Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

For calendar year 2012, or tax year beginning , 2012, and ending ,

CFP Foundation
11 Greenway Plaza #2600
Houston, TX 77046

A Employer identification number
76-0537479

B Telephone number (see the instructions)
713-830-3400

C If exemption application is pending, check here ► ☐

D 1 Foreign organizations, check here ► ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ► ☐

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

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► ☐

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

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

I Fair market value of all assets at end of year (from Part II, column (c), line 16) ► $ 31,575,649.

J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE	1 Contributions, gifts, grants, etc, received (att sch)	12,711,500.			
	2 Ck ► ☐ if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	49.	49.	N/A	
	4 Dividends and interest from securities	378,714.	354,326.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	5,529,558.			
	b Gross sales price for all assets on line 6a 20,831,564.				
	7 Capital gain net income (from Part IV, line 2)		5,529,558.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit/(loss) (att sch)				
	11 Other income (attach schedule) See Statement 1	60,996.	60,996.		
	12 **Total.** Add lines 1 through 11	18,680,817.	5,944,929.		
OPERATING AND ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc	0.			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) See St 2	1,431.	1,431.		
	b Accounting fees (attach sch) See St 3	1,600.	656.		944.
	c Other prof fees (attach sch) See St 4	44,261.	44,261.		
	17 Interest				
	18 Taxes (attach schedule)(see instrs) See Stm 5	10,044.	3,185.		
	19 Depreciation (attach sch) and depletion				
	20 Occupancy	22,024.	2,202.		19,821.
	21 Travel, conferences, and meetings	8,484.			8,484.
	22 Printing and publications	168.			168.
	23 Other expenses (attach schedule) See Statement 6	171,366.	62,251.		109,116.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	259,378.	113,986.		138,533.
	25 Contributions, gifts, grants paid Part XV	741,500.			741,500.
	26 **Total expenses and disbursements.** Add lines 24 and 25	1,000,878.	113,986.		880,033.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	17,679,939.			
	b **Net investment income** (if negative, enter -0-)		5,830,943.		
	c **Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets — Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
ASSETS			
1 Cash – non-interest-bearing		119,825.	119,825.
2 Savings and temporary cash investments	178,938.	3,694,368.	3,694,368.
3 Accounts receivable ►			
Less allowance for doubtful accounts ►	2,970.		
4 Pledges receivable ►			
Less allowance for doubtful accounts ►			
5 Grants receivable			
6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
7 Other notes and loans receivable (attach sch) ►			
Less allowance for doubtful accounts ►			
8 Inventories for sale or use			
9 Prepaid expenses and deferred charges	865.	3,750.	3,750.
10a Investments – U S and state government obligations (attach schedule)			
b Investments – corporate stock (attach schedule) Statement 7	8,775,844.	16,932,539.	17,519,512.
c Investments – corporate bonds (attach schedule) Statement 8	388,575.	1,119,179.	1,215,102.
11 Investments – land, buildings, and equipment basis ►			
Less accumulated depreciation (attach schedule) ►			
12 Investments – mortgage loans			
13 Investments – other (attach schedule) Statement 9	7,326,505.	8,714,423.	9,023,092.
14 Land, buildings, and equipment basis ►			
Less accumulated depreciation (attach schedule) ►			
15 Other assets (describe ►)			
16 **Total assets** (to be completed by all filers – see the instructions Also, see page 1, item I)	16,673,697.	30,584,084.	31,575,649.
LIABILITIES			
17 Accounts payable and accrued expenses			
18 Grants payable			
19 Deferred revenue			
20 Loans from officers, directors, trustees, & other disqualified persons			
21 Mortgages and other notes payable (attach schedule)			
22 Other liabilities (describe ►)			
23 **Total liabilities** (add lines 17 through 22)	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.			
24 Unrestricted			
25 Temporarily restricted			
26 Permanently restricted			
Foundations that do not follow SFAS 117, check here ► [X] and complete lines 27 through 31.			
27 Capital stock, trust principal, or current funds			
28 Paid-in or capital surplus, or land, building, and equipment fund			
29 Retained earnings, accumulated income, endowment, or other funds	16,673,697.	30,584,084.	
30 **Total net assets or fund balances** (see instructions)	16,673,697.	30,584,084.	
31 **Total liabilities and net assets/fund balances** (see instructions)	16,673,697.	30,584,084.	

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	16,673,697.
2	Enter amount from Part I, line 27a	2	17,679,939.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	34,353,636.
5	Decreases not included in line 2 (itemize) ► See Statement 10	5	3,769,552.
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	30,584,084.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g , real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a	Publicly - traded securities	P	Various	Various
b	Passthrough K-1 Capital Gain	P	Various	Various
c	Capital gain distributions	P	Various	Various
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	20,171,112.		15,302,006.	4,869,106.
b	336,539.			336,539.
c	323,913.			323,913.
d				
e				

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

	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a				4,869,106.
b				336,539.
c				323,913.
d				
e				

2 Capital gain net income or (net capital loss) — If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 — **2** 5,529,558.

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

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
If 'Yes,' the foundation does not qualify under section 4940(e) Do not complete this part

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2011	890,033.	17,544,820.	0.050729
2010	856,838.	16,583,987.	0.051667
2009	920,132.	14,882,697.	0.061826
2008	1,015,247.	19,358,068.	0.052446
2007	923,681.	20,635,454.	0.044762

2	Total of line 1, column (d)	2	0.261430
3	Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.052286
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	26,078,077.
5	Multiply line 4 by line 3	5	1,363,518.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	58,309.
7	Add lines 5 and 6	7	1,421,827.
8	Enter qualifying distributions from Part XII, line 4	8	880,033.

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)

1 a	Exempt operating foundations described in section 4940(d)(2), check here ► ☐ and enter 'N/A' on line 1 Date of ruling or determination letter ________ (attach copy of letter if necessary — see instrs)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► ☐ and enter 1% of Part I, line 27b	1	116,619.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0.
3	Add lines 1 and 2	3	116,619.
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	116,619.
6	Credits/Payments		
a	2012 estimated tax pmts and 2011 overpayment credited to 2012 — 6a 5,552.		
b	Exempt foreign organizations — tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments Add lines 6a through 6d	7	5,552.
8	Enter any **penalty** for underpayment of estimated tax Check here ☒ if Form 2220 is attached	8	
9	Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed ►	9	111,067.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid ►	10	
11	Enter the amount of line 10 to be: Credited to 2013 estimated tax ► Refunded ►	11	

Part VII-A Statements Regarding Activities

			Yes	No
1 a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1 a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1 b		X
	*If the answer is 'Yes' to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1 c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation ► $ 0. (2) On foundation managers ► $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		X
	If 'Yes,' attach a detailed description of the activities			
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If 'Yes,' attach a conformed copy of the changes*	3		X
4 a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4 a		X
b	If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	4 b	N/A	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		X
	If 'Yes,' attach the statement required by General Instruction T			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If 'Yes,' complete Part II, column (c), and Part XV*	7	X	
8 a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► TX			
b	If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If 'No,' attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If 'Yes,' complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If 'Yes,' attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? *If 'Yes', attach schedule (see instructions)*	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ► None

14 The books are in care of ► Julie Crochet Telephone no ► 713-830-3400

Located at ► 11 Greenway Plaza, Ste 2600 Houston TX ZIP + 4 ► 77046

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** – Check here N/A ► ☐

and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A

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

			Yes	No
1 a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is 'Yes' to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1 b	N/A	
	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?	1 c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer 'No' and attach statement – see instructions.)	2 b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ► 20__ , 20__ , 20__ , 20__			
3 a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If 'Yes,' did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)*	3 b	N/A	
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4 b		X

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

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

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

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

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

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

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

b If any answer is 'Yes' to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b** N/A

Organizations relying on a current notice regarding disaster assistance check here ► ☐

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

If 'Yes,' attach the statement required by Regulations section 53 4945-5(d).

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** X (No)

If 'Yes' to 6b, file Form 8870

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

b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction? N/A **7b**

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Gary T. Crum 11 Greenway Plaza, Ste. 2600 Houston, TX 77046	Pres/Treas. 2.00	0.	0.	0.
Sylvie P. Crum 11 Greenway Plaza, Ste. 2600 Houston, TX 77046	Exec. VP 1.00	0.	0.	0.
Carol L. Drawe 11 Greenway Plaza, Ste. 2600 Houston, TX 77046	VP/Secretary 1.00	0.	0.	0.

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

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

Total number of other employees paid over $50,000 ► 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 (see instructions). If none, enter 'NONE.'

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
Triformis, Inc. P O Box 1063 Houston, TX 77251	Administrative	117,035.
Total number of others receiving over $50,000 for professional services ►		0

Part IX-A Summary of Direct Charitable Activities

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

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments See instructions 3	
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	18,303,481.
b	Average of monthly cash balances	1b	936,335.
c	Fair market value of all other assets (see instructions)	1c	7,235,389.
d	**Total** (add lines 1a, b, and c)	1d	26,475,205.
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	26,475,205.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	397,128.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	26,078,077.
6	**Minimum investment return.** Enter 5% of line 5	6	1,303,904.

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	1,303,904.
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a: 116,619.		
b	Income tax for 2012 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	116,619.
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	1,187,285.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1,187,285.
6	Deduction from distributable amount (see instructions)	6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	1,187,285.

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	880,033.
b	Program-related investments – total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	880,033.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	880,033.

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				1,187,285.
2 Undistributed income, if any, as of the end of 2012.				
a Enter amount for 2011 only			671,209.	
b Total for prior years 20__, 20__, 20__		0.		
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4 ► $ 880,033.				
a Applied to 2011, but not more than line 2a			671,209.	
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				208,824.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount — see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a Taxable amount — see instructions			0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				978,461.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	0.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

See Statement 11

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
See Attachment	N/A	Public	General support	741,500.
Total			► 3a	741,500.
b Approved for future payment				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See instructions.)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	49.	
4 Dividends and interest from securities			14	378,714.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	5,529,558.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a Passthrough K-1 Income			14	60,996.	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				5,969,317.	

13 **Total.** Add line 12, columns (b), (d), and (e) 13 5,969,317.

(See worksheet in line 13 instructions to verify calculations)

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

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

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

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash	1 a (1)		X
(2) Other assets	1 a (2)		X
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization	1 b (1)		X
(2) Purchases of assets from a noncharitable exempt organization	1 b (2)		X
(3) Rental of facilities, equipment, or other assets	1 b (3)		X
(4) Reimbursement arrangements	1 b (4)		X
(5) Loans or loan guarantees	1 b (5)		X
(6) Performance of services or membership or fundraising solicitations	1 b (6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1 c		X

d If the answer to any of the above is 'Yes,' complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

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

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

b If 'Yes,' complete the following schedule

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

Sign Here

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

Signature of officer or trustee: [signature] Date: 5/06/13 Title: President

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
Jody Blazek	[signature] CPA	5.2.13		P00072674

Firm's name ► Blazek & Vetterling — Firm's EIN ► 76-0269860

Firm's address ► 2900 Weslayan, Suite 200, Houston, TX 77027-5132 — Phone no (713) 439-5739

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	Employer identification number
CFP Foundation	76-0537479

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)*

Name of organization
CFP Foundation

Employer identification number
76-0537479

Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Gary and Sylvie Crum 11 E Greenway Plaza, Ste 2600 Houston, TX 77046	$ 12,711,500.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization: CFP Foundation

Employer identification number: 76-0537479

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	200,000 shares of T Rowe Price Group	$ 12,711,500.	Various

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization: CFP Foundation

Employer identification number: 76-0537479

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 total of *exclusively* religious, charitable, etc, contributions of **$1,000 or less** for the year (Enter this information once See instructions.) ► $ N/A

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
	N/A		

(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

Statement 1
Form 990-PF, Part I, Line 11
Other Income

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
Passthrough K-1 Income	$ 60,996.	$ 60,996.	
Total	$ 60,996.	$ 60,996.	$ 0.

Statement 2
Form 990-PF, Part I, Line 16a
Legal Fees

	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Legal Fees	$ 1,431.	$ 1,431.		
Total	$ 1,431.	$ 1,431.		$ 0.

Statement 3
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Tax compliance	$ 1,600.	$ 656.		$ 944.
Total	$ 1,600.	$ 656.		$ 944.

Statement 4
Form 990-PF, Part I, Line 16c
Other Professional Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Investment management fees	$ 44,261.	$ 44,261.		
Total	$ 44,261.	$ 44,261.		$ 0.

Statement 5
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Excise tax	$ 6,859.			
Foreign tax	3,185.	$ 3,185.		
Total	$ 10,044.	$ 3,185.		$ 0.

Statement 6
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Administrative service fees	$ 117,035.	$ 11,704.		$ 105,332.
Bank fees	180.	180.		
Dues	1,195.			1,195.
Insurance	3,160.	1,296.		1,864.
Maintenance expense	1,229.	504.		725.
Passthrough K-1 expenses	48,567.	48,567.		
Total	$ 171,366.	$ 62,251.		$ 109,116.

Statement 7
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

Corporate Stocks	Valuation Method	Book Value	Fair Market Value
UBS Equities/Mut Fnds (Attached pg 1-2)	Cost	$ 1,607,194.	$ 1,656,967.
UBS Equities/Mut Fnds (Attached pg 2-4)	Cost	8,667,933.	8,652,180.
UBS Equities/Mut Fnds (Attached pg 5-6)	Cost	2,950,550.	3,032,516.
AtlanticTrust 05-1 (Attached pg 7-17)	Cost	631,785.	658,311.
AtlanticTrust 02-8 (Attached pg 18-25)	Cost	1,077,935.	1,337,565.
AtlanticTrust 01-0 (Attached pg 26-27)	Cost	1,997,142.	2,181,973.
	Total	$ 16,932,539.	$ 17,519,512.

Statement 8
Form 990-PF, Part II, Line 10c
Investments - Corporate Bonds

Corporate Bonds	Valuation Method	Book Value	Fair Market Value
Doubleline Total Return Bond Fd	Cost	$ 360,000.	$ 358,734.
Franklin High Income Fd	Cost	388,575.	492,195.
Pimco Investment Grade Corp Bd Fd	Cost	370,604.	364,173.
	Total	$ 1,119,179.	$ 1,215,102.

Statement 9
Form 990-PF, Part II, Line 13
Investments - Other

Other Investments	Valuation Method	Book Value	Fair Market Value
MBA Investment Fund, LLC-A-Growth	Cost	$ 2,742,583.	$ 2,864,228.
MBA Investment Fund, LLC-B-Value	Cost	1,374,065.	1,502,463.
MBA Investment Fund, LLC-C-Endowment	Cost	33,701.	34,689.
Atlas Capital Managment, L.P.	Cost	3,000,258.	3,065,388.
Direxion Shs ETF	Cost	84,227.	54,240.
Invesco Balanced Risk Fd	Cost	526,310.	525,459.
Dreyfus Emerging Mkts Debt	Cost	532,393.	545,317.
Ridgeworth Classic SEIX	Cost	420,886.	431,308.
	Total	$ 8,714,423.	$ 9,023,092.

Statement 10
Form 990-PF, Part III, Line 5
Other Decreases

Adjust book value of donated securities to tax basis	$ 3,769,552.
Total	$ 3,769,552.

Statement 11
Form 990-PF, Part XV, Line 1a
Foundation Managers - 2% or More Contributors

Gary T. Crum
Sylvie P. Crum

Part XV - Grants and Contributions Paid During the Year 2012

Recipient	Purpose	Tax Status	Amount Paid 2012
American Cancer Society/VICTORY P O. Box 572915 Houston, TX 77257-2915	General Support	509 (a)(1)	$3,000
American Heritage Education Foundation 3501 W. AlabamaSuite 200 Houston, TX 77027-5224	General Support	509 (a)(1)	$5,000
Aspen Community Foundation 110 East Hallam St.Suite 126 Aspen, CO 81611	General Support	509 (a)(1)	$25,000
Aspen Institute Inc. 110 East Hallam St Suite 116 Aspen, CO 81611	General Support	509 (a)(1)	$2,500
Bo's Place 10050 Buffalo Speedway Houston, TX 77054	General Support	509 (a)(1)	$10,000
Boys and Girls Harbor Inc. P. O. Box 848 Houston, TX 77001-0848	General Support	509 (a)(1)	$5,000
Camp for All Foundation 10500 NW FreewaySuite 220 Houston, TX 77092	General Support	509 (a)(1)	$10,000
Casa De Esperanza De Los Ninos Incorporated P.O. Box 66581 Houston, TX 77266-6581	General Support	509 (a)(1)	$20,000
Childhood Cancer Family Alliance Inc. 8323 Southwest FreewaySuite 435 Houston, TX 77074	General Support	509 (a)(1)	$10,000

Part XV - Grants and Contributions Paid During the Year 2012

Recipient	Purpose	Tax Status	Amount Paid 2012
Children's Museum, Inc. (The) of Houston 1500 Binz Houston, TX 77004-7112	General Support	509 (a)(1)	$10,000
Chinquapin School (The) 2615 E. Wallisville Highlands, TX 77562-3199	General Support	509 (a)(1)	$25,000
Chinquapin School (The) 2615 E. Wallisville Highlands, TX 77562-3199	General Support	509 (a)(1)	$1,000
Christian Community Service Center, Inc. P.O Box 27924 Houston, TX 77227-7924	General Support	509 (a)(1)	$5,000
Cristo Rey Jesuit College Preparatory School of Houston 6700 Mount Carmel Street Houston, TX 77087	General Support	509 (a)(1)	$20,000
Dress for Success Houston 3310 Eastside Street Houston, TX 77098	General Support	509 (a)(1)	$20,000
Episcopal High School 4650 Bissonnet Bellaire, TX 77401-3002	General Support	509 (a)(1)	$10,000
Ex Students Association of the University of Texas P.O.Box 7278 Austin, TX 78713-7278	General Support	509 (a)(2)	$100,000

Part XV - Grants and Contributions Paid During the Year 2012

Recipient	Purpose	Tax Status	Amount Paid 2012
Ex Students Association of the University of Texas P O Box 7278 Austin, TX 78713-7278	General Support	509 (a)(2)	$30,000
Houston Achievement Place 245 W. 17th Houston, TX 77008	General Support	509 (a)(1)	$5,000
Houston Arboretum & Nature Center 4501 Woodway Drive Houston, TX 77024	General Support	509 (a)(1)	$10,000
Houston Hospice 1905 Holcombe Blvd. Houston, TX 77030-4123	General Support	509 (a)(1)	$12,500
Houston Museum of Natural Science One Hermann Circle Drive Houston, TX 77030-1799	General Support	509 (a)(2)	$5,000
Houston Zoo, Inc. 1513 N. MacGregor Drive Houston, TX 77030	General Support	509 (a)(2)	$10,000
The Joy School 1 Chelsea Boulevard Houston, TX 77006	General Support	509 (a)(1)	$10,000
Kinkaid School Inc. (The) 201 Kinkaid School Drive Houston, TX 77024	General Support	509 (a)(1)	$5,000
KIPP, Inc. 10711 KIPP Way Houston, TX 77099	General Support	509 (a)(1)	$20,000

Part XV - Grants and Contributions Paid During the Year 2012

Recipient	Purpose	Tax Status	Amount Paid 2012
Methodist Hospital 1707 Sunset Boulevard Houston, Texas 77005	General Support	509 (a)(1)	$10,000
Monarch School Inc. (The) 2815 Rosefield Houston, TX 77080	General Support	509 (a)(1)	$10,000
Museum of Fine Arts, Houston P.O. Box 6826 Houston, TX 77265-6826	General Support	509 (a)(1)	$5,000
W. Oscar Neuhaus Memorial Foundation 4433 Bissonnet Bellaire, TX 77401-3233	General Support	509 (a)(1)	$15,000
Positive Coaching Alliance 1050 N. Post Oak Road, Suite 210 Houston, TX 77055	General Support	509 (a)(1)	$5,000
Positive Coaching Alliance 1050 N. Post Oak Road, Suite 210 Houston, TX 77055	General Support	509 (a)(1)	$5,000
Protestant Episcopal Church in the United States of America Palmer Memorial Episcopal Church 6221 Main Street Houston, TX 77030-1572	General Support	509 (a)(1)	$10,000
Small Steps Nurturing Center 1709 DePelchin Street Houston, TX 77007	General Support	509 (a)(1)	$20,000
Southern Methodist University P.O. Box 750333 Dallas, TX 75275-0333	General Support	509 (a)(1)	$100,000

Part XV - Grants and Contributions Paid During the Year 2012

Recipient	Purpose	Tax Status	Amount Paid 2012
St. Francis Episcopal Day School 335 Piney Point Road Houston, TX 77024-6505	General Support	509 (a)(1)	$5,000
St. John's School Breakthrough Houston 2401 Claremont Lane Houston, TX 77019	General Support	509 (a)(1)	$10,000
St. John's School 2401 Claremont Lane Houston, TX 77019	General Support	509 (a)(1)	$15,000
Teach for America Inc. 4669 Southwest FwySuite 600 Houston, TX 77027	General Support	509 (a)(1)	$20,000
Trees For Houston P.O Box 270477 Houston, TX 77277	General Support	509 (a)(2)	$2,500
University of Texas M. D. Anderson Cancer Center P O. Box 4486 Houston, TX 77210-4486	General Support	509 (a)(1)	$60,000
University of Texas 1 University Station D 1303 Austin, TX 78712-0338	General Support	509 (a)(1)	$10,000
US Lacrosse Foundation 113 W. University Parkway Baltimore, Maryland 21210	General Support	509 (a)(1)	$5,000
Yellowstone Academy 3000 Trulley Houston, TX 77004	General Support	509 (a)(1)	$20,000

Part XV - Grants and Contributions Paid During the Year 2012

Recipient	Purpose	Tax Status	Amount Paid 2012
YES College Prepatory School YES Prep Public Schools 6201 Bonhomme, Suite 168N Houston, TX 77036	General Support	509 (a)(1)	$25,000
CFP Foundation Grand Total			$741,500

None of the above named organizations has any relationship to a substantial contributor or to the foundation.

EIN: 76-0537479

Attachment to part II, Line 10b

UBS

Business Services Account
December 2012

Account name: CFP FOUNDATION
Friendly account name: CFP Foundation
Account number: WX 06428 11

Your Financial Advisor:
THE HERMAN & SMITH GROUP
336-722-4177/800-227-1398

Your assets

Some prices, income and current values shown may be approximate As a result, gains and losses may not be accurately reflected See *Important information about your statement* at the end of this document for more information

Cash

Cash and money balances

Holding	Opening balance on Dec 1 ($)	Closing balance on Dec 31 ($)	Price per share on Dec 31 ($)	Average rate	Dividend/Interest period	Days in period
RMA MONEY MKT PORTFOLIO	3,221,531 15	2,850,723 25	1 00	0 01%	Nov 26 to Dec 23	28

Equities

Common stock

Holding	Trade date	Number of shares	Purchase price/ Average price per share ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized gain or loss ($)	Holding period
APACHE CORP								
Symbol APA Exchange. NYSE								
EAI $1,496 Current yield. 0 87%	Apr 23, 12	1,100 000	91 280	100,408 65	78 500	86,350 00	-14,058 65	ST
	Apr 24, 12	1,100 000	90 886	99,975 35	78 500	86,350 00	-13,625 35	ST
Security total		2,200 000	91 084	200,384 00		172,700 00	-27,684 00	
BERKSHIRE HATHAWAY INC NEW CL B								
Symbol BRK B Exchange NYSE	Dec 12, 12	4,500 000	89 353	402,092 97	89 700	403,650 00	1,557 03	ST
CARRIZO OIL & GAS INC								
Symbol CRZO Exchange OTC	Apr 23, 12	3,850 000	25 943	99,883 98	20 920	80,542 00	-19,341 98	ST
	Apr 24, 12	3,850 000	26 105	100,507 79	20 920	80,542 00	-19,965 79	ST
Security total		7,700 000	26 025	200,391 77		161,084 00	-39,307 77	
NATURAL GAS SERVICES GROUP INC								
Symbol NGS Exchange NYSE	Apr 23, 12	8,000 000	12 612	100,898 95	16 420	131,360 00	30,461 05	ST
	Apr 24, 12	3,100 000	12 613	39,103 25	16 420	50,902 00	11,798 75	ST
	Apr 26, 12	4,900 000	12 831	62,872 25	16 420	80,458 00	17,585 75	ST
Security total		16,000 000	12 680	202,874 45		262,720 00	59,845 55	

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CFP FOUNDATION
2012 Form 990-PF

UBS Business Services Account
December 2012

Account name: CFP FOUNDATION
Friendly account name: CFP Foundation
Account number: WX 06428 11

Your Financial Advisor:
THE HERMAN & SMITH GROUP
336-722-4177/800-227-1398

Your assets › **Equities** › **Common stock** (continued)

Holding	Trade date	Number of shares	Purchase price/ Average price per share ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized gain or loss ($)	Holding period
VISA INC CL A								
Symbol V Exchange NYSE								
EAI $2,218 Current yield 0 87%	Apr 24, 12	1,680 000	119 072	200,042 05	151 580	254,654 40	54,612 35	ST
WELLS FARGO & CO NEW								
Symbol WFC Exchange NYSE								
EAI $5,412 Current yield 2 57%	Apr 23, 12	3,100 000	32 571	100,973 05	34 180	105,958 00	4,984 95	ST
	Apr 24, 12	3,050 000	32 997	100,642 40	34 180	104,243 00	3,606 60	ST
Security total		6,150 000	32 783	201,615 45		210,207 00	8,591.55	
WPX ENERGY INC								
Symbol WPX Exchange NYSE	Apr 23, 12	6,400 000	15 578	99,704 45	14 880	95,232 00	-4,472 45	ST
	Apr 24, 12	6,500 000	15 398	100,089 25	14 880	96,720 00	-3,369 25	ST
Security total		12,900 000	15 488	199,793 70		191,952 00	-7,841 70	
Total				**$1,607,194.39**		**$1,656,967.40**	**$49,773.01**	

Total estimated annual income: $9,126

Mutual funds

Total reinvested is the total of all reinvested dividends It does not include any cash dividends It is not a tax lot for the purposes of determining holding periods or cost basis The shares you receive each time you reinvest dividends become a separate tax lot

Cost basis is the total purchase cost of the security, including reinvested dividends. The cost basis may need to be adjusted for return of capital payments in order to determine the adjusted cost basis for tax reporting purposes

Unrealized (tax) gain or loss is the difference between the current value and the cost basis and would generally be your taxable gain or loss if the security was sold on this date The unrealized (tax) gain or loss may need to be adjusted for return of capital payments in order to determine the realized gain or loss for tax reporting purposes

Investment return is the current value minus the amount you invested It does not include shares that are not reflected on your statement, including shares that have been realized as either a gain or a loss It also does not include cash dividends that were not reinvested

Holding	Number of shares	Purchase price/ Average price per share ($)	Client investment ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized (tax) gain or loss ($)	Investment return ($)	Holding period
ING MIDCAP OPPORTUNITIES									
FUND CLASS A									
Symbol NMCAX									
Trade date Mar 16, 12	48,007 681	20 830	1,000,005 25	1,000,005 25	20 050	962,554 00	-37,451.25		ST
Total reinvested	1,317 252	19 869		26,173 79	20 050	26,410 90	237 11		
Security total	49,324 933	20 804	1,000,005 25	1,026,179 04		988,964 90	-37,214 14	-11,040 35	
INVESCO ASIA PACIFIC									
GROWTH FUND CL Y									
Symbol ASIYX									

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UBS Business Services Account
December 2012

Account name: CFP FOUNDATION
Friendly account name: CFP Foundation
Account number: WX 06428 11

Your Financial Advisor:
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Your assets › **Equities** › **Mutual funds** (continued)

Holding	Number of shares	Purchase price/ Average price per share ($)	Client investment ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized (tax) gain or loss ($)	Investment return ($)	Holding period
Trade date Mar 20, 12	31,475 373	28 682	902,781 41	902,781 41	31 250	983,605 41	80,824 00		
Total reinvested	940 384	30 850		29,010 85	31 250	29,387 00	376 15		ST
EAI $8,752 Current yield 0 86%									
Security total	32,415 757	28 745	902,781 41	931,792 26		1,012,992 40	81,200 15	110,211 00	
INVESCO EUROPEAN GROWTH FUND CL Y									
Symbol AEDYX									
Trade date Mar 20, 12	15,817 779	31 614	500,075 00	500,075 00	32 960	521,354 00	21,279 00		
Total reinvested	621 563	32 349		20,107 56	32.960	20,486 72	379 16		ST
EAI $10,948 Current yield. 2 02%									
Security total	16,439 342	31 643	500,075 00	520,182 56		541,840 71	21,658 16	41,765 72	
INVESCO REAL ESTATE FUND CLASS Y									
Symbol IARYX									
Trade date Mar 20 12	36,273 361	24 921	903,999 95	903,999 95	24 410	885,432 74	-18,567 21		
Total reinvested	3,395 776	23 941		81,300 85	24 410	82,890 89	1,590 04		ST
EAI $6,426 Current yield 0 66%									
Security total	39,669 137	24 838	903,999 95	985,300 80		968,323 63	-16,977 17	64,323 68	
INVESCO AMERICAN VALUE FUND CLASS Y									
Symbol MSAIX									
Trade date Mar 30, 12	32,017 801	31.234	1,000,075 00	1,000,075 00	31 880	1,020,727 48	20,652 48		
Total reinvested	803 507	30 722		24,685 71	31 880	25,615.79	930 08		ST
EAI $6,958 Current yield 0 66%									
Security total	32,821 307	31 222	1,000,075 00	1,024,760 71		1,046,343 26	21,582.56	46,268 27	
INVESCO SMALL CAP VALUE FUND CLASS Y									
Symbol VSMIX									
Trade date Mar 26, 12	53,106 745	18 831	1,000,075 00	1,000,075 00	16 680	885,820 51	-114,254 49		
Total reinvested	8,099 114	15 839		128,289 96	16 680	135,093 22	6,803 26		ST
Security total	61,205 859	18 436	1,000,075 00	1,128,364 96		1,020,913 72	-107,451 23	20,838 73	

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EIN: 76-0537479

UBS Business Services Account
December 2012

Account name: CFP FOUNDATION
Friendly account name: CFP Foundation
Account number: WX 06428 11

Your Financial Advisor:
THE HERMAN & SMITH GROUP
336-722-4177/800-227-1398

Your assets › **Equities** › **Mutual funds** (continued)

Holding	Number of shares	Purchase price/ Average price per share ($)	Client investment ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized (tax) gain or loss ($)	Investment return ($)	Holding period
JANUS TRITON FUND A									
Symbol JGMAX									
Trade date Mar 16, 12	54,734 537	18 270	1,000,000 00	1,000,000 00	17 970	983,579 63	-16,420 37		
Total reinvested	2,652 703	17 810		47,244 65	17 970	47,669 07	424 42		
EAI $861 Current yield 0 08%									ST
Security total	57,387 240	18 249	1,000,000 00	1,047,244 65		1,031,248 70	-15,995 95	31,248 70	
OPPENHEIMER DEVELOPING MARKETS FUND CL A									
Symbol ODMAX									
Trade date Mar 26, 12	29,603 316	33 780	1,000,005 25	1,000,005 25	35 290	1,044,701 02	44,695 77		
Total reinvested	119 710	34 229		4,097 67	35 290	4,224 57	126 90		
EAI $4,102 Current yield 0 39%									ST
Security total	29,723 026	33 782	1,000,005 25	1,004,102 92		1,048,925 58	44,822 67	48,920 34	
WELLS FARGO PREMIER LARGE COMPANY GROWTH FUND CLASS A									
Symbol EKJAX									
Trade date Mar 16, 12	92,165 899	10 850	1,000,005 25	1,000,005 25	10 770	992,626 73	-7,378 52	-7,378 52	ST
Total			**$8,307,022.11**	**$8,667,933.15**		**$8,652,179.63**	**-$15,753.47**	**$345,157.52**	

Total estimated annual income: $38,047

CFP FOUNDATION
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Friendly account name. CFP Foundation
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336-722-4177/800-227-1398

EIN: 76-0537479

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Your assets (continued)

Fixed income

Mutual funds

Total reinvested is the total of all reinvested dividends It does not include any cash dividends It is not a tax lot for the purposes of determining holding periods or cost basis The shares you receive each time you reinvest dividends become a separate tax lot

Cost basis is the total purchase cost of the security, including reinvested dividends The cost basis may need to be adjusted for return of capital payments in order to determine the adjusted cost basis for tax reporting purposes

Unrealized (tax) gain or loss is the difference between the current value and the cost basis and would generally be your taxable gain or loss if the security was sold on this date The unrealized (tax) gain or loss may need to be adjusted for return of capital payments in order to determine the realized gain or loss for tax reporting purposes

Investment return is the current value minus the amount you invested. It does not include shares that are not reflected on your statement, including shares that have been realized as either a gain or a loss It also does not include cash dividends that were not reinvested

Holding	Number of shares	Purchase price/ Average price per share ($)	Client investment ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized (tax) gain or loss ($)	Investment return ($)	Holding period
FRANKLIN/TEMPLETON									
GLOBAL BOND FUND CLASS A									
Symbol TPINX									
Trade date Mar 26, 12	75,987 842	13 160	1,000,005 25	1,000,005 25	13 380	1,016,717 33	16,712 08		ST
Total reinvested	1,197 327	12 767		15,286 95	13 380	16,020 24	733.29		
EAI $43,224 Current yield 4 19%									
Security total	77,185 169	13 154	1,000,005 25	1,015,292 20		1,032,737 56	17,445 37	32,732.32	
INVESCO HIGH YIELD FUND									
CLASS Y									
Symbol AHHYX									
Trade date Mar 20, 12	235,849 057	4 240	1,000,075 00	1,000,075 00	4 450	1,049,528 30	49,453 30		ST
Total reinvested	5,352 371	4 227		22,626 85	4 450	23,818 05	1,191 20		
EAI $64,642 Current yield 6 02%									
Security total	241,201 428	4 240	1,000,075 00	1,022,701 85		1,073,346 35	50,644 50	73,271 35	
INVESCO TAX-FREE									
INTERMEDIATE FUND CLASS									
Y									
Symbol ATFYX									
Trade date Mar 30, 12	77,156 201	11 680	901,252 02	901,252 02	11 860	915,072 54	13,820 52		ST
Total reinvested	957 823	11 801		11,303 82	11 860	11,359 78	55 96		
EAI $32,730 Current yield 3 53%									
Security total	78,114 024	11 682	901,252 02	912,555 84		926,432 32	13,876 48	25,180 30	

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CFP FOUNDATION
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UBS Business Services Account
December 2012

Account name: CFP FOUNDATION
Friendly account name: CFP Foundation
Account number: WX 06428 11

Your Financial Advisor:
THE HERMAN & SMITH GROUP
336-722-4177/800-227-1398

Your assets › **Fixed income** › **Mutual funds** (continued)

Holding	Number of shares	Purchase price/ Average price per share ($)	Client investment ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized (tax) gain or loss ($)	Investment return ($)	Holding period
Total			**$2,901,332.27**	**$2,950,549.89**		**$3,032,516.23**	**$81,966.35**	**$131,183.96**	

Total estimated annual income: $140,596

EIN: 76-0537479

CFP FOUNDATION
2012 Form 990-PF

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EIN: 76-0537479

CFP FOUNDATION
2012 Form 990-PF

ATLANTIC TRUST

PRIVATE WEALTH MANAGEMENT

CFP FOUNDATION - MID CAP

ACCOUNT NUMBER: 64-0040-05-1
STATEMENT PERIOD: 12/01/12 - 12/31/12

PORTFOLIO INVESTMENTS

ASSET DESCRIPTION	SHARES/ FACE VALUE	MARKET VALUE/ PRICE	TOTAL COST/ AVG UNIT COST	UNREALIZED GAIN/LOSS	EST. INCOME	CUR. YIELD
CASH & EQUIVALENTS						
CASH						
INCOME CASH		4,581.23	4,581 23	0 00		
PRINCIPAL CASH		-4,581.23	-4,581 23	0 00		
TOTAL CASH		$ 0.00	$ 0.00	$ 0.00	$ 0.00	0.00%
CASH EQUIVALENTS						
INVESCO SHORT TERM LIQUID ASSET FUND	19,855 87	19,855.87 1.00	19,855 87 1.00	0.00	28.00	0.14%
TOTAL CASH EQUIVALENTS		$ 19,855.87	$ 19,855.87	$ 0.00	$ 28.00	0.14%
TOTAL CASH & EQUIVALENTS		$ 19,855.87	$ 19,855.87	$ 0.00	$ 28.00	0.14%
EQUITIES						
COMMON STOCK						
MATERIALS						
CELANESE CORP DEL COM SER A	161	7,169.33 44.53	6,738.45 41 85	430.88	48.00	0 67%

EIN: 76-0537479

CFP FOUNDATION
2012 Form 990-PF

ATLANTIC TRUST

PRIVATE WEALTH MANAGEMENT

CFP FOUNDATION - MID CAP

ACCOUNT NUMBER: 64-0040-05-1
STATEMENT PERIOD: 12/01/12 - 12/31/12

PORTFOLIO INVESTMENTS

ASSET DESCRIPTION	SHARES/ FACE VALUE	MARKET VALUE/ PRICE	TOTAL COST/ AVG UNIT COST	UNREALIZED GAIN/LOSS	EST. INCOME	CUR. YIELD
CROWN HLDGS INC COM	189	6,957.09 36 81	6,590.10 34.87	366 99		
FMC CORP COM NEW	137	8,017 24 58.52	7,143 95 52.15	873.29	73.00	0.92%
ROCKWOOD HLDGS INC COM	214	10,584.44 49.46	10,528 91 49.20	55.53	299.00	2 83%
TOTAL MATERIALS		**$ 32,728.10**	**$ 31,001.41**	**$ 1,726.69**	**$ 420.00**	**1.29%**
INDUSTRIALS						
AMETEK INC NEW COM	313	11,759 41 37.57	10,437.51 33 35	1,321.90	75 00	0 64%
DOVER CORP COM	98	6,439.58 65.71	5,733.00 58 50	706.58	137 00	2.13%
FLUOR CORP NEW COM	81	4,757.94 58.74	4,087.26 50.46	670.68	51 00	1.09%
GRAINGER W W INC COM	51	10,320 87 202 37	9,952.15 195.14	368.72	163 00	1.58%
IHS INC CL A	41	3,936 00 96.00	4,100 00 100 00	-164.00		
KANSAS CITY SOUTHERN COM	125	10,435 00 83.48	8,280 24 66.24	2,154 76	97.00	0 93%

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ATLANTIC TRUST

PRIVATE WEALTH MANAGEMENT

CFP FOUNDATION - MID CAP

ACCOUNT NUMBER: 64-0040-05-1
STATEMENT PERIOD: 12/01/12 - 12/31/12

PORTFOLIO INVESTMENTS

ASSET DESCRIPTION	SHARES/ FACE VALUE	MARKET VALUE/ PRICE	TOTAL COST/ AVG UNIT COST	UNREALIZED GAIN/LOSS	EST. INCOME	CUR. YIELD
LANDSTAR SYS INC COM	84	4,406.64 52.46	4,541 25 54 06	-134 61	21 00	0 48%
MSC INDL DIRECT INC CL A	63	4,748 94 75.38	4,622 94 73.38	126 00	75 00	1 59%
PRECISION CASTPARTS CORP COM	26	4,924 92 189 42	4,332 64 166 64	592 28	3 00	0.06%
ROPER INDS INC NEW COM	87	9,698.76 111.48	8,828.40 101.48	870 36	57 00	0.59%
STERICYCLE INC COM	83	7,742.24 93.28	7,188.80 86.61	553 44		
TIMKEN CO COM	131	6,265 73 47 83	6,607 64 50 44	-341.91	120.00	1 92%
TRIUMPH GROUP INC NEW COM	116	7,574 80 65.30	7,151.40 61 65	423.40	18 00	0.25%
TOTAL INDUSTRIALS		$ 93,010.83	$ 85,863.23	$ 7,147.60	$ 817.00	0.88%
TELECOMMUNICATION SERVICES						
SBA COMMUNICATIONS CORP COM	99	7,027.02 70.98	5,158 84 52 11	1,868 18		
TOTAL TELECOMMUNICATION SERVICES		$ 7,027.02	$ 5,158.84	$ 1,868.18	$ 0.00	0.00%

CFP FOUNDATION
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ATLANTIC TRUST

PRIVATE WEALTH MANAGEMENT

CFP FOUNDATION - MID CAP

ACCOUNT NUMBER: 64-0040-05-1
STATEMENT PERIOD: 12/01/12 - 12/31/12

PORTFOLIO INVESTMENTS

ASSET DESCRIPTION	SHARES/ FACE VALUE	MARKET VALUE/ PRICE	TOTAL COST/ AVG UNIT COST	UNREALIZED GAIN/LOSS	EST. INCOME	CUR. YIELD
CONSUMER DISCRETIONARY						
ADVANCE AUTO PTS INC COM	97	7,017 95 72.35	7,101 37 73 21	-83.42	23.00	0 33%
AUTONATION INC COM	175	6,947.50 39.70	6,382 63 36 47	564 87		
AUTOZONE INC COM	49	17,367.07 354.43	18,360.79 374 71	-993.72		
BED BATH BEYOND INC COM	174	9,728 34 55 91	12,720 79 73.11	-2,992.45		
CHARTER COMMUNICATIONS INC DEL CL A NEW	45	3,430.80 76 24	3,399 06 75.54	31 74		
DICKS SPORTING GOODS INC OC-COM	210	9,552 90 45.49	9,827 08 46 80	-274.18	105 00	1.10%
DISCOVERY COMMUNICATNS NEW COM SER C	145	8,482.50 58.50	6,869 52 47.38	1,612.98		
DOLLAR TREE INC COM	280	11,356.80 40.56	14,148 68 50 53	-2,791.88		
FOOT LOCKER INC COM	209	6,713.08 32.12	6,561 01 31.39	152.07	150 00	2.24%
GAMESTOP CORP NEW CL A	201	5,043.09 25.09	3,917.49 19.49	1,125 60	201 00	3 99%

ATLANTIC TRUST

PRIVATE WEALTH MANAGEMENT

CFP FOUNDATION - MID CAP

ACCOUNT NUMBER: 64-0040-05-1
STATEMENT PERIOD: 12/01/12 - 12/31/12

EIN: 76-0537479

Attachment to part II, Line 10b

PORTFOLIO INVESTMENTS

ASSET DESCRIPTION	SHARES/ FACE VALUE	MARKET VALUE/ PRICE	TOTAL COST/ AVG UNIT COST	UNREALIZED GAIN/LOSS	EST. INCOME	CUR. YIELD
MARRIOTT INTERNATIONAL CL A	225	8,385.75 37 27	8,723 99 38 77	-338.24	117.00	1 40%
MOHAWK INDS INC COM	68	6,151.96 90.47	4,733 48 69 61	1,418.48		
PANERA BREAD CO CL A	53	8,417.99 158.83	7,853.96 148 19	564.03		
PETSMART INC COM	176	12,027.84 68.34	11,283 89 64.11	743.95	116.00	0 97%
ROSS STORES INC COM	160	8,654.40 54 09	9,985.76 62 41	-1,331.36	89.00	1.04%
SALLY BEAUTY HLDGS INC COM	231	5,444 67 23 57	6,234 69 26 99	-790 02		
TRACTOR SUPPLY CO COM	71	6,273 56 88 36	6,067.43 85.46	206.13	56 00	0 91%
WHIRLPOOL CORP COM	51	5,189 25 101.75	4,996 65 97.97	192.60	102.00	1 97%
TOTAL CONSUMER DISCRETIONARY		**$ 146,185.45**	**$ 149,168.27**	**$ -2,982.82**	**$ 959.00**	**0.66%**
CONSUMER STAPLES						
BROWN FORMAN CORP CL B	127	8,032.75 63 25	7,435 31 58.55	597.44	129.00	1 61%

CFP FOUNDATION
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ATLANTIC TRUST
PRIVATE WEALTH MANAGEMENT

CFP FOUNDATION - MID CAP

ACCOUNT NUMBER: 64-0040-05-1
STATEMENT PERIOD: 12/01/12 - 12/31/12

PORTFOLIO INVESTMENTS

ASSET DESCRIPTION	SHARES/ FACE VALUE	MARKET VALUE/ PRICE	TOTAL COST/ AVG UNIT COST	UNREALIZED GAIN/LOSS	EST. INCOME	CUR. YIELD
CHURCH & DWIGHT INC COM	157	8,410 49 53 57	8,440 32 53 76	-29.83	150.00	1.79%
HEINZ H J CO COM	91	5,248.88 57.68	4,869 41 53.51	379 47	187 00	3.57%
MONSTER BEVERAGE CORP COM	178	9,405 52 52.84	12,868.16 72.29	-3,462.64		
TOTAL CONSUMER STAPLES		$ 31,097.64	$ 33,613.20	$ -2,515.56	$ 466.00	1.50%
ENERGY						
CONCHO RES INC COM	81	6,525 36 80.56	7,515.29 92.78	-989.93		
NOBLE ENERGY INC COM	62	6,307 88 101.74	5,577 62 89 96	730.26	62 00	0 98%
PIONEER NAT RES CO COM	71	7,567 89 106 59	7,198.19 101 38	369.70	5 00	0 08%
QEP RES INC COM	121	3,662.67 30.27	3,299.67 27.27	363 00	9.00	0 26%
RANGE RESOURCES CORP COM	45	2,827.35 62 83	2,746.35 61 03	81 00	7.00	0.25%
WHITING PETE CORP NEW COM	130	5,638.10 43.37	5,938.40 45.68	-300 30		

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ATLANTIC TRUST

PRIVATE WEALTH MANAGEMENT

CFP FOUNDATION - MID CAP

ACCOUNT NUMBER: 64-0040-05-1
STATEMENT PERIOD: 12/01/12 - 12/31/12

PORTFOLIO INVESTMENTS

ASSET DESCRIPTION	SHARES/ FACE VALUE	MARKET VALUE/ PRICE	TOTAL COST/ AVG UNIT COST	UNREALIZED GAIN/LOSS	EST. INCOME	CUR. YIELD
TOTAL ENERGY		$ 32,529.25	$ 32,275.52	$ 253.73	$ 83.00	0.26%
FINANCIALS						
AMERICAN TOWER CORPORATION	159	12,285.93 77.27	10,486 05 65 95	1,799 88	152.00	1 24%
AMERIPRISE FINL INC COM	131	8,204.53 62.63	6,307 14 48 15	1,897.39	235.00	2 87%
DIGITAL RLTY TR INC COM	86	5,838.54 67.89	6,137.82 71.37	-299 28	251.00	4 30%
INTERCONTINENTALEXCHANGE INC COM	51	6,314 31 123 81	6,348.48 124.48	-34 17		
JONES LANG LASALLE INC COM	58	4,868.52 83 94	4,264.23 73.52	604 29	23 00	0 48%
PRICE T ROWE GROUP INC COM	121	7,879 17 65.12	7,015 52 57 98	863 65	164.00	2.09%
TOTAL FINANCIALS		$ 45,391.00	$ 40,559.24	$ 4,831.76	$ 825.00	1.82%
HEALTH CARE						
AETNA INC NEW COM	160	7,409.60 46 31	6,632.34 41.45	777.26	128 00	1.73%
AMERISOURCEBERGEN CORP COM	164	7,081 52 43.18	6,012 24 36 66	1,069 28	137 00	1 95%

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EIN: 76-0537479

ATLANTIC TRUST

PRIVATE WEALTH MANAGEMENT

CFP FOUNDATION - MID CAP

ACCOUNT NUMBER: 64-0040-05-1
STATEMENT PERIOD: 12/01/12 - 12/31/12

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PORTFOLIO INVESTMENTS

ASSET DESCRIPTION	SHARES/ FACE VALUE	MARKET VALUE/ PRICE	TOTAL COST/ AVG UNIT COST	UNREALIZED GAIN/LOSS	EST. INCOME	CUR. YIELD
DAVITA HEALTHCARE PARTNERS INC	84	9,284 52 110 53	6,945 96 82.69	2,338 56		
HEALTHSOUTH CORP COM NEW	305	6,438.55 21.11	6,336 57 20 78	101.98		
HUMANA INC COM	87	5,970 81 68 63	6,746 85 77.55	-776 04	90 00	1 52%
INTUITIVE SURGICAL INC COM NEW	24	11,768 88 490.37	12,631.20 526.30	-862 32		
MCKESSON CORP COM	87	8,435 52 96 96	7,611.63 87.49	823 89	69.00	0.83%
MEDNAX INC COM	130	10,337 60 79 52	8,354 02 64.26	1,983 58		
RESMED INC COM	100	4,157 00 41 57	4,097.79 40 98	59 21	68 00	1 64%
ST JUDE MED INC COM	209	7,553.26 36.14	8,253.41 39.49	-700.15	192.00	2.55%
SHIRE LIMITED AMERICAN DEPOSITARY SHARES	133	12,259.94 92.18	11,727.28 88.18	532 66	61 00	0.50%
TOTAL HEALTH CARE		**$ 90,697.20**	**$ 85,349.29**	**$ 5,347.91**	**$ 746.00**	**0.82%**

INFORMATION TECHNOLOGY

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CHECK POINT SOFTWARE TECH COM	217	10,337 88 47.64	11,002.83 50.70	-664.95		
AVAGO TECHNOLOGIES LTD SHS	223	7,058.13 31.65	7,559 92 33 90	-501 79	151 00	2 15%
ALLIANCE DATA SYSTEMS CORP COM	139	20,121.64 144.76	17,850.38 128.42	2,271.26		
ALTERA CORP COM	280	9,629.20 34.39	9,664 79 34 52	-35.59	112.00	1.16%
AMPHENOL CORP CL A	98	6,340 60 64.70	5,274.83 53 83	1,065 77	41.00	0 65%
ANSYS INC COM	155	10,437.70 67.34	9,526.44 61.46	911 26		
BMC SOFTWARE INC COM	129	5,110 98 39 62	5,612 02 43 50	-501 04		
CARDTRONICS INC COM	233	5,531.42 23 74	6,540 69 28 07	-1,009 27		
CATAMARAN CORP COM	204	9,608.40 47.10	10,000 58 49 02	-392 18		
COGNIZANT TECH SOLUTIONS CRP COM	253	18,692.22 73.88	15,371.82 60 76	3,320 40		

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EQUINIX INC COM NEW	48	9,897.60 206 20	7,799 99 162 50	2,097.61		
FIDELITY NATL INFORMATION SVCS INC COM	124	4,316 44 34.81	4,075.88 32.87	240 56	99 00	2 30%
FISERV INC COM	197	15,568.91 79 03	13,226.18 67.14	2,342.73		
LINEAR TECHNOLOGY CORP COM	158	5,419.40 34 30	4,635.24 29 34	784 16	164.00	3 03%
MICROCHIP TECHNOLOGY INC COM	322	10,493 98 32.59	10,018.74 31.11	475 24	453 00	4 32%
MOLEX INC COM	264	7,215.12 27 33	6,202.68 23.50	1,012.44	232 00	3.22%
RIVERBED TECHNOLOGY INC COM	234	4,614.48 19.72	3,931 90 16 80	682 58		
SKYWORKS SOLUTIONS INC COM	285	5,785 50 20.30	7,449.02 26 14	-1,663 52		
VANTIV INC CL A	294	6,003 48 20.42	6,052 05 20.59	-48.57		
WEX INC COM	99	7,461.63 75.37	7,000 02 70 71	461.61		

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TOTAL INFORMATION TECHNOLOGY		$ 179,644.71	$ 168,796.00	$ 10,848.71	$ 1,252.00	0.70%
TOTAL COMMON STOCK		$ 658,311.20	$ 631,785.00	$ 26,526.20	$ 5,567.00	0.85%
TOTAL EQUITIES		$ 658,311.20	$ 631,785.00	$ 26,526.20	$ 5,567.00	0.85%
TOTAL MARKET VALUE		$ 678,167.07	$ 651,640.87	$ 26,526.20	$ 5,595.00	0.83%

RECEIPTS

	DATE	INCOME CASH	PRINCIPAL CASH
DIVIDEND INCOME			
AVAGO TECHNOLOGIES LTD SHS			
DIV .170 PER SH ON 223 SHS	12/28/12	37.91	
ALTERA CORP COM			
DIV .100 PER SH ON 280 SHS	12/03/12	28.00	

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CFP FOUNDATION - DE

ACCOUNT NUMBER: 64-0040-02-8
STATEMENT PERIOD: 12/01/12 - 12/31/12

PORTFOLIO INVESTMENTS

ASSET DESCRIPTION	SHARES/ FACE VALUE	MARKET VALUE/ PRICE	TOTAL COST/ AVG UNIT COST	UNREALIZED GAIN/LOSS	EST. INCOME	CUR. YIELD
CASH & EQUIVALENTS						
CASH						
INCOME CASH		0.00	0 00	0 00		
PRINCIPAL CASH		0.00	0 00	0.00		
TOTAL CASH		$ 0.00	$ 0.00	$ 0.00	$ 0.00	0.00%
CASH EQUIVALENTS						
INVESCO SHORT TERM LIQUID ASSET FUND	34,217 55	34,217.55 1 00	34,217 55 1 00	0 00	48.00	0.14%
TOTAL CASH EQUIVALENTS		$ 34,217.55	$ 34,217.55	$ 0.00	$ 48.00	0.14%
TOTAL CASH & EQUIVALENTS		$ 34,217.55	$ 34,217.55	$ 0.00	$ 48.00	0.14%
EQUITIES						
COMMON STOCK						
MATERIALS						
CROWN HLDGS INC COM	585	21,533.85 36 81	20,327.30 34.75	1,206 55		

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PORTFOLIO INVESTMENTS

ASSET DESCRIPTION	SHARES/ FACE VALUE	MARKET VALUE/ PRICE	TOTAL COST/ AVG UNIT COST	UNREALIZED GAIN/LOSS	EST. INCOME	CUR. YIELD
FREEPORT-MCMORAN COPPER & GOLD INC CL B	500	17,100 00 34 20	17,363 17 34 73	-263 17	625 00	3 65%
PRAXAIR INC COM	290	31,740 50 109.45	20,285 66 69 95	11,454 84	638 00	2.01%
TOTAL MATERIALS		**$ 78,374.35**	**$ 57,976.13**	**$ 12,398.22**	**$ 1,263.00**	**1.79%**
INDUSTRIALS						
DANAHER CORP COM	510	28,509 00 55 90	19,704.94 38.64	8,804 06	51.00	0.18%
GENERAL ELEC CO COM	1,725	36,207 75 20.99	52,839.94 30 63	-16,632 19	1,311 00	3 62%
REPUBLIC SVCS INC COM	845	24,783.85 29.33	23,383 53 27.67	1,400 32	794 00	3 20%
UNION PAC CORP COM	90	11,314 80 125.72	9,954.13 110.60	1,360.67	248 00	2 20%
UNITED TECHNOLOGIES CORP COM	380	31,163.80 82.01	23,171 08 60.98	7,992.72	813.00	2.61%
TOTAL INDUSTRIALS		**$ 131,979.20**	**$ 129,053.62**	**$ 2,925.58**	**$ 3,217.00**	**2.44%**
CONSUMER DISCRETIONARY						

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PORTFOLIO INVESTMENTS

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COMCAST CORP CL A	665	24,844.40 37 36	11,538 38 17 35	13,306.02	432 00	1 74%
FORD MTR CO DEL COM PAR $0 01	1,215	15,734 25 12 95	17,545.33 14 44	-1,811.08	243.00	1.54%
MCDONALDS CORP COM	325	28,668 25 88 21	25,249 19 77.69	3,419 06	1,001.00	3 49%
NIKE INC CL B	240	12,384.00 51.60	5,058.38 21.08	7,325 62	201.00	1 63%
TJX COS INC NEW COM	295	12,522.75 42.45	6,321 89 21.43	6,200 86	135.00	1 08%
TARGET CORP COM	524	31,005.08 59 17	27,646.92 52.76	3,358 16	754 00	2.43%
VF CORP COM	137	20,682.89 150.97	11,785 50 86 03	8,897 39	476 00	2 31%
TOTAL CONSUMER DISCRETIONARY		**$ 145,841.62**	**$ 105,146.59**	**$ 40,696.03**	**$ 3,242.80**	**2.22%**
CONSUMER STAPLES						
CVS CAREMARK CORP COM	435	21,032.25 48.35	17,061.97 39.22	3,970 28	391 00	1 86%
HEINZ H J CO COM	565	32,589.20 57 68	21,771.73 38.53	10,817.47	1,163 00	3 57%

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PORTFOLIO INVESTMENTS

ASSET DESCRIPTION	SHARES/ FACE VALUE	MARKET VALUE/ PRICE	TOTAL COST/ AVG UNIT COST	UNREALIZED GAIN/LOSS	EST. INCOME	CUR. YIELD
PEPSICO INC COM	274	18,749.82 68.43	17,497.25 63 86	1,252.57	589 00	3.14%
WALGREEN CO COM	660	24,426 60 37.01	20,228 45 30 65	4,198.15	726 00	2 97%
TOTAL CONSUMER STAPLES		$ 96,797.87	$ 76,559.49	$ 20,238.47	$ 2,869.00	2.97%
ENERGY						
ANADARKO PETE CORP COM	435	32,324.85 74.31	27,782.31 63.87	4,542 54	156.00	0 48%
APACHE CORP COM	285	22,372.50 78.50	24,862 29 87 24	-2,489.79	193 00	0 87%
KINDER MORGAN INC DEL COM	685	24,201.05 35.33	22,954.07 33 51	1,246.98	986 00	4 08%
QEP RES INC COM	899	27,212 73 30.27	24,357 00 27.09	2,855 73	71.00	0 26%
SPECTRA ENERGY CORP COM	595	16,291.10 27.38	14,006 34 23.54	2,284 76	725.00	4 46%
WILLIAMS COS INC COM	1,240	40,597 60 32.74	28,773 03 23 20	11,824 57	1,612 00	3.97%
TOTAL ENERGY		$ 162,999.83	$ 142,735.04	$ 20,264.79	$ 3,743.00	2.30%

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ASSET DESCRIPTION	SHARES/ FACE VALUE	MARKET VALUE/ PRICE	TOTAL COST/ AVG UNIT COST	UNREALIZED GAIN/LOSS	EST. INCOME	CUR. YIELD
FINANCIALS						
BANK OF AMERICA CORP COM	1,208	14,024 88 11 61	14,042 35 11 62	-17 47	48 00	0.34%
BLACKROCK INC COM	74	15,296.54 206.71	12,384 81 167.36	2,911.73	444 00	2 90%
CME GROUP INC COM	220	11,147 40 50.67	11,419.71 51 91	-272 31	396 00	3 55%
CITIGROUP INC COM NEW	590	23,340.40 39.56	26,082.89 44.21	-2,742.49	23.00	0.10%
JPMORGAN CHASE & CO COM	735	32,317.29 43.97	27,803 68 37 83	4,513.61	882 00	2.73%
US BANCORP DEL COM NEW	410	13,095.40 31 94	13,667 09 33.33	-571.69	319 00	2 44%
WELLS FARGO & CO NEW COM	998	34,111 64 34.18	26,795.71 26 85	7,315.93	878.00	2 57%
TOTAL FINANCIALS		$143,333.55	$ 132,198.24	$11,137.31	$2,990.00	2.09%
HEALTH CARE						
COVIDIEN PLC SHS	440	25,405.60 57.74	20,561.34 46 73	4,844.26	457 00	1.80%

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AETNA INC NEW COM	700	32,417 00 46 31	25,013.43 35 73	7,403.57	560 00	1.73%
EXPRESS SCRIPTS HLDG CO COM	649	35,046 00 54 00	27,906.10 43 00	7,139.90		
JOHNSON & JOHNSON COM	295	20,679.50 70.10	20,102.96 68.15	576 54	719.00	3 48%
MERCK & CO INC NEW COM	592	24,236 48 40.94	16,577 56 28 00	7,658.92	1,018 00	4 20%
STRYKER CORP COM	370	20,283 40 54 82	15,239.31 41.19	5,044 09	392.00	1.93%
UNITEDHEALTH GROUP INC COM	570	30,916 80 54.24	12,823 77 22 50	18,093 03	484.00	1 57%
TOTAL HEALTH CARE		$ 168,984.78	$ 138,224.47	$ 50,760.31	$ 3,630.00	1.92%
INFORMATION TECHNOLOGY						
CHECK POINT SOFTWARE TECH COM	400	19,056.00 47 64	18,202.76 45 51	853 24		
ALLIANCE DATA SYSTEMS CORP COM	93	13,462 68 144.76	5,248 77 56 44	8,213.91		
APPLE INC COM	119	63,328.58 532.17	42,803.48 359.69	20,525.10	1,261 00	1 99%

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AUTOMATIC DATA PROCESSING INC COM	570	32,450 10 56 93	19,534 71 34 27	12,915 39	991 00	3 06%
BMC SOFTWARE INC COM	375	14,857 50 39 62	17,396 72 46.39	-2,539 22		
CISCO SYS INC COM	1,505	29,572 35 19.65	29,544.09 19 63	28 26	842 00	2 85%
E M C CORP MASS COM	825	20,872 50 25.30	19,835.16 24.04	1,037.34		
FIDELITY NATL INFORMATION SVCS INC COM	387	13,471.47 34 81	8,599 75 22 22	4,871.72	309 00	2 30%
FISERV INC COM	314	24,815.42 79.03	13,484 66 42 95	11,330 76		
GOOGLE INC CL A	49	34,661 62 707 38	27,416 78 559 53	7,244 84		
MICROSOFT CORP COM	1,215	32,452.29 26.71	30,681 83 25.25	1,770.46	1,117 00	3.44%
NETAPP INC COM	340	11,407.00 33.55	12,696.45 37.34	-1,289.45		
ORACLE CORP COM	1,205	40,150.60 33 32	17,902.91 14.86	22,247 69	289 00	0.72%

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VISA INC COM CL A	115	17,431.70 151 58	7,724.13 67.17	9,707 57	151.00	0 87%
TOTAL INFORMATION TECHNOLOGY		$ 367,989.81	$ 271,072.20	$ 96,917.61	$ 4,960.00	1.35%
UTILITIES						
EQT CORP COM	208	12,267 84 58 98	7,198.15 34.61	5,069.69	183.00	1 49%
PG&E CORP COM	423	16,996.14 40.18	17,774.16 42.02	-778.02	769 00	4.53%
TOTAL UTILITIES		$ 29,263.98	$ 24,972.31	$ 4,291.67	$ 952.00	3.26%
TOTAL COMMON STOCK		$ 1,337,564.99	$ 1,077,935.00	$ 259,629.99	$ 26,866.00	2.01%
TOTAL EQUITIES		$ 1,337,564.99	$ 1,077,935.00	$ 259,629.99	$ 26,866.00	2.01%
TOTAL MARKET VALUE		$ 1,371,782.54	$ 1,112,162.56	$ 259,629.99	$ 26,914.00	1.96%

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EQUITIES						
EQUITY MUTUAL FUNDS						
LARGE CAP EQUITY FUNDS						
POLEN GROWTH FUND	68,084 967	915,742 81 13 45	803,862 67 N 11 81	111,880 14		
THE YACKTMAN FOCUSED FUND	52,541 07	1,078,142.76 20.52	1,012,460 43 19 27	65,682 33	8,564 00	0 79%

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TOTAL LARGE CAP EQUITY FUNDS		$ 1,993,885.57	$ 1,816,323.10	$ 177,562.47	$ 8,564.00	0.43%
INTL EQUITY FUNDS - EMERGING MKTS						
VIRTUS EMERGING MARKETS OPPORTUNITY FUND CL I #1736	18,243.157	188,086 95 10 31	180,819 17 9 91	7,267 78	1,386 00	0 74%
TOTAL INTL EQUITY FUNDS - EMERGING MKTS		$ 188,086.95	$ 180,819.17	$ 7,267.78	$ 1,386.00	0.74%
TOTAL EQUITY MUTUAL FUNDS		$ 2,181,972.52	$ 1,997,142.27	$ 184,830.25	$ 9,950.00	0.46%
TOTAL EQUITIES		$ 2,181,972.52	$ 1,997,142.27	$ 184,830.25	$ 9,950.00	0.46%

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