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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 CASTEX FOUNDATION		A Employer identification number  76-0699169	
Number and street (or P O box number if mail is not delivered to street address) 333 CLAY STREET Room 2000		B Telephone number (see instructions)  (281) 447-8601	
City or town, state, and ZIP code HOUSTON, TX 77002		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <div><input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change</div> <div><input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change</div>		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) <input checked="" type="checkbox"/> \$ 14,885,843	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions) )</small>		(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)	1,200,000			
	2 Check <input type="checkbox"/> if the foundation is <b>not</b> required to attach Sch B				
	3 Interest on savings and temporary cash investments	773,884	773,884		
	4 Dividends and interest from securities. . . . .	1,059	1,059		
	5a Gross rents . . . . .				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	<input checked="" type="checkbox"/> 59,151			
	b Gross sales price for all assets on line 6a _____ 7,204,538				
	7 Capital gain net income (from Part IV , line 2 ) . . . .		59,151		
	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 <b>Total.</b> Add lines 1 through 11 . . . . .	2,034,094	834,094		
	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) . . . . .	<input checked="" type="checkbox"/> 1,800	1,800		
	c Other professional fees (attach schedule) . . . . .	<input checked="" type="checkbox"/> 30,756	30,756		
	17 Interest . . . . .				
	18 Taxes (attach schedule) (see instructions)	<input checked="" type="checkbox"/> 31,400	31,400		
	19 Depreciation (attach schedule) and depletion . . . .				
	20 Occupancy . . . . .				
	21 Travel, conferences, and meetings . . . . .				
	22 Printing and publications . . . . .				
	23 Other expenses (attach schedule) . . . . .				
	24 <b>Total operating and administrative expenses.</b> Add lines 13 through 23 . . . . .	63,956	63,956		0
	25 Contributions, gifts, grants paid . . . . .	1,188,720			1,188,720
	26 <b>Total expenses and disbursements.</b> Add lines 24 and 25	1,252,676	63,956		1,188,720
	27 Subtract line 26 from line 12				
	a <b>Excess of revenue over expenses and disbursements</b>	781,418			
	b <b>Net investment income</b> (if negative, enter -0-)		770,138		
	c <b>Adjusted net income</b> (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 . . . . .	1,409,546	1,892,336	1,892,336
	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) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	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) . . . . .			
	c	Investments—corporate bonds (attach schedule). . . . .	12,384,376	12,582,485	12,820,184
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans . . . . .			
	13	Investments—other (attach schedule) . . . . .			
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)	181,016	173,323	173,323	
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	13,974,938	14,648,144	14,885,843	
Liabilities	17	Accounts payable and accrued expenses . . . . .			
	18	Grants payable . . . . .			
	19	Deferred revenue . . . . .			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (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 ▶ <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, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	13,974,938	14,648,144	
	30	Total net assets or fund balances (see page 17 of the instructions) . . . . .	13,974,938	14,648,144	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions) . . . . .	13,974,938	14,648,144	

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 13,974,938
2	Enter amount from Part I, line 27a . . . . .	2 781,418
3	Other increases not included in line 2 (itemize) ▶ _____	3
4	Add lines 1, 2, and 3 . . . . .	4 14,756,356
5	Decreases not included in line 2 (itemize) ▶ _____	5 108,212
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	6 14,648,144

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) 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	
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	59,151
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	-68,071

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	614,486	13,496,405	000 045530
2010	587,042	12,275,289	000 047823
2009	409,050	10,675,371	000 038317
2008	460,325	9,496,320	000 048474
2007	468,949	8,471,349	000 055357

2	Total of line 1, column (d). . . . .	2	000 235501
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	000 047100
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5. . . . .	4	14,383,377
5	Multiply line 4 by line 3. . . . .	5	677,457
6	Enter 1% of net investment income (1% of Part I, line 27b). . . . .	6	7,701
7	Add lines 5 and 6. . . . .	7	685,158
8	Enter qualifying distributions from Part XII, line 4. . . . .	8	1,188,720

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 <input type="checkbox"/> and enter "N/A" on line 1			
		Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b . . . . .		1	7,701
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	7,701
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	7,701
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	19,560	
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	19,560
8		Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached		8	
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed . . . . .		9	
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid. . . . .		10	11,859
11		Enter the amount of line 10 to be Credited to 2013 estimated tax <input checked="" type="checkbox"/> 11,859	Refunded <input type="checkbox"/>	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		
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)? . . . . .			
	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.			
		1b		
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 <input checked="" type="checkbox"/> \$ _____ (2) On foundation managers <input checked="" type="checkbox"/> \$ _____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$ _____			
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) <input checked="" type="checkbox"/> TX _____			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .	8b	Yes	
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	Yes	
Website address ▶N/A				
14	The books are in care of ▶JOHN STOIKA Telephone no ▶(281) 447-8601 Located at ▶333 CLAY STREET SUITE 2000 HOUSTON TX ZIP +4 ▶77002			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> —Check here . . . . . ▶ <input type="checkbox"/> 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)?. . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (6) Agree to pay money or property to a government official? ( <b>Exception.</b> 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 ). . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 1a(1)–(6), did <b>any</b> 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)?. . . Organizations relying on a current notice regarding disaster assistance check here. . . . . ▶ <input type="checkbox"/>	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		No
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?. . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is <b>not</b> 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 <b>all</b> years listed, answer "No" and attach statement—see instructions ). . . . .	2b		No
c	If the provisions of section 4942(a)(2) are being applied to <b>any</b> 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?. . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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).	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 5a(1)–(5), did <b>any</b> 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.	<input checked="" type="checkbox"/>		
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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input type="checkbox"/> 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?	<input type="checkbox"/> Yes <input type="checkbox"/> No		
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		7b	No

Part VIII

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

1 List all officers, directors, trustees, foundation managers and their compensation (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
JOHN R STOIKA	PRESIDENT	0		
333 N SAM HOUSTON PKY 1060 HOUSTON,TX 77060	001 00			
RONALD E RINARD	V PRES	0		
333 N SAM HOUSTON PKY 1060 HOUSTON,TX 77060	001 00			
LAURA P HOLEMAN	SEC/TREAS	0		
333 N SAM HOUSTON PKY 1060 HOUSTON,TX 77060	001 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
Total number of other employees paid over \$50,000.				

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

<b>Total</b> number of others receiving over \$50,000 for professional services. . . . .	▶	
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1 N/A	0
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<b>Part IX-B</b>	<b>Summary of Program-Related Investments</b> (see instructions)
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1	NONE	
---	------	--

<b>Total.</b> Add lines 1 through 3. . . . .	
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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. . . . .	1a	1,546,441
b	Average of monthly cash balances. . . . .	1b	13,055,972
c	Fair market value of all other assets (see instructions). . . . .	1c	0
d	Total (add lines 1a, b, and c). . . . .	1d	14,602,413
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	14,602,413
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions) <del>5</del> . . . . .	4	219,036
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	14,383,377
6	Minimum investment return. Enter 5% of line 5. . . . .	6	719,169

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	719,169
2a	Tax on investment income for 2012 from Part VI, line 5. . . . .	2a	7,701
b	Income tax for 2012 (This does not include the tax from Part VI ). . . . .	2b	
c	Add lines 2a and 2b. . . . .	2c	7,701
3	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	3	711,468
4	Recoveries of amounts treated as qualifying distributions. . . . .	4	
5	Add lines 3 and 4. . . . .	5	711,468
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	711,468

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 <del>5</del> . . . . .	1a	1,188,720
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	1,188,720
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	7,701
6	Adjusted qualifying distributions. Subtract line 5 from line 4. . . . .	6	1,181,019
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				711,468
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only. . . . .			295,603	
b Total for prior years 2008 , 2009 , 2010		254,828		
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 ▶ \$ 1,188,720				
a Applied to 2011, but not more than line 2a			295,603	
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. . . . .				711,468
e Remaining amount distributed out of corpus	181,649			
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	181,649			
b Prior years' undistributed income Subtract line 4b from line 2b. . . . .		254,828		
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 . . . . .		254,828		
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 . . . . .				0
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 . . . . .	181,649			
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. . . .	181,649			

Part XIVPrivate 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 XVSupplementary 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) )

JOHN STOIKA

b

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

NONE

2

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

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

a

The name, address, and telephone number 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 Paid during the year See Additional Data Table				
Total . . . . .			3a	1,188,720
b Approved for future payment				
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	
<b>1</b> Program service revenue					
<b>a</b> _____					
<b>b</b> _____					
<b>c</b> _____					
<b>d</b> _____					
<b>e</b> _____					
<b>f</b> _____					
<b>g</b> Fees and contracts from government agencies					
<b>2</b> Membership dues and assessments. . . . .					
<b>3</b> Interest on savings and temporary cash investments			14	773,884	
<b>4</b> Dividends and interest from securities. . . . .			14	1,059	
<b>5</b> Net rental income or (loss) from real estate					
<b>a</b> Debt-financed property. . . . .					
<b>b</b> Not debt-financed property. . . . .					
<b>6</b> Net rental income or (loss) from personal property					
<b>7</b> Other investment income. . . . .					
<b>8</b> Gain or (loss) from sales of assets other than inventory			18	59,151	
<b>9</b> Net income or (loss) from special events					
<b>10</b> Gross profit or (loss) from sales of inventory. . .					
<b>11</b> Other revenue <b>a</b> _____					
<b>b</b> _____					
<b>c</b> _____					
<b>d</b> _____					
<b>e</b> _____					
<b>12</b> Subtotal. Add columns (b), (d), and (e). . . . .				834,094	
<b>13 Total.</b> Add line 12, columns (b), (d), and (e). . . . .			<b>13</b>		834,094

[illegible]

<b>1</b> 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?		<b>Yes</b>	<b>No</b>
<b>a</b> Transfers from the reporting foundation to a noncharitable exempt organization of			
<b>(1)</b> Cash. . . . .	<b>1a(1)</b>		<b>No</b>
<b>(2)</b> Other assets. . . . .	<b>1a(2)</b>		<b>No</b>
<b>b</b> Other transactions			
<b>(1)</b> Sales of assets to a noncharitable exempt organization. . . . .	<b>1b(1)</b>		<b>No</b>
<b>(2)</b> Purchases of assets from a noncharitable exempt organization. . . . .	<b>1b(2)</b>		<b>No</b>
<b>(3)</b> Rental of facilities, equipment, or other assets. . . . .	<b>1b(3)</b>		<b>No</b>
<b>(4)</b> Reimbursement arrangements. . . . .	<b>1b(4)</b>		<b>No</b>
<b>(5)</b> Loans or loan guarantees. . . . .	<b>1b(5)</b>		<b>No</b>
<b>(6)</b> Performance of services or membership or fundraising solicitations. . . . .	<b>1b(6)</b>		<b>No</b>
<b>c</b> Sharing of facilities, equipment, mailing lists, other assets, or paid employees. . . . .	<b>1c</b>		<b>No</b>
<b>d</b> If the answer to any of the above is "Yes," complete the following schedule. Column <b>(b)</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 <b>(d)</b> the value of the goods, other assets, or services received.			

**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
NOT APPLICABLE	N/A	N/A

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed <input checked="checked" type="checkbox"/>	PTIN
	CINDY EATON	CINDY EATON	2013-04-29		
	Firm's name ▶	CINDY EATON CPA LLC		Firm's EIN ▶	
		8111 ASHLANE WAY SUITE 213			
	Firm's address ▶	THE WOODLANDS, TX 77382		Phone no (281) 863-9197	

Schedule B

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

Department of the Treasury  
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2012

<b>Name of the organization</b> CASTEX FOUNDATION	<b>Employer identification number</b> 76-0699169
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Organization type (check one)

<b>Filers of:</b>	<b>Section:</b>
Form 990 or 990-EZ	<input type="checkbox"/> 501(c)( ) (enter number) organization
	<input type="checkbox"/> 4947(a)(1) nonexempt charitable trust <b>not</b> treated as a private foundation
	<input type="checkbox"/> 527 political organization
Form 990-PF	<input checked="" type="checkbox"/> 501(c)(3) exempt private foundation
	<input type="checkbox"/> 4947(a)(1) nonexempt charitable trust treated as a private foundation
	<input type="checkbox"/> 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<sup>1</sup>/<sub>3</sub>% 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).

<b>Name of organization</b> CASTEX FOUNDATION	<b>Employer identification number</b> 76-0699169
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<b>Part I</b>	<b>Contributors</b> (see instructions) Use duplicate copies of Part I if additional space is needed
---------------	---

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	JOHN R AND LISA STOIKA 333 CLAY STREET SUITE 2000  HOUSTON, TX 77002	\$ 1,200,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II if there is a noncash contribution )
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II if there is a noncash contribution )
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II if there is a noncash contribution )
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II if there is a noncash contribution )
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II if there is a noncash contribution )
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II if there is a noncash contribution )
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II if there is a noncash contribution )



<b>Name of organization</b> CASTEX FOUNDATION	<b>Employer identification number</b> 76-0699169
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Part II	Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed		
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____

<b>Name of organization</b> CASTEX FOUNDATION	<b>Employer identification number</b>  76-0699169
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Part III

**Exclusively** religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry

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

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
—	<div></div>	<div></div>	<div></div>
	<div>(e) Transfer of gift</div>		
	<div>Transferee's name, address, and ZIP 4Relationship of transferor to transferee</div>		

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

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

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

**TY 2012 Accounting Fees Schedule****Name:** CASTEX FOUNDATION**EIN:** 76-0699169**Software ID:** 12000057**Software Version:** 12.13.328.3

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CINDY EATON CPA LLC	1,800	1,800		

**TY 2012 All Other Program  
Related Investments Schedule**

**Name:** CASTEX FOUNDATION

**EIN:** 76-0699169

**Software ID:** 12000057

**Software Version:** 12.13.328.3

Category	Amount
NONE	

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2012 Gain/Loss from Sale of Other Assets Schedule

Name: CASTEX FOUNDATION

EIN: 76-0699169

Software ID: 12000057

Software Version: 12.13.328.3

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
ABBOTT LABORATORIES	2012-01	P	2012-11	CASTEX FOUNDATION	50,000	52,158			-2,158	
ANHEUSER BUSCH	2012-01	P	2012-10	CASTEX FOUNDATION	50,000	50,905			-905	
AOL TIME WARNER	2011-08	P	2012-05	CASTEX FOUNDATION	30,000	31,272			-1,272	
ARCELOMITTAL	2011-04	P	2012-01	CASTEX FOUNDATION	192,164	200,977			-8,813	
AT T INC	2011-08	P	2012-06	CASTEX FOUNDATION	51,231	52,646			-1,415	
AVERY DENNISON CORP	2011-04	P	2012-01	CASTEX FOUNDATION	207,250	210,985			-3,735	
BARRICK GOLD CORP	2012-01	P	2012-02	CASTEX FOUNDATION	101,142	99,036			2,106	
BOEING CAPITAL CORP	2011-08	P	2012-02	CASTEX FOUNDATION	30,000	30,858			-858	
COSTCO WHSL CORP	2011-08	P	2012-03	CASTEX FOUNDATION	30,000	30,825			-825	
HARTFORD FINCL SERVICES	2011-04	P	2012-01	CASTEX FOUNDATION	202,840	205,005			-2,165	
HARTFORD FINCL SERVICES	2011-05	P	2012-01	CASTEX FOUNDATION	101,420	104,180			-2,760	
HARTFORD FINCL SERVICES	2011-05	P	2012-01	CASTEX FOUNDATION	102,865	106,043			-3,178	
INTL BK RECON DEVELOP	2011-08	P	2012-04	CASTEX FOUNDATION	50,000	50,494			-494	
JEFFRIES GROUP INC	2011-05	P	2012-01	CASTEX FOUNDATION	99,530	109,894			-10,364	
JOHN DEERE CAP CORP	2011-08	P	2012-03	CASTEX FOUNDATION	30,000	31,122			-1,122	
SARA LEE CORP NOTES	2011-05	P	2012-01	CASTEX FOUNDATION	206,868	209,400			-2,532	
TARGET CORP	2012-01	P	2012-02	CASTEX FOUNDATION	54,877	54,900			-23	
TARGET CORP	2011-08	P	2012-03	CASTEX FOUNDATION	50,000	51,543			-1,543	
TEVA PHARMACEUTICALS	2011-08	P	2012-06	CASTEX FOUNDATION	55,000	55,396			-396	
VIRGINIA ELEC POWER	2012-01	P	2012-11	CASTEX FOUNDATION	50,000	51,922			-1,922	
WATSON PHARMACELTICAL	2011-05	P	2012-01	CASTEX FOUNDATION	107,255	108,963			-1,708	
WHIRLPOOL CORP	2011-05	P	2012-01	CASTEX FOUNDATION	217,364	226,560			-9,196	
XEROX CORP	2011-05	P	2012-01	CASTEX FOUNDATION	62,083	64,936			-2,853	
ABBOTT LABORATORIES	2011-08	P	2012-11	CASTEX FOUNDATION	50,000	53,014			-3,014	
ANHEUSER BUSCH	2011-08	P	2012-10	CASTEX FOUNDATION	50,000	51,348			-1,348	
VIRGINIA ELEC POWER	2011-08	P	2012-11	CASTEX FOUNDATION	50,000	52,777			-2,777	
CHESAPEAKE ENERGY CORP	2012-05	P	2012-03	CASTEX FOUNDATION	97,700	100,049			-2,349	
GMAC INC GTD SR NT	2011-10	P	2012-05	CASTEX FOUNDATION	200,000	200,000				
GMAC INC NT	2011-07	P	2012-05	CASTEX FOUNDATION	200,000	200,000				
PHH CORP NT	2011-12	P	2012-09	CASTEX FOUNDATION	51,410	50,018			1,392	
PHH CORP NT	2011-12	P	2012-09	CASTEX FOUNDATION	51,410	49,597			1,813	
SUPERVALUE INC	2012-06	P	2012-07	CASTEX FOUNDATION	90,150	100,946			-10,796	
ALBERTSONS INC NT	2010-01	P	2012-07	CASTEX FOUNDATION	97,500	100,965			-3,465	
APPALACHIAN POWER CO	2009-01	P	2012-08	CASTEX FOUNDATION	150,000	150,000				
ARAMARK CORP	2010-06	P	2012-06	CASTEX FOUNDATION	100,000	100,000				
CHESAPEAKE ENERGY CORP	2009-08	P	2012-05	CASTEX FOUNDATION	103,775	99,850			3,925	
CHESAPEAKE ENERGY CORP	2010-02	P	2012-05	CASTEX FOUNDATION	103,775	102,110			1,665	
CIMAREX ENERGY CO SR	2010-07	P	2012-05	CASTEX FOUNDATION	103,563	103,576			-13	
CITIGROUP INC GBL	2009-06	P	2012-02	CASTEX FOUNDATION	150,000	150,000				
DILLARD DEPT STORES INC	2010-10	P	2012-10	CASTEX FOUNDATION	100,000	100,000				
FEDERAL HOME LN BK	2009-09	P	2012-12	CASTEX FOUNDATION	231,600	202,866			28,734	
FORD MOTOR CR LLC	2010-04	P	2012-06	CASTEX FOUNDATION	125,000	125,000				
FORD MOTOR CR LLC	2010-01	P	2012-08	CASTEX FOUNDATION	42,000	42,000				
GENERAL ELEC CAP CORP	2008-11	P	2012-06	CASTEX FOUNDATION	100,000	100,000				
GOLDMAN SACHS GROUP INC	2009-03	P	2012-03	CASTEX FOUNDATION	105,805	96,530			9,275	
GOLDMAN SACHS GROUP SR NT	2009-01	P	2012-02	CASTEX FOUNDATION	250,000	250,000				
INTERNATIONAL LEASE FIN	2010-09	P	2012-09	CASTEX FOUNDATION	50,000	50,000				
LEUCADIA NATL CORP SR NT	2010-08	P	2012-03	CASTEX FOUNDATION	51,782	50,311			1,471	
MORGAN STANLEY GBL	2008-08	P	2012-08	CASTEX FOUNDATION	50,000	50,000				
NEXTEL COMMUNICATIONS INC	2010-12	P	2012-08	CASTEX FOUNDATION	11,000	10,951			49	
NEXTEL COMMUNICATIONS INC	2010-12	P	2012-11	CASTEX FOUNDATION	39,000	38,825			175	
PEABODY ENERGY CORP	2009-08	P	2012-12	CASTEX FOUNDATION	57,388	50,050			7,338	
PIONEER NAT RES CO SR NT	2010-06	P	2012-12	CASTEX FOUNDATION	168,983	148,650			20,333	
PLAINS EXPLORATION AND PRODUCTION CO	2010-08	P	2012-05	CASTEX FOUNDATION	103,500	99,975			3,525	
PNC FUNDING CORP	2009-07	P	2012-03	CASTEX FOUNDATION	110,698	98,147			12,551	
QUICKSILVER RES IN SER MAKE WHOLE	2010-12	P	2012-12	CASTEX FOUNDATION	38,700	48,800			-10,100	
QWEST COMMUNICATIONS INTL INC	2010-06	P	2012-03	CASTEX FOUNDATION	100,000	100,100			-100	
SABINE PASS LNG LP SR SEC NT	2010-11	P	2012-12	CASTEX FOUNDATION	109,650	94,100			15,550	
SLM CORP	2010-06	P	2012-08	CASTEX FOUNDATION	100,000	100,000				
SOUTHWEST AIRLINES NTS	2009-08	P	2012-09	CASTEX FOUNDATION	56,204	48,433			7,771	
STARWOOD HOTELS AND RESORTS	2009-08	P	2012-06	CASTEX FOUNDATION	50,000	49,649			351	
SUPERVALUE INC	2009-10	P	2012-05	CASTEX FOUNDATION	100,000	100,000				
SUPERVALUE INC	2009-11	P	2012-05	CASTEX FOUNDATION	50,000	50,000				
SUPERVALUE INC	2010-07	P	2012-07	CASTEX FOUNDATION	90,150	101,068			-10,918	
TESORO CORP SR NT	2009-05	P	2012-09	CASTEX FOUNDATION	100,626	99,827			799	
TESORO CORP SR NT	2009-10	P	2012-09	CASTEX FOUNDATION	100,626	99,475			1,151	
TESORO CORP SR NT	2010-02	P	2012-09	CASTEX FOUNDATION	100,626	100,004			622	
TESORO CORP SR NT	2011-08	P	2012-11	CASTEX FOUNDATION	103,250	101,319			1,931	
TESORO CORP SR NT	2011-10	P	2012-11	CASTEX FOUNDATION	206,500	199,700			6,800	
TESORO CORP SR NT	2010-03	P	2012-11	CASTEX FOUNDATION	50,552	49,219			1,333	
TESORO CORP SR NT	2011-08	P	2012-11	CASTEX FOUNDATION	101,104	101,464			-360	
TESORO CORP SR NT	2011-09	P	2012-11	CASTEX FOUNDATION	101,104	100,836			268	
US STS STEEL CORP NEW SR	2010-02	P	2012-04	CASTEX FOUNDATION	52,968	50,147			2,821	
WACHOVIA BK NATL ASSN MTN SUB	2009-04	P	2012-03	CASTEX FOUNDATION	161,850	139,700			22,150	
WHITNEY NATL BK NEW ORLEANS LA	2009-09	P	2012-09	CASTEX FOUNDATION	52,700	43,971			8,729	

**TY 2012 General Explanation Attachment****Name:** CASTEX FOUNDATION**EIN:** 76-0699169**Software ID:** 12000057**Software Version:** 12.13.328.3

TY 2012 Investments Corporate  
Bonds Schedule

Name: CASTEX FOUNDATION

EIN: 76-0699169

Software ID: 12000057

Software Version: 12.13.328.3

Name of Bond	End of Year Book Value	End of Year Fair Market Value
DEUTSCHE BK FINL LLC 5.38 2012-03-02	196,934	211,812
ROYAL BANK SCOTLAND 5.00 2014-10-01	48,799	51,376
JONES APPAREL GROUP 5.13 2014-11-15	49,725	51,188
KB HOME SR NT 6.25 2015-06-15	50,834	53,125
PENNEY JC INC 6.88 2015-10-15	101,660	96,750
BEST BUY INC 3.75 2016-03-15	48,050	46,750
SPRINT NEXTEL CORP 6.00 2016-12-01	153,879	163,125
SLM CORP 6.00 2017-01-25	50,767	54,125
SYNOVUS FINL CORP 5.13 2017-06-15	49,550	49,500
COMPASS BANK 6.40 2017-10-01	51,177	53,824
COMSTOCK RES INC 8.38 2017-10-15	210,588	210,000
NRG ENERGY INC 7.63 2018-01-15	107,937	111,000
JEFFERIES GROUP INC 5.13 2018-04-13	98,850	105,000
GENERAL MILLS ACCEP 6.75 2018-07-15	47,825	49,496
COPANO ENERGY LLC 7.75 2018-06-01	103,621	105,375
INTERNATIONAL LEASE FINANCE CORP 5.88 2019-04-01	48,675	52,700
JP MORGAN CHASE AND COMPANY 5.75 2013-01-02	252,151	250,000
GENERAL MOTORS ACCEPTANCE CORP 6.75 2019-05-15	100,088	98,855
MACYS RETAIL HOLDINGS 5.88 2013-01-15	49,602	50,078
BANK ONE CORP 5.25 2013-01-30	140,400	150,510
FOREST OIL CORP 7.25 2019-06-15	150,394	150,750
CS FIRST BOSTON 5.00 2013-05-15	196,198	203,293
KEY BK NA MED TERM 5.80 2014-07-01	49,613	53,558
CITIGROUP INC 5.00 2014-09-15	46,325	52,604
PLAINS EXPL AND PROD CO 6.13 2019-06-15	99,975	109,000
SUNTRUST BANK ATLANTA 5.00 2015-09-01	47,935	54,629
CITIGROUP INC GLOBAL 5.85 2013-07-02	95,693	102,550
GOLDMAN SACHS GROUP INC 4.75 2013-07-15	248,190	255,243
BANK OF AMERICA CORPORATION 5.75 2013-08-15	152,557	164,030
DUKE ENERGY CORP 6.30 2014-02-01	150,747	158,918

Name of Bond	End of Year Book Value	End of Year Fair Market Value
ARCH COAL 8.75 2016-08-01	146,788	145,600
GOLDMAN SACHS GRP INC 5.50 2019-12-15	99,100	110,033
COMPASS BK 5.50 2020-04-01	102,588	99,130
MORGAN STANLEY GLBL SB NT 4.75 2014-04-01	242,198	258,870
STANDARD PAC CORP 6.25 2014-04-01	50,025	50,374
RRI ENERGY NOTE 7.88 2017-06-15	49,550	55,250
HERTZ CORP 6.90 2014-08-15	50,466	51,270
BANK OF AMERICA CORPORATION 5.25 2015-12-01	201,017	216,334
KEY ENERGY SVCS INC 6.75 2021-03-01	50,160	50,000
PEABODY ENERGY CORP 7.38 2016-11-01	50,036	57,250
US STEEL CORP BOND 7.00 2018-02-01	96,350	106,750
NEWFIELD EXPLORATION CO 7.13 2018-05-15	128,732	131,875
NEW YORK TIMES 5.00 2015-03-15	100,055	106,250
STEEL DYNAMICS INC 6.75 2015-04-01	99,975	101,250
BNP PARIBAS / BNP 4.80 2015-06-24	145,088	159,127
EXTERRAN HLDGS INC 7.25 2018-12-01	47,800	53,000
FERRELLGAS LP 6.50 2021-05-01	142,325	148,500
ALPHA NAT RES LLC 6.25 2021-06-01	99,100	91,500
SANDBRIDGE ENERGY INC 7.50 2021-03-15	49,300	53,500
UNIT CORP NOTE 6.63 2021-05-15	155,144	153,938
CHRYSLER GROUP LLC 8.25 2021-06-15	203,836	220,000
QWEST CAP 7.63 2021-08-03	52,730	54,802
PIONEER NATURAL RESOURCES 5.88 2016-07-15	148,650	170,084
WILMINGTON TRUST CORP 4.88 2013-04-15	99,455	100,759
LIBERTY MEDIA CORP 5.70 2013-05-15	50,021	50,688
SABINE PASS 7.50 2016-11-30	94,100	110,250
HCA INC 5.88 2022-03-15	101,260	108,750
GOODYEAR TIRE AND RUBR CO 7.00 2022-05-15	154,918	160,875
GENERAL MOTORS ACCEPTANCE CORP 7.00 2022-06-15	49,938	49,182
RRI ENERGY INC 7.63 2014-06-15	50,405	53,375



Name of Bond	End of Year Book Value	End of Year Fair Market Value
GOLDMAN SACHS 5.63 2017-01-15	176,300	192,007
KINDER MORGAN INC NOTES 5.15 2015-03-01	197,450	212,594
BILL BARRETT CORP NOTE 7.00 2022-10-15	97,540	103,000
SPRINT NEXTEL CORP 6.00 2022-11-15	100,471	102,750
HCA INC 5.88 2023-05-01	102,220	103,500
QUICKSILVER RES IN 7.13 2016-04-01	48,800	40,000
CONSTELLATION BRANDS INC 7.25 2017-05-15	41,138	47,100
US STEEL CORP 6.05 2017-06-01	151,088	157,125
BANK OF AMERICA CORPORATION 4.75 2013-08-15	147,527	152,625
UINTED PARCEL SERVICE 4.50 2013-01-15	52,135	50,072
GENERAL ELECTRIC 5.00 2013-02-01	52,177	50,191
DILLARDS INC 7.13 2018-08-01	49,425	55,750
EXCO RESOURCES INC 7.50 2018-09-15	48,800	48,500
US WEST CAPITAL FUNDING 6.50 2018-11-15	49,132	56,711
BOEING CO NOTES 5.13 2012-02-15	104,894	100,552
MERCK AND COMPANY 4.38 2013-02-15	52,231	50,241
HONEYWELL 4.25 2013-03-01	62,652	60,376
ORACLE SYSTEMS 4.95 2013-04-15	63,397	60,770
PRUDENTIAL FINANCIAL INC 2.75 2013-01-14	50,920	50,047
BERKSHIRE HATHWAY INC 4.50 2013-01-15	52,689	50,069
UNITED PARCEL SERVICE 4.50 2013-01-15	52,921	50,072
DIAEGO CAPITAL PLC 5.20 2013-01-30	53,303	50,184
GENERAL ELECTRIC COMPANY 5.00 2013-02-01	52,818	50,191
MERCK AND COMPANY 4.38 2013-02-15	53,036	50,241
ONTARIO PROV CANADA 4.38 2013-02-15	42,102	40,188
HONEYWELL INTL INC 4.25 2013-03-01	42,356	40,251
ORACLE SYSTEMS CORP 4.95 2013-04-15	42,680	40,513
WALMART STORES INC 4.55 2013-05-01	42,802	40,551
THOMPSON REUTERS CORP 5.95 2013-07-15	43,450	41,125
WACHOVIA CORP 5.70 2013-08-01	43,048	41,247

Name of Bond	End of Year Book Value	End of Year Fair Market Value
GENERAL MILLS INC 5.25 2013-08-15	43,392	41,165
CITIGROUP INC 6.50 2013-08-19	54,901	51,730
AMERICAN EXPRESS CRD 7.30 2013-08-20	44,085	41,718
KRAFT FOODS INC 5.25 2013-10-01	43,173	41,272
GOLDMAN SACHS GROUP INC 5.25 2013-10-15	53,888	51,751
BP CAPITAL PLC 5.25 2013-11-07	43,198	41,624
HOME DEPOT INC 5.25 2013-12-16	54,712	52,313
VODAFONE GROUP PLC 5.00 2013-12-16	43,241	41,710
AMERICAN INTL GROUP 3.65 2014-01-15	204,405	205,348
COMCAST CORP 5.30 2014-01-15	43,755	41,967
DUKE ENERGY CORP 6.30 2014-02-01	61,652	58,270
PEPSICO INC 3.75 2014-03-01	43,075	41,517
BL CAPITAL MARK 3.63 2014-05-08	22,096	21,859
US BANCORP 4.20 2014-05-15	43,233	41,996
POTASH CORP 5.25 2014-05-15	44,261	42,470
BARRICK GOLD CORP 1.75 2014-05-30	22,191	22,307
BHP BILLITON FIN USA LTD 1.13 2014-11-21	22,084	22,265
BANK OF NEW YORK 3.10 2015-01-15	42,407	41,909
ADOBE SYSTEMS INC 3.25 2015-02-01	42,304	41,887
DOW CHEMICAL 5.90 2015-02-15	55,895	55,162
INTERNATIONAL PAPER 5.30 2015-04-01	110,243	108,583
FHLMC 4.50 2013-07-15	70,108	66,524
FHLMC 4.88 2013-11-15	71,319	67,685
FNMA 1.13 2014-06-27	70,900	70,931
VERIZON COMMUNICATIONS 5.25 2013-04-15	52,894	50,685
WALMART STORES 4.55 2013-05-01	42,157	40,551
THOMPSON REUTERS CORP 5.95 2013-07-15	64,177	61,688
GENERAL MILLS INC 5.25 2013-08-15	42,719	41,165
MICROSOFT CORP 0.88 2013-09-27	101,032	100,435
HOME DEPOT INC 5.25 2013-12-16	54,447	52,312

Name of Bond	End of Year Book Value	End of Year Fair Market Value
PZIFER INC 4.50 2014-02-15	70,530	67,935
PEPSICO INC 3.75 2014-03-01	64,004	62,275
POTASH CORP 5.25 2014-05-15	65,971	63,706
GOOGLE INC 1.25 2014-05-19	51,138	50,617
SBC COMMUNICATIONS 5.10 2014-09-15	48,764	47,264
CONOCO PHILLIPS 4.60 2015-01-15	98,031	95,102
RABOBANK NEDERLAND 3.38 2017-01-19	98,429	104,206
JOHN DEERE CAPITAL CORP 2.80 2017-09-18	133,868	133,441
PEPSICO INC 5.00 2018-06-01	116,493	118,605
CHEVRON CORP 4.95 2019-03-03	60,335	59,649
CHEVRON CORP 4.95 2019-03-03	60,085	59,649
PHILIP MORRIS INC 4.50 2020-03-26	116,162	116,412
UNITED TECHNOLOGIES CORP 4.50 2020-04-15	117,783	117,485
ABBOTT LABS 4.13 2021-03-15	116,340	115,694
MEDTRONIC INC 4.13 2021-03-15	113,635	113,597
VERIZON COMMUNICATIONS 4.60 2021-04-01	61,967	64,197
FREDDIE MAC 1.38 2013-01-09	222,531	220,053
FHLMC 5.00 2014-07-15	172,264	166,272
FNMA 5.38 2016-07-15	148,557	146,186
DIRECT TV HLDGS 3.55 2015-03-15	122,053	120,975
PFIZER INC 5.35 2015-03-15	97,791	94,712
CVS CAREMARK CORP 3.25 2015-05-18	122,468	121,920
ORACLE CORP 5.25 2016-01-15	48,745	47,528
ORACLE CORP 5.25 2016-01-15	67,246	65,632

TY 2012 Other Assets Schedule

**Name:** CASTEX FOUNDATION

**EIN:** 76-0699169

**Software ID:** 12000057

**Software Version:** 12.13.328.3

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
ACCRUED INTEREST PURCHASED	181,016	173,323	173,323

TY 2012 Other Decreases Schedule

**Name:** CASTEX FOUNDATION

**EIN:** 76-0699169

**Software ID:** 12000057

**Software Version:** 12.13.328.3

Description	Amount
NET ASSET DECREASE	108,212

## TY 2012 Other Professional Fees Schedule

**Name:** CASTEX FOUNDATION

**EIN:** 76-0699169

**Software ID:** 12000057

**Software Version:** 12.13.328.3

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
UBS	30,756	30,756		

**TY 2012 Taxes Schedule****Name:** CASTEX FOUNDATION**EIN:** 76-0699169**Software ID:** 12000057**Software Version:** 12.13.328.3

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Income tax	31,400	31,400		

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 )
ABBOTT LABORATORIES	P	2012-01-10	2012-11-30
ANHEUSER BUSCH	P	2012-01-10	2012-10-15
AOL TIME WARNER	P	2011-08-17	2012-05-01
ARCELORMITTAL	P	2011-04-25	2012-01-06
AT T INC	P	2011-08-31	2012-06-29
AVERY DENNISON CORP	P	2011-04-25	2012-01-17
BARRICK GOLD CORP	P	2012-01-09	2012-02-21
BOEING CAPITAL CORP	P	2011-08-17	2012-02-15
COSTCO WHSL CORP	P	2011-08-17	2012-03-15
HARTFORD FINCL SERVICES	P	2011-04-25	2012-01-06
HARTFORD FINCL SERVICES	P	2011-05-31	2012-01-06
HARTFORD FINCL SERVICES	P	2011-05-31	2012-01-06
INTL BK RECON DEVELOP	P	2011-08-31	2012-04-02
JEFFRIES GROUP INC	P	2011-05-31	2012-01-13
JOHN DEERE CAP CORP	P	2011-08-12	2012-03-15
SARA LEE CORP NOTES	P	2011-05-02	2012-01-06
TARGET CORP	P	2012-01-12	2012-02-21
TARGET CORP	P	2011-08-08	2012-03-01
TEVA PHARMACEUTICALS	P	2011-08-31	2012-06-15
VIRGINIA ELEC POWER	P	2012-01-17	2012-11-30
WATSON PHARMACELTICAL	P	2011-05-26	2012-01-18
WHIRLPOOL CORP	P	2011-05-02	2012-01-12
XEROX CORP	P	2011-05-26	2012-01-12
ABBOTT LABORATORIES	P	2011-08-17	2012-11-30
ANHEUSER BUSCH	P	2011-08-11	2012-10-15
VIRGINIA ELEC POWER	P	2011-08-31	2012-11-30
CHESAPEAKE ENERGY CORP	P	2012-05-09	2012-03-27
GMAC INC GTD SR NT	P	2011-10-19	2012-05-23
GMAC INC NT	P	2011-07-07	2012-05-15
PHH CORP NT	P	2011-12-09	2012-09-24



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 )
PHH CORP NT	P	2011-12-09	2012-09-24
SUPERVALUE INC	P	2012-06-15	2012-07-13
ALBERTSONS INC NT	P	2010-01-11	2012-07-13
APPALACHIAN POWER CO	P	2009-01-16	2012-08-15
ARAMARK CORP	P	2010-06-21	2012-06-01
CHESAPEAKE ENERGY CORP	P	2009-08-28	2012-05-09
CHESAPEAKE ENERGY CORP	P	2010-02-01	2012-05-09
CIMAREX ENERGY CO SR	P	2010-07-29	2012-05-07
CITIGROUP INC GBL	P	2009-06-22	2012-02-21
DILLARD DEPT STORES INC	P	2010-10-15	2012-10-01
FEDERAL HOME LN BK	P	2009-09-03	2012-12-27
FORD MOTOR CR LLC	P	2010-04-21	2012-06-01
FORD MOTOR CR LLC	P	2010-01-11	2012-08-01
GENERAL ELEC CAP CORP	P	2008-11-24	2012-06-15
GOLDMAN SACHS GROUP INC	P	2009-03-24	2012-03-15
GOLDMAN SACHS GROUP SR NT	P	2009-01-09	2012-02-14
INTERNATIONAL LEASE FIN	P	2010-09-10	2012-09-17
LEUCADIA NATL CORP SR NT	P	2010-08-20	2012-03-15
MORGAN STANLEY GBL	P	2008-08-25	2012-08-31
NEXTEL COMMUNICATIONS INC	P	2010-12-15	2012-08-24
NEXTEL COMMUNICATIONS INC	P	2010-12-15	2012-11-19
PEABODY ENERGY CORP	P	2009-08-03	2012-12-27
PIONEER NAT RES CO SR NT	P	2010-06-21	2012-12-27
PLAINS EXPLORATION AND PRODUCTION CO	P	2010-08-10	2012-05-29
PNC FUNDING CORP	P	2009-07-21	2012-03-15
QUICKSILVER RES IN SER MAKE WHOLE	P	2010-12-08	2012-12-27
QWEST COMMUNICATIONS INTL INC	P	2010-06-22	2012-03-01
SABINE PASS LNG LP SR SEC NT	P	2010-11-22	2012-12-27
SLM CORP	P	2010-06-22	2012-08-27
SOUTHWEST AIRLINES NTS	P	2009-08-03	2012-09-04

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 )
STARWOOD HOTELS AND RESORTS	P	2009-08-18	2012-06-29
SUPERVALUE INC	P	2009-10-23	2012-05-15
SUPERVALUE INC	P	2009-11-30	2012-05-15
SUPERVALUE INC	P	2010-07-26	2012-07-13
TESORO CORP SR NT	P	2009-05-08	2012-09-21
TESORO CORP SR NT	P	2009-10-05	2012-09-21
TESORO CORP SR NT	P	2010-02-22	2012-09-21
TESORO CORP SR NT	P	2011-08-29	2012-11-01
TESORO CORP SR NT	P	2011-10-11	2012-11-01
TESORO CORP SR NT	P	2010-03-30	2012-11-01
TESORO CORP SR NT	P	2011-08-18	2012-11-01
TESORO CORP SR NT	P	2011-09-28	2012-11-01
US STS STEEL CORP NEW SR	P	2010-02-26	2012-04-16
WACHOVIA BK NATL ASSN MTN SUB	P	2009-04-13	2012-03-15
WHITNEY NATL BK NEW ORLEANS LA	P	2009-09-15	2012-09-04

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)
50,000		52,158	-2,158
50,000		50,905	-905
30,000		31,272	-1,272
192,164		200,977	-8,813
51,231		52,646	-1,415
207,250		210,985	-3,735
101,142		99,036	2,106
30,000		30,858	-858
30,000		30,825	-825
202,840		205,005	-2,165
101,420		104,180	-2,760
102,865		106,043	-3,178
50,000		50,494	-494
99,530		109,894	-10,364
30,000		31,122	-1,122
206,868		209,400	-2,532
54,877		54,900	-23
50,000		51,543	-1,543
55,000		55,396	-396
50,000		51,922	-1,922
107,255		108,963	-1,708
217,364		226,560	-9,196
62,083		64,936	-2,853
50,000		53,014	-3,014
50,000		51,348	-1,348
50,000		52,777	-2,777
97,700		100,049	-2,349
200,000		200,000	
200,000		200,000	
51,410		50,018	1,392

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)
51,410		49,597	1,813
90,150		100,946	-10,796
97,500		100,965	-3,465
150,000		150,000	
100,000		100,000	
103,775		99,850	3,925
103,775		102,110	1,665
103,563		103,576	-13
150,000		150,000	
100,000		100,000	
231,600		202,866	28,734
125,000		125,000	
42,000		42,000	
100,000		100,000	
105,805		96,530	9,275
250,000		250,000	
50,000		50,000	
51,782		50,311	1,471
50,000		50,000	
11,000		10,951	49
39,000		38,825	175
57,388		50,050	7,338
168,983		148,650	20,333
103,500		99,975	3,525
110,698		98,147	12,551
38,700		48,800	-10,100
100,000		100,100	-100
109,650		94,100	15,550
100,000		100,000	
56,204		48,433	7,771

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)
50,000		49,649	351
100,000		100,000	
50,000		50,000	
90,150		101,068	-10,918
100,626		99,827	799
100,626		99,475	1,151
100,626		100,004	622
103,250		101,319	1,931
206,500		199,700	6,800
50,552		49,219	1,333
101,104		101,464	-360
101,104		100,836	268
52,968		50,147	2,821
161,850		139,700	22,150
52,700		43,971	8,729

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	
			-2,158
			-905
			-1,272
			-8,813
			-1,415
			-3,735
			2,106
			-858
			-825
			-2,165
			-2,760
			-3,178
			-494
			-10,364
			-1,122
			-2,532
			-23
			-1,543
			-396
			-1,922
			-1,708
			-9,196
			-2,853
			-3,014
			-1,348
			-2,777
			-2,349
			1,392

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	
			1,813
			-10,796
			-3,465
			3,925
			1,665
			-13
			28,734
			9,275
			1,471
			49
			175
			7,338
			20,333
			3,525
			12,551
			-10,100
			-100
			15,550
			7,771

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	
			351
			-10,918
			799
			1,151
			622
			1,931
			6,800
			1,333
			-360
			268
			2,821
			22,150
			8,729



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)				
<b>a</b> <i>Paid during the year</i>				
BOYS AND GIRLS HARBOR PO BOX 848 HOUSTON,TX 77001			GENERAL SUPPORT	198,165
MAIKING IT BETTER 12438 DEEP SPRING HOUSTON,TX 77077			GENERAL SUPPORT	175,000
THE GABRIEL PROJECT 1700 SAN JANCINTO STREET HOUSTON,TX 77001			GENERAL SUPPORT	35,000
TREES OF HOPE 3330 AUDLEY STREET SUITE 100 HOUSTON,TX 77098			GENERAL SUPPORT	30,000
STAR OF HOPE 6897 ARDMORE HOUSTON,TX 77054			GENERAL SUPPORT	500,000
MUSEUM OF NATURAL SCIENCE PO BOX 151460 DALLAS,TX 75315			GENERAL SUPPORT	55,555
MAIN STREET MINISTRIES 5100 TRAVIS STREET HOUSTON,TX 77002			GENERAL SUPPORT	75,000
LIVING WATER INTERNATIONAL PO BOX 35496 HOUSTON,TX 77235			GENERAL SUPPORT	100,000
CROSSROADS SCHOOL INC 5822 DOLORES STREET HOUSTON,TX 77057			GENERAL SUPPORT	20,000
<b>Total . . . . .</b>			<b>3a</b>	1,188,720