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

2012

Department of the Treasury
Internal Revenue Service

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

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

The Noor Foundation
6420 Hillcroft #218
Houston, TX 77081

A	Employer identification number 76-0626200
B	Telephone number (see the instructions) 713-995-5950
C	If exemption application is pending, check here <input type="checkbox"/>
D	1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
E	If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
F	If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

G Check all that apply.

<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change

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

I Fair market value of all assets at end of year (from Part II, column (c), line 16)
 ▶ \$ 20,799,855.

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

Part II 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)
1	Contributions, gifts, grants, etc. received (att sch)	1,426,339.			
2	Ck <input type="checkbox"/> if the foundation is not req to att Sch B				
3	Interest on savings and temporary cash investments	31.	31.	31.	
4	Dividends and interest from securities	2,401.	2,401.	2,401.	
5a	Gross rents	1,317,197.	1,317,197.	1,317,197.	
5b	Rental income or loss	622,691.			
6a	Net gain/(loss) from sale of assets not on line 10	-51,972.			
6b	Gross sales price for all assets on line 6a	217,915.			
7	Capital gain net income (from Part IV, line 2)		0.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
10b	Less Cost of goods sold				
10c	Gross profit/(loss) (att sch)				
11	Other income (attach schedule)				
	See Statement 1	14,847.		12,987.	
12	Total. Add lines 1 through 11	2,708,843.	1,319,629.	1,332,616.	
13	Compensation of officers, directors, trustees, etc.	0.			
14	Other employee salaries and wages	107,911.			107,911.
15	Pension plans, employee benefits	7,810.			7,810.
16a	Legal fees (attach schedule)				
16b	Accounting fees (attach sch) See St 2	32,366.	16,182.		16,184.
16c	Other prof fees (attach sch) See St 3	89,800.			89,800.
17	Interest				
18	Taxes (attach schedule) See Stm 4	231,317.	215,841.	215,841.	3,430.
19	Depreciation (attach sch) and depletion	334,721.	224,224.	224,224.	
20	Occupancy	90,347.			90,347.
21	Travel, conferences, and meetings	14,872.			14,872.
22	Printing and publications	589.			589.
23	Other expenses (attach schedule)				
	See Statement 5	1,066,566.	302,642.	315,629.	750,937.
24	Total operating and administrative expenses. Add lines 13 through 23	1,976,299.	758,889.	755,694.	1,081,880.
25	Contributions, gifts, grants paid Part. XV	180,605.			180,605.
26	Total expenses and disbursements. Add lines 24 and 25	2,156,904.	758,889.	755,694.	1,262,485.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	551,939.			
b	Net investment income (if negative, enter -0-)		560,740.		
c	Adjusted net income (if negative, enter -0-)			576,922.	

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ADMINISTRATIVE AND OPERATING EXPENSES

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
ASSETS	1	Cash – non-interest-bearing	247,548.	230,273.	230,273.
	2	Savings and temporary cash investments	97,809.	180,009.	180,009.
	3	Accounts receivable			
		Less: allowance for doubtful accounts ▶	9,320.		
	4	Pledges receivable			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach sch) ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	5,166.	3,728.	3,728.
	10a	Investments – U.S. and state government obligations (attach schedule)			
	b	Investments – corporate stock (attach schedule)	269,887.	165,500.	167,822.
	c	Investments – corporate bonds (attach schedule)			
	11	Investments – land, buildings, and equipment: basis	15,437,184.		
	Less: accumulated depreciation (attach schedule) See Stmt. 6 ▶	1,343,510.			
12	Investments – mortgage loans				
13	Investments – other (attach schedule)				
14	Land, buildings, and equipment: basis ▶	9,455,995.			
	Less: accumulated depreciation (attach schedule) See Stmt. 7 ▶	1,057,001.			
15	Other assets (describe ▶)				
16	Total assets (to be completed by all filers – see the instructions. Also, see page 1, item 1)	22,526,468.	23,072,178.	20,799,855.	
LIABILITIES	17	Accounts payable and accrued expenses	6,727.	498.	
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)	6,727.	498.	
NET ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>				
	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 ▶ <input checked="" type="checkbox"/>				
	and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	22,519,741.	23,071,680.	
30	Total net assets or fund balances (see instructions)	22,519,741.	23,071,680.		
31	Total liabilities and net assets/fund balances (see instructions)	22,526,468.	23,072,178.		

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	22,519,741.
2	Enter amount from Part I, line 27a	2	551,939.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	23,071,680.
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	23,071,680.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a Publicly - traded securities	P	Various	Various
b			
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 217,915.		269,887.	-51,972.
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			-51,972.
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	-51,972.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 	3	0.

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

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

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

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

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.			
(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2011	831,821.	12,829,926.	0.064834
2010	833,342.	9,698,105.	0.085928
2009	2,782,574.	9,599,539.	0.289865
2008	3,155,519.	9,575,569.	0.329539
2007	452,595.	12,107,822.	0.037380

2 Total of line 1, column (d)	2	0.807546
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	0.161509
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	14,126,642.
5 Multiply line 4 by line 3	5	2,281,580.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	5,607.
7 Add lines 5 and 6	7	2,287,187.
8 Enter qualifying distributions from Part XII, line 4	8	1,262,485.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 – see instructions)

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1 Date of ruling or determination letter: _____ (attach copy of letter if necessary – see instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	11,215.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	11,215.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	11,215.
6 Credits/Payments:			
a 2012 estimated tax pmts and 2011 overpayment credited to 2012.	6 a		
b Exempt foreign organizations – tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c	11,000.	
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments. Add lines 6a through 6d	7	11,000.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	96.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	311.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be. Credited to 2013 estimated tax	11		
	Refunded		

Part VII A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>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.</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation ... \$ 0. (2) On foundation managers ... \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ... \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities.</i>		X
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? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T.</i>		X
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?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions). <u>TX</u>		
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 <i>General Instruction G</i> ? <i>If 'No,' attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV.</i>	X	
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions). 12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions). 13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A 14 The books are in care of Vipul Worah Telephone no. 713-995-5950 Located at 6420 Hillcroft, Ste 218 Houston TX ZIP + 4 77081 15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year 15 N/A N/A 16 At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? 16 Yes No X See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country

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

File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies.

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

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

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

- (1) Carry on propoganda, 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)?

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).

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No

If 'Yes' to 6b, file Form 8870

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

b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

5 b	N/A	
6 b		X
7 b		

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
Hakeem Olajuwon 6420 Hillcroft, Suite 218 Houston, TX 77081	President 1.00	0.	0.	0.
Abdurrahman Adesokan 6420 Hillcroft, Suite 218 Houston, TX 77081	Director 1.00	0.	0.	0.
Jamal Asafi 6420 Hillcroft, Suite 218 Houston, TX 77081	Director 1.00	0.	0.	0.

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

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

Total number of other employees paid over \$50,000 0

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
Ameer Abuhalmeh 201 Travis Street Houston, TX 77002	Management	70,000.
----- ----- -----		
Total number of others receiving over \$50,000 for professional services		0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 See Statement 8 ----- -----	482,828.
2 See Statement 9 ----- -----	663,645.
3 See Statement 10 ----- -----	67,398.
4 ----- -----	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A ----- -----	
2 ----- -----	
All other program-related investments See instructions 3 ----- -----	
Total. Add lines 1 through 3.	0.

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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	1 a	201,363.
b Average of monthly cash balances	1 b	367,210.
c Fair market value of all other assets (see instructions)	1 c	13,773,196.
d Total (add lines 1a, b, and c)	1 d	14,341,769.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	14,341,769.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	215,127.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	14,126,642.
6 Minimum investment return. Enter 5% of line 5	6	706,332.

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

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	1 a	1,262,485.
b Program-related investments – total from Part IX-B	1 b	
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)	3 a	
b Cash distribution test (attach the required schedule)	3 b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,262,485.
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	1,262,485.

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)

N/A

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only				
b Total for prior years: 20__, 20__, 20__				
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e				
4 Qualifying distributions for 2012 from Part XII, line 4. \blacktriangleright \$ _____				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2012 distributable amount				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012. (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
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				
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)

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling ▶ 11/15/00

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

	Prior 3 years				(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed:	576,922.	192,808.	484,905.	479,977.	1,734,612.
b 85% of line 2a	490,384.	163,887.	412,169.	407,980.	1,474,420.
c Qualifying distributions from Part XII, line 4 for each year listed	1,262,485.	831,821.	833,342.	2,788,628.	5,716,276.
d Amounts included in line 2c not used directly for active conduct of exempt activities	180,605.	57,175.	59,400.	37,203.	334,383.
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c	1,081,880.	774,646.	773,942.	2,751,425.	5,381,893.
3 Complete 3a, b, or c for the alternative test relied upon:					
a 'Assets' alternative test — enter:					
(1) Value of all assets	23,072,178.	20,603,808.	17,677,846.	19,967,604.	81,321,436.
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)	7,787,653.	7,597,277.	7,638,775.	7,742,869.	30,766,574.
b 'Endowment' alternative test — enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	470,888.	427,664.	323,270.	319,984.	1,541,806.
c 'Support' alternative test — enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

Hakeem Olajuwon

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

Hakeem Olajuwon

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

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

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

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 VII Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<p><i>a Paid during the year</i> See Statement 11</p>				
<p>Total ▶ 3 a</p>				<p>180,605.</p>
<p><i>b Approved for future payment</i></p>				
<p>Total ▶ 3 b</p>				

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

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2012

Name of the organization The Noor Foundation	Employer identification number 76-0626200
--	---

Organization type (check one);

Filers of:

Form 990 or 990-EZ

Section:

- 501(c)(____) (enter number) organization
- 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
- 527 political organization

Form 990-PF

- 501(c)(3) exempt private foundation
- 4947(a)(1) nonexempt charitable trust treated as a private foundation
- 501(c)(3) taxable private foundation

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

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

General Rule

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

Special Rules

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

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

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

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

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

Name of organization

Employer identification number

The Noor Foundation

76-0626200

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

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Hakeem Olajuwon 6420 Hillcroft, Suite 218 Houston, TX 77081	\$ 900,243.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	Hakeem Olajuwon 6420 Hillcroft, Suite 218 Houston, TX 77081	\$ 300,000.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3	Khaled Abunajah 201 Travis St. Houston, TX 77002	\$ 44,188.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
4	Talal Saklou 3218 Plaza Pines Dr. Kingwood, TX 77345	\$ 10,500.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
5	Nameer Siddiqui 1 Winners Circle Houston, TX 77024	\$ 7,640.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization

Employer identification number

The Noor Foundation

76-0626200

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	Land	\$ 300,000.	Various

Name of organization

The Noor Foundation

Employer identification number

76-0626200

Part III Exclusively religious, charitable, etc, individual contributions to section 501(c)(7), (8) or (10)

organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry.

For organizations completing Part III, enter total of exclusively religious, charitable, etc, contributions of \$1,000 or less for the year. (Enter this information once. See instructions)

\$ N/A

Use duplicate copies of Part III if additional space is needed.

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

The Noor Foundation

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

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
Insurance settlement	\$ 1,860.		
Nigerian farm land fees	12,987.		\$ 12,987.
Total	<u>\$ 14,847.</u>	<u>0.</u>	<u>\$ 12,987.</u>

Statement 2
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Audit fees	\$ 974.	\$ 487.		\$ 487.
Bookkeeping	20,851.	10,425.		10,426.
Tax Planning & Compliance	10,541.	5,270.		5,271.
Total	<u>\$ 32,366.</u>	<u>\$ 16,182.</u>	<u>\$ 0.</u>	<u>\$ 16,184.</u>

Statement 3
Form 990-PF, Part I, Line 16c
Other Professional Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Consulting fees	\$ 12,800.			\$ 12,800.
Mosque management	60,000.			60,000.
Program coordinators	17,000.			17,000.
Total	<u>\$ 89,800.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>	<u>\$ 89,800.</u>

Statement 4
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Excise tax	\$ 12,046.			
Foreign tax	540.	\$ 540.	\$ 540.	
Other property taxes	32,095.	28,665.	28,665.	\$ 3,430.
Property tax - Parking Garage	186,636.	186,636.	186,636.	
Total	<u>\$ 231,317.</u>	<u>\$ 215,841.</u>	<u>\$ 215,841.</u>	<u>\$ 3,430.</u>

The Noor Foundation

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Statement 5
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Advertising	\$ 775.			\$ 775.
Bank fees	7,285.	\$ 2,642.	\$ 2,642.	4,643.
Dues & Licenses	5,251.			5,251.
Education/Training	9,750.			9,750.
Gift shop expenses	88,912.			88,912.
Ground lease	300,000.	300,000.	300,000.	
Insurance	8,181.			8,181.
Maintenance & repairs	143,998.			143,998.
Mosque events expense	28,406.			28,406.
Nigeria Farms Project	382,533.		12,987.	369,546.
Office expenses	32,045.			32,045.
Other expenses	3,235.			3,235.
Zakah Program	56,195.			56,195.
Total	\$ 1,066,566.	\$ 302,642.	\$ 315,629.	\$ 750,937.

Statement 6
Form 990-PF, Part II, Line 11
Investments - Land, Buildings, and Equipment

Category	Basis	Accum. Deprec.	Book Value	Fair Market Value
Buildings	\$ 8,106,925.	\$ 1,316,510.	\$ 6,790,415.	\$ 9,545,980.
Land	7,303,259.		7,303,259.	2,884,390.
Software	27,000.	27,000.	0.	0.
Total	\$ 15,437,184.	\$ 1,343,510.	\$ 14,093,674.	\$ 12,430,370.

Statement 7
Form 990-PF, Part II, Line 14
Land, Buildings, and Equipment

Category	Basis	Accum. Deprec.	Book Value	Fair Market Value
Furniture and Fixtures	\$ 334,760.	\$ 257,084.	\$ 77,676.	\$ 78,337.
Machinery and Equipment	4,045.	2,671.	1,374.	713.
Mosque	2,993,451.	690,795.	2,302,656.	2,302,656.
Improvements	767,285.	94,451.	672,834.	69,900.
Land	5,344,454.		5,344,454.	5,336,047.
Miscellaneous	12,000.	12,000.	0.	0.
Total	\$ 9,455,995.	\$ 1,057,001.	\$ 8,398,994.	\$ 7,787,653.

The Noor Foundation

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Statement 8
Form 990-PF, Part IX-A, Line 1
Summary of Direct Charitable Activities

<u>Direct Charitable Activities</u>	<u>Expenses</u>
<p>ISLAMIC DA'WAH CENTER: The Noor Foundation operates an Islamic Mosque called the Islamic Da'Wah Center located in a historic building in downtown Houston. The Mosque was dedicated for religious services in November, 2002 and is open daily for prayers and ceremonies. The Center provides services for Muslim and Non Muslim communities. In 2012, over 42,000 individuals participated in daily prayers. During Ramadan month (Muslim's Month of Fasting), over 6,500 individuals participated in the daily iftar(dinner) and extended prayer program. In addition five wedding ceremonies were held, workshops of different topics about Islam & Eid Aldha Annual Prayer presented, including classes in Arabic language and religious education classes for youths.</p> <p>In 2012, the Zakah program provided modest hardship assistance and grants-in-aid to individuals to relieve Islamic persons in distress. Aid of over \$56,000 was distributed through the Zakah program.</p> <p>More than 4,500 non-Muslims visited the center in 2012. The Center hosted 49 scheduled field trips, more than 37 walk in tours and two open houses.</p>	<p>\$ 482,828.</p>

Statement 9
Form 990-PF, Part IX-A, Line 2
Summary of Direct Charitable Activities

<u>Direct Charitable Activities</u>	<u>Expenses</u>
<p>AFRICAN PROJECTS:</p> <p>Farmland: The Foundation has purchased a modest piece of land in Ibadan, Nigeria to provide farmland that will serve the needs of the very poor and indigent people in nearby communities. During 2009, clearing work was done and a road was constructed. Construction also began on a farmhouse for workers. During 2012, extensive crop cultivation occurred.</p> <p>School project: Work is ongoing to enhance classrooms for children in the area at Ansarudeen High School and Isheri Olofin Elementary School.</p> <p>Community Halls: Supplies and resources were provided to two centers - Oshun College Community Center and Oke Afa Community Center. The centers provide places in the area where the people in the community can gather to receive information, donated goods, and aid from volunteers.</p> <p>Feeding programs: Events are sponsored in four different states in Nigeria - Lagos, Ogun, Oyo, and Oshun. The foundation provides food to the public on a quarterly basis - over 10,000 individuals benefit from this program.</p> <p>BURKINA: The Foundation holds a piece of land to conduct programs to relieve suffering of the poor in Burkina (formerly Upper Volta).</p> <p>JORDAN: Distribution of food, aid, financial assistance and other help</p>	<p>\$ 663,645.</p>

The Noor Foundation

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Statement 9 (continued)
Form 990-PF, Part IX-A, Line 2
Summary of Direct Charitable Activities

<u>Direct Charitable Activities</u>	<u>Expenses</u>
to indigent people.	

Statement 10
Form 990-PF, Part IX-A, Line 3
Summary of Direct Charitable Activities

<u>Direct Charitable Activities</u>	<u>Expenses</u>
Youth Basketball Gym: A basketball training facility is maintained and staffed by volunteer professional basketball players. During the summer, outstanding basketball players from area high schools recommended to the foundation can participate in practice training and guidance camp. Volunteer NBA professionals share their skills and provide motivational support and guidance for the youths.	\$ 67,398.

Statement 11
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
ISGH Mission Bend 3110 Eastside Street Houston, TX 77098	N/A	Church	General Support	\$ 17,000.
Nigerian Muslim Association 8875 Benning Drive Houston, TX 77031	N/A	509a1	General Support	40,000.
The Righteous Foundation 12411 S. Garden Houston, TX 77071	N/A	509a1	Ramadan Food Program	10,300.
Islamic Education Institute of Texas 3110 East Side St. Houston, TX 77098	N/A	Church	General Support	20,000.
Elite Bahamian Education 2114 Canyon Crest Dr. Sugar Land, TX 77479	N/A	509a1	Scholarship	9,000.
ISGH Northshore 13818 Brownsville St. Houston, TX 77015	N/A	Church	Landscaping	3,000.

The Noor Foundation

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Statement 11 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Islamic Society of Pinellas County 9400 67th St. Pinellas Park, FL 33782	N/A	509a1	The Islamic School Project	\$ 10,000.
Clear Lake Islamic Center 17511 El Camino Real Houston, TX 77058	N/A	Church	iSlam Basketball event	500.
Helping Blind People, Inc. P. O. Box 570771 Houston, TX 77257	N/A	509a1	General Support	5,000.
Dream Foundation - Amman Jordan P.O. Box 228 Amman, Shafa Badran 11934 Jordan	N/A	N/A	To help the local community in Jordan	65,805.
Total				\$ <u>180,605.</u>

Form **990-W**

OMB No 1545-0976

(Worksheet)

For Form 990-PF Purposes
**Estimated Tax on Unrelated Business Taxable
 Income for Tax-Exempt Organizations**
 (and on Investment Income for Private Foundations)

2013

Department of the Treasury
 Internal Revenue Service

(Keep for your records. Do not send to the Internal Revenue Service.)

1	Unrelated business taxable income expected in the tax year	1	
2	Tax on the amount on line 1. See instructions for tax computation	2	
3	Alternative minimum tax (see instructions)	3	
4	Total. Add lines 2 and 3	4	
5	Estimated tax credits (see instructions)	5	
6	Subtract line 5 from line 4	6	
7	Other taxes (see instructions)	7	
8	Total. Add lines 6 and 7	8	
9	Credit for federal tax paid on fuels (see instructions)	9	
10a	Subtract line 9 from line 8. Note. If less than \$500, the organization is not required to make estimated tax payments. Private foundations, see instructions	10 a	11,216.
	b Enter the tax shown on the 2012 return (see instructions). Caution. If zero or the tax year was for less than 12 months, skip this line and enter the amount from line 10a on line 10c	10 b	
	c 2013 Estimated Tax. Enter the smaller of line 10a or line 10b. If the organization is required to skip line 10b, enter the amount from line 10a on line 10c	10 c	11,216.

		(a)	(b)	(c)	(d)	
11	Installment due dates (see instructions)	11	5/15/13	6/17/13	9/16/13	12/16/13
12	Required installments. Enter 25% of line 10c in columns (a) through (d) unless the organization uses the annualized income installment method, the adjusted seasonal installment method, or is a 'large organization.' (see instructions)	12	2,804.	2,804.	2,804.	2,804.
13	2012 Overpayment. (see instructions)	13	0.	0.	0.	0.
14	Payment due. (Subtract line 13 from line 12.)	14	2,804.	2,804.	2,804.	2,804.

BAA For Paperwork Reduction Act Notice, see instructions.

Form 990-W (2013)