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Form **990-P**F

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. ear beginning , and ending

Department of the Treasury Internal Revenue Service Note. The four For calendar year 2012 or tax year beginning

OMB No 1545-0052

Name of foundation		, and chang	A Employer identification	number		
PALMER FOUNDATION			76-0565827	,		
Number and street (or P O box number if mail is not delivered to street	address)	Room/suite	B Telephone number			
520 POST OAK BLVD, SUITE 7	·		713-627-73	55		
City or town, state, and ZIP code			C if exemption application is p			
	HOUSTON, TX 77027					
G Check all that apply: Initial return		ormer public charity	D 1. Foreign organizations	s, check here		
Final return	Amended return		Foreign organizations meeting the 85% test, check here and attach computation			
Address change	Name change		1			
H Check type of organization: X Section 501(c)(3) ex Section 4947(a)(1) nonexempt charitable trust	Cempt private foundation Other taxable private founda	ation	E If private foundation sta under section 507(b)(1			
I Fair market value of all assets at end of year J Accounts		Accrual	1	•		
(from Part II, col. (c), line 16)	ther (specify)		F If the foundation is in a under section 507(b)(1)			
\$ 6,958,555. (Part I, colu	mn (d) must be on cash I	basis.)				
Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not	(a) Revenue and	(b) Net investment	(c) Adjusted net	(d) Disbursements for chantable purposes		
necessarily equal the amounts in column (a))	expenses per books	income	income	(cash basis only)		
1 Contributions, gifts, grants, etc., received	5,243,042.		N/A			
2 Check It he foundation is not required to attach Sch B Interest on savings and temporary cash investments	1,724.	1,724.		STATEMENT 2		
3 cash investments 4 Dividends and interest from securities	49,506.	49,506.		STATEMENT 3		
Fo Crons conta	15,5000	45,500.		JIIIIIII J		
b Net rental income or (loss)						
68 Net main or (loce) from sale of assets not on line 10	934,193.			STATEMENT 1		
b Gross sales price for all assets for line to asset so for all assets on line 6a 7 Capital gain net income (from Part IV, line 2)						
		5,158,549.				
8 Net short-term capital gain			REC	FIVED		
8 Net short-term capital gain 9 Income modifications Gross sales less returns and allowances b Less Cost of goods sold c Gross profit or (loss)						
10a and allowances b Less Cost of goods sold			APR APR	9 2012		
c Gross profit or (loss)			AFR.	2 2013 S		
11 Other income			000			
12 Total. Add lines 1 through 11	6,228,465.	5,209,779.		EN, UT		
13 Compensation of officers, directors, trustees, etc	0.	0.		0.		
14 Other employee salaries and wages						
15 Pension plans, employee benefits			<u> </u>	<u> </u>		
b Accounting fees STMT 4	3,425.	1,713.		1,713.		
c Other professional fees	3,1231			2,,230		
18 Taxes STMT 5	781.	645.		0.		
19 Depreciation and depletion						
E 20 Occupancy						
21 Travel, conferences, and meetings						
22 Printing and publications						
24 Total operating and administrative						
17 Interest 18 Taxes STMT 5 19 Depreciation and depletion 20 Occupancy 21 Travel, conferences, and meetings 22 Printing and publications 23 Other expenses 24 Total operating and administrative expenses. Add lines 13 through 23	4,206.	2,358.		1,713.		
25 Contributions, gifts, grants paid	215,775.	·		1,713. 215,775.		
26 Total expenses and disbursements.						
Add lines 24 and 25	219,981.	2,358.		217,488.		
27 Subtract line 26 from line 12:	- c-000 40-4-					
8 Excess of revenue over expenses and disbursements	6,008,484.	5,207,421.	-			
b Net investment income (if negative, enter -0-) c Adjusted net income (if negative, enter -0-)		3,401,441.	N/A			
223501 12-05-12 LHA For Paperwork Reduction Act Notice, see	instructions.		1	Form 990-PF (2012)		





Form 990-PF (2012) PALMER FOUNDATION

Б	art	Balance Sheets Attached schedules and amounts in the description column should be for end-of-wear amounts only	Beginning of year	End of	
드	art	column should be for end-of-year amounts only	(a) Book Value	(b) Book Value	(c) Fair Market Value
	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	4,947.	144,882.	144,882.
	3	Accounts receivable			
		Less: allowance for doubtful accounts			
	4	Pledges receivable ▶			!
	ŀ	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 ▶			
ş	8	Inventories for sale or use			
Assets	9	Prepaid expenses and deferred charges			
ä	10a	Investments - U.S. and state government obligations			
	ь	Investments - corporate stock STMT 6	1,086,050.	7,004,582.	6,813,673.
	c	Investments - corporate bonds STMT 7	49,983.	0.	0.
	Ι	Investments - land, buildings, and equipment basis			
		Less accumulated depreciation			
	12	Investments - mortgage loans			
	13	Investments - other			
	14	Land, buildings, and equipment basis			
		Less accumulated depreciation			
	15	Other assets (describe ►			
		· · · · · · · · · · · · · · · · · · ·			
	16	Total assets (to be completed by all filers)	1,140,980.	7,149,464.	6,958,555.
_	17	Accounts payable and accrued expenses	· · · · · · · · · · · · · · · · · · ·		
	18	Grants payable			1
ģ	19	Deterred revenue			1
Liabilities	20	Loans from officers, directors, trustees, and other disqualified persons			1
ᅙ	21	Mortgages and other notes payable			·
Ξ	22	Other liabilities (describe >			
		,			
	23	Total liabilities (add lines 17 through 22)	0.	0.	
		Foundations that follow SFAS 117, check here			
		and complete lines 24 through 26 and lines 30 and 31.			
ances	24	Unrestricted			
au	25	Temporarily restricted			
æ	26	Permanently restricted			
2		Foundations that do not follow SFAS 117, check here			
2		and complete lines 27 through 31.			
ğ	27	Capital stock, trust principal, or current funds	645,759.	645,759.	
set	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
Net Assets or Fund Bal	29	Retained earnings, accumulated income, endowment, or other funds	495,221.	6,503,705.	
ě	30	Total net assets or fund balances	1,140,980.	7,149,464.	
-					
	31	Total liabilities and net assets/fund balances	1,140,980.	7,149,464.	
Б	art	Analysis of Changes in Net Assets or Fund B	alances		
=					
		net assets or fund balances at beginning of year - Part II, column (a), line	30		4 4 4 4 4 4 4 4 4 4 4 4 4 4 4 4 4 4 4 4
	-	st agree with end-of-year figure reported on prior year's return)		<u>1</u>	1,140,980.
		r amount from Part I, line 27a		2	6,008,484.
		r increases not included in line 2 (itemize)		3	0.
		lines 1, 2, and 3		4	7,149,464.
		eases not included in line 2 (itemize)		5	7 149 464
<u>6</u>	ota	net assets or fund balances at end of year (line 4 minus line 5) - Part II, co	numn (b), line 30	6	7,149,464. Form 990-PF (2012)
					rum 350-rr (2012)

Part IV Capital Gains a	nd Losses for Tax on In	rvestmen	t Income			-			
	ne the kınd(s) of property sold (e.g. shouse; or common stock, 200 sho		:	(6) F	low ac - Purc - Dona	quired hase ation	(c) Date acqui (mo., day, yr		(d) Date sold (mo., day, yr.)
1a SEE ATTACHED							VARIOUS	5 V.	ARIOUS
b SEE ATTACHED							VARIOUS	3 V.	ARIOUS
C									
d									
е	· · · · · · · · · · · · · · · · · · ·								
(e) Gross sales price	(f) Depreciation allowed (or allowable)	plus e	st or other basis expense of sale				(h) Gain or (e) plus (f) m	ninus (g)	
a 6,906,101.			6,896,00						10,099. 148,450.
b 7,127,853.			1,979,40	3.				5,	<u>148,450.</u>
С								 	·
d		ļ							
e		<u> </u>	10.01.00						
Complete only for assets showing	gain in column (h) and owned by t	· · · · · · · · · · · · · · · · · · ·					I) Gains (Col. (h I. (k), but not les		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis		cess of col. (i)	1		ÇÜ.	Losses (from		, 01
	as of 12/31/69	Over	col. (j), if any	_					10 000
<u>a</u>									10,099. 148,450.
b				-				5,	148,450.
<u>c</u>				\dashv					
d									
<u>e</u>									
2 Capital gain net income or (net capi	tal loss) $ \begin{cases} If gain, also enter \\ If (loss), enter -0 \end{cases} $	r in Part I, line - in Part I, line	7 7	}	2			5,	158,549.
3 Net short-term capital gain or (loss)	as defined in sections 1222(5) an	ıd (6):		٦.					
If gain, also enter in Part I, line 8, co	olumn (c).			M			_		
If (loss), enter -0- in Part I, line 8	J	B	N	71	3			1/A	
Part V Qualification Un	der Section 4940(e) for	Reduced	l lax on Net	inve	estn	ient ind	come		
If section 4940(d)(2) applies, leave this Was the foundation liable for the section of the secti	on 4942 tax on the distributable amy ounder section 4940(e). Do not co	mplete this pa	ırL						Yes X No
1 Enter the appropriate amount in ea	ch column for each year, see the in	nstructions be	fore making any er	ntries.		· · · · · · · · · · · · · · · · · · ·			
(a) Base period years Calendar year (or tax year beginning			Net value of no				(col. ((d) Distribution (b) divided	by col. (c))
2011		5,363.		2	<u>, 23</u>	2,033	3.		.024804
2010		5,000.		1,	<u>, 59</u>	7,606			.015648
2009		8,375.				1,766			.031466
2008		4,760.				7,216			.017595
2007	3	3,547.		1,	, 36	7,459	¹ •		.024532
2 Total of line 1, column (d)							2		.114045
3 Average distribution ratio for the 5- the foundation has been in existence		on line 2 by 5,	or by the number	ot yea	ars		3		.022809
4 Enter the net value of noncharitable	-use assets for 2012 from Part X, I	line 5					4	5,	560,201.
5 Multiply line 4 by line 3							. 5		126,823.
6 Enter 1% of net investment income	(1% of Part I, line 27b)						. 6		52,074.
7 Add lines 5 and 6							. 7		178,897.
8 Enter qualifying distributions from F	Part XII, line 4						8		217,488.
If line 8 is equal to or greater than li See the Part VI instructions.				g a 1%	% tax r	ate.	<u> </u>		· · ·
223521 12-05-12			 .					Form 9	990-PF (2012)

		-0565			Page 4		
	irt VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948	3 - see	ınstrı	ictio	<u>ns)</u>		
1a	Exempt operating foundations described in section 4940(d)(2), check here and enter "N/A" on line 1.						
	Date of ruling or determination letter: (attach copy of letter if necessary-see instructions)	4					
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here X and enter 1%		5	2,0	<u>74.</u>		
	of Part I, line 27b						
C	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).						
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)				<u>0.</u>		
	Add lines 1 and 2		5	2,0			
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)				0.		
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	2,0	74.		
6	Credits/Payments:						
а	2012 estimated tax payments and 2011 overpayment credited to 2012 6a 6a						
b	Exempt foreign organizations - tax withheld at source						
C	Tax paid with application for extension of time to file (Form 8868)						
d	Backup withholding erroneously withheld . 6d						
7	Total credits and payments. Add lines 6a through 6d			_	0.		
8	Enter any penalty for underpayment of estimated tax. Check here if Form 2220 is attached 8				4.		
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		5	2,0	78.		
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	, <u> </u>					
11	Enter the amount of line 10 to be: Credited to 2013 estimated tax ▶ Refunded ▶ 11						
Pa	rt VII-A Statements Regarding Activities						
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in	•		Yes			
	any political campaign?		1a		X		
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?		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	r					
	distributed by the foundation in connection with the activities.				x		
C	c Did the foundation file Form 1120-POL for this year?						
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:						
	(1) On the foundation. \blacktriangleright \$ 0 • (2) On foundation managers. \blacktriangleright \$ 0 •		İ				
е	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation						
	managers. ► \$ 0.		L				
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		
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?		4a		X		
b	If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	4b				
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			1			
	• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law		İ	_			
	remain in the governing instrument?		6	X			
7	Did the foundation have at least \$5,000 in assets at any time during the year?		7	Х			
	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)		1		1		
	TX				1		
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)		1	}			
	of each state as required by General Instruction G? If "No," attach explanation		8b	Х			
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	1	Х		
10	Did any persons become substantial contributors during the tax year? if "Yes," attach a schedule listing their names and addresses		10		X		

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Pa	art VII-A Statements Regarding Activities (continued)			
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of			
	section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privile	ges?		
	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 ► N/A			
14	The books are in care of ► C. ROBERT PALMER Telephone no. ► 7			,
	Located at ▶520 POST OAK, SUITE 780, HOUSTON, TX	°+4 ► 7702°	7	
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	5]	A\N	
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank,		Yes	No
	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 >			
Pa	rt VII-B Statements Regarding Activities for Which Form 4720 May Be Required			
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly);			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	X No		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from)			
	• • • • • • • • • • • • • • • • • • • •	X No		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	X No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	X 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)?	X 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.)	X 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		1	
		N/A 1b		
	Organizations relying on a current notice regarding disaster assistance check here			
C	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected			
	before the first day of the tax year beginning in 2012?	1c		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)):			
а	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			
		X No		'
	If "Yes," list the years , , , , ,			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect			
	valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach		1	
	statement - see instructions.)	N/A 2b		
C	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.			
				'
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time			
		X No		'
b	of "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	se		1
	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,			
		N/A 3b	1	1
42	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	48	\top	X
	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that		1	<u> </u>
•	had not been removed from jeopardy before the first day of the tax year beginning in 2012?	' 4b	1	X

Part VII-B Statements Regarding Activities for Which I	orm 4720 May Be I	Required (continu	ued)					
5a During the year did the foundation pay or incur any amount to:)		
(1) Carry on propaganda, or otherwise attempt to influence legislation (section	1 4945(e))?	Ye	s X No	- 1		ļ		
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly,								
any voter registration drive?								
(3) Provide a grant to an individual for travel, study, or other similar purposes	?	. 🗀 Ye	s X No]		
(4) Provide a grant to an organization other than a charitable, etc., organization	n described in section							
509(a)(1), (2), or (3), or section 4940(d)(2)?		Ye	s X No			;		
(5) Provide for any purpose other than religious, charitable, scientific, literary,	or educational purposes, or f	or		- 1		Ì		
the prevention of cruelty to children or animals?			s X No		ł			
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify unc	ler the exceptions described i	n Regulations		ı				
section 53.4945 or in a current notice regarding disaster assistance (see instru	•		N/A	5b				
Organizations relying on a current notice regarding disaster assistance check h	•		▶ i□ t	1				
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption fr	· -	ned .		- 1		į !		
expenditure responsibility for the grant?		Γ/A □ Y€	s No	Į				
If "Yes," attach the statement required by Regulations section 53 4945	•	.,		1		-		
6a Did the foundation, during the year, receive any funds, directly or indirectly, to	• •					į		
a personal benefit contract?	pay premiums on	□ v _e	s X No					
·	arnanal hanafit contract?		-	6b		X		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a p	ersonal Denemi Contract?		-					
If "Yes" to 6b, file Form 8870.	h altau tuanan atau nO		s X No			į		
7a At any time during the tax year, was the foundation a party to a prohibited tax s		Y6	N/A	7b				
b If "Yes," did the foundation receive any proceeds or have any net income attribu		manana Himble		70				
Part VIII Information About Officers, Directors, Trust	ees, roundation Ma	magers, migniy	<i>'</i>					
List all officers, directors, trustees, foundation managers and their	compensation.							
- List an emocro, an estero, realization managers and their	(b) Title, and average	(c) Compensation	(d) Contributions to	1 (е) Ехре	ense		
(a) Name and address	hours per week devoted	(If not paid,	(d) Contributions to employee benefit plans and deterred compensation	acc	count, illowan	otner		
C. ROBERT PALMER	to position PRESIDENT	enter -0-)	compensation	 	illuwali			
520 POST OAK BLVD, SUITE 780	FKESIDENI							
HOUSTON, TX 77027	1.00	0.	0 .			0.		
	VICE PRES		- 0	'				
520 POST OAK BLVD, SUITE 780	VICE PRES							
	1.00	0.	0 .	o.				
HOUSTON, TX 77027	SECT/TREAS	0.	<u> </u>					
	SECT/TREAS							
520 POST OAK BLVD, SUITE 780	1 00		0			0		
HOUSTON, TX 77027	1.00	0.	0.	<u> </u>		0.		
				İ				
O Company of the bighest used semileres (ather them these inc	luded on line 4\ Miners	COACC BAICAIE !!						
2 Compensation of five highest-paid employees (other than those inc	(b) Title, and average	enter NUNE."	(d) Contributions to	1 1	a) Fynd	ense		
(a) Name and address of each employee paid more than \$50,000	hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred	ac	e) Expe count,	other		
MONT	devoted to position		compensation	"	illowan	ces		
NONE				1				
				1				
				∔—				
				—				
	<u> </u>							
Total number of other employees paid over \$50,000			<u>▶</u>			0		
			_	^^^	- DC 4			

Form **990-PF** (2012)

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All other program-related investments. See instructions.

Total. Add lines 1 through 3

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.) Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes: 5,468,374. a Average monthly fair market value of securities 1a 176,500. b Average of monthly cash balances 1b 1c c Fair market value of all other assets 5,644,874. 1d d Total (add lines 1a, b, and c) e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 2 Acquisition indebtedness applicable to line 1 assets 3 Subtract line 2 from line 1d 84,673. Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) 4 5,560,201. Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 278.010. Minimum investment return. Enter 5% of line 5 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.) 278,010. Minimum investment return from Part X, line 6 52,074 Tax on investment income for 2012 from Part VI, line 5 2a 2b Income tax for 2012. (This does not include the tax from Part Vi.) 52,074. Add lines 2a and 2b 2¢ Distributable amount before adjustments. Subtract line 2c from line 1 3 Recoveries of amounts treated as qualifying distributions 4 5 Add lines 3 and 4 5 225,936. Deduction from distributable amount (see instructions) 6 0. 225,936. Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 Part XII Qualifying Distributions (see instructions) Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes: 217.488. a Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26 1a 1b b Program-related investments - total from Part IX-B Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes 2 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 217,488. 4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment <u>52,074.</u> income. Enter 1% of Part I, line 27b 5 165,414. Adjusted qualifying distributions. Subtract line 5 from line 4 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

Form **990-PF** (2012)

4940(e) reduction of tax in those years.

Page 9

PALMER FOUNDATION Part XIII Undistributed Income (see instructions)

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c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed d Subtract line 6c from line 6b. Taxable amount - see instructions e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr. I Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013 7. Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(a)(3) 8. Excess distributions carryover from 2007 not applied on line 5 or line 7 9. Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a 0. Analysis of line 9: a Excess from 2008 b Excess from 2009 c Excess from 2010 d Excess from 2011	b Prior years' undistributed income. Subtract				
undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed d Subtract line 6c from line 6b. Taxable amount - see instructions e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr. f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) 8 Excess distributions carryover from 2007 not applied on line 5 or line 7 9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a 0 Analysis of line 9: a Excess from 2008 b Excess from 2009 c Excess from 2010 d Excess from 2011	line 4b from line 2b		0.		
the section 4942(a) tax has been previously assessed d Subtract line 6c from line 6b. Taxable amount - see instructions e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr. f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) Excess distributions carryover from 2007 not applied on line 5 or line 7 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a Analysis of line 9: a Excess from 2008 b Excess from 2009 c Excess from 2010 d Excess from 2011	undistributed income for which a notice of				
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amount - see instructions e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr. 1 Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) 8 Excess distributions carryover from 2007 not applied on line 5 or line 7 9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a 0 Analysis of line 9: a Excess from 2008 b Excess from 2009 c Excess from 2010 d Excess from 2011	d Subtract line 6c from line 6b. Taxable			==.	
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr. 1 Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) 8 Excess distributions carryover from 2007 not applied on line 5 or line 7 9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a 0 Analysis of line 9: a Excess from 2008 b Excess from 2009 c Excess from 2010 d Excess from 2011			0.		,
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f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) 8 Excess distributions carryover from 2007 not applied on line 5 or line 7 9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a 0 Analysis of line 9: a Excess from 2008 b Excess from 2009 c Excess from 2010 d Excess from 2011	4a from line 2a. Taxable amount - see instr.			0.	
be distributed in 2013 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) 8 Excess distributions carryover from 2007 not applied on line 5 or line 7 9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a 0 Analysis of line 9: a Excess from 2008 b Excess from 2009 c Excess from 2010 d Excess from 2011		-			
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corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) 8 Excess distributions carryover from 2007 not applied on line 5 or line 7 9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a 0 Analysis of line 9: a Excess from 2008 b Excess from 2009 c Excess from 2010 d Excess from 2011	be distributed in 2013				88,544.
section 170(b)(1)(F) or 4942(g)(3) 8 Excess distributions carryover from 2007 not applied on line 5 or line 7 9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a 0 Analysis of line 9: a Excess from 2008 b Excess from 2009 c Excess from 2010 d Excess from 2011	7 Amounts treated as distributions out of				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a 0 Analysis of line 9: a Excess from 2008 b Excess from 2009 c Excess from 2010 d Excess from 2011	corpus to satisfy requirements imposed by				
not applied on line 5 or line 7 9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a 0 Analysis of line 9: a Excess from 2008 b Excess from 2009 c Excess from 2010 d Excess from 2011	section 170(b)(1)(F) or 4942(g)(3)	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	8 Excess distributions carryover from 2007				
Subtract lines 7 and 8 from line 6a	not applied on line 5 or line 7	0.			
Subtract lines 7 and 8 from line 6a	* *				
a Excess from 2008 b Excess from 2009 c Excess from 2010 d Excess from 2011	Subtract lines 7 and 8 from line 6a	0.			
a Excess from 2008 b Excess from 2009 c Excess from 2010 d Excess from 2011	0 Analysis of line 9:				
c Excess from 2010 d Excess from 2011	·				
d Excess from 2011	b Excess from 2009				
d Excess from 2011	c Excess from 2010				
e Excess from 2012					
	e Excess from 2012 .				

1	Information	Regarding	Foundation	Managers:
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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).)

ROBERT PALMER

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

Form 990-PF (2012)

each year listed **b** 85% of line 2a

exempt activities

2 a Enter the lesser of the adjusted net

income from Part I or the minimum investment return from Part X for

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

e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c 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

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

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

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:

C. ROBERT PALMER

520 POST OAK, SUITE 780, HOUSTON, TX 77027

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

WRITTEN APPLICATION STATING ORGANIZATION AND PURPOSE

c Any submission deadlines:

NONE

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

MUST BE TO A CHARITABLE, RELIGIOUS, SCIENTIFIC, LITERACY, OR EDUCATIONAL ORGANIZATION.

Form 990-PF (2012) PALMER FOUNDATION
Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Y		Payment	·	
Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager	Foundation status of	Purpose of grant or contribution	Amount
	or substantial contributor	recipient		
a Paid during the year				
FRIENDS OF LOST PINES STATE PARKS	NONE	PUBLIC	GENERAL FUND	
P.O. BOX 1714		FOUNDATION		
BASTROP, TX 78602				10,000
		i		
and conditional has	1017	E01/G1/21		
GAME CONSERVANCY USA 49 LOCUST AVE., #100	NONE	501(C)(3) CHARITABLE ORG.	GENERAL FUND	
NEW CANAAN, CT 06840		CHARITABLE ORG.		150
Han Ciminal, Cl 00040			<u> </u>	
MD ANDERSON CANCER CENTER	NONE	PUBLIC	ANNUAL FUND	
P.O. BOX 4464		FOUNDATION		
HOUSTON, TX 77210				1,000
US SPORTSMEN'S ALLIANCE FOUNDATION	NONE	PUBLIC	GENERAL FUND	
801 KINGSMILL PARKWAY		FOUNDATION		1 000
COLUMBUS, OH 43229-1137	ļ			1,000
COAST GUARD FOUNDATION, INC.	NONE	PUBLIC	SALUTE TO THE EIGHT	
394 TAUGWONK ROAD		FOUNDATION	DISTRICT OF THE U.S.	
STONINGTON, CT 06378			COAST GUARD	1,000
Total SEE CON	TINUATION SHE	et(s)	▶ 3a	215,775
b Approved for future payment				
MONTE				
NONE			1	
	 	 		
 _				
	i e	1	i l	
]	

Par	t XVI-A	Analysis of	Income-Producing	Activities
-----	---------	-------------	------------------	-------------------

Enter group amounts unless athenus andiested	Unrelated	business income	Excluded	by section 512, 513, or 514	ov section 512, 513, or 514					
Enter gross amounts unless otherwise indicated.	(a) Business	(b) Amount	(C) Exclu- sion	(d) Amount	(e) Related or exempt function income					
1 Program service revenue:	code		code	, anount						
<u> </u>	ļ		 							
D	ļ		┼─┼							
<u> </u>			+-+							
a	ļ									
e	ļ		+							
1	}		 							
g Fees and contracts from government agencies	ļ		-							
2 Membership dues and assessments	ļ		+ +							
3 Interest on savings and temporary cash			امدا	1 724						
Investments	-		14	1,724.						
4 Dividends and interest from securities			14	49,506.						
5 Net rental income or (loss) from real estate:	ļ		┦——							
a Debt-financed property	ļ		↓							
b Not debt-financed property	 				-					
6 Net rental income or (loss) from personal			1 1							
property	ļ		┿-							
7 Other investment income			 		-					
8 Gain or (loss) from sales of assets other				024 102						
than inventory	<u> </u>		18	934,193.						
9 Net income or (loss) from special events			↓							
10 Gross profit or (loss) from sales of inventory	ļ		 							
11 Other revenue:	ŀ			Ì						
<u>a</u>	<u> </u>									
b ,	ļ		├							
c			-							
0	 		↓							
e		0.	├─	005 422						
12 Subtotal. Add columns (b), (d), and (e)	L	<u> </u>		985,423.	985,423.					
13 Total. Add line 12, columns (b), (d), and (e)	-	•		. 13	905,423.					
(See worksheet in line 13 instructions to verify calculations.)										
Part XVI-B Relationship of Activities	to the Acco	mplishment of Ex	kempt F	Purposes						
Line No. Explain below how each activity for which inco	ome is reported in	column (a) of Part V/I-	contribute	ad importantly to the accomp	lichment of					
the foundation's exempt purposes (other than			CONLINUIC	to importantly to the accomp	MSHITEH OF					
NOT APPLICABLE	by providing ton									
HOT ATTEICABLE										
										
										
										
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	7									
										
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· 		·								
										
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Part .	XVII	Information Re Exempt Organ		sfers To a	and Ti	ransactions a	and Relat	ionsh	ips With No	nchari	table	
1 Dic	the ord	ganization directly or indir		of the followin	n with a	ny other organizati	on described i	n sectio	n 501(c) of		Ye	s No
	_	other than section 501(c)			-	-		111 30000	11 30 1(0) 01			
		from the reporting founda					inzauona.					1 .
	Cash		audii to a nonchanta	DIE EVELIINT OL	yanızanı	711 OI.					1a(1)	X
	Other	accate		•						- 1	1a(2)	$\frac{1}{X}$
٠,		assets sactions:	-		• •						14(2)	+
		of assets to a noncharital	thie everant organizat	tion							1b(1)	X
٠.		ases of assets from a noi				-					1b(1)	$+\frac{x}{x}$
		ases of assets from a nor l of facilities, equipment,	•	Ji yanızatıon	•	•		•	•		1b(2)	$+\frac{x}{x}$
		oursement arrangements			-	•					1b(4)	$\frac{x}{x}$
٠.		or loan guarantees	•	• •		•			• •	ľ	1b(5)	$+\frac{x}{x}$
٠,		mance of services or me	mherchin or fundral	cina colicitatio	ne	•					1b(6)	$+\frac{x}{x}$
٠.		facilities, equipment, ma	•	-		•	••				10(0)	$+\frac{x}{x}$
	•	er to any of the above is	•			dumn (h) should al	wave ehow th	e fair m:	arket value of the	l In shoor		
		given by the reporting to		_			-					
) the value of the goods, (<i></i>	nan ran mamor van	bo in any ban.	200000	or onarmy arrange	mong sm	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	
(a)Line n	•	(b) Amount involved	<u> </u>	noncharitable	exempl	organization	(d) Des	contion o	of transfers, transaction	ons, and sh	arıng arrangei	ments
(-,	_	(0)	(6)	N/A	-		1-7					
	_	 .	·				-	_			-	
	+				_							
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			1									
			<u> </u>	-								
2a Is 1	the foun	dation directly or indirect	tly affiliated with, or i	related to, one	or more	tax-exempt organ	zations descr	ıbed				
ın :	section :	501(c) of the Code (other	r than section 501(c))(3)) or in sect	ion 527	?			_] Yes	X No
		mplete the following sch										
		(a) Name of org	janization		(b) Ty	pe of organization		(0) Description of re	elationship	,	
		N/A										
		_							_			
							l					
		penalties of perjury, I declare the first series of perjury, I declare the first series of the first serie								May t	he IRS discus	is this
Sign		1011	TIPICIE DECLEDATION OF PI	opus (onici siu		•			1	show	with the prep n below (see i	nstr)?
Here		CK Taki				4-8-13	1 /re	solu	<u>^</u>	_ 🖾	JYes ∟	No
	Sign	ature of officer or trustee				Date	Title		×			
]	Print/Type preparer's na	ame	Preparer's si	ignature		Date	J	Check if	PTIN		
D	i		_				4/3/20:		self- employed			_
Paid	[ERIC SAMPL			<u> </u>		13/20.				88228	<u>u</u>
Prep		Firm's name ► DEL	OITTE TÂX	LLP		_			Firm's EIN ► 8	6-10	65772	
Use (- 1	Francis and the second	44 55 55-		~-	·- mn 4500						
	Firm's address ▶ 1111 BAGBY STREET. SUITE 4500						J					

HOUSTON, TX 77002-2591

Phone no.

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

Employer identification number

Name of the organization 76-0565827 PALMER FOUNDATION 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 501(c)(3) exempt private foundation Form 990-PF 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.

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

Special Rules

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 <i>exclusively</i> 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 <i>exclusively</i> 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

Employer identification number

PALMER FOUNDATION

76-0565827

Contributors (see instructions). Use duplicate copies of Part I if add	rtional space is needed.	
(b)	(c)	(d)
Name, address, and ZIP + 4	Total contributions	Type of contribution
CHARLES R. PALMER 520 POST OAK BLVD. #780 HOUSTON, TX 77027	s5,243,042.	Person Payroll Noncash X (Complete Part II if there is a noncash contribution.)
(b)	(c)	(d)
Name, address, and ZIP + 4	Total contributions	Type of contribution
		Person Payroll Noncash (Complete Part II if there is a noncash contribution.)
(b)	(c)	(d) Type of contribution
	 \$	Person Payroll Noncash (Complete Part II if there is a noncash contribution.)
(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.)
(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		Person Payroll Omnicash Complete Part II if there is a noncash contribution.)
(b)	(c)	(d) Type of contribution
	s	Person Payroll Noncash (Complete Part II if there is a noncash contribution.)
	(b) Name, address, and ZIP + 4 CHARLES R. PALMER 520 POST OAK BLVD. #780 HOUSTON, TX 77027 (b) Name, address, and ZIP + 4 (b) Name, address, and ZIP + 4 (b) Name, address, and ZIP + 4	(b) Name, address, and ZIP + 4 CHARLES R. PALMER 520 POST OAK BLVD. #780 HOUSTON, TX 77027 (b) Name, address, and ZIP + 4 (c) Total contributions \$

Employer identification number

PALMER FOUNDATION

76-0565827

Part II	Noncash Property (see instructions). Use duplicate copies of Part II if a	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	151,533 SHARES OF ROWAN COMPANIES INC		
		\$ 5,243,042.	04/26/12
(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
		\$	90, 990-EZ, or 990-PF) (20

Employer identification number Name of organization 76-0565827 PALMER FOUNDATION 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) Part III Use duplicate copies of Part III if additional space is needed. (a) No. from Part I (b) Purpose 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 (d) Description of how gift is held (c) Use of gift (b) Purpose of gift (e) Transfer of gift Transferee's name, address, and ZIP + 4 Relationship of transferor to transferee (a) No. from (c) Use of gift (d) Description of how gift is held (b) Purpose of gift (e) Transfer of gift Transferee's name, address, and ZIP + 4 Relationship of transferor to transferee (a) No. from Part I (c) Use of gift (d) Description of how gift is held (b) Purpose of gift (e) Transfer of gift Relationship of transferor to transferee Transferee's name, address, and ZIP + 4

The Palmer Foundation 12/31/2012 Form 990-PF Part IV Attachme

Form 990-PF, Part IV Attachment									
		Col B	2 <i>I</i> 02	Col D	Col E	Col F	O /00		H IOO
Corporate Inversion	Units	Units How Acquired	Date Acquired	Date Sold	Proceeds	Depr Allowed	Basis For Net Inv Income	ncome	Gain of Loss
Rowan Companies Inc CHG	10,000 00	10,000 00 Donation	5/12/1998	5/4/2012 \$	340,300 00 \$		\$ 303	303,750 00 \$	36,550 00
Rowan Companies Inc CHG	3,132 00	3,132 00 Donation	6/12/1997	5/4/2012 \$	106,58196 \$,	\$ 72	72,036 00 \$	34,545 96
Rowan Companies Inc CHG	5,817 00	5,817 00 Donation	4/12/2007	5/4/2012 \$	243,80158 \$,	\$ 243	243,801.58 \$	•
Rowan Companies Inc CHG	20,000 00	20,000 00 Donation	8/31/1998	5/4/2012 \$	\$ 00 009'089	1	\$ 200	200,580 50 \$	480,019 50
Rowan Companies Inc CHG	10,000 00	10,000 00 Donation	11/30/1994	5/4/2012 \$	340,300 00 \$,	\$ 67	\$ 00 002'29	272,800 00
Rowan Companies Inc CHG	150,000,00	150,000.00 Donation	VARIOUS	5/4/2012 \$	5,132,250 00 \$,	\$ 1,012	,012,500 00 \$	4,119,750 00
Rowan Companies Inc CHG	1,533 00	1,533 00 Donation	VARIOUS	5/4/2012 \$	52,167 99 \$,	9	6,185 05 \$	45,982 94
	1		100	Subtotal \$	6,896,001.53 \$		\$ 1,906	,906,353.13 \$	4,989,648.40
Sales									
Brigham Exploration CHG	5,000 00	5,000 00 Purchase	2/2/1999	1/4/2012 \$	182,500 00 \$		\$	23,067 00 \$	159,433 00
Morgan Stanley Multi Step Up Medium	50,000 00	50,000 00 Purchase	10/21/2010 Various	Various \$	49,35180 \$		\$	49,982 50 \$	(630 70)
Rowan Companies Inc CHG	200,482 00	200,482 00 Purchase	4/26/2012	1/26/2012 10/18/2012 \$	6,906,101.30 \$,	\$ 6,896	6,896,00153 \$	10,099 77
				Subtotal \$	7,137,953,10		896.9	6.969,051.03 \$	168,902.07

w w e	Grand Total \$	14,033,954.63	•		8,875,404.16	 	5,158,550.47
7,127,853.33 \$ - \$ 1	Total Short Term \$	6,906,101 30	· •	w,	 6,896,001 53	•	10,099.77
6	Total Long-Term \$	7,127,853 33	·	87	1,979,402,63	8	5,148,450.70
	\$	14,033,954 63	69	8	8,875,404 16	s	5,158,550 47

The Palmer Foundation 12/31/2012 Form 990-PF Part IV Attachment

Form 990-PF, Part IV Attachment									
		Co/ B	2 /o2	Col D	Co/ E	Col F	0 /o)		₩ /OO
Corporate Inversion	Units How A	How Acquired	Date Acquired	Date Sold	Proceeds	Depr Allowed	Basis For Book Income	9	Gain of Loss
Rowan Companies Inc CHG	10,000 00	10,000 00 Donation	5/12/1998	5/4/2012 \$	340,300 00		\$ 303,750 00	\$	36,550 00
Rowan Companies Inc CHG	3,132 00	3,132 00 Donation	6/12/1997	5/4/2012 \$	106,58196	•	\$ 72,036 00	\$	34,545 96
Rowan Companies Inc CHG	5,817 00	5,817 00 Donation	4/12/2007	5/4/2012 \$	243,80158 \$		\$ 243,801 58	58 \$	•
Rowan Companies Inc CHG	20,000 00	20,000 00 Donation	8/31/1998	5/4/2012 \$	\$ 00 009'089		\$ 200,580 50	\$ 09	480,019 50
Rowan Companies Inc CHG	10,000 00	10,000 00 Donation	11/30/1994	5/4/2012 \$	340,300 00 \$		\$ 67,500 00	\$	272,800 00
Rowan Companies Inc CHG	150,000 00 Donation	Donation	VARIOUS	5/4/2012 \$	5,132,250 00 \$	•	\$ 5,190,000 00	\$ 00	(57.750.00)
Rowan Companies Inc CHG	1,533 00	1,533 00 Donation	VARIOUS	5/4/2012 \$	52,167 99 \$	•	\$ 53,041.80	80	(873 81)
			נטן	Subtotal \$	6,896,001.53	•	\$ 6,130,709.88	\$ 88.	765,291.65
Sales									
Brigham Exploration CHG	5,000 00	5,000 00 Purchase	2/2/1999	1/4/2012 \$	182,500 00 \$		\$ 23,067 00	%	159,433 00
Morgan Stanley Multi Step Up Medium	50,000 00 Purchase	Purchase	10/21/2010 Various	/arrous \$	49,351.80	•	\$ 49,982 50	\$0 \$	(630 70)
Rowan Companies Inc CHG	200,482 00 Purchase	Purchase	4/26/2012	4/26/2012 10/18/2012 \$	6,906,101 30 \$		\$ 6,896,001 53	53 \$	10,099 77
			ļo,	Subtotal \$	7,137,953.10 \$	•	\$ 6,969,051.03	.03	168,902.07

\$ 6,896,00153 \$ \$ - \$ 6,203,759 38 \$ \$ - \$ 13,099,760 91 \$	Grand lotal	14,033,984.63	, ,	٨	13,089,760.91	ام	934,193.72
\$ 7,127,853.3 \$ - \$ 6,203,759.38 \$ \$ (4,033,954.63 \$ - \$ 13,099,760.91 \$	ort Term \$	6,906,10130	•	69	6,896,001 53	67	10,099 77
\$ 13,099,760.91 \$	ang-Term \$	7,127,853 33	\$	8	6,203,759 38	8	924,093 95
	₩	14,033,954 63	s	69	13,099,760 91	65	934,193 72

	00-PF G	AIN OR (LOSS) F	FROM SALE	OF	ASSETS		STATEMENT
DESCRIF	(A) PTION OF PROPERTY			i	MANNER ACQUIRED	DAT:	
SEE ATI	PACHED	_				VARIO	US VARIOU
	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE SALE	OF	(E) DEPRE	c. ((F) GAIN OR LOSS
	6,906,101.	6,896,002.		0	•	0.	10,09
DESCRIE	(A) PTION OF PROPERTY			i	MANNER ACQUIRED	DAT:	
SEE ATT	PACHED			_	—	VARIO	US VARIOU
	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE SALE	OF	(E) DEPRE	C. ((F) GAIN OR LOSS
	7,127,853.	6,203,759.		0	•	0.	924,09
CAPITAI	GAINS DIVIDENDS	FROM PART IV					
TOTAL I	O FORM 990-PF, P	ART I, LINE 6A				=	934,19
TOTAL T		ART I, LINE 6A	TEMPORARY	CA	SH INVEST	MENTS	934,19 STATEMENT
			'EMPORARY	CA	SH INVEST	MENTS	
SOURCE ACCRUEI		N SAVINGS AND T	ANLEY BON		SH INVEST	MENTS	STATEMENT

FORM 990-PF DIVIDENT	S AND	INTER	EST FRO	M SECU	JRITIES	STATEMENT	3
SOURCE		GROSS	AMOUNT		PITAL GAINS DIVIDENDS	COLUMN (A AMOUNT	.)
CHEVRON CORPORATION EXXON MOBIL CORP ROYAL DUTCH SHL ADR CL A	•		2,984 42,222 4,300	•	0. 0. 0.	2,9 42,2 4,3	22.
TOTAL TO FM 990-PF, PART I, I	IN 4		49,506	•	0.	49,5	06.
FORM 990-PF	AC	COUNTI	NG FEES			STATEMENT	4
DESCRIPTION	EXPE	A) NSES BOOKS	(B NET IN MENT I	VEST-	(C) ADJUSTE NET INCO		
DELOITTE & TOUCHE	_	3,425.		1,713.		1,7	13.
TO FORM 990-PF, PG 1, LN 16B		3,425.		1,713.		1,7	13.
FORM 990-PF		TAX	ES			STATEMENT	5
DESCRIPTION	EXPE	A) NSES BOOKS	(B NET IN MENT I	VEST-	(C) ADJUSTE NET INCO		
EXCISE TAX ON NET INVESTMENT INCOME FOREIGN TAXES		136. 645.		0. 645.			0.
TO FORM 990-PF, PG 1, LN 18		781.		645.			0.
FORM 990-PF	CO	RPORAT	E STOCK			STATEMENT	6
DESCRIPTION				ВС	OOK VALUE	FAIR MARKE VALUE	т
CHEVRON CORPORATION EXXON MOBIL CORP ROYAL DUTCH SHELL BRIGHAM EXPLORATION ROWAN COMPANIES INC (11/30/94	L)				92,750. 6,574,797. 337,035. 0.	91,9 6,377,0 344,7	04.

PALMER FOUNDATION		76-0565827
ROWAN COMPANIES INC (06/12/97) ROWAN COMPANIES INC (06/12/98) ROWAN COMPANIES INC (08/31/98) ROWAN COMPANIES INC (04/12/07))	0. 0. 0.	0. 0. 0.
TOTAL TO FORM 990-PF, PART II, LINE 10B	7,004,582.	6,813,673.
FORM 990-PF CORPORATE BONDS		STATEMENT 7
FORM 990-PF CORPORATE BONDS DESCRIPTION	BOOK VALUE	STATEMENT 7 FAIR MARKET VALUE
	BOOK VALUE	FAIR MARKET

PALMER FOUNDATION

Part XV Supplementary Information				
3 Grants and Contributions Paid During the Y		-	-	ļ. <u> </u>
Recipient	If recipient is an individual, show any relationship to any foundation manager	Foundation status of	Purpose of grant or contribution	Amount
Name and address (home or business)	or substantial contributor	recipient		
HILLSDALE COLLEGE	NONE	501(C)(3)	GENERAL FUND	
33 E COLLEGE ST		CHARITABLE ORG.		
HILLSDALE, MI 49242				500.
CASA DE ESPERANZA	NONE	PUBLIC CHARITY	GENERAL FUND	
P.O. BOX 66581				
HOUSTON, TX 77266-6581				5,000.
TCU SCHOLARSHIP RM GRADY CAGE C/O	NONE	PUBLIC	SCHOLARSHIP FUND	
DAVID NOLAN		FOUNDATION		1
PO BOX 207044				
FORTH WORTH, TX 76109				5,000.
		1		
HOUSTON MUSEUM OF NATURAL SCIENCE	NONE	501(C)(3)	GENERAL FUND	
5555 HERMANN PARK DR		CHARITABLE ORG.		
HOUSTON, TX 77030				2,000.
NATIONAL BIGHORN SHEEP INTERPRETIVE	NONE	PUBLIC	ANNUAL FUND	
ASSOCIATION		FOUNDATION		
907 WEST RAMSHORN				25
DUBOIS, WY 82513				25.
MFAH GLASSELL SCHOOL OF ART	NONE	PUBLIC	GENERAL FUND	
1001 BISSONNET		CHARITY		
HOUSTON, TX 77005				2,000.
NATIONAL BREAST CANCER RESEARCH	NONE	PUBLIC	ANNUAL FUND	
CENTER		CHARITY		
1025 CONNECTICUT AVE, NW, SUITE 1012,				
P.O. BOX 96676 WASHINGTON, DC 20090-6676				1,000.
20030 00,0				1
NATIONAL EAGLE SCOUTS OF AMERICA,	NONE	PUBLIC	SCHOLARSHIP FUND	
AATTN: ROBYN JOHNSTON		FOUNDATION		
1325 WEST WALNUT HILL LANE, PO BOX				
152079 IRVING, TX 75015-2079			<u>.</u>	50,000.
HARDIN SIMMONS UNIVERSITY FOUNDATION,	NONE	PUBLIC	SCHOLARSHIP FUND	
ATTN: MIKE HAMMACK		FOUNDATION		
PO BOX 16100				
ABILENE, TX 79698				25,000.
STAR OF HOPE MISSION	NONE	501(C)(3)	GENERAL FUND	
6897 ARDMORE		CHARITABLE ORG		
HOUSTON, TX 77054	<u> </u>		<u> </u>	5,000.
Total from continuation sheets			<u></u>	202,625.

Part XV Supplementary Information Grants and Contributions Paid During the Year (Continuation) If recipient is an individual, Recipient Purpose of grant or contribution Foundation show any relationship to status of Amount any foundation manager Name and address (home or business) recipient or substantial contributor PUBLIC SCHOLARSHIP FUND TARLETON STATE UNIVERSITY FOUNDATION NONE FOUNDATION ATTN: NANCY J. ALLEN BOX T-0950 50,000. STEPHENVILLE TX 76402 THE NATURE CONSERVANCY NONE 501(C)(3) GENERAL FUND CHARITABLE ORG 4245 N FAIRFAX DRIVE # 100 200. ARLINGTON, VA 22203 SCHOLARSHIP FUND TRINIDAD STATE JUNIOR COLLEGE NONE PUBLIC FOUNDATION FOUNDATION 600 PROSPECT STREET 5,000. TRINIDAD, CO 81082 ALZHEIMER'S DISEASE RESEARCH NONE 501(C)(3) ANNUAL FUND CHARITABLE ORG 22512 GATEWAY CENTER DR 100. CLARKSBURG, MD 20871 SCHOLARSHIP FUND PUBLIC SUL ROSS STATE UNIVERSITY FOUNDATION. NONE FOUNDATION ATTN: LEO DOMINQUEZ PO BOX C-114 50,000. ALPINE TX 79832 NONE CHARITABLE SHAC ENDOWMENT FUND BOY SCOUTS OF AMERICA- SHAC ORGANIZATION PO BOX 924528 HOUSTON, TX 77292 500. NONE PUBLIC AMERICAN MUSEUM, BOONE & CROCKETT CLUB NATURAL HISTORY FOUNDATION 250 STATION RD 1,000. MISSOULA, MT 59801 THE NATURE CONSERVANCY NONE 501(C)(3) GENERAL FUND CHARITABLE ORG 200 E GRAYSON ST #202 200. SAN ANTONIO, TX 78215 SAN JACINTO BATTLEGROUND NONE CHARITABLE GENERAL FUND DRGANIZATION PO BOX 940536 100. HOUSTON, TX 77094-7536 Total from continuation sheets