0.00	0.00
722005667	PIMCO COMMODITY REALRETURN STRATEGY FUND		PCRIX					
7 0000	12/17/2012	04/20/2012	47.11	45 92	0 00	1 19	0.00	0 00
Total Short Term Sales			**2,179,399.51**	**2,111,843.50**	**0.00**	**67,556.01**	**0.00**	**0 00**
Long Term 15% Sales								
912828MU1	UNITED STATES TREAS NTS DTD 00283 1% DUE03-31-2012 REG							
15000.0000	04/02/2012	04/08/2010	15,000.00	14,988.28	0.00	11.72	0 00	0.00
26483E100	DUN & BRADSTREET CORP DEL NEW		DNB					
175.0000	04/16/2012	Various	14,428.00	13,920 85	0 00	507 15	0 00	0.00
459200101	INTL BUSINESS MACHINES CORP		IBM					
75.0000	04/16/2012	10/17/2006	15,328.70	6,523 16	0.00	8,805 55	0.00	0.00
57636Q104	MASTERCARD INC CL A		MA					
50.0000	04/16/2012	Various	21,668.52	12,578.35	0.00	9,090.17	0 00	0.00
723787107	PIONEER NAT RES CO		PXD					
75.0000	04/16/2012	09/24/2010	7,815 47	4,881 56	0.00	2,933 91	0.00	0.00

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74005P104	PRAXAIR INC		PX					
25.0000	04/16/2012	03/10/2011	2,818.71	2,418.46	0.00	400.25	0.00	0 00
742718109	PROCTER & GAMBLE CO		PG					
50.0000	04/16/2012	04/20/2009	3,335 93	2,547.50	0.00	788 43	0 00	0 00
88579Y101	3M CO		MMM					
100.0000	04/16/2012	Various	8,644.80	7,538 67	0.00	1,106.13	0 00	0 00
912828GS3	US TREAS NTS DTD 00161 4.5 DUE 05-15-2017 REG							
50000.0000	04/16/2012	11/06/2007	59,056.47	50,593.75	0.00	8,462.72	0 00	0 00
912828KT6	US TREAS NTS DTD 00234 2.375 DUE 03-31-2016 REG							
25000.0000	04/16/2012	03/04/2010	26,715.74	24,665 23	0.00	2,050.51	0 00	0 00
912828NN6	UNITED STATES TREAS NTS DTD 7-15-10 1.0%DUE 07-15-2013							
30000.0000	04/16/2012	Various	30,288.18	30,001 17	0.00	287.01	0 00	0.00
912828PZ7	UNITED STATES TREAS NTS DTD 03-15-2011 1.25% DUE 03-15-2014 REG							
25000.0000	04/16/2012	03/15/2011	25,465.74	25,166 99	0.00	298.75	0.00	0.00
922417100	VEECO INSTRS INC DEL COM		VECO					
25.0000	04/16/2012	04/13/2011	687.45	1,167 00	0.00	-479.55	0.00	0.00
931142103	WAL MART STORES INC		WMT					
75.0000	04/16/2012	06/29/2010	4,544.90	3,659 37	0.00	885.53	0.00	0.00
Total Long Term 15% Sales			**235,798.61**	**200,650.34**	**0.00**	**35,148.28**	**0.00**	**0.00**

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