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Form 990-PF

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to Public Inspection

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

Name of foundation SAUNDERS FOUNDATION		A Employer identification number 76-0574880	
Number and street (or P O box number if mail is not delivered to street address) 7500 SAN FELIPE ROOM/SUITE 1070		B Telephone number (see instructions) (713) 914-9778	
City or town, state, and ZIP code HOUSTON, TX 77063		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 5,227,359		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
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 (attach schedule)	237,370			
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	5,373	5,373		
	4 Dividends and interest from securities.	125,866	125,866		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	130,092			
	b Gross sales price for all assets on line 6a _____ 314,815				
	7 Capital gain net income (from Part IV, line 2)		130,092		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	-12,636	641		
	12 Total. Add lines 1 through 11	486,065	261,972		
	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	7,269	4,000		3,269
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	21,103	21,103		
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings	3,909			3,909
	22 Printing and publications				
	23 Other expenses (attach schedule)	9,225	9,225		
	24 Total operating and administrative expenses. Add lines 13 through 23	41,506	34,328		7,178
	25 Contributions, gifts, grants paid	193,502			193,502
	26 Total expenses and disbursements. Add lines 24 and 25	235,008	34,328		200,680
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	251,057			
	b Net investment income (if negative, enter -0-)		227,644		
	c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	147,429	106,259	106,259
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ 57,874 Less allowance for doubtful accounts ▶ _____	68,795	57,874	57,874
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	4,105,666	5,063,226	5,063,226
	c	Investments—corporate bonds (attach schedule).			
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	260,058	221,508	
	14	Land, buildings, and equipment basis ▶ 3,619 Less accumulated depreciation (attach schedule) ▶ 2,459	1,547	1,160	
Liabilities	15	Other assets (describe ▶ _____)	1,161	1,161	
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	4,584,656	5,451,188	5,227,359
	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)		0	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	4,584,656	5,451,188	
	30	Total net assets or fund balances (see page 17 of the instructions)	4,584,656	5,451,188	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	4,584,656	5,451,188	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year’s return)	1	4,584,656
2	Enter amount from Part I, line 27a	2	251,057
3	Other increases not included in line 2 (itemize) ▶ _____	3	615,475
4	Add lines 1, 2, and 3	4	5,451,188
5	Decreases not included in line 2 (itemize) ▶ _____	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	5,451,188

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	See Additional Data Table			
b				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a See Additional Data Table			
b			
c			
d			
e			

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

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a See Additional Data Table			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	130,092
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	6,768

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	241,146	4,824,602	0 049983
2010	167,603	4,002,993	0 041869
2009	164,949	3,319,562	0 049690
2008	197,292	3,581,831	0 055081
2007	73,805	3,693,274	0 019984

2 Total of line 1, column (d).	2	0 216607
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 043321
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	4,975,814
5 Multiply line 4 by line 3.	5	215,557
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	2,276
7 Add lines 5 and 6.	7	217,833
8 Enter qualifying distributions from Part XII, line 4.	8	200,680

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

1a		Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1				
		Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)				
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	4,553	
c		All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2		Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2		
3		Add lines 1 and 2.		3	4,553	
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4		
5		Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	4,553	
6		Credits/Payments				
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	11,291		
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	11,291	
8		Enter any penalty for underpayment of estimated tax Check here ☒ if Form 2220 is attached		8	37	
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9		
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	6,701	
11		Enter the amount of line 10 to be Credited to 2013 estimated tax	6,701	Refunded	11	

Part VII-AStatements 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 any political campaign?		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?			No
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file Form 1120-POL for this year?.	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ _____ (2) On foundation managers \$ _____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		No
	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		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?.	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?.	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		No
	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	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) _____			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .	8b		
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13		
Website address ▶N/A				
14	The books are in care of ▶STUART SAUNDERS Telephone no ▶(713) 914-9778 Located at ▶7500 SAN FELIPE 1070 HOUSTON TX ZIP +4 ▶77063			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year ▶	15		
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country ▶				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? ☐ Yes ☒ No	1b		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i>)	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes	☒ No	
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes	☒ No	
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes	☒ No	
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions).	☐ Yes	☒ No	
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes	☒ No	
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	5b		
	Organizations relying on a current notice regarding disaster assistance check here.	☐		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	☐ Yes	☐ No	
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes	☒ No	
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		No
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes	☒ No	
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	7b		

Part VIII

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
FREDERIC M SAUNDERS	DIRECTOR	0	0	0
515 HUNTERWOOD HOUSTON,TX 77024	0 00			
GAYLE D SAUNDERS	DIRECTOR	0	0	0
515 HUNTERWOOD HOUSTON,TX 77024	0 00			
MEREDITH S MASON	DIRECTOR	0	0	0
501 VALE STREET AUSTIN,TX 78746	0 00			
STUART D SAUNDERS	DIRECTOR	0	0	0
8 SADDLEBROOK LANE HOUSTON,TX 77024	0 00			
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000.				

Part VIII

[illegible]

Part IX-A Summary of Direct Charitable Activities

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

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

Form **990-PF** (2012)

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	4,642,346
b	Average of monthly cash balances.	1b	345,833
c	Fair market value of all other assets (see instructions).	1c	63,409
d	Total (add lines 1a, b, and c).	1d	5,051,588
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	
3	Subtract line 2 from line 1d.	3	5,051,588
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	75,774
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	4,975,814
6	Minimum investment return. Enter 5% of line 5.	6	248,791

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	248,791
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	4,553
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	4,553
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	244,238
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	244,238
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	244,238

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	200,680
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	200,680
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	200,680
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				244,238
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012				
a From 2007.				
b From 2008.				
c From 2009.				
d From 2010.				
e From 2011.				12,562
f Total of lines 3a through e.	12,562			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 200,680				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2012 distributable amount.				200,680
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	12,562			12,562
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b.				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions.				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions.				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013.				30,996
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions).				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a.				
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)

1a

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

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

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

Part XV

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

1

Information Regarding Foundation Managers:

a

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

See Additional Data Table

b

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

2

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

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

a

The name, address, and telephone number 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	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
Name and address (home or business)				
a <i>Paid during the year</i> See Additional Data TableSee Additional Data Table				
Total			3a	193,502
b <i>Approved for future payment</i>				
Total			3b	

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
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	5,373	
4	Dividends and interest from securities. . . .			14	125,866	
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			14	130,092	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory. .					
	NET RENTAL RE INCOME			16	641	
11	Other revenue a FROM K-1					
b	ORDIN BUSINES INCOME FROM K-1	211110	-13,113			
c	OTHER INCOME FROM K-1S	211110	-165			
d	ROUNDING			14	1	
e	_____					
12	Subtotal Add columns (b), (d), and (e). .		-13,278		261,973	
13	Total. Add line 12, columns (b), (d), and (e).					248,695

[illegible]

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?		Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash.	1a(1)		No
(2) Other assets.	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
(3) Rental of facilities, equipment, or other assets.	1b(3)		No
(4) Reimbursement arrangements.	1b(4)		No
(5) Loans or loan guarantees.	1b(5)		No
(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.			

[illegible]

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

b If "Yes," complete the following schedule

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

**Sign
Here**

**Paid
Preparer
Use Only**

Sign Here ***** Signature of officer or trustee	2013-10-31 Date		***** Title		May the IRS discuss this return with the preparer shown below (see instr)? Yes No
Paid Preparer Use Only	Print/Type preparer's name JEAN M CALLOWAY	Preparer's Signature JEAN M CALLOWAY	Date 2013-11-13	Check if self-employed ☐ ☒	PTIN
	Firm's name CALLOWAY STINSON & CO PC			Firm's EIN	
	8554 KATY FREEWAY SUITE 110 Firm's address HOUSTON, TX 77024			Phone no (713) 468-4133	

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
CASH IN LIEU PER INTERACTIVE BROKERS	P	2012-06-01	2012-12-26
300 SH RETAIL PROPERTIES OF AMERICA	P	2012-04-26	2012-08-01
GAIN ON OPTIONS THRU UBS 52986	P	2011-01-20	2012-01-23
700 SH RETAIL PROPERTIES OF AMERICA	P	2012-05-17	2012-08-01
300 SH PUBLIC STORAGE	P	2010-02-04	2012-01-03
500 SH PROLOGIS	P	2011-08-16	2012-09-13
500 SH CORESITE REALTY	P	2010-10-06	2012-01-26
200 SH PROLOGIS	P	2011-10-04	2012-09-13
500 SH CORESITE REALTY	P	2011-05-05	2012-01-26
300 SH CHATHAM LODGING TRUST	P	2011-02-03	2012-01-31
200 SH CHATHAM LODGING TRUST	P	2011-05-05	2012-01-31
800 SH PEBBLEBROOK HOTEL TRUST	P	2009-12-08	2012-02-02
100 SH PEBBLEBROOK HOTEL TRUST	P	2010-07-23	2012-02-02
300 SH BOSTON PROPERTIES	P	2006-12-20	2012-02-06
500 SH DOUGLAS EMMETT	P	2012-02-09	2012-05-17
500 SH DOUGLAS EMMETT	P	2010-10-07	2012-05-17
200 SH AVALON BAY CMTNYS	P	2010-10-28	2012-07-17
100 SH AVALON BAY CMTNYS	P	2012-02-27	2012-07-17
400 SH RETAIL PROPERTIES OF AMERICA	P	2012-04-05	2012-08-01

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
150		150	
2,974		2,761	213
61,226			61,226
6,938		6,196	742
41,113		23,347	17,766
18,362		14,603	3,759
9,916		7,606	2,310
7,345		4,475	2,870
9,916		7,799	2,117
3,718		4,800	-1,082
2,479		3,403	-924
18,166		16,000	2,166
2,271		1,700	571
32,087		34,597	-2,510
10,940		10,628	312
10,940		9,095	1,845
30,107		21,064	9,043
15,054		13,289	1,765
3,965		3,210	755

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			213
			61,226
			742
			17,766
			3,759
			2,310
			2,870
			2,117
			-1,082
			-924
			2,166
			571
			-2,510
			312
			1,845
			9,043
			1,765
			755

Form 990PF Part XV Line 1a - 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).

STUART D SAUNDERS 100 CONSTRUCTIVE
MEREDITH S MASON 100 CONSTRUCTIVE O
MISSION HEIGHTS ENTERPRISES LTD

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
JOSE AVILEA C/O 7500 SAN FELIPE HOUSTON,TX 77063	NONE	STUDENT	COLLEGE SCHOLARSHIP	3,039
CATHY YBARRA C/O 7500 SAN FELIPE HOUSTON,TX 77063	NONE	STUDENT	COLLEGE SCHOLARSHIP	7,861
CESAR GONZALEZ C/O 7500 SAN FELIPE HOUSTON,TX 77063	NONE	STUDENT	COLLEGE SCHOLARSHIP	3,269
AURELIA CORTEZ C/O 7500 SAN FELIPE HOUSTON,TX 77063	NONE	STUDENT	COLLEGE SCHOLARSHIP	7,763
LISSETH GARCIA C/O 7500 SAN FELIPE HOUSTON,TX 77063	NONE	STUDENT	COLLEGE SCHOLARSHIP	2,432
COURTNEY STUART C/O 7500 SAN FELIPE HOUSTON,TX 77063	NONE	STUDENT	COLLEGE SCHOLARSHIP	11,484
LIGHTHOUSE OF HOUSTON 3602 W DALLAS HOUSTON,TX 77019	NONE	PUBLIC CHARI	PUBLIC CHARITY	100
CHI OMEGA FOUNDATION PO BOX 27543 HOUSTON,TX 77227	NONE	PUBLIC CHARI	PUBLIC CHARITY	24,400
FIRST UNITED METHODIST CH 1101 DOHERTY MISSION,TX 78572	NONE	CHURCH	RELIGION	3,000
THE RISE SCHOOL 8080 NORTH STADIUM DR HOUSTON,TX 77054	NONE	SCHOOL	EDUCATION	10,000
HOUSTON PANHELLENIC FOUNDBOX 342 5868 A-1 WESTHEI HOUSTON,TX 77057	NONE	UNIVERSITY	EDUCATION	5,000
WBP PO BOX 160522 AUSTIN,TX 78716	NONE	SCHOOL	EDUCATION	2,000
THE CENTER FOUNDATION 3550 WEST DALLAS HOUSTON,TX 77019	NONE	PUBLIC CHARI	MENTAL HEALTH	500
THE 100 CLUB 5555 SAN FELIPE STE 520 HOUSTON,TX 77056	NONE	PUBLIC CHARI	PUBLIC CHARITY	400
NORTH SHORE ROTARY CHARITABLE FDN PO BOX 9635 HOUSTON,TX 77213	NONE	PUBLIC CHARI	EDUCATION	1,800

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
HOUSTON HUMANE SOCIETY 14700 AMEDA RD HOUSTON,TX 77053	NONE	PUBLIC CHARI	ANIMAL CARE	100
HILLSDALE COLLEGE 33 EAST COLLEGE ST HILLSDALE,MI 49242	NONE	UNIVERSITY	EDUCATION	20,760
SCHREINER UNIVERSITY 2100 MEMORIAL BLVD KERRVILLE,TX 78028	NONE	UNIVERSITY	EDUCATION	62,294
DOCTORS WITHOUT BORDERS USA PO BOX 5030 HAGERSTOWN,MD 21741	NONE	PUBLIC CHARI	HEALTH	2,000
HOSPICE ALLIANCE 10220 PRAIRIE RIDGE BLVD PLEASANT PRAIRIE,WI 53158	NONE	PUBLIC CHARI	HEALTH	100
CHAPELWOOD UNITED METHODIST CHURCH 11140 GREENBAY ST HOUSTON,TX 77024	NONE	CHURCH	RELIGION	200
RICE UNIVERSITY 6100 MAIN ST HOUSTON,TX 77251	NONE	UNIVERSITY	EDUCATION	1,000
SPEER MEMORIAL LIBRARY 801 E 12TH ST MISSION,TX 78572	NONE	LIBRARY	EDUCATION	200
THE HOUSTON PARKS BOARD 300 N POST OAK LANE HOUSTON,TX 77024	NONE	PUBLIC CHARI	CONSERVATION	200
MEMORIAL PARK CONSERVANCY 3105 RICHMOND AVE STE 250 HOUSTON,TX 77098	NONE	PUBLIC CHARI	CONSERVATION	100
AMERICAN CANCER SOCIETY 6301 RICHMOND AVE HOUSTON,TX 77057	NONE	PUBLIC CHARI	HEALTH	50
HLSR SCHOLARSHIP PROGRAMS 8334 FANNIN ST HOUSTON,TX 77054	NONE	PUBLIC CHARI	EDUCATION	1,000
FRIENDS OF THE TRAIL LIGHTS 2201 BARTON SPRINGS RD AUSTIN,TX 78746	NONE	PUBLIC CHARI	CONSERVATION	1,000
HOUSTON PREGNANCY HELP CENTER 743 SHOTWELL STE HOUSTON,TX 77020	NONE	PUBLIC CHARI	HEALTH	250
IMMANUEL LUTHERAN CHURCH 306 EAST 15TH ST HOUSTON,TX 77008	NONE	CHURCH	RELIGION	1,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
ROTARY FOUNDATION 1560 SHERMAN AVE EVANSTON,IL 60201	NONE	PUBLIC CHARI	PUBLIC CHARITY	100
THE POST OAK SCHOOL 4600 BISSONNET ST BELLAIRE,TX 77401	NONE	PUBLIC CHARI	EDUCATION	20,000
HOUSTON ZOO 6200 HERMANN PARK DR HOUSTON,TX 77030	NONE	PUBLIC CHARI	EDUCATION	100
Total  3a				193,502

TY 2012 Accounting Fees Schedule

Name: SAUNDERS FOUNDATION

EIN: 76-0574880

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INDIRECT ACCOUNTING FEES	7,269	4,000		3,269

TY 2012 Compensation Explanation**Name:** SAUNDERS FOUNDATION**EIN:** 76-0574880

Person Name	Explanation
FREDERIC M SAUNDERS	
GAYLE D SAUNDERS	
MEREDITH S MASON	
STUART D SAUNDERS	

TY 2012 General Explanation Attachment**Name:** SAUNDERS FOUNDATION**EIN:** 76-0574880

Identifier	Return Reference	Explanation
GENERAL ELECTIONS		YEAR ENDING DECEMBER 31, 2012 76-0574880 SAUNDERS FOUNDATION SAUNDERS FOUNDATION 7500 SAN FELIPE HOUSTON, TX 77063 NOL CARRY BACK ELECTION UNDER IRC SECTION 172(B)(3), THE TAXPAYER ELECTS TO RELINQUISH THE ENTIRE CARRY BACK PERIOD WITH RESPECT TO ANY REGULAR TAX AND AMT NET OPERATING LOSS INCURRED DURING THE CURRENT TAX YEAR

**TY 2012 Investments Corporate
Stock Schedule****Name:** SAUNDERS FOUNDATION**EIN:** 76-0574880

Name of Stock	End of Year Book Value	End of Year Fair Market Value
UBS FINANCIAL SERVICES 52986	2,358,782	2,358,782
SALIENT TRUST 771700	391,402	391,402
INTERACTIVE BROKERS	1,149,246	1,149,246
CHILTON CAPITAL MANAGEMENT 007564	1,163,796	1,163,796

TY 2012 Investments - Other Schedule**Name:** SAUNDERS FOUNDATION**EIN:** 76-0574880

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
STC REAL ESTATE PARTNERS	AT COST	94	
EL PASO PIPELINE	AT COST	58,727	
ENTERPRISE PRODUCTS PARTNERS	AT COST	27,858	
KINDER MORGAN ENERGY PARTNERS	AT COST	22,708	
PLAINS ALL AMERICAN	AT COST	33,824	
MAGELLAN MIDSTREAM	AT COST	78,297	

TY 2012 Land, Etc. Schedule**Name:** SAUNDERS FOUNDATION**EIN:** 76-0574880

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
DELL COMPUTER	1,432	1,432		
SOFTWARE	253	253		
MACBOOKS COMPUTER	1,934	774	1,160	

TY 2012 Other Assets Schedule

Name: SAUNDERS FOUNDATION

EIN: 76-0574880

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
ARTWORK	1,161	1,161	

TY 2012 Other Expenses Schedule**Name:** SAUNDERS FOUNDATION**EIN:** 76-0574880

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
BANK FEES	290	290		
INVESTMENT FEES	6,415	6,415		
INVESTMENT INTEREST EXPENSE P	41	41		
INTANGIBLE DRILLING COSTS PER	325	325		
2% PORTFOLIO DEDUCTIONS FROM	3,952	3,952		
MISCELLANEOUS FEES	-2,185	-2,185		
INVESTMENT DEPRECIATION	387	387		

TY 2012 Other Income Schedule**Name:** SAUNDERS FOUNDATION**EIN:** 76-0574880

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
NET RENTAL RE INCOME FROM K-1	641	641	
ORDIN BUSINES INCOME FROM K-1	-13,113		
OTHER INCOME FROM K-1S	-165		
ROUNDING	1		

TY 2012 Other Increases Schedule

Name: SAUNDERS FOUNDATION

EIN: 76-0574880

Description	Amount
FAIR MARKET VALUE ADJUSTMENTS	615,475

TY 2012 Other Notes/Loans Receivable Short Schedule

Name: SAUNDERS FOUNDATION

EIN: 76-0574880

Name of 501(c)(3) Organization	Balance Due
GEORGE THOMAS 502 FREEPORT	57,874

TY 2012 Taxes Schedule**Name:** SAUNDERS FOUNDATION**EIN:** 76-0574880

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES PAID ON DIVIDEND I	1,255	1,255		
INVESTMENT TAX	19,848	19,848		

TY 2012 GeneralDependencySmall**Name:** SAUNDERS FOUNDATION**EIN:** 76-0574880**Business Name or Person Name:****Taxpayer Identification Number:****Form, Line or Instruction
Reference:****Regulations Reference:****Description:** WAIVE NOL CARRYBACK**Attachment Information:** YEAR ENDING: DECEMBER 31, 2012 76-0574880 SAUNDERS
FOUNDATION SAUNDERS FOUNDATION 7500 SAN FELIPE HOUSTON,
TX 77063 NOL CARRYBACK ELECTION UNDER IRC SECTION 172(B)
(3), THE TAXPAYER ELECTS TO RELINQUISH THE ENTIRE
CARRYBACK PERIOD WITH RESPECT TO ANY REGULAR TAX AND
AMT NET OPERATING LOSS INCURRED DURING THE CURRENT TAX
YEAR.