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

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

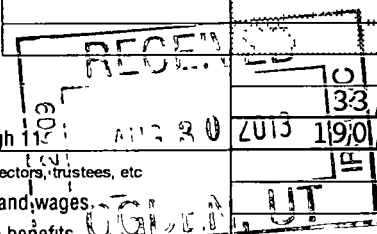
, and ending

Name of foundation THE ANDREWS FOUNDATION		A Employer identification number 76-0537224
Number and street (or P O box number if mail is not delivered to street address) 2408 KIPLING ST.	Room/suite	B Telephone number 713-528-6571
City or town, state, and ZIP code HOUSTON, TX 77098-5604		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) \$ 2,079,745.	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 <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>	(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	550.		N/A	
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	46.	46.		STATEMENT 1
4 Dividends and interest from securities	51,880.	51,880.		STATEMENT 2
5a Gross rents	72.	72.		STATEMENT 3
b Net rental income or (loss) 72.				
6a Net gain or (loss) from sale of assets not on line 10	104,874.			
b Gross sales price for all assets on line 6a <281,381.>				
7 Capital gain net income (from Part IV, line 2)		104,874.		
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	33,440.	33,440.		STATEMENT 4
12 Total. Add lines 1 through 11	190,862.	190,312.		
13 Compensation of officers, directors, trustees, etc	0.	0.		0.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees				
b Accounting fees STMT 5	6,328.	3,164.		3,164.
c Other professional fees				
17 Interest	1,977.	1,977.		0.
18 Taxes STMT 6	2,740.	1,232.		0.
19 Depreciation and depletion	5,105.	5,105.		
20 Occupancy	3,000.	1,500.		1,500.
21 Travel, conferences, and meetings	618.	309.		309.
22 Printing and publications				
23 Other expenses STMT 7	25,509.	22,747.		2,762.
24 Total operating and administrative expenses. Add lines 13 through 23	45,277.	36,034.		7,735.
25 Contributions, gifts, grants paid	113,220.			113,220.
26 Total expenses and disbursements. Add lines 24 and 25	158,497.	36,034.		120,955.
27 Subtract line 26 from line 12	32,365.			
a Excess of revenue over expenses and disbursements				
b Net investment income (if negative, enter -0-)		154,278.		
c Adjusted net income (if negative, enter -0-)			N/A	

SCANNED SEP 04 2013 Revenue

Operating and Administrative Expenses



10P

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	148.	148.	148.
	2 Savings and temporary cash investments	23,180.	22,767.	22,767.
	3 Accounts receivable			
	Less allowance for doubtful accounts			
	4 Pledges receivable			
	Less allowance for doubtful accounts			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable			
	Less allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	1,854.	1,520.	1,520.
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 10	0.	330.	61,860.
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment basis			
	Less accumulated depreciation			
	12 Investments - mortgage loans			
	13 Investments - other STMT 11	1,937,348.	1,936,211.	1,993,450.
	14 Land, buildings, and equipment basis			
	Less accumulated depreciation			
	15 Other assets (describe)			
	16 Total assets (to be completed by all filers)	1,962,530.	1,960,976.	2,079,745.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
22 Other liabilities (describe)				
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here 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	2,002,476.	2,034,841.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	<39,946.>	<73,865.>	
30 Total net assets or fund balances	1,962,530.	1,960,976.		
31 Total liabilities and net assets/fund balances	1,962,530.	1,960,976.		

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	1,962,530.
2 Enter amount from Part I, line 27a	2	32,365.
3 Other increases not included in line 2 (itemize) SEE STATEMENT 9	3	5,908.
4 Add lines 1, 2, and 3	4	2,000,803.
5 Decreases not included in line 2 (itemize) ADJUSTMENT TO BASIS OF ASSETS	5	39,827.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,960,976.

Part IV Capital Gains and Losses for Tax on Investment Income

1a	(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)
b	SEE ATTACHED STATEMENT			
c				
d				
e				

a	(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	<281,381.>		<460,482.>	104,874.

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) FMV 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			104,874.

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	104,874.
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	120,090.	2,193,779.	.054741
2010	111,353.	1,741,402.	.063944
2009	96,615.	1,897,471.	.050918
2008	118,525.	2,012,143.	.058905
2007	92,131.	2,227,032.	.041369

2	Total of line 1, column (d)	2	.269877
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	.053975
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	2,100,711.
5	Multiply line 4 by line 3	5	113,386.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,543.
7	Add lines 5 and 6	7	114,929.
8	Enter qualifying distributions from Part XII, line 4	8	120,955.

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	1,543.
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	1,543.
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	1,543.
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	1,520.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	1,600.
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	3,120.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	6.
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1,571.
11	Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> Refunded <input checked="" type="checkbox"/>	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		
1c		X
d		
Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ 0. (2) On foundation managers <input 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 type="checkbox"/> \$ 0.		
2		X
If "Yes," attach a detailed description of the activities		
3		X
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		
4a		X
4b		
N/A		
5		X
If "Yes," attach the statement required by General Instruction T.		
6	X	
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?		
7	X	
If "Yes," complete Part II, col. (c), and Part XV.		
8a		
Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> TX		
8b	X	
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		
9		X
Is the foundation claiming status as a private operating foundation within the meaning of section 4942(i)(3) or 4942(i)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		
10		X
Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		

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)
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)
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?
Website address N/A
14 The books are in care of JUDITH N. ANDREWS Telephone no 713-528-6571
Located at 2408 KIPLING ST., HOUSTON, TX ZIP+4 77098-5604
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

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.

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?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(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)?
(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)
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
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?
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If "Yes," list the years
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)
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?
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.)
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
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?

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. N/A

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
RICHARD J ANDREWS 2402 WESTGATE ST. HOUSTON, TX 77019	PRES/TREAS 0.00	0.	0.	0.
JUDITH N ANDREWS 2402 WESTGATE ST. HOUSTON, TX 77019	VP/SEC/DIR 0.00	0.	0.	0.
RITA N JUSTICE 6416 SEWANEE HOUSTON, TX 77005	DIR 0.00	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 THE FOUNDATION HAD NO DIRECT CHARITABLE ACTIVITIES DURING THE TAXABLE YEAR	
	0.
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 NONE	
	0.
2	
All other program-related investments See instructions	
3 NONE	
	0.
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	2,107,005.
b	Average of monthly cash balances	1b	25,697.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	2,132,702.
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	2,132,702.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	31,991.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,100,711.
6	Minimum investment return. Enter 5% of line 5	6	105,036.

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	105,036.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	1,543.
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	1,543.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	103,493.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	103,493.
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	103,493.

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	120,955.
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	120,955.
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	1,543.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	119,412.

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				103,493.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008		19,360.		
c From 2009		3,785.		
d From 2010		27,517.		
e From 2011		13,417.		
f Total of lines 3a through e	64,079.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 120,955.				
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				103,493.
e Remaining amount distributed out of corpus	17,462.			
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:	81,541.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	81,541.			
10 Analysis of line 9				
a Excess from 2008	19,360.			
b Excess from 2009	3,785.			
c Excess from 2010	27,517.			
d Excess from 2011	13,417.			
e Excess from 2012	17,462.			

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

N/A

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

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

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

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

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

1 Information Regarding Foundation Managers:

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

SEE STATEMENT 12

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

NONE

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

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

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

JUDITH N ANDREWS, 713-528-6571
2408 KIPLING ST., HOUSTON, TX 77098

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

NO SPECIFIC FORMAT REQUIRED

c Any submission deadlines

NONE - BUT MUST BE SOON ENOUGH FOR APPROPRIATE CONSIDERATION

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

ONLY LIMITATION - NO SCHOLARSHIP PROGRAM

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

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No 1545-0047

2012

Name of the organization

THE ANDREWS FOUNDATION

Employer identification number

76-0537224

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

501(c)() (enter number) organization

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

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

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

501(c)(3) taxable private foundation

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

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

General Rule

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

Special Rules

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

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

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

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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization THE ANDREWS FOUNDATION	Employer identification number 76-0537224
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Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	RICHARD J AND JUDITH N ANDREWS 2402 WESTGATE ST. HOUSTON, TX 77019-6623	\$ 130,100.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization THE ANDREWS FOUNDATION	Employer identification number 76-0537224
---	---

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	5000 SHS INTEL CORP _____ _____	\$ 130,100.	07/27/12
	_____ _____ _____	\$ _____	_____
	_____ _____ _____	\$ _____	_____
	_____ _____ _____	\$ _____	_____
	_____ _____ _____	\$ _____	_____
	_____ _____ _____	\$ _____	_____
	_____ _____ _____	\$ _____	_____

Name of organization THE ANDREWS FOUNDATION	Employer identification number 76-0537224
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Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once) ▶ \$ _____
Use duplicate copies of Part III if additional space is needed.

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

THE ANDREWS FOUNDATION

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 2000 SHS INTEL	D	04/29/77	07/30/12
b PROVIDENT MINERALS DISTR IN EXCESS OF BASIS	P	VARIOUS	12/31/12
c ACM FUND, LP	P	VARIOUS	12/31/12
d ACM FUND, LP	P	VARIOUS	12/31/12
e ACM FUND, LP-SEC 1256 (40%)	P	VARIOUS	12/31/12
f ACM FUND, LP-SEC 1256 (60%)		VARIOUS	12/31/12
g ACM ENHANCED EQUITY INCOME FD	P	VARIOUS	12/31/12
h ACM ENHANCED EQUITY INCOME FD		VARIOUS	12/31/12
i US NATURAL GAS FD, LP	P	VARIOUS	12/31/12
j US NATURAL GAS FD, LP-SEC 1256 (40%)	P	VARIOUS	12/31/12
k US NATURAL GAS FD, LP-SEC 1256 (60%)		VARIOUS	12/31/12
l 352 SHS- US NATURAL GAS FD, LP BASIS ADJ	P	05/17/12	06/14/12
m WELLS FARGO STMT ATTACHED	P	VARIOUS	VARIOUS
n WELLS FARGO STMT ATTACHED	P	VARIOUS	VARIOUS
o WELLS FARGO SHORT- INCL PUTS & CALLS	P	VARIOUS	VARIOUS

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 51,471.		220.	51,251.
b 712.			712.
c			<439,185.>
d			340,549.
e			4,901.
f			7,352.
g			<5,081.>
h			17,260.
i			62.
j			18.
k			28.
l			<131.>
m 1,221,876.		1,150,344.	71,532.
n 1,521,103.		1,186,747.	334,356.
o <3,076,543.>		<2,797,793.>	<278,750.>

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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			51,251.
b			712.
c			<439,185.>
d			340,549.
e			4,901.
f			7,352.
g			<5,081.>
h			17,260.
i			62.
j			18.
k			28.
l			<131.>
m			71,532.
n			334,356.
o			<278,750.>

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	104,874.
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

THE ANDREWS FOUNDATION WELLS FARGO REALIZED G(L) 2012 F-2	W/O REF	GROSS PROCEEDS	COST BASIS	ST GAIN (LOSS)	LT GAIN (LOSS)
LONG:					
HELD < 10 DAYS	F-2 1/4	185,207.68	(184,489.03)	718.65	
10-30 DAYS	F-2 2/14	40,263.33	(48,555.79)	(8,292.46)	
30-60 DAYS	F-2 3/14	102,993.25	(84,811.86)	18,181.39	
60-90 DAYS	F-2 4/14	140,662.32	(132,054.23)	8,608.09	
90-180 DAYS	F-2 5/14	353,439.16	(315,362.91)	38,076.25	
180-360 DAYS	F-2 6/14	399,310.55	(385,069.72)	14,240.83	
>360 DAYS	F-2 8/14	1,521,102.93	(1,186,746.91)		334,356.02
		2,742,979.22	(2,337,090.45)	71,532.75	334,356.02
SHORT (INCL PUTS & CALLS):					
HELD < 10 DAYS	F-2 9/14	(2,323,817.52)	2,280,349.37	(43,468.15)	
10-30 DAYS	F-2 11/14	(255,304.04)	66,236.24	(189,067.80)	
30-60 DAYS	F-2 13/14	(54,476.60)	(5,047.05)	(59,523.65)	
60-90 DAYS	F-2 13/14	(158,076.98)	197,348.29	39,271.31	
90-180 DAYS	F-2 14/14	(284,867.76)	258,715.74	(26,152.02)	
180-360 DAYS	F-2 14/14	-	189.92	189.92	
		(3,076,542.90)	2,797,792.51	(278,750.39)	
GRAND TOTALS		(333,563.68)	460,702.06	(207,217.64)	334,356.02
LT-HELD > 360 DAYS To 990 PF Part IV Cont, Line n		1,521,102.93	(1,186,746.91)	-	334,356.02
ST-HELD < 360 DAYS		(1,854,666.61)	1,647,448.97	(207,217.64)	-
LONG To 990 PF Part IV Cont, Line m		1,221,876.29	(1,150,343.54)	71,532.75	-
SHORT (INCL PUTS & CALLS) To 990 PF Part IV Cont, Line o		(3,076,542.90)	2,797,792.51	(278,750.39)	-
		(1,854,666.61)	1,647,448.97	(207,217.64)	-



Realized Gain & Loss Detail
70912167 - The Andrew Foundation

COST SP

Date Range: Jan 3, 2012 - Dec 31, 2012
Grouped by Long/Short, Days Held

Symbol	Acquired	Disposed	Quantity	Cost	Proceeds	Realized Gain/Loss	Unrealized Gain/Loss	Realized %	Unrealized %
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US DOLLAR											
Long											
Symbol	Acquired	Disposed	Quantity	Cost	Proceeds	Realized Gain/Loss	Unrealized Gain/Loss	Realized %	Unrealized %		
02/17/12	01/20/12		1	XW 8 MOV	Put NATIONAL OILWEL 02/18/2012	USD	2	189,430.00	238.88	238.88 (100.00)	
02/17/12	02/07/12		1	XW 8 OH	Put MARKET VECTORS 02/18/2012	USD	4	51,568.71	399.40	399.40 (100.00)	
02/17/12	01/20/12		1	XW 8 SOY	Put STONE ENERGY CO 02/18/2012	USD	2	127,438.00	254.86	254.86 (100.00)	
02/17/12	02/07/12		1	XW 8 VLO	Put ENERGY SELECT 3 02/18/2012	USD	2	53,343.33	161.83	161.83 (100.00)	
02/24/12	01/27/12		7	SL L SOY	STONE ENERGY CORP	USD	(100)	(28,373.33)	(2,837.33)	38,219.33 1,508.88 58.53 18.39	
03/07/12	02/08/12		1	SL L VLO	Put VALERO ENERGY C 02/17/2012	USD	(7)	(103,697.5)	(5,114.99)	1,731.00 503.71 164.24 154.24 62.44	
03/09/12	02/28/12		1	SL L VLO	Put VALERO ENERGY C 02/17/2012	USD	(4)	(103,697.5)	(4,144.79)	1,407.78 547.73 132.96 132.88 33.85	
03/12/12	02/28/12		1	CS 8 XLE	Put ENERGY SELECT 3 02/17/2012	USD	(100)	(21,157.79)	(2,338.79)	22,081.00 (192.75) (192.75) (4.67)	
03/12/12	02/28/12		1	CS 8 XLE	Put ENERGY SELECT 3 02/17/2012	USD	3	68,943.33	342.83	1,920.00 (71.31) (71.33) 32.28	
03/14/12	02/27/12		1	CS 8 XLE	Put HESS CORP 02/17/2012 67.50	USD	(107)	(107,420.00)	(2,218.18)	2,450.00 (144.50) (144.50) (134.47)	
03/14/12	02/28/12		1	EX L ESY	Put ENSCO PLC-SPON 02/17/2012	USD	(4)	(64,807.5)	(273.23)	(273.23) (273.23) (100.00)	
03/16/12	02/28/12		1	XW 8 OIH	Put KOHL'S CORP 02/17/2012 67.00	USD	3	141,342.00	209.71	709.71 709.71 (100.00)	
03/16/12	02/28/12		1	XW 8 OIH	Put MARKET VECTORS 02/17/2012	USD	3	54,943.33	184.83	184.83 184.83 (100.00)	
03/16/12	02/08/12		1	SL L SU	SUNCOR ENERGY INC	USD	(100)	(14,343.00)	(1,456.50)	15,099.50 2,108.64 143.92 143.92 (100.00)	
03/16/12	02/08/12		1	XW 8 USO	Put UNITED STATES O 02/17/2012	USD	4	18,198.00	78.78	78.78 78.78 (100.00)	
03/17/12	02/08/12		1	SL L OK	DELEX US HOLDINGS INC	USD	(200)	(14,204.5)	(1,446.30)	15,099.50 2,108.64 143.92 143.92 (100.00)	
03/28/12	02/14/12		15	SL L SU	SUNCOR ENERGY INC	USD	(280)	(13,375.0)	(1,348.13)	12,790.00 1,844.88 143.92 143.92 (100.00)	
03/28/12	02/14/12		14	SL L SU	SUNCOR ENERGY INC	USD	(20)	(14,343.00)	(1,456.50)	15,099.50 2,108.64 143.92 143.92 (100.00)	
03/28/12	02/08/12		4	SL L OK	DELEX US HOLDINGS INC	USD	(600)	(13,719.19)	(1,291.14)	15,168.00 8,081.27 830.13 830.13 100.00	
04/09/12	02/12/12		1	CS 8 USO	Put UNITED STATES O 02/12/2012	USD	3	12,190.00	(10.78)	1,150.00 (74.21) (74.21) (100.00)	
05/01/12	04/28/12		1	SL L ORCL	Call ORACLE CORP 05/19/2012 30.00	USD	(5)	(47,608.00)	(238.03)	0.3326 144.71 (83.33) (83.33) (100.00)	
05/01/12	04/28/12		1	SL L MA	Call MASTERCARD INC 05/19/2012	USD	(2)	(7,041,385.00)	(2,083.13)	(2,083.13) (2,083.13) (100.00)	
05/29/12	05/18/12		1	SL L CHK	Call CHESAPEAKE ENER 05/18/2012	USD	(2)	(204,233.00)	(408.47)	2,884.2 557.83 148.22 148.22 (100.00)	
06/05/12	05/08/12		1	CS 8 SPY	Put SPDR S&P 500 ET 07/21/2012	USD	(100)	(154,732.00)	(5,478.20)	2,609.8 (10,103.00) (10,103.00) (100.00)	
06/07/12	05/08/12		4	SL L TEVA	TEVA PHARMACEUTICAL-SP ADR	USD	(100)	(12,500.00)	(4,230.00)	33,021 3,894.88 (10,103.00) (10,103.00) (100.00)	
06/14/12	05/12/12		1	SL L UNG	US NATURAL GAS FUND LP	USD	(100)	(118,450.00)	(4,230.00)	33,021 3,894.88 (10,103.00) (10,103.00) (100.00)	
06/25/12	06/14/12		2	CS 8 XLE	Put ENERGY SELECT 3 06/29/2012	USD	4	180,190.00	400.78	1,592.5 (532.23) (532.23) (100.00)	
07/18/12	06/28/12		1	CS 8 HES	HESS CORP	USD	(100)	(40,370.00)	(5,047.00)	44,746 1,472.31 (1,472.31) (100.00)	
07/20/12	06/22/12		1	XW 8 HES	Put HESS CORP 07/21/2012 40.00	USD	2	123,440.00	238.88	238.88 238.88 (100.00)	
07/20/12	06/21/12		1	XW 8 UNG	Put US NATURAL GAS 07/21/2012	USD	2	77,043.33	172.33	172.33 172.33 (100.00)	
07/20/12	07/08/12		3	XW 8 USO	Put UNITED STATES O 07/21/2012	USD	3	47,940.00	143.82	143.82 143.82 (100.00)	
07/20/12	07/02/12		1	XW 8 USO	Put UNITED STATES O 07/21/2012	USD	2	62,187.5	248.73	248.73 248.73 (100.00)	
07/20/12	07/08/12		3	XW 8 USO	Put UNITED STATES O 07/21/2012	USD	3	88,440.00	138.88	138.88 138.88 (100.00)	
07/20/12	06/21/12		1	XW 8 XOM	Put EXXON MOBIL CORP 07/21/2012	USD	2	159,740.00	331.24	331.24 331.24 (100.00)	
07/20/12	07/05/12		1	XW 8 XOP	Put SPDR S&P OIL & 07/21/2012 50.00	USD	4	87,187.5	348.73	348.73 348.73 (100.00)	
				Held Between 10 and 30 Days		(48,553.79)		40,283.33		(8,270.46)	
Held Between 30 and 60 Days											
01/10/12	11/20/11		17	SL L MPC	MARATHON PETROLEUM CORP	USD	(50)	(33,604.4)	(1,800.22)	31,342.8 1,538.53 (120.43) (120.43) (100.00)	
01/11/12	11/20/11		17	SL L MPC	MARATHON PETROLEUM CORP	USD	(100)	(33,604.4)	(2,368.44)	22,085.0 1,934.1 (1,670.01) (1,670.01) (100.00)	
01/12/12	11/20/11		17	SL L MPC	MARATHON PETROLEUM CORP	USD	(100)	(33,604.4)	(2,368.44)	33,228.8 3,077.78 (32.68) (32.68) (100.00)	
01/20/12	11/09/11		1	CS 8 OIH	Put BAKER HUGHES INC 01/21/2012	USD	(2)	(296,430.00)	(7,024.8)	(7,024.8) (7,024.8) (100.00)	
01/20/12	11/20/11		17	SL L MPC	MARATHON PETROLEUM CORP	USD	(50)	(33,604.4)	(1,858.22)	34,024.3 1,897.44 17.22 17.22 (100.00)	
01/20/12	12/09/11		1	EX 8 SOY	Call STONE ENERGY CO 01/21/2012	USD	(3)	(115,940.00)	(715.19)	(715.19) (715.19) (100.00)	
01/20/12	11/22/11		1	XW 8 SPY	Put SPDR S&P 500 ET 01/21/2012	USD	50	235,442.8	11,772.13	11,772.13 11,772.13 (100.00)	
01/20/12	11/21/11		4	SL L USO	TOTAL GAS FUND ADR	USD	(100)	(45,180.00)	(1,985.88)	(51,576.0) (6,447.59) (12,437.59) (12,437.59) (100.00)	
01/20/12	12/14/11		1	XW 8 USO	Put UNITED STATES O 01/21/2012	USD	3	87,948.7	203.84	203.84 203.84 (100.00)	
01/20/12	11/29/11		1	SL L ERV	Put ENSCO PLC-CCA	USD	(100)	(49,120.00)	(4,581.20)	(53,721.2) (4,581.20) (100.00)	

ADD UP

NOT AN OFFICIAL STATEMENT. READ DISCLAIMER ON LAST PAGE.



Realized Gain & Loss Detail
7091287 - The Andrews Foundation

COST SP

Date Range: Jan 1, 2012 - Dec 31, 2012

Generated: 04/26/13 12:17:53

Grouped by Long/Short, Days Held

Date	Code	Share Code	Acct	Symbol	Quantity	Cost	Price	Realized Gain/Loss	Unrealized Gain/Loss	Market Value	Days Held
------	------	------------	------	--------	----------	------	-------	--------------------	----------------------	--------------	-----------

US DOLLAR																
Long																
01/28/12	12/28/11	9	SL	L	ESV	ENSCO PLC-CL A	USD	(100)	(47,013)	(4,701.33)	54,780	3,465.83	782.50	782.50	16.22	
02/17/12	01/12/12	1	XW	S	APC	Pet ANADARKO PETRO	USD	0	124,943	174.83	174.83	0	174.83	174.83	(100.00)	
02/17/12	12/28/11	1	XW	S	SPY	Pet SPDR S&P 500 ET	USD	50	88,445	3,422.28	3,422.28	0	3,422.28	3,422.28	(100.00)	
02/17/12	01/03/12	1	XW	S	XLE	Pet ENERGY SELECT	USD	12	71,942	215.83	215.83	0	215.83	215.83	(100.00)	
02/24/12	01/11/12	8	SL	L	MRO	MARATHON OIL CORP	USD	(100)	(90,830)	(2,068.00)	33,275	3,517.43	448.43	448.43	16.81	
02/28/12	01/11/12	4	SL	L	COP	CONOCO PHILLIPS	USD	(100)	(72,390)	(7,239.40)	77,388	7,728.22	468.42	468.42	6.47	
02/28/12	01/10/12	3	SL	L	COP	CONOCO PHILLIPS	USD	(100)	(71,650)	(7,165.00)	77,388	7,728.22	563.22	563.22	7.87	
03/15/12	02/08/12	11	SL	L	ESV	ENSCO PLC-CL A	USD	(100)	(47,717)	(4,771.71)	56,450	5,672.89	384.22	384.22	4.93	
03/18/12	02/15/12	1	XW	S	HES	Pet HESS CORP	USD	2	193,430	288.88	288.88	0	288.88	288.88	(100.00)	
03/18/12	02/14/12	1	XW	S	SPY	Pet SPDR S&P 500 ET	USD	150	43,843	2,924.16	2,924.16	0	2,924.16	2,924.16	(100.00)	
03/18/12	01/21/12	1	XW	S	SWN	Pet SOUTHWESTERN EN	USD	3	143,943	431.83	431.83	0	431.83	431.83	(100.00)	
04/02/12	02/28/12	9	SL	L	SGY	STONE ENERGY CORP	USD	(50)	(23,890)	(2,389.00)	25,587	2,558.70	167.80	167.80	(11.11)	
04/02/12	02/28/12	9	SL	L	SGY	STONE ENERGY CORP	USD	(50)	(22,091.4)	(2,209.14)	1,804.57	29,587	4,478.90	132.67	132.67	(8.33)
04/02/12	02/08/12	11	SL	L	ESV	ENSCO PLC-CL A	USD	(100)	(47,717)	(4,771.71)	52,463	4,685.29	441.80	441.80	(1.89)	
04/02/12	02/28/12	9	SL	L	SGY	STONE ENERGY CORP	USD	(100)	(22,091.4)	(2,209.14)	27,430	2,728.13	528.11	528.11	(1.89)	
04/18/12	03/08/12	3	SL	L	STOT	TOTAL S&P 500 ADR	USD	(100)	(15,800)	(1,580.00)	18,000	1,800.00	219.00	219.00	(10.00)	
04/18/12	03/08/12	1	CS	B	XLE	Pet ENERGY SELECT	USD	3	81,843	185.83	1,200	(75.18)	(183.33)	(183.33)	10.88	
04/18/12	02/24/12	6	SL	L	XOM	EXXON MOBIL CORP	USD	(50)	(77,360)	(1,547.20)	64,215	12,142.80	1,488.20	1,488.20	(7.71)	
04/20/12	03/16/12	1	EX	L	ESV	ENSCO PLC-SPON	USD	(4)	(188,875)	(438.23)	188.88	247.65	58.83	58.83	(100.00)	
04/20/12	03/16/12	2	EX	L	HES	HESS CORP	USD	(4)	(10,847)	(2,622)	10,847	0	0	0	(100.00)	
04/20/12	03/14/12	1	EX	L	HES	HESS CORP	USD	(7)	(120,580)	(115.13)	120,580	0	0	0	(100.00)	
04/20/12	03/06/12	1	XW	S	NOV	Pet NATIONAL OILWEL	USD	7	272,850	344.31	344.31	0	344.31	344.31	(100.00)	
04/20/12	03/14/12	1	EX	L	VLO	Valero Energy C	USD	(8)	(130,488)	(1,643.27)	130,488	0	0	0	(100.00)	
04/20/12	03/28/12	1	SL	L	ESV	ENSCO PLC-SPON	USD	(1)	(285,933)	(600.16)	6,910	289.83	289.83	289.83	(100.00)	
05/04/12	03/21/12	13	SL	L	ESV	ENSCO PLC-CL A	USD	(100)	(54,719)	(5,471.93)	53,694	5,399.71	(72.22)	(72.22)	(2.05)	
05/14/12	03/27/12	10	SL	L	SGY	STONE ENERGY CORP	USD	(100)	(24,920)	(2,492.00)	23,890	2,372.64	(119.36)	(119.36)	(4.79)	
05/18/12	03/23/12	12	SL	L	VLO	VALERO ENERGY CORP	USD	(100)	(24,940)	(2,494.00)	22,140	2,198.85	(285.15)	(285.15)	(11.39)	
05/18/12	04/02/12	1	EX	L	MRO	MARATHON OIL CO	USD	(4)	(117,607)	(117.23)	117,607	0	0	0	(100.00)	
05/04/12	04/25/12	1	SL	L	MDT	Medtronic Inc	USD	(5)	(128,800)	(804.40)	8,700	119.71	(119.71)	(119.71)	(100.00)	
05/04/12	04/27/12	1	SL	L	ENP	ENBRIDGE INC	USD	(4)	(178,075)	(115.23)	2,650	1,044.76	929.53	929.53	(100.00)	
05/15/12	04/23/12	1	EX	L	EMG	EMG CORP	USD	(6)	(83,933)	(801.20)	801.20	0	0	0	(100.00)	
05/15/12	05/07/12	1	SL	L	ESV	ENSCO PLC-CL A	USD	(50)	(54,719)	(5,471.93)	49,715	2,545.97	(500.96)	(500.96)	(9.14)	
05/15/12	04/23/12	1	EX	L	JCI	Johnston Control	USD	(7)	(147,187)	(1,620.38)	1,620.38	0	0	0	(100.00)	
05/20/12	05/18/12	1	CS	B	USO	Pet UNITED STATES O	USD	4	28,180	(82.78)	1,400	(973.32)	(122.47)	(122.47)	(100.00)	
07/03/12	05/18/12	1	SL	L	VLO	Valero Energy C	USD	(4)	(212,897)	(1,131.23)	4,200	1,844.72	533.49	533.49	(100.00)	
07/03/12	05/18/12	1	SL	L	UNG	UNITED NATURAL GAS	USD	(8)	(17,897)	(211.23)	0	1,300	18.78	18.78	(100.00)	
07/20/12	06/20/12	2	XW	S	USO	Pet UNITED STATES O	USD	4	38,190	224.78	224.78	0	224.78	224.78	(100.00)	
Held Between 30 and 60 Days									(54,811.60)		102,993.23		18,181.28		18,181.28	21.44
Held Between 60 and 90 Days																
01/29/12	10/12/11	13	SL	L	MPC	MARATHON PETROLEUM CORP	USD	(150)	(31,723)	(3,172.33)	31,301	4,643.88	(778.00)	(778.00)	(7.43)	
01/29/12	01/03/12	6	SL	L	ESV	ENSCO PLC-CL A	USD	(150)	(72,730)	(7,273.00)	32,122	4,152.64	(3,120.36)	(3,120.36)	(4.21)	
01/29/12	11/17/11	4	SL	L	SGY	STONE ENERGY CORP	USD	(100)	(27,847)	(2,784.70)	28,020	2,787.34	172.64	172.64	(1.23)	
01/29/12	11/07/11	4	SL	L	SGY	STONE ENERGY CORP	USD	(100)	(27,847)	(2,784.70)	28,020	2,787.34	172.64	172.64	(1.23)	
01/27/12	11/15/11	3	SL	L	HES	HESS CORP	USD	(100)	(64,800)	(6,480.00)	58,050	5,487.29	(912.71)	(912.71)	(14.13)	
02/13/12	11/27/11	6	SL	L	UNG	UNITED NATURAL GAS	USD	(60)	(50,780)	(5,078.00)	47,972	2,807.64	(2,270.36)	(2,270.36)	(30.70)	
02/13/12	11/17/11	18	SL	L	MPC	MARATHON PETROLEUM CORP	USD	(200)	(22,171)	(2,217.10)	28,543	2,626.40	1,261.30	1,261.30	(100.00)	
02/27/12	12/18/11	5	SL	L	ENP	NATIONAL OILWEL VARGO INC	USD	(100)	(4,300)	(430.00)	1,470	1,040.00	610.00	610.00	(100.00)	

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Realized Gain & Loss Detail
70912377 - The Andrews Foundation

COST SP

Date Range: Jan 3, 2012 - Dec 31, 2012
Grouped by Long/Short, Days Held

Generated: 04/28/13 12:17:03

Code	Symbol	Quantity	Cost	Price	Realized Gain/Loss	Unrealized Gain/Loss	Market Value
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US DOLLAR															
Long															
Date	Symbol	Quantity	Cost	Price	Realized Gain/Loss	Unrealized Gain/Loss	Market Value								
03/18/12	01/12/12	5	SL L RDSA	ROYAL DUTCH SHELL PLC-ADR	USD	(100)	(83,8457)	(8,984.87)	72,8242	7,284.70	300.22	300.22	430		
02/28/12	01/27/12	5	SL L BHI	BAKER HUGHES INC	USD	(50)	(44,1300)	(5,401.50)	38,7285	3,701.12	(100.28)	(100.28)	(1,427)		
04/03/12	01/06/12	8	SL L T	AT&T INC	USD	(500)	(29,927.5)	(14,963.75)	38,8094	18,288.37	325.62	325.62	118		
04/18/12	01/21/12	3	SL L XOM	EXXON MOBIL CORP	USD	(100)	(84,1088)	(8,410.88)	88,8200	8,577.80	(68.92)	(68.92)	138		
05/04/12	02/29/12	8	SL L HES	HESS CORP	USD	(100)	(83,2190)	(8,321.90)	81,2980	8,113.88	(1,407.12)	(1,407.12)	(21.50)		
05/18/12	03/09/12	1	XW 3 SPY	PUL SPDR S&P 500 ET 05/19/2011	USD	50	100,8922	1,008.922	1,036.40	2,654.66	(100.80)	(100.80)	(100.80)		
05/18/12	03/19/12	1	XW 3 SPY	PUL SPDR S&P 500 ET 05/19/2011	USD	50	84,8840	848.840	1,234.70	2,234.70	1,385.86	1,385.86	(100.80)		
05/29/12	03/28/12	11	SL L SGY	STONE ENERGY CORP	USD	(100)	(26,4867)	(2,648.67)	24,8310	2,228.94	(429.73)	(429.73)	(14.77)		
06/12/12	03/29/12	13	SL L VLO	VALERO ENERGY CORP	USD	(100)	(2,858.80)	(2,858.80)	22,7600	2,260.94	(597.86)	(597.86)	(14.91)		
06/12/12	04/13/12	14	SL L ESV	ENSCO PLC-CL A	USD	(100)	(52,3448)	(5,234.48)	47,1155	4,571.96	(662.52)	(662.52)	(12.05)		
06/12/12	03/27/12	2	EX L SGY	CALL STONE ENERGY CO 06/18/2012	USD	(2)	(97,5830)	(9,758.30)	(183.12)	(183.12)	(183.12)	(183.12)	(100.80)		
06/22/12	03/28/12	1	SL L SGY	STONE ENERGY CORP	USD	(100)	(26,4867)	(2,648.67)	21,8980	2,174.50	(474.17)	(474.17)	(23.05)		
07/10/12	03/08/12	7	SL L RDSA	ROYAL DUTCH SHELL PLC-ADR	USD	(150)	(87,6230)	(14,143.25)	67,2982	16,097.98	(47.20)	(47.20)	(9.47)		
07/17/12	04/27/12	0	SL L MRO	MARATHON OIL CORP	USD	(50)	(28,8820)	(2,888.20)	25,8900	1,974.47	(713.73)	(713.73)	(14.00)		
07/18/12	04/23/12	9	SL L HES	HESS CORP	USD	(150)	(83,0150)	(8,301.50)	77,8820	6,708.85	(1,592.65)	(1,592.65)	(16.00)		
08/17/12	04/18/12	1	XW 3 SPY	PUL SPDR S&P 500 ET 05/19/2011	USD	50	28,3020	2,830.20	24,1310	2,413.10	(417.10)	(417.10)	(18.84)		
09/24/12	07/08/12	17	SL L VLO	VALERO ENERGY CORP	USD	(100)	(24,1600)	(2,416.00)	31,7771	3,178.54	732.54	732.54	31.44		
09/24/12	07/18/12	7	SL L XOM	EXXON MOBIL CORP	USD	(100)	(80,0681)	(8,006.81)	82,0700	8,178.19	164.38	164.38	(12.00)		
					Held Between 60 and 90 Days		-		(132,054.23)			(140,682.32)	4,608.09	4,608.09	832

Held Between 90 and 180 Days													
Date	Symbol	Quantity	Cost	Price	Realized Gain/Loss	Unrealized Gain/Loss	Market Value						
01/03/12	08/24/11	2	SL L PHM	Call PULTEGROUP INC 01/21/2012	USD	(12)	(50,9125)	(6,10.95)	2,7180	2,238.30	2,625.15	2,625.15	428.72
01/03/12	08/29/11	4	SL L T	AT&T INC	USD	(200)	(28,607.5)	(14,303.75)	29,3285	11,798.50	(12,515.25)	(12,515.25)	(24.00)
01/09/12	08/23/11	7	SL L MPC	MARATHON PETROLEUM CORP	USD	(50)	(33,741.2)	(3,374.12)	31,3018	1,581.28	(1,792.84)	(1,792.84)	(7.31)
01/10/12	10/12/11	13	SL L MPC	MARATHON PETROLEUM CORP	USD	(100)	(33,741.2)	(3,374.12)	31,3018	1,581.28	(1,792.84)	(1,792.84)	(7.31)
01/20/12	10/11/11	12	SL L MPC	MARATHON PETROLEUM CORP	USD	(150)	(33,741.2)	(3,374.12)	31,3018	1,581.28	(1,792.84)	(1,792.84)	(7.31)
01/24/12	09/28/11	3	SL L CCL	JOHNSON CONTROLS INC	USD	(150)	(10,331.2)	(1,033.12)	11,3305	6,721.23	(4,611.89)	(4,611.89)	(1.82)
01/27/12	10/28/11	4	SL L CVX	CHEVRON CORP	USD	(50)	(169,2790)	(16,927.90)	161,9713	5,183.47	(216.43)	(216.43)	(5.11)
01/27/12	10/31/11	7	SL L BHI	BAKER HUGHES INC	USD	(50)	(48,3770)	(4,837.70)	49,5000	4,662.30	(1,675.40)	(1,675.40)	(15.72)
02/17/12	10/31/11	4	SL L HES	HESS CORP	USD	(100)	(83,1187)	(8,311.87)	83,8294	6,387.83	(1,924.04)	(1,924.04)	(1.20)
02/24/12	09/08/11	2	SL L MRO	MARATHON OIL CORP	USD	(50)	(28,8820)	(2,888.20)	25,8900	1,974.47	(713.73)	(713.73)	(14.00)
02/24/12	10/31/11	8	SL L SU	SUNCOR ENERGY INC	USD	(50)	(32,8750)	(3,287.50)	37,1303	1,852.73	(1,434.77)	(1,434.77)	(12.40)
02/24/12	11/03/11	5	SL L SU	SUNCOR ENERGY INC	USD	(50)	(32,8750)	(3,287.50)	37,1303	1,852.73	(1,434.77)	(1,434.77)	(12.40)
02/29/12	11/09/11	10	SL L SU	SUNCOR ENERGY INC	USD	(50)	(32,8750)	(3,287.50)	37,1303	1,852.73	(1,434.77)	(1,434.77)	(12.40)
02/29/12	11/03/11	5	SL L SU	SUNCOR ENERGY INC	USD	(100)	(32,8750)	(3,287.50)	37,1303	1,852.73	(1,434.77)	(1,434.77)	(12.40)
03/08/12	10/12/11	2	SL L COP	CONOCOPHILLIPS	USD	(200)	(88,1972)	(8,819.72)	77,8000	15,544.71	1,905.27	1,905.27	(13.87)
03/29/12	11/04/11	8	SL L BHI	BAKER HUGHES INC	USD	(150)	(48,3770)	(4,837.70)	49,5000	4,662.30	(1,675.40)	(1,675.40)	(15.72)
04/13/12	10/21/11	8	SL L APA	APACHE CORP	USD	(50)	(93,3200)	(9,332.00)	93,6820	4,687.89	(4,644.11)	(4,644.11)	(1.11)
05/04/12	01/27/12	10	SL L ESV	ENSCO PLC-CL A	USD	(100)	(52,3448)	(5,234.48)	51,2094	4,074.46	(1,160.02)	(1,160.02)	(8.04)
06/07/12	12/20/11	3	SL L TEVA	TEVA PHARMACEUTICAL-SP ADR	USD	(100)	(42,2445)	(4,224.45)	29,0221	3,894.89	(339.56)	(339.56)	(8.04)
06/15/12	01/27/12	10	SL L ESV	ENSCO PLC-CL A	USD	(50)	(52,3448)	(5,234.48)	49,7195	4,074.46	(1,160.02)	(1,160.02)	(8.04)
06/15/12	03/15/12	1	XW 3 SPY	PUL SPDR S&P 500 ET 06/18/2012	USD	50	143,3954	1,433.954	7,189.82	7,189.82	7,189.82	7,189.82	(100.80)
06/21/12	02/16/12	1	SL L COP	CAPITAL ONE FINANCIAL CORP	USD	(450)	(48,3072)	(4,830.72)	57,3086	21,972.33	2,218.61	2,218.61	(10.84)
06/28/12	03/01/12	18	SL L MPC	MARATHON PETROLEUM CORP	USD	(100)	(42,1791)	(4,217.91)	42,3220	4,223.61	7.70	7.70	(10.84)
07/09/12	02/22/12	5	SL L EBAY	EBAY INC	USD	(50)	(16,725)	(1,672.5)	16,6500	1,577.22	(105.28)	(105.28)	(10.84)
07/09/12	03/21/12	3	SL L EBAY	EBAY INC	USD	(50)	(16,725)	(1,672.5)	16,6500	1,577.22	(105.28)	(105.28)	(10.84)
07/10/12	02/28/12	11	SL L SGY	STONE ENERGY CORP	USD	(100)	(26,4867)	(2,648.67)	24,9180	2,178.54	(470.13)	(470.13)	(12.00)
07/11/12	01/28/12	7	SL L HES	HESS CORP	USD	(150)	(83,8890)	(8,388.90)	82,8578	6,428.48	(1,960.42)	(1,960.42)	(23.11)

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Realized Gain & Loss Detail
7/31/2013 The Andrews Foundation

COST SP

Symbol	Quantity	Cost	Market	Gain/Loss	Realized	Unrealized	Net
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US DOLLAR							
Long							
Date	Symbol	Quantity	Unit	Cost	Market	Gain/Loss	Realized
07/09/12	11/17/11	2	SL L FWLT	FOSTER WHEELER AG	USD	(200)	(20,000)
07/10/12	10/22/11	5	SL L CVX	CHEVRON CORP	USD	(50)	(5,000)
07/10/12	01/12/12	5	SL L RDSA	ROYAL DUTCH SHELL PLC-ADR	USD	(50)	(5,000)
07/10/12	11/09/11	10	SL L BU	SUNCOR ENERGY INC	USD	(100)	(10,000)
07/10/12	11/09/11	10	SL L SU	SUNCOR ENERGY INC	USD	(100)	(10,000)
07/17/12	09/27/11	4	SL L APA	APACHE CORP	USD	(40)	(4,000)
07/17/12	10/21/11	5	SL L APA	APACHE CORP	USD	(50)	(5,000)
07/18/12	10/27/11	2	SL L HES	HESS CORP	USD	(20)	(2,000)
07/18/12	10/13/11	3	SL L HES	HESS CORP	USD	(30)	(3,000)
07/18/12	10/24/11	6	SL L SU	SUNCOR ENERGY INC	USD	(60)	(6,000)
07/18/12	10/25/11	7	SL L SU	SUNCOR ENERGY INC	USD	(70)	(7,000)
07/18/12	11/16/11	11	SL L SU	SUNCOR ENERGY INC	USD	(110)	(11,000)
07/19/12	10/24/11	8	SL L SU	SUNCOR ENERGY INC	USD	(80)	(8,000)
07/20/12	09/14/11	2	SL L NYX	NYSE EURONEXT	USD	(20)	(2,000)
07/20/12	10/12/11	4	SL L NYX	NYSE EURONEXT	USD	(40)	(4,000)
07/20/12	11/29/11	5	SL L EGY	STONE ENERGY CORP	USD	(50)	(5,000)
07/20/12	11/17/11	4	SL L EGY	STONE ENERGY CORP	USD	(40)	(4,000)
07/20/12	11/02/11	12	SL L SU	SUNCOR ENERGY INC	USD	(120)	(12,000)
07/23/12	12/12/11	13	SL L SU	SUNCOR ENERGY INC	USD	(130)	(13,000)
08/09/12	12/22/11	2	SL L GE	GENERAC ELECTRIC CO	USD	(20)	(2,000)
08/21/12	12/20/11	6	SL L EGY	STONE ENERGY CORP	USD	(60)	(6,000)
08/24/12	10/04/11	1	SL L EGY	STONE ENERGY CORP	USD	(10)	(1,000)
08/24/12	09/29/11	6	SL L EGY	STONE ENERGY CORP	USD	(60)	(6,000)
08/24/12	12/20/11	6	SL L EGY	STONE ENERGY CORP	USD	(60)	(6,000)
08/24/12	09/29/11	5	SL L MRO	MARATHON OIL CORP	USD	(50)	(5,000)
08/24/12	02/22/12	11	SL L EGY	STONE ENERGY CORP	USD	(110)	(11,000)
08/24/12	12/14/11	8	SL L POT	POTASH CORP OF SASKATCHEWAN	USD	(80)	(8,000)
08/24/12	02/20/12	9	SL L VLO	VALERO ENERGY CORP	USD	(90)	(9,000)
08/24/12	02/24/12	10	SL L VLO	VALERO ENERGY CORP	USD	(100)	(10,000)
08/24/12	02/03/12	6	SL L VLO	VALERO ENERGY CORP	USD	(60)	(6,000)
08/25/12	09/29/11	2	SL L ABT	ABBOTT LABORATORIES	USD	(20)	(2,000)
08/25/12	01/12/12	6	SL L CVX	CHEVRON CORP	USD	(60)	(6,000)
08/25/12	10/12/11	3	SL L CVX	CHEVRON CORP	USD	(30)	(3,000)
Held Over 360 Days				Held Between 180 and 360 Days			
				(215,069.72)	399,310.55	14,240.83	14,240.83
01/05/12	06/11/10	1	SL L T	AT&T INC	USD	(100)	(10,000)
01/12/12	10/01/10	1	SL L SU	SUNCOR ENERGY INC	USD	(100)	(10,000)
01/20/12	09/19/10	1	SL L CAM	CAMERON INTERNATIONAL CORP	USD	(100)	(10,000)
01/20/12	09/19/10	1	SL L CAM	CAMERON INTERNATIONAL CORP	USD	(100)	(10,000)
01/20/12	01/05/11	2	SL L JCI	JOHNSON CONTROLS INC	USD	(200)	(20,000)
02/10/12	06/11/10	1	SL L VFI	VANGUARD FINANCIALS ETC	USD	(100)	(10,000)
02/19/12	06/11/10	1	SL L FM	PHILIP MORRIS INTERNATIONAL	USD	(100)	(10,000)
03/27/12	06/11/10	1	SL L KXS	KODAK CORP	USD	(100)	(10,000)
03/27/12	06/11/10	1	SL L ORCL	ORACLE CORP	USD	(100)	(10,000)
03/27/12	02/19/11	1	SL L NDZ	MEDTRONIC INC	USD	(100)	(10,000)
04/09/12	06/11/10	1	SL L UTX	UNITED TECHNOLOGIES CORP	USD	(100)	(10,000)
04/10/12	06/11/10	1	SL L HO	HOMB DEPOT INC	USD	(100)	(10,000)

NOT AN OFFICIAL STATEMENT READ DISCLOSURE ON LAST PAGE



Realized Gain & Loss Detail
70912367 - The Andrews Foundation

Cost SP

Symbol	Quantity	Cost	SP	Gain/Loss	Realized Gain/Loss	Unrealized Gain/Loss	Current Price	Current Value					
04/20/12	08/11/10	1	SL L ORCL	ORACLE CORP	USD	(500)	(22,317.2)	(11,158.40)	28,293.1	14,661.22	3,502.62	31.28	
04/23/12	08/11/10	2	SL L EMC	EMC CORP/PMA	USD	(200)	(14,074.9)	(7,414.58)	17,839.2	5,522.77	1,707.19	747.73	46.77
04/23/12	11/24/10	3	SL L EMC	EMC CORP/PMA	USD	(400)	(21,807.5)	(8,722.00)	27,688.5	11,045.55	2,322.53	2,322.53	38.63
04/23/12	08/09/10	1	SL L JCI	JOHNSON CONTROLS INC	USD	(500)	(29,745.7)	(17,847.42)	31,269.6	16,719.62	672.16	672.16	43.83
04/23/12	03/20/11	3	SL L MDT	MEDTRONIC INC	USD	(150)	(8,335.6)	(3,833.37)	37,100.7	4,594.48	(378.53)	(378.53)	18.33
04/23/12	02/18/11	2	SL L MDT	MEDTRONIC INC	USD	(100)	(41,885.0)	(8,182.75)	37,100.7	4,594.48	(808.27)	(808.27)	18.87
04/23/12	03/18/11	2	SL L MDT	MEDTRONIC INC	USD	(200)	(29,283.1)	(7,873.81)	37,100.7	4,594.48	(487.54)	(487.54)	18.34
04/27/12	08/11/10	1	SL L PEP	PEPSICO INC	USD	(500)	(63,520.0)	(19,026.00)	88,240.0	19,645.52	782.52	782.52	41.11
05/15/12	08/11/10	1	SL L HD	HOME DEPOT INC	USD	(500)	(32,237.6)	(8,871.34)	48,778.3	14,603.22	4,931.88	4,931.88	30.89
05/22/12	08/11/10	2	SL L HD	HOME DEPOT INC	USD	(400)	(27,127.3)	(11,091.00)	48,778.3	19,257.16	5,044.78	5,044.78	37.82
06/07/12	08/11/10	1	SL L TEVA	TEVA PHARMACEUTICAL-SP ADR	USD	(500)	(83,080.0)	(18,578.60)	39,822.1	13,892.43	(4,945.87)	(4,945.87)	28.63
06/08/12	08/11/10	1	SL L AGU	AGRUM INC	USD	(100)	(82,080.0)	(5,208.00)	78,230.7	7,817.80	2,609.80	2,609.80	30.11
06/08/12	05/20/11	3	SL L AGU	AGRUM INC	USD	(200)	(78,447.3)	(18,848.45)	78,230.7	18,833.78	(252.66)	(252.66)	11.60
06/08/12	04/23/11	2	SL L POT	POTASH CORP OF SASKATCHEWAN	USD	(200)	(84,706.0)	(11,140.00)	38,248.5	7,899.18	(3,480.43)	(3,480.43)	19.24
06/08/12	11/18/10	2	SL L POT	POTASH CORP OF SASKATCHEWAN	USD	(100)	(45,580.3)	(4,335.03)	38,248.5	3,829.77	(728.26)	(728.26)	18.92
06/11/12	08/11/10	1	SL L JPM	JPMORGAN CHASE & CO	USD	(500)	(37,720.0)	(11,310.00)	25,104.4	9,910.31	(1,488.70)	(1,488.70)	14.94
06/11/12	11/08/10	2	SL L JPM	JPMORGAN CHASE & CO	USD	(200)	(40,729.3)	(9,147.85)	33,104.8	8,608.61	(1,541.05)	(1,541.05)	18.01
06/19/12	08/11/10	2	SL L JPM	JPMORGAN CHASE & CO	USD	(200)	(37,720.0)	(18,885.00)	35,373.0	17,871.10	(1,913.90)	(1,913.90)	18.31
06/21/12	08/11/10	1	SL L APA	APACHE CORP	USD	(150)	(82,565.0)	(13,873.75)	82,888.3	12,428.87	(1,448.08)	(1,448.08)	16.42
06/21/12	08/11/10	1	SL L DEO	DIAGEO PLC-SPONSORED ADR	USD	(200)	(84,370.0)	(19,211.20)	160,292.7	30,059.33	10,748.13	10,748.13	39.82
06/22/12	08/11/10	1	SL L AGU	AGRUM INC	USD	(200)	(82,080.0)	(10,418.00)	84,829.8	16,910.54	6,494.54	6,494.54	32.33
06/28/12	08/11/10	2	SL L DGX	QUEST DIAGNOSTICS INC	USD	(50)	(57,150.0)	(2,847.50)	58,885.5	2,922.27	94.72	94.72	1.81
06/28/12	05/24/11	3	SL L DGX	QUEST DIAGNOSTICS INC	USD	(100)	(57,809.1)	(8,790.81)	59,885.5	3,904.43	113.52	113.52	1.99
06/28/12	06/02/11	1	SL L DGX	QUEST DIAGNOSTICS INC	USD	(200)	(58,859.1)	(11,371.42)	59,885.5	11,809.78	436.36	436.36	3.84
07/08/12	10/19/10	1	SL L NYX	NYSE EURO NEXT	USD	(500)	(28,742.4)	(14,871.21)	35,102.1	12,546.63	(2,371.16)	(2,371.16)	18.00
07/09/12	08/11/10	2	SL L CSCO	CISCO SYSTEMS INC	USD	(200)	(16,860.0)	(1,642.72)	16,823.2	11,823.31	(218.41)	(218.41)	10.21
07/09/12	08/11/10	1	SL L CSCO	CISCO SYSTEMS INC	USD	(1,200)	(22,740.0)	(2,728.30)	18,823.2	19,925.79	(7,382.21)	(7,382.21)	28.98
07/09/12	08/11/10	1	SL L FNV	FOSTER WHEELER AG	USD	(500)	(24,100.0)	(19,348.00)	18,295.3	13,078.84	(6,269.16)	(6,269.16)	12.89
07/12/12	08/11/10	1	SL L MA	MASTERCARD INC-CLASS A	USD	(100)	(203,780.0)	(20,378.00)	423,145.1	42,498.53	22,128.53	22,128.53	188.53
09/03/12	01/08/10	1	SL L BLK	BLACKROCK INC	USD	(100)	(1,021,237.8)	(18,223.75)	178,700.0	17,840.23	(1,003.52)	(1,003.52)	16.11
09/03/12	03/29/11	2	SL L BLK	BLACKROCK INC	USD	(50)	(168,550.0)	(9,327.50)	178,700.0	8,830.11	(497.39)	(497.39)	5.33
09/03/12	05/12/11	3	SL L BLK	BLACKROCK INC	USD	(10)	(197,378.0)	(7,372.78)	178,700.0	7,786.07	(207.71)	(207.71)	18.43
09/24/12	08/11/10	1	SL L AAPL	APPLE INC	USD	(140)	(248,327.1)	(24,985.80)	687,700.0	98,280.84	61,355.04	61,355.04	178.77
09/24/12	08/11/10	1	SL L COH	COACH INC	USD	(300)	(42,100.0)	(13,000.00)	63,870.00	14,774.62	3,885.62	3,885.62	38.20
09/24/12	08/11/10	1	SL L EMC	EMC CORP/PMA	USD	(1,200)	(18,400.0)	(2,080.00)	27,700.0	33,229.25	11,158.25	11,158.25	50.54
09/24/12	08/11/10	2	SL L EMC	EMC CORP/PMA	USD	(400)	(10,071.9)	(7,829.36)	27,700.0	17,079.18	1,449.19	1,449.19	45.78
09/24/12	08/28/11	4	SL L ESV	ENSCO PLC-CL A	USD	(100)	(45,183.3)	(4,310.33)	58,941.7	5,891.54	1,172.21	1,172.21	25.94
09/24/12	08/11/11	1	SL L FVY	FRESCO PLC-CL A	USD	(50)	(45,930.0)	(2,707.50)	46,941.7	2,442.77	94.27	94.27	22.86
09/24/12	08/11/10	1	SL L FCX	FREPORT-MCMORAN COPPER	USD	(400)	(32,302.5)	(12,921.00)	40,400.0	14,144.63	3,223.83	3,223.83	24.85
09/24/12	08/11/10	1	SL L GOOG	GOOGLE INC-CL A	USD	(10)	(482,885.0)	(19,384.60)	747,380.0	29,882.83	10,828.23	10,828.23	54.20
09/24/12	04/15/11	2	SL L GOOG	GOOGLE INC-CL A	USD	(19)	(838,810.0)	(8,358.10)	747,380.0	7,470.73	2,112.83	2,112.83	39.43
09/24/12	08/11/10	1	SL L HON	HONEYWELL INTERNATIONAL INC	USD	(500)	(61,010.0)	(20,305.00)	80,037.0	20,000.31	9,485.12	9,485.12	48.21
09/24/12	08/11/11	3	SL L IBM	INTERNATIONAL BUSINESS MACHINES CORP	USD	(100)	(183,840.0)	(18,384.00)	288,830.0	28,877.34	4,213.84	4,213.84	25.75
09/24/12	01/12/10	2	SL L IBM	INTERNATIONAL BUSINESS MACHINES CORP	USD	(200)	(142,447.3)	(18,689.40)	292,930.0	27,183.07	7,483.61	7,483.61	43.45
09/24/12	05/18/11	1	SL L MCD	MCDONALD'S CORP	USD	(200)	(81,533.0)	(18,388.40)	83,620.0	16,748.87	2,441.97	2,441.97	14.98
09/24/12	08/10/11	2	SL L MRO	MARATHON OIL CORP	USD	(200)	(26,245.0)	(4,245.00)	10,420.0	6,079.84	(3,165.16)	(3,165.16)	18.10
09/24/12	09/21/11	4	SL L MRO	MARATHON OIL CORP	USD	(200)	(84,937.7)	(4,918.74)	30,420.0	6,079.88	1,181.12	1,181.12	23.61



Realized Gain & Loss Detail
70912367 - The Andrew Foundation

COST SP

Date Range: Jun 3, 2012 - Dec 31, 2012
Generated: 04/28/13 13:17:03

Date	Symbol	Quantity	Cost	Price	Gain/Loss	YTD Gain/Loss	Current Gain/Loss
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US DOLLAR

Date	Symbol	Quantity	Cost	Price	Gain/Loss	YTD Gain/Loss	Current Gain/Loss						
09/24/12	08/15/11	1	SL L MRO	MARATHON OIL CORP	USD	(400)	(74,104)	(1,034,014)	18,420	2,159.73	2,118.55	2,118.55	(21.00)
09/24/12	08/17/11	1	SL L NSC	NORFOLK SOUTHERN CORP	USD	(600)	(58,427)	(2,271,000)	68,120	28,022.40	2,851.40	2,851.40	17.11
09/24/12	08/17/11	1	SL L POT	POTASH CORP OF SASKATCHEWAN	USD	(300)	(203,517)	(1,065,330)	43,260	1,088.21	2,068.71	2,068.71	(10.00)
09/24/12	11/19/10	2	SL L POT	POTASH CORP OF SASKATCHEWAN	USD	(200)	(45,550)	(8,110.00)	43,260	6,716.80	(99.20)	(99.20)	(4.38)
09/24/12	08/18/11	4	SL L RDSA	ROYAL DUTCH SHELL PLC-ADR	USD	(100)	(13,540)	(8,144.00)	71,470	7,129.33	783.33	783.33	(12.38)
09/24/12	08/17/11	3	SL L RDSA	ROYAL DUTCH SHELL PLC-ADR	USD	(100)	(13,993)	(8,598.23)	71,470	7,129.34	840.01	840.01	8.18
09/24/12	08/19/11	2	SL L WFC	WELLS FARGO & CO	USD	(200)	(18,702)	(3,134.28)	35,040	7,023.84	4,151.28	4,151.28	(21.73)
09/24/12	04/21/11	1	SL L WFC	WELLS FARGO & CO	USD	(800)	(24,817)	(22,855.80)	35,040	28,015.37	5,125.37	5,125.37	22.28
09/24/12	04/20/11	1	SL L ABC	ABBOTT LABORATORIES	USD	(400)	(50,344)	(24,137.78)	70,312	28,123.03	7,877.87	7,877.87	(28.00)
09/24/12	09/08/11	1	SL L CTL	CENTURYLINK INC	USD	(500)	(13,923)	(14,061.49)	42,320	21,168.81	4,187.28	4,187.28	24.69
09/24/12	03/29/11	2	SL L CVS	CVS CAREMARK CORP	USD	(300)	(11,315)	(10,030.60)	48,420	14,518.47	4,430.27	4,430.27	(26.87)
09/24/12	08/11/10	1	SL L CVS	CVS CAREMARK CORP	USD	(700)	(31,480)	(22,622.00)	48,420	33,879.24	11,857.24	11,857.24	52.84
09/24/12	06/11/10	1	SL L INTC	INTEL CORP	USD	(3,800)	(20,680)	(17,103.10)	22,810	6,510.10	6,217.38	6,217.38	(0.80)
09/24/12	08/12/11	2	SL L INTC	INTEL CORP	USD	(200)	(20,681.4)	(4,124.29)	22,810	4,537.50	41.81	41.81	10.14
09/24/12	08/11/10	1	SL L JNJ	JOHNSON & JOHNSON	USD	(700)	(14,100)	(10,470.00)	69,480	44,816.91	7,840.91	7,840.91	(18.55)
09/24/12	09/09/11	1	SL L MO	ALTRIA GROUP INC	USD	(1,000)	(28,418)	(28,418.00)	34,405	34,379.72	7,864.72	7,864.72	30.18
09/24/12	02/27/11	3	SL L MRK	MERCK & CO INC	USD	(400)	(13,617)	(13,047.00)	45,840	16,247.38	5,200.38	5,200.38	(29.86)
09/24/12	04/27/11	3	SL L MRK	MERCK & CO INC	USD	(200)	(13,616)	(13,616.00)	45,840	13,625.63	3,077.63	3,077.63	29.01
09/24/12	04/29/11	2	SL L MRK	MERCK & CO INC	USD	(1,800)	(18,180)	(18,180.00)	45,840	6,642.83	1,428.14	1,428.14	(29.53)
09/24/12	03/30/11	2	SL L MRK	MERCK & CO INC	USD	(1,500)	(13,539)	(13,539.00)	45,840	6,642.83	1,808.88	1,808.88	33.53
09/24/12	06/11/10	1	SL L MSFT	MICROSOFT CORP	USD	(700)	(13,714)	(11,750.00)	30,780	21,510.37	3,750.37	3,750.37	(1.12)
09/24/12	12/10/10	2	SL L MSFT	MICROSOFT CORP	USD	(200)	(27,486)	(8,248.83)	30,780	6,218.79	877.91	877.91	11.87
09/24/12	09/22/11	1	SL L MSFT	MICROSOFT CORP	USD	(500)	(17,088)	(13,754.90)	30,780	18,164.84	1,609.78	1,609.78	(11.70)
09/24/12	05/13/11	4	SL L PFE	PFIZER INC	USD	(200)	(20,840)	(4,188.00)	28,020	5,001.89	81.89	81.89	18.43
09/24/12	09/22/11	1	SL L PFE	PFIZER INC	USD	(200)	(18,101)	(1,011.00)	28,020	17,306.80	4,488.60	4,488.60	(4.45)
09/24/12	07/22/10	1	SL L PFE	PFIZER INC	USD	(600)	(14,812)	(8,897.50)	28,020	15,008.00	6,116.18	6,116.18	88.84
09/24/12	06/11/10	1	SL L RW	PHILIP MORRIS INTERNATIONAL	USD	(500)	(44,060)	(22,030.00)	39,800	45,853.97	21,843.97	21,843.97	(0.18)
09/24/12	08/17/10	1	SL L T	AT&T INC	USD	(1,000)	(24,199)	(24,199.80)	38,390	38,268.14	13,163.54	13,163.54	32.28
09/24/12	08/11/10	1	SL L CVX	CHEVRON CORP	USD	(300)	(13,377)	(12,801.14)	118,820	13,454.21	11,051.56	11,051.56	(59.31)

Held Over 360 Days				(1,182,746.91)	521,102.83	334,358.02	334,358.02	28.17
Total Long				(2,337,090.45)	2,742,978.22	334,358.02	71,332.78	405,848.77

Short

Date	Symbol	Quantity	Cost	Price	Gain/Loss	YTD Gain/Loss	Current Gain/Loss						
01/18/12	01/10/12	1	CS S COH	C&S COACH INC 01/21/2012 62.50	USD	3	184,943	314.83	2,375.00	(727.86)	(412.83)	131.13	
01/23/12	01/20/12	1	CS S USO	UNITED STATES OIL FUND LP	USD	600	77,857	(18,778.38)	34,130	(10,085.17)	(218.01)	(218.01)	(8.15)
02/07/12	02/01/12	1	CS S HES	C&S HESS CORP 02/18/2012 37.50	USD	2	108,400	216.86	1,620.00	(738.13)	(518.27)	(518.27)	(238.99)
02/09/12	02/06/12	1	CS S BDA	C&S BOEING CO/HE 02/17/2012	USD	5	(21,940)	(1,944.70)	2,420.00	(1,260.20)	(293.58)	(293.58)	(30.64)
02/10/12	02/01/12	1	CS S OX	C&S CONOCOPHILLIPS 02/17/2012	USD	3	119,430	238.88	2,520.00	(821.13)	(282.27)	(282.27)	(118.17)
02/10/12	02/08/12	1	CS S UTX	C&S UNITED TECHNOLOGIES 02/17/2012	USD	3	(68,430)	(3,816.00)	1,620.00	(115.13)	(434.27)	(434.27)	(28.74)
02/24/12	02/17/12	1	EX L XLE	PUL ENERGY SELECT 3 02/24/2012	USD	(4)	(8,807)	(339.23)			(339.23)	(339.23)	(100.00)
03/07/12	03/01/12	1	SL L PVA	PUL PENN VIRGINIA C 03/17/2012 5.00	USD	(4)	(24,927)	(107.79)	0.5000	164.78	(77.04)	(77.04)	(71.52)
03/08/12	03/01/12	1	SL L PVA	PUL PENN VIRGINIA C 03/17/2012 5.00	USD	(4)	(24,927)	(107.71)	0.5000	164.78	77.05	77.05	71.53
03/09/12	03/07/12	2	CS S HES	C&S HESS CORP 03/17/2012 61.00	USD	2	62,430	(1,024.84)	0.5000	(112.63)	13.24	13.24	(20.54)
03/14/12	03/08/12	2	CS S XLE	C&S ENERGY SELECT 3 03/17/2012	USD	3	41,843	152.83	0.8375	(29.41)	(179.58)	(179.58)	(135.58)
03/19/12	03/10/12	1	SL L USO	PUL UNITED STATES O 03/17/2012	USD	(4)	(17,807)	(21.21)	0.4000	(144.71)	(206.47)	(206.47)	(58.78)
03/19/12	03/07/12	1	CS S SU	C&S SUNCOR ENERGY I 02/17/2012	USD	2	87,940	175.89	0.3900	(3.17)	82.78	82.78	(47.65)



Realized Gain & Loss Detail
70912367 The Andrews Foundation

Cost SP

Date Range: Jan 1, 2012 - Dec 31, 2012
Grouped by Long / Short, Days Held

Symbol	Description	Quantity	Cost	SP	Gain/Loss	Gain/Loss %
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US DOLLAR														
Short														
01/20/12	12/08/11	1	XW	S	XLB	Call ENERGY SELECT S 01/21/2012	USD	3	165,1487	438.44		438.44	438.44 (100.00)	
02/13/12	01/29/12	1	CS	S	TEVA	Call TEVA PHARMACEUT 02/13/2012	USD	2	315,3600	271.12	0.2700	(49.13)	261.99 (83.10)	
02/17/12	01/12/12	1	EX	L	APC	Put AMADARCO PETROL 02/18/2012	USD	(5)	(379,0533)	(1,137.16)		(1,137.16)	(1,137.16) (100.00)	
02/17/12	01/17/12	2	CS	S	HD	Call HOME DEPOT INC 02/18/2012	USD	2	268,0420	743.71	2.5800	(1,365.28)	(678.57)	(870.57) (100.00)
02/17/12	01/18/12	1	XW	S	MCHP	Call MICROCHIP TECHN 02/18/2012	USD	5	116,5460	582.70		582.70	582.70 (100.00)	
02/17/12	01/08/12	1	CS	S	Y	Call AT&T INC 02/17/2012 30.00	USD	2	29,1222	295.06	0.0700	(30.22)	264.84	(245.18) (92.92)
02/17/12	01/03/12	1	XW	S	XLB	Call ENERGY SELECT S 02/18/2012	USD	3	54,9433	164.83		164.83	164.83 (100.00)	
02/12/12	02/10/12	1	CS	S	NYX	Call NYSE EURONEXT 02/17/2012	USD	2	155,0800	227.82	0.4232	(190.93)	66.89	(42.65) (63.62)
02/14/12	02/06/12	1	CS	S	MA	Call MASTERCARD INC 02/17/2012	USD	1	835,8800	826.88	21.0500	(2,116.10)	(1,280.22)	(1,280.22) (100.00)
02/14/12	01/20/12	1	CS	S	EM	Call PHILIP MORRIS 02/17/2012	USD	3	73,3020	268.51	7.0900	(3,293.77)	(2,525.26)	(2,525.26) (100.00)
02/14/12	02/01/12	1	CS	S	XLB	Call ENERGY SELECT S 02/17/2012	USD	3	167,4533	502.48	2.0030	(358.05)	(159.38)	(159.38) (100.00)
02/13/12	02/24/12	1	CS	S	SPY	Call SPDR S&P 500 ET 02/17/2012	USD	50	142,6925	7,184.85	3.1000	(15,483.24)	(8,301.61)	(8,301.61) (100.00)
02/16/12	02/20/12	1	XW	S	BH	Call BAKER HUGHES IN 02/17/2012	USD	2	154,4300	308.66		308.66	308.66 (100.00)	
02/16/12	02/15/12	1	XW	S	TEVA	Call TEVA PHARMACEUT 02/17/2012	USD	2	107,8100	275.88		275.88	275.88 (100.00)	
02/16/12	02/16/12	1	CS	S	UTX	Call UNITED TECHNOLO 02/17/2012	USD	2	94,4100	188.88	0.7000	(153.13)	35.75	(17.86) (50.00)
02/16/12	02/15/12	1	CS	S	XOP	Call SPDR S&P OIL & 02/17/2012	USD	2	193,4200	288.66	8.2900	(1,153.13)	(864.47)	(864.47) (100.00)
04/12/12	02/12/12	1	SL	L	USO	Put UNITED STATES O 04/21/2012	USD	(2)	(187,2650)	(334.53)	1.5900	294.86	(3.67)	(1.66) (45.00)
04/20/12	02/16/12	1	XW	S	BH	Call BAKER HUGHES IN 04/21/2012	USD	2	145,4300	290.88		290.88	290.88 (100.00)	
04/20/12	02/14/12	1	CS	S	MA	Call MASTERCARD INC 04/21/2012	USD	1	835,8800	835.88	8.8500	(1,008.10)	(162.22)	(162.22) (100.00)
04/20/12	02/16/12	1	XW	S	MCHP	Call MICROCHIP TECHN 04/21/2012	USD	5	116,5460	231.12		231.12	231.12 (100.00)	
04/20/12	02/16/12	1	XW	S	MRO	Call MARATHON OIL CO 04/21/2012	USD	2	87,4300	134.88		134.88	134.88 (100.00)	
04/20/12	02/22/12	1	XW	S	MRO	Call MARATHON OIL CO 04/21/2012	USD	2	110,9433	232.83		232.83	232.83 (100.00)	
04/20/12	02/16/12	1	XW	S	NEM	Call NEWMONT MINING 04/21/2012	USD	10	123,4410	1,234.41		1,234.41	1,234.41 (100.00)	
04/20/12	02/12/12	1	XW	S	NYX	Call NYSE EURONEXT 04/21/2012	USD	2	155,0800	227.82		227.82	227.82 (100.00)	
04/20/12	02/14/12	1	XW	S	ORCL	Call ORACLE CORP 04/21/2012 31.00	USD	5	81,9420	309.71		309.71	309.71 (100.00)	
04/20/12	02/14/12	1	XW	S	SPY	Call SPDR S&P 500 ET 04/21/2012	USD	50	142,6925	7,184.85		7,184.85	7,184.85 (100.00)	
04/20/12	02/14/12	1	XW	S	SU	Call SUNCOR ENERGY 04/21/2012	USD	2	128,2833	256.57		256.57	256.57 (100.00)	
04/20/12	03/02/12	1	XW	S	TU	Call SUNCOR ENERGY I 04/21/2012	USD	3	106,9433	320.83		320.83	320.83 (100.00)	
04/20/12	03/03/12	1	XW	S	Y	Call TOTAL SA SPON A 04/21/2012	USD	2	109,5433	219.07		219.07	219.07 (100.00)	
04/20/12	03/21/12	1	XW	S	USO	Call UNITED STATES O 04/21/2012	USD	4	131,1900	327.98		327.98	327.98 (100.00)	
04/20/12	02/28/12	1	XW	S	USO	Call UNITED STATES O 04/21/2012	USD	4	131,1900	327.98		327.98	327.98 (100.00)	
04/20/12	03/12/12	1	XW	S	USO	Call UNITED STATES O 04/21/2012	USD	4	131,1900	327.98		327.98	327.98 (100.00)	
04/20/12	03/12/12	1	XW	S	XLB	Call ENERGY SELECT S 04/21/2012	USD	3	167,4533	502.48		502.48	502.48 (100.00)	
04/20/12	03/09/12	1	XW	S	XLB	Call ENERGY SELECT S 04/21/2012	USD	3	167,4533	502.48		502.48	502.48 (100.00)	
04/20/12	03/11/12	1	XW	S	XOP	Call SPDR S&P OIL & 04/21/2012	USD	2	117,5150	235.03		235.03	235.03 (100.00)	
04/20/12	03/02/12	1	XW	S	XOP	Call SPDR S&P OIL & 04/21/2012	USD	3	291,9460	885.83		885.83	885.83 (100.00)	
05/01/12	03/19/12	1	SL	L	SPY	Put SPDR S&P 500 ET 05/19/2012	USD	(50)	(14,5540)	(2,227.71)	2.2407	(1,567.13)	(860.58)	(860.58) (100.00)
05/01/12	03/22/12	1	SL	L	SPY	Put SPDR S&P 500 ET 05/19/2012	USD	(51)	(198,9543)	(4,865.59)	8.3900	1,178.39	(3,687.20)	(3,687.20) (100.00)
05/18/12	04/11/12	1	XW	S	ORCL	Call MARKET VECTORS 05/18/2012	USD	3	129,9433	389.83		389.83	389.83 (100.00)	
05/18/12	04/11/12	1	XW	S	USO	Call UNITED STATES O 05/18/2012	USD	3	133,5433	407.83		407.83	407.83 (100.00)	
05/18/12	04/11/12	1	XW	S	XOP	Call SPDR S&P OIL & 05/18/2012	USD	3	140,7000	421.40		421.40	421.40 (100.00)	
05/18/12	05/12/12	3	XW	S	ESV	Call ENSCO PLC-CL A 05/18/2012	USD	2	182,4300	324.88		324.88	324.88 (100.00)	
05/18/12	05/03/12	1	XW	S	TOT	Call TOTAL SA SPON A 05/18/2012	USD	2	117,4100	234.82		234.82	234.82 (100.00)	
05/18/12	05/12/12	1	CS	S	UNG	Call US NATURAL GAS 07/21/2012	USD	4	144,8875	362.17	0.7533	(332.53)	31.64	(24.53) (77.50)
05/18/12	05/12/12	1	XW	S	USO	Call UNITED STATES O 05/18/2012	USD	4	133,2375	332.59		332.59	332.59 (100.00)	
05/18/12	05/05/12	1	XW	S	USO	Call UNITED STATES O 05/18/2012	USD	2	131,4300	328.56		328.56	328.56 (100.00)	

NOT AN OFFICIAL STATEMENT READ DISCLOSURE ON LAST PAGE.



COST SP

US DOLLAR

Short														
Date	Symbol	Quantity	Cost	SP	Gain/Loss	Days Held	Gain/Loss	Gain/Loss	Gain/Loss					
06/19/12	06/19/12	2	XW S	USD	Call UNITED STATES O 06/19/2012	USD	3	147,340.00	442.82	221.62	221.62	(100.00)		
06/19/12	06/19/12	1	XW S	USD	Call UNITED STATES O 06/19/2012	USD	3	147,340.00	442.82	442.82	442.82	(100.00)		
06/19/12	05/16/12	1	XW S	XLX	Call ENERGY SELECT S 06/16/2012	USD	2	159,940.00	452.82	452.82	452.82	(100.00)		
06/19/12	05/16/12	1	XW S	XOP	Call SPDR S&P OIL & GAS 06/16/2012	USD	3	193,940.00	587.82	587.82	587.82	(100.00)		
06/19/12	03/09/12	1	XW S	XOP	Call SPDR S&P OIL & GAS 03/09/2012	USD	2	171,430.00	342.86	342.86	342.86	(100.00)		
06/19/12	05/16/12	1	CS S	VLO	Call VALERO ENERGY C 09/22/2012	USD	4	42,190.00	166.78	6,300.00	(113.22)	33.54	(19.87)	
06/20/12	03/08/12	2	SL	SPY	Put SPDR S&P 500 ET 07/21/2012	USD	(100)	(258,940.00)	(258,940.00)	3,067.11	(20,573.33)	(1,210.13)	(14,877)	
06/27/12	05/16/12	1	SL	L	Put UNITED STATES O 07/21/2012	USD	(4)	(187,807.5)	(791.20)	8,550.00	2,364.71	1,573.48	158.87	
06/27/12	05/16/12	1	CS S	XLX	Call ENERGY SELECT S 06/23/2012	USD	3	206,940.00	610.82	9,223.22	(112.18)	208.68	506.68	(61.87)
07/13/12	06/05/12	1	CS S	XOP	Call SPDR S&P OIL & GAS 07/21/2012	USD	1	288,910.00	288.91	1,850.00	(288.89)	(121.15)	(121.15)	43.83
07/14/12	06/05/12	1	CS S	XLX	Call ENERGY SELECT S 07/21/2012	USD	2	227,420.00	424.85	3,000.00	(1,013.13)	(360.28)	(360.28)	123.18
07/14/12	06/05/12	1	CS S	XOP	Call SPDR S&P OIL & GAS 07/21/2012	USD	2	258,910.00	337.82	3,824.24	(771.81)	(233.79)	(233.79)	43.47
07/14/12	06/14/12	1	CS S	USD	Call UNITED STATES O 07/21/2012	USD	3	167,940.00	323.87	1,640.00	(367.11)	(183.35)	(183.35)	38.82
07/14/12	05/23/12	1	SL	L	Put ENERGY SELECT S 05/22/2012	USD	(3)	(478,733.3)	(1,438.28)	1,310.00	377.82	(1,058.44)	(1,058.44)	(73.85)
07/20/12	06/13/12	2	XW S	KO	Call FREEMONT MCMORA 07/21/2012	USD	4	106,840.00	427.36			427.36	(100.00)	
07/20/12	06/14/12	1	XW S	BTC	Call INTEL CORP 07/21/2012 37 80	USD	10	78,441.00	784.41			784.41	(100.00)	
07/20/12	06/07/12	1	XW S	NEM	Call NEWMONT MINING 07/21/2012	USD	16	164,654.4	1,570.47			1,570.47	(100.00)	
07/20/12	05/22/12	1	XW S	NYX	Call NYSE EUROJECT 07/21/2012	USD	4	72,190.00	288.78			288.78	(100.00)	
07/20/12	06/13/12	2	XW S	EW	Call PHILIP MORRIS 07/21/2012	USD	6	67,940.00	339.71			339.71	(100.00)	
07/20/12	06/01/12	1	CS S	USD	Call UNITED STATES O 07/21/2012	USD	5	143,940.00	729.70	2,090.7	(1,051.88)	(322.18)	(322.18)	44.18
07/20/12	06/01/12	2	CS S	USD	Call UNITED STATES O 07/21/2012	USD	5	130,940.00	654.10	2,090.7	(1,053.88)	(327.18)	(327.18)	60.67
07/20/12	05/14/12	3	CS S	USD	Call UNITED STATES O 07/21/2012	USD	2	167,940.00	215.88	2,690.7	(428.73)	(204.87)	(204.87)	84.90
07/20/12	06/06/12	1	CS S	USD	Call UNITED STATES O 07/21/2012	USD	3	167,940.00	292.21	1,100.00	(368.72)	(73.90)	(73.90)	25.28
07/22/12	06/18/12	1	SL	L	Put SPDR S&P OIL & GAS 07/21/2012 43.00	USD	(5)	(172,416.00)	(882.03)	8,300.00	154.71	(787.37)	(787.37)	(23.03)
09/14/12	08/09/12	1	CS S	SPY	Call SPDR S&P 500 ET 09/22/2012	USD	(7)	(222,859.2)	(11,147.56)	4,211.11	(14,802.63)	(21,261.27)	(21,261.27)	265.45
09/21/12	08/22/12	1	EX	L	Put SPDR S&P 500 ET 09/22/2012	USD	(50)	(222,859.2)	(11,147.56)			(11,147.56)	(11,147.56)	(100.00)
Held Between 30 and 60 Days														
(5,047.05)														
(54,478.60)														
(58,323.65)														
(39,523.65)														
(1,773.3)														
Held Between 60 and 90 Days														
05/18/12	03/09/12	1	XW S	SPY	Call SPDR S&P 500 ET 05/18/2012	USD	80	118,830.00	5,834.85	5,834.85	5,834.85	5,834.85	(100.00)	
05/18/12	03/19/12	1	XW S	SPY	Call SPDR S&P 500 ET 05/19/2012	USD	(50)	(62,943.6)	(747.17)			(747.17)	(100.00)	
05/18/12	03/19/12	1	XW S	TEVA	Call TEVA PHARMACEUT 05/19/2012	USD	2	83,430.00	168.86			168.86	(100.00)	
05/22/12	03/14/12	1	SL	SPY	Put SPDR S&P 500 ET 04/10/2012	USD	(50)	(329,314.8)	(16,493.54)	8,811.6	(29,039.66)	(2,543.78)	(76.64)	
06/12/12	04/10/12	3	CS S	SPY	SPDR S&P 500 ETF TRUST	USD	500	335,951.2	87,952.82	131,528.00	(85,775.00)	2,200.82	2,200.82	(3.24)
06/12/12	04/10/12	3	CS S	SPY	SPDR S&P 500 ETF TRUST	USD	1,000	335,951.2	174,957.25	137,478.00	(137,400.00)	4,481.25	4,481.25	(3.24)
06/15/12	03/27/12	1	SL	L	Put US NATURAL GAS 07/19/2013	USD	(7)	(158,053.3)	(458.16)	1,320.00	388.83	(88.33)	(88.33)	(18.40)
06/15/12	03/27/12	1	XW S	USD	Call UNITED STATES O 06/15/2012	USD	50	166,507.5	(232.51)			(1,262.34)	(1,262.34)	(100.00)
06/28/12	04/10/12	1	SL	L	Put SPDR S&P 500 ET 07/21/2012	USD	(50)	(483,988.8)	(23,188.44)	3,067.1	15,287.78	(7,911.68)	(7,911.68)	(34.16)
06/28/12	04/26/12	1	CS S	UNG	Call US NATURAL GAS 10/20/2012	USD	3	223,840.00	67.82	3,600.00	(1,095.18)	(427.84)	(427.84)	83.01
07/10/12	03/09/12	1	CS S	UNG	Call US NATURAL GAS 10/20/2012	USD	3	223,840.00	68.27	2,820.00	(804.17)	(187.90)	(187.90)	15.30
07/11/12	05/08/12	1	CS S	ROSA	Call ROYAL DUTCH SHE 10/20/2012	USD	2	64,520.00	349.84	4,800.00	(975.13)	(65.29)	(65.29)	9.58
07/20/12	05/08/12	1	XW S	SPY	Call SPDR S&P 500 ET 07/21/2012	USD	188	153,331.8	16,333.18			16,333.18	16,333.18	(100.00)
07/20/12	05/14/12	1	XW S	USD	Call UNITED STATES O 07/21/2012	USD	4	156,187.5	424.72			(624.75)	(624.75)	(100.00)
07/22/12	05/15/12	1	CS S	XLX	Call ENERGY SELECT S 06/23/2012	USD	3	284,970.8	806.81	2,198.8	(673.82)	127.69	127.69	(18.87)
07/23/12	05/16/12	1	CS S	XOP	Call SPDR S&P OIL & GAS 07/21/2012	USD	4	348,072.5	1,588.05	2,521.7	(1,028.71)	(383.34)	(383.34)	(26.48)
08/07/12	05/23/12	1	CS S	XLX	Call ENERGY SELECT S 05/22/2012	USD	3	156,940.00	452.82	3,106.6	(843.18)	(492.38)	(492.38)	168.73
Held Between 60 and 90 Days														
197,348.29														
(158,078.85)														
39,271.31														
38,271.31														
(18.00)														



Realized Gain & Loss Detail
 7012267 - The Andrews Foundation

COST SP

US DOLLAR

Short																
Held Between 90 and 180 Days																
01/03/12	09/24/11	3	CS	S	PHM	Cas PULTEGROUP INC 01/21/2012	USD	12	20 08.67	341.84	17400	(2,103.83)	(1,862.53)	(1,862.53)	772.73	
01/03/12	08/14/11	1	CS	S	NYX	Cas NYSE EUROEXT 01/21/2012	USD	3	29.4333	814.83	817.44	(2.61)	(2.61)	(2.61)	(160.00)	
01/03/12	10/12/11	2	XW	S	NYX	Cas NYSE EUROEXT 01/21/2012	USD	3	29.5 81.32	817.44	817.44		817.44	817.44	(180.00)	
03/10/12	12/24/11	2	CS	S	SPY	SPDR S&P 500 ETRUST	USD	2,080	122.2280	244,477.30	140,738.00	(287,049.00)	(27,182.10)	(27,182.10)	(15.20)	
06/15/12	01/21/12	1	CS	S	PFE	Cas PFIZER INC 06/16/2012 22.00	USD	7	55.8014	390.61	8,7800	(547.38)	(158.77)	(158.77)	40.13	
06/17/12	03/14/12	1	CS	S	PM	Cas PHILIP MORRIS 06/16/2012	USD	5	128.5400	642.70	6,4100	(229.28)	(229.28)	(229.28)	(67.50)	
07/11/12	02/16/12	1	CS	S	UNG	Cas US NATURAL GAS 07/21/2012	USD	4	125.1590	500.78	8,4790	(203.63)	(203.63)	(203.63)	(58.94)	
07/16/12	02/17/12	1	CS	S	UNG2	Cas US NATURAL GAS 07/21/2012	USD	4	89.5220	448.11	8,0900	(180.28)	(180.28)	(180.28)	(68.82)	
07/16/12	02/16/12	2	CS	S	UNG2	Cas US NATURAL GAS 07/21/2012	USD	10	82.4420	824.42	0.0900	(100.98)	(100.98)	(100.98)	(72.86)	
07/20/12	04/30/12	1	XW	S	SPY	SPDR S&P 500 ETRUST 07/21/2012	USD	50	198.3066	9,925.33	9,925.33		9,925.33	9,925.33	(100.00)	
								Held Between 90 and 180 Days			258,715.74	(284,287.78)	(25,572.02)	(25,572.02)	10.11	
Held Between 180 and 360 Days																
01/28/12	07/21/11	1	XW	S	MHS	Cas MEDCO HEALTH SO 01/21/2012	USD	1	169.9200	169.92			169.92	169.92	(100.00)	
								Total Short			2,787,792.51	(3,078,542.50)	(278,750.39)	(278,750.39)	9.96	
								TOTAL US DOLLAR			460,702.06	(333,583.88)	334,358.82	(207,217.64)	127,138.38	(77.60)
								GRAND TOTAL					334,358.82	(207,217.64)	127,138.38	(77.60)

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
ACM FUND, LP FORM K-1	40.
NATIONAL FINANCIAL SERVICES (FIDELITY)	3.
PROVIDENT MINERAL FORM K-1	3.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	46.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
ACM ENHANCED EQUITY FORM K-1	3,429.	0.	3,429.
ACM FUND, L.P. FORM K-1	13,762.	0.	13,762.
NATIONAL FINANCIAL SERVICES (FIDELITY)	1,350.	0.	1,350.
WELLS FARGO	33,339.	0.	33,339.
TOTAL TO FM 990-PF, PART I, LN 4	51,880.	0.	51,880.

FORM 990-PF RENTAL INCOME STATEMENT 3

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
PROVIDENT MINERAL FORM K-1	1	72.
TOTAL TO FORM 990-PF, PART I, LINE 5A		72.

FORM 990-PF OTHER INCOME STATEMENT 4

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
PROVIDENT MINERAL P/S ROYALTY INCOME	32,043.	32,043.	
JP MORGAN	540.	540.	
UNITED STATES NATURAL GAS FUND PTP	23.	23.	
PROVIDENT MINERAL P/S OTHER INCOME	834.	834.	
TOTAL TO FORM 990-PF, PART I, LINE 11	33,440.	33,440.	

FORM 990-PF	ACCOUNTING FEES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PROFESSIONAL FEES	6,328.	3,164.		3,164.
TO FORM 990-PF, PG 1, LN 16B	6,328.	3,164.		3,164.

FORM 990-PF	TAXES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX - ACM FUND, LP FORM K-1	212.	212.		0.
FEDERAL EXCISE TAX	1,508.	0.		0.
FOREIGN TAX - ACM ENHANCED EQUITY FORM K-1	102.	102.		0.
FOREIGN TAX- WELLS FARGO	497.	497.		0.
AD VALOREM TAXES-PROVIDENT	421.	421.		0.
TO FORM 990-PF, PG 1, LN 18	2,740.	1,232.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OFFICE EXPENSE	1,182.	591.		591.
TELEPHONE	701.	350.		351.
OTHER DEDUCTIONS-ACM FUND LP K-1	6,885.	6,885.		0.
CONTRACT LABOR	3,640.	1,820.		1,820.
INVESTMENT EXPENSE	11,616.	11,616.		0.
OTHER DEDUCTIONS-ACM ENHANCED EQUITY INCOME FUND LP K-1	1,485.	1,485.		0.
TO FORM 990-PF, PG 1, LN 23	25,509.	22,747.		2,762.

FOOTNOTES

STATEMENT 8

TAXPAYER USES THE CASH BASIS OF ACCOUNTING
AND ALL ASSETS ARE RECORDED ON THE BOOKS AT
COST BASIS.

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 9

DESCRIPTION	AMOUNT
NET ASSET ADJUSTMENT-DEPLETION	5,105.
ADJUSTMENT TO BASIS OF ASSETS-PROVIDENT MINERALS	803.
TOTAL TO FORM 990-PF, PART III, LINE 3	5,908.

FORM 990-PF CORPORATE STOCK STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
3000 SHS INTEL	330.	61,860.
TOTAL TO FORM 990-PF, PART II, LINE 10B	330.	61,860.

FORM 990-PF OTHER INVESTMENTS STATEMENT 11

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
PROVIDENT MINERAL PARTNERSHIP	COST	0.	10,986.
ACM ENHANCED EQUITY	COST	0.	0.
WELLS FARGO/JP MORGAN	COST	0.	0.
ACM FUND, LP	COST	1,936,211.	1,982,464.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,936,211.	1,993,450.

FORM 990-PF PART XV - LINE 1A LIST OF FOUNDATION MANAGERS STATEMENT 12

NAME OF MANAGER

RICHARD J ANDREWS
 JUDITH N ANDREWS

The Andrews Foundation
 Contribution Listing
 January 1, 2012 to December 31, 2012

Date	Check No	Amount	Name and Address	Purpose
1/10/2012	1941	\$1,000	Bo's Place 10050 Buffalo Speedway Houston, TX 77054	General Public Community
1/23/2012	1944	\$1,000	Arrow Child and Family Ministry 2929 FM 2920 Rd Sprng, TX 77388	General Freedom Place
1/23/2012	1945	\$3,000	The Passionists of Holy Cross Province 5700 North Harlem Ave Chicago, IL 60631	General Fund Religious
1/26/2012	1946	\$1,000	Galveston County Food Bank 624 4th Avenue North Texas City, TX 77590	General Fund Public Health
1/31/2012	1899	\$3,000	Houston Aphasia Recovery Center 3701 Briarpark #310 Houston, TX 77042	General Fund Public Health Fund
1/31/2012	1900	\$1,500	Casa de Esperanza P O Box 66581 Houston, TX 77266	Public-Youth General Fund
1/31/2012	1901	\$2,500	Catholic Charities of the Archdiocese of Galveston-Houston 2900 Louisiana Houston, TX 77006	General Fund Religious
1/31/2012	1807	\$2,500	Communities in Schools - Bay Area PO Box 580096 Houston, TX 77258	General Fund Youth
1/31/2012	1896	\$2,500	Coalition for the Homeless 600 Jefferson, Suite 2050 Houston, TX 77002	General Fund Public Health
1/31/2012	1902	\$1,000	La Povidencia Posada 1610 Marydale Road San Benito, TX 78586	General Fund Family Welfare
2/15/2012	1861	\$250	Women's Home 607 Westheimer Road Houston, TX 77006-3915	General Fund Greenwood King Unit
2/15/2012	1862	\$500	Lamar FFA PO Box 542016 Houston, TX 77254-2016	General Educational
2/21/2012	1865	\$1,500	ESCAPE Family Resource Center 3210 Eastside Houston, TX 77098	Public General Fund
2/21/2012	1864	\$1,000	Holy Name Passionist Retreat Center 430 Bunker Hill Road Houston, Texas 77024	Religious General Fund
2/21/2012	1866	\$2,000	Alliance of Community Assistance 770 South Post Oak Lane Houston, TX 77056	General Fund Public Health
2/29/2012	1870	\$2,500	University of Houston - College of Education	General Fund

The Andrews Foundation
 Contribution Listing
 January 1, 2012 to December 31, 2012

Date	Check No	Amount	Name and Address	Purpose
			214 Fansh Hall Houston, TX 77204-5023	Education
2/29/2012	1871	\$2,000	St. Michael School Fund Drve 1801 Sage Road Houston, TX 77056-3598	Capital Campaign Education
2/29/2012	1872	\$1,500	Spaulding for Children 8582 Katy Freeway, Suite 100 Houston, TX 77024	General Fund Child and Family Welfare
2/29/2012	1873	\$2,500	San Jose Clinic 301 Hamilton Street Houston, TX 77002	General Fund Public Health
2/29/2012	1874	\$2,000	Hospital Sisters Mission Outreach 1117 Texas Avenue Houston, TX 77002	General Fund Public Health
3/1/2012	1875	\$1,000	Camp for All 10500 NW Freeway, Suite 220 Houston, Texas 77092	Child Welfare General Fund
3/1/2012	1951	\$1,500	Fort Bend Seniors 1330 Band Road Rosenberg, TX 77471	General Fund Meals on Wheels
3/10/2012	1953	\$2,500	Memonal Assistance Ministnes 1625 Blalock Road Housotn, TX 77080	General Fund Mental Health
3/20/2012	1957	\$360	Plan USA 155 Plan Way Warwick, RI 02886	Public - Children General Fund
3/21/2012	1958	\$2,500	Houston Food Bank 535 Portwall Street Houston, Texas 77029	General Fund Public Welfare
4/1/2011	1959	\$1,000	Community Endowment Foundation 2516 Mandell Street, No 6 Houston, TX 77006	General Fund Swehla House
3/21/2012	1960	\$500	Dr Marnie Rose Foundation 5090 Richmond Ave , PMB-291 Houston, TX 77056	Public Health General
3/28/2012	1964	\$1,000	Nature Healing Nature 514 Byrne Street Houston, TX 77009	Domestic Poverty General fund
4/3/2012	1965	\$2,000	Strake Jesuit Alumni Drve 8900 Bellaire Blvd Houston, TX 77036	Educational Capital Campaign
4/3/2012	1966	\$1,000	St Philip the Apostle Catholic Church 304 West Church El Campo, TX 77437	Campaign Fund Religious
4/23/2012	1967	\$2,000	Bndges to Life PO Box 19039 Houston, TX 77224-9039	Public General Fund
5/5/2012	1973	\$12,500	Bread for the World Institute	General

The Andrews Foundation
 Contribution Listing
 January 1, 2012 to December 31, 2012

Date	Check No	Amount	Name and Address 50 F Street NW, Suite 500 Washington, DC 20001	Purpose Public Community
5/5/2012	1974	\$1,000	Santa Maria Hostel, Inc 2605 Parker Road Houston, Texas 77093	Public Health General fund
5/5/2012	1975	\$1,500	Five Talents P O Box 331 Vienna, VA 22183	General Fund Public Welfare Needs
5/10/2012	2002	\$2,500	Unicef 125 Maiden Lane New York, NY 10038	Health General Fund
5/10/2012	2003	\$1,500	Star of Hope 6897 Ardmore Houston, TX 77054	General Homeless Needs
5/22/2012	2004	\$500	Leukemia and Lymphoma 5005 Mitchelldale St. Houston, TX 77092	General Fund Health
5/30/2012	2008	\$1,000	Baylor College of Medicine One Baylor Plaza, MS BCM160 Houston, TX 77030-3411	General Fund Dept of Med/Antherosclerosis and Vascular Medicine
6/1/2012	2009	\$500	St Dominic Village 2401 Holcombe Blvd Houston, TX 77021	General Fund Family Welfare
6/1/2012	2010	\$1,000	Cristo Rey Jesuit College Prep School 6700 Mount Carmel Street Houston, TX 77087	General Educational
6/18/2012	2012	\$1,000	Family Services of Greater Houston 3815 Montrose Suite 200 Houston, Texas 77006	General Fund Physical/ Mental Health
6/28/2012	2017	\$1,000	University of Houston 3100 Cullen Blvd, Rm 2011 Houston TX 77204-6002	Educational Athletics
7/5/2012	2018	\$1,500	St Paul the Apostle 201 Dalton Circle P O Box 8019 Horseshoe Bay, Texas 78657	Capital Campaign Religious
7/24/2012	1955	\$1,000	Catholic Chanties of the Archdiocese of Galveston-Houston 2900 Louisiana Houston, TX 77006	General Fund Refugee Youth Program
7/24/2012	1954	\$1,000	Will's Kids 3007 Woodland Hills Dr #142 Kingwood, TX 77339	General Fund Child Welfare
8/21/2012	2025	\$500	Houston Maritime Museum 2204 Dornington Houston, TX 77030	General Fund Religious
8/21/2012	1976	\$1,000	El Pasoans Fighting Hunger	General

The Andrews Foundation
 Contributon Listing
 January 1, 2012 to December 31, 2012

Date	Check No	Amount	Name and Address	Purpose
			3737 Shell El Paso, Texas 79925	Public Welfare
8/21/2012	1977	\$1,000	One Voice A Collaborative for Health and Human Services 5120 Woodway, Suite 6000 Houston, Texas 77056	General Fund Public Welfare
8/27/2012	1978	\$1,000	Lord of the Streets Episcopal Church Community of the Streets Outreach 3401 Fannin Street Houston, Texas 77004	General Fund Religious
9/5/2012	1981	\$1,000	Houston Achievement Place 245 W 17th St Houston, TX 77008	General Youth
9/28/2012	1986	\$5,000	M D Anderson PO Box 301439 Houston, TX 77230-1439	General Public Health
9/28/2012	1987	\$1,000	Plan USA 155 Plan Way Warwick, RI 02886	Public - Children General Fund
9/28/2012	1988	\$360	Plan USA 155 Plan Way Warwick, RI 02886	Public - Children General Fund
10/2/2012	1989	\$250	The Rafiki Foundation 19001 Huebner Road #2 San Antonio, TX 78258-4040	General Fund Public Welfare
10/11/2012	1992	\$2,500	Save the Children 54 Wilton Road Westport, CT 06880	General Fund Public Welfare
10/11/2012	1993	\$500	Nehemiah Center 5015 Fannin Street Houston, Texas 77004	General Fund Child Welfare
10/11/2012	1990	\$500	Better Boys Foundation 1512 S Pulaski Road Chicago, IL 60623	General Youth
10/11/2012	1991	\$1,000	Carmelite Frars of St. Elias P O Box 3079 Crmelite Drne Middletown, New York 10940-0890	General Fund Religious
11/7/2012	1998	\$2,500	Bread for the World Institute 50 F Street NW, Suite 500 Washington, DC 20001	General Public Community
11/7/2012	1999	\$2,500	GHAC of Red Cross Disaster 2700 Southwest Freeway Houston, TX 77098	General Fund Public Welfare
12/1/2012	2054	\$1,000	Proyecto Desarrollo Humano PO Box 1017 Penitas, Texas 78576	General Fund Religious
12/1/2012	2055	\$750	Equestrian Order of the Holy Sepulchre of Jerusalem 2001 Kirby Dr, Suite 902 Houston, Texas 77019	General Fund Religious
12/1/2012	2056	\$12,500	Bread for the World Institute	General

The Andrews Foundation
Contribution Listing
January 1, 2012 to December 31, 2012

Date	Check No	Amount	Name and Address	Purpose
			50 F Street NW, Suite 500 Washington, DC 20001	Public Community
12/4/2012	2057	\$250	The Rafiki Foundation 19001 Huebner Road #2 San Antonio, TX 78258-4040	General Fund Public Welfare
12/12/2012	2061	\$500	Sheridan Arts Foundation 110 North Oak St PO Box 2680 Telluride, CO 81435	General Fund Public Educational

\$113,220 990 PF, Page 11, Part XV

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

▶ **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file) You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print	Name of exempt organization or other filer, see instructions. THE ANDREWS FOUNDATION	Employer identification number (EIN) or 76-0537224
File by the due date for filing your return See instructions	Number, street, and room or suite no. If a P.O. box, see instructions. 2408 KIPLING ST.	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. HOUSTON, TX 77098-5604	

Enter the Return code for the return that this application is for (file a separate application for each return) 04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

JUDITH N. ANDREWS

- The books are in the care of ▶ **2408 KIPLING ST. - HOUSTON, TX 77098-5604**
 Telephone No. ▶ **713-528-6571** FAX No. ▶ _____

- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box ▶ . If it is for part of the group, check this box ▶ and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2013**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
 ▶ calendar year **2012** or
 ▶ tax year beginning _____, and ending _____.

2 If the tax year entered in line 1 is for less than 12 months, check reason: Initial return Final return
 Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	3,120.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	1,520.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	1,600.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

LHA For Privacy Act and Paperwork Reduction Act Notice, see instructions.

Form 8868 (Rev. 1-2013)

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

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File by the due date for filing your return See instructions	Number, street, and room or suite no. If a P.O. box, see instructions. 2408 KIPLING ST.	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. HOUSTON, TX 77098-5604	

Enter the Return code for the return that this application is for (file a separate application for each return)

04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

JUDITH N. ANDREWS

- The books are in the care of ▶ **2408 KIPLING ST. - HOUSTON, TX 77098-5604**
 Telephone No ▶ **713-528-6571** FAX No. ▶ _____
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for.

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 ▶ tax year beginning _____, and ending _____

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 Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a	\$	3,120.
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Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

LHA For Privacy Act and Paperwork Reduction Act Notice, see instructions.

Form **8868** (Rev. 1-2013)

Power of Attorney and Declaration of Representative

▶ Type or print. ▶ See the separate instructions.

For IRS Use Only

Received by _____

Name _____

Telephone _____

Function _____

Date / /

Part I Power of Attorney

Caution: A separate Form 2848 should be completed for each taxpayer. Form 2848 will not be honored for any purpose other than representation before the IRS

1 Taxpayer information Taxpayer must sign and date this form on page 2, line 7

Taxpayer name and address

THE ANDREWS FOUNDATION
2408 KIPLING ST.
HOUSTON, TX 77098-5604

Taxpayer identification number(s)

76-0537224

Daytime telephone number

713-528-6571

Plan number (if applicable)

hereby appoints the following representative(s) as attorney(s)-in-fact

2 Representative(s) must sign and date this form on page 2, Part II

Name and address **DEBBIE P. MIMS**
TURNER DENNIS, & NOACK, PC
3710 BROOK WOODS DR.
HOUSTON, TX. 77092

CAF No 7806-07098R

PTIN

Telephone No 713-688-2701

Fax No 713-688-2784

Check if to be sent notices and communications

Check if new Address Telephone No Fax No

Name and address

CAF No

PTIN

Telephone No

Fax No

Check if to be sent notices and communications

Check if new Address Telephone No Fax No

Name and address

CAF No

PTIN

Telephone No

Fax No

Check if new Address Telephone No Fax No

to represent the taxpayer before the Internal Revenue Service for the following matters

3 Matters

Description of Matter (Income, Employment, Payroll, Excise, Estate, Gift, Whistleblower, Practitioner Discipline, PLR, FOIA, Civil Penalty, etc.) (see instructions for line 3)	Tax Form Number (1040, 941, 720, etc.) (if applicable)	Year(s) or Period(s) (if applicable) (see instructions for line 3)
EXCISE	990-PF	2005, 2006, 2007

4 Specific use not recorded on Centralized Authorization File (CAF). If the power of attorney is for a specific use not recorded on CAF, check this box See the instructions for Line 4 Specific Uses Not Recorded on CAF

5 Acts authorized. Unless otherwise provided below, the representatives generally are authorized to receive and inspect confidential tax information and to perform any and all acts that I can perform with respect to the tax matters described on line 3, for example, the authority to sign any agreements, consents, or other documents The representative(s), however, is (are) not authorized to receive or negotiate any amounts paid to the client in connection with this representation (including refunds by either electronic means or paper checks) Additionally, unless the appropriate box(es) below are checked, the representative(s) is (are) not authorized to execute a request for disclosure of tax returns or return information to a third party, substitute another representative or add additional representatives, or sign certain tax returns

Disclosure to third parties, Substitute or add representative(s), Signing a return, _____

Other acts authorized _____ (see instructions for more information)

Exceptions. An unenrolled return preparer cannot sign any document for a taxpayer and may only represent taxpayers in limited situations An enrolled actuary may only represent taxpayers to the extent provided in section 10 3(d) of Treasury Department Circular No 230 (Circular 230) An enrolled retirement plan agent may only represent taxpayers to the extent provided in section 10 3(e) of Circular 230 A registered tax return preparer may only represent taxpayers to the extent provided in section 10 3(f) of Circular 230 See the line 5 instructions for restrictions on tax matters partners In most cases, the student practitioner's (level k) authority is limited (for example, they may only practice under the supervision of another practitioner)

List any specific deletions to the acts otherwise authorized in this power of attorney _____

6 Retention/revocation of prior power(s) of attorney. The filing of this power of attorney automatically revokes all earlier power(s) of attorney on file with the Internal Revenue Service for the same matters and years or periods covered by this document. If you do not want to revoke a prior power of attorney, check here

YOU MUST ATTACH A COPY OF ANY POWER OF ATTORNEY YOU WANT TO REMAIN IN EFFECT.

7 Signature of taxpayer. If a tax matter concerns a year in which a joint return was filed, the husband and wife must each file a separate power of attorney even if the same representative(s) is (are) being appointed. If signed by a corporate officer, partner, guardian, tax matters partner, executor, receiver, administrator, or trustee on behalf of the taxpayer, I certify that I have the authority to execute this form on behalf of the taxpayer.

▶ IF NOT SIGNED AND DATED, THIS POWER OF ATTORNEY WILL BE RETURNED TO THE TAXPAYER.

PRESIDENT

Signature

Date

Title (if applicable)

RICHARD J. ANDREWS

Print Name

THE ANDREWS FOUNDATION

Print name of taxpayer from line 1 if other than individual

Part II Declaration of Representative

Under penalties of perjury, I declare that

- I am not currently under suspension or disbarment from practice before the Internal Revenue Service,
- I am aware of regulations contained in Circular 230 (31 CFR, Part 10), as amended, concerning practice before the Internal Revenue Service,
- I am authorized to represent the taxpayer identified in Part I for the matter(s) specified there, and
- I am one of the following
 - a Attorney - a member in good standing of the bar of the highest court of the jurisdiction shown below
 - b Certified Public Accountant - duly qualified to practice as a certified public accountant in the jurisdiction shown below
 - c Enrolled Agent - enrolled as an agent under the requirements of Circular 230
 - d Officer - a bona fide officer of the taxpayer's organization
 - e Full-Time Employee - a full-time employee of the taxpayer
 - f Family Member - a member of the taxpayer's immediate family (for example, spouse, parent, child, grandparent, grandchild, step-parent, step-child, brother, or sister)
 - g Enrolled Actuary - enrolled as an actuary by the Joint Board for the Enrollment of Actuaries under 29 U S C 1242 (the authority to practice before the Internal Revenue Service is limited by section 10 3(d) of Circular 230)
 - h Unenrolled Return Preparer - Your authority to practice before the Internal Revenue Service is limited. You must have been eligible to sign the return under examination and have signed the return. **See Notice 2011-6 and Special rules for registered tax return preparers and unenrolled return preparers in the instructions.**
 - i Registered Tax Return Preparer - registered as a tax return preparer under the requirements of section 10 4 of Circular 230. Your authority to practice before the Internal Revenue Service is limited. You must have been eligible to sign the return under examination and have signed the return. **See Notice 2011-6 and Special rules for registered tax return preparers and unenrolled return preparers in the instructions.**
 - k Student Attorney or CPA - receives permission to practice before the IRS by virtue of his/her status as a law, business, or accounting student working in LITC or STCP under section 10 7(d) of Circular 230. See instructions for Part II for additional information and requirements.
 - r Enrolled Retirement Plan Agent - enrolled as a retirement plan agent under the requirements of Circular 230 (the authority to practice before the Internal Revenue Service is limited by section 10 3(e))

▶ IF THIS DECLARATION OF REPRESENTATIVE IS NOT SIGNED AND DATED, THE POWER OF ATTORNEY WILL BE RETURNED. REPRESENTATIVES MUST SIGN IN THE ORDER LISTED IN LINE 2 ABOVE. See the instructions for Part II

Note: For designations d-f, enter your title, position, or relationship to the taxpayer in the "Licensing jurisdiction" column. See the instructions for Part II for more information.

Designation - Insert above letter (a-r)	Licensing jurisdiction (state) or other licensing authority (if applicable)	Bar, license, certification, registration, or enrollment number (if applicable). See instructions for Part II for more information	Signature	Date
B	TEXAS			