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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

Name of foundation The Alkek and Williams Foundation		A Employer identification number 76-6122587
Number and street (or P O box number if mail is not delivered to street address) 1100 Louisiana		B Telephone number (see the instructions) (713) 652-6600
City or town Houston	State ZIP code TX 77002	C If exemption application is pending, check here ☐
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial Return of a former public charity ☐ Amended return ☐ Name change		D 1 Foreign organizations, check here ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, column (c), line 16) \$ 8,127,534.		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐
J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis)		

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE				
1 Contributions, gifts, grants, etc., received (att sch)				
2 Ck ☒ if the foundn is not req to att Sch B				
3 Interest on savings and temporary cash investments	2,022.	2,022.		
4 Dividends and interest from securities	392,377.	392,377.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain/(loss) from sale of assets not on line 10	69,074.			
b Gross sales price for all assets on line 6a				
7 Capital gain net income (from Part IV, line 2)		69,074.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit/(loss) (att sch)				
11 Other income (attach schedule)				
See Line 11 Stmt	3,720.	3,720.		
12 Total. Add lines 1 through 11	467,193.	467,193.		
ADMINISTRATIVE EXPENSES				
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 sch)	250.	250.		
c Other prof fees (attach sch)				
17 Interest	301.	301.		
18 Taxes (attach schedule)(see instrs) Federal Excise Ta	4,418.			
19 Depreciation (attach sch) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)				
See Line 23 Stmt	24,830.	24,830.		
24 Total operating and administrative expenses. Add lines 13 through 23	29,799.	25,381.		
25 Contributions, gifts, grants paid	1,732,900.			1,732,900.
26 Total expenses and disbursements. Add lines 24 and 25	1,762,699.	25,381.		1,732,900.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-1,295,506.			
b Net investment income (if negative, enter -0-)		441,812.		
c Adjusted net income (if negative, enter -0-)				

P 5

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	516,948.	610,343.	610,343.
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 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			
10a	Investments — U S and state government obligations (attach schedule)			
b	Investments — corporate stock (attach schedule)			
c	Investments — corporate bonds (attach schedule)			
11	Investments — land, buildings, and equipment: basis			
	Less: accumulated depreciation (attach schedule)			
12	Investments — mortgage loans			
13	Investments — other (attach schedule) L-13 Stmt	10,805,648.	9,421,107.	7,516,027.
14	Land, buildings, and equipment: basis			
	Less: accumulated depreciation (attach schedule)			
15	Other assets (describe L-15 Stmt)	5,582.	1,164.	1,164.
16	Total assets (to be completed by all filers — see the instructions. Also, see page 1, item i)	11,328,178.	10,032,614.	8,127,534.

LIABILITIES

17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, & other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe)			
23	Total liabilities (add lines 17 through 22)			

FUND ASSETS

	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. X			
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	11,328,178.	10,032,614.	
30	Total net assets or fund balances (see instructions)	11,328,178.	10,032,614.	
31	Total liabilities and net assets/fund balances (see instructions)	11,328,178.	10,032,614.	

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	11,328,178.
2	Enter amount from Part I, line 27a	2	-1,295,506.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	10,032,672.
5	Decreases not included in line 2 (itemize) Nondeductible expenses	5	58.
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	10,032,614.

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)
1a Commonfund Distressed Debt Partners - Schedule K-1				
b PTV Sciences II - Schedule K-1				
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 23,132.			23,132.
b 45,942.			45,942.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) 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			23,132.
b			45,942.
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	69,074.
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	

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	2,003,346.	11,470,182.	0.174657
2010	893,236.	11,802,838.	0.075680
2009	624,675.	11,700,455.	0.053389
2008	442,600.	13,730,992.	0.032234
2007	498,650.	14,727,753.	0.033858

2 Total of line 1, column (d)	2	0.369818
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	0.073964
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	9,277,243.
5 Multiply line 4 by line 3	5	686,182.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	4,418.
7 Add lines 5 and 6	7	690,600.
8 Enter qualifying distributions from Part XII, line 4	8	1,732,900.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter 'N/A' on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary – see instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	4,418.
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	4,418.
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	4,418.
6 Credits/Payments			
a 2012 estimated tax pmts and 2011 overpayment credited to 2012	6 a	5,082.	
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	5,000.	
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments Add lines 6a through 6d	7	10,082.	
8 Enter any penalty for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	5,664.	
11 Enter the amount of line 10 to be Credited to 2013 estimated tax 5,664. Refunded	11		

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		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 \$ _____ (2) On foundation managers \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <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?		
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) TX - Texas		
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? <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

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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		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes', attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>Charles A. Williams</u> Telephone no <u>(713) 652-6600</u> Located at <u>1100 Louisiana, Suite 5250 Houston, TX</u> ZIP + 4 <u>77002</u>			
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 <u>15</u>			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If 'Yes,' enter the name of the foreign country				

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

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

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

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No**b** If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?**5b**

Organizations relying on a current notice regarding disaster assistance check here

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

If 'Yes,' attach the statement required by Regulations section 53.4945-5(d)

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

If 'Yes' to 6b, file Form 8870

X**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**7b****b** If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction?**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
Margaret Williams 1100 Louisiana, Suite 5250 Houston TX 77002	Trustee	0.00	0.	0.
Charles A. Williams 1100 Louisiana, Suite 5250 Houston TX 77002	Trustee	0.00	0.	0.
Randa D. Williams 1100 Louisiana, Suite 5250 Houston TX 77002	Trustee	0.00	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

None

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
None		

Total number of others receiving over \$50,000 for professional services

None

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
	0.
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 None	
	0.
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3	None

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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	8,992,109.
b	Average of monthly cash balances	1 b	426,412.
c	Fair market value of all other assets (see instructions)	1 c	
d	Total (add lines 1a, b, and c)	1 d	9,418,521.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	9,418,521.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	141,278.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	9,277,243.
6	Minimum investment return. Enter 5% of line 5	6	463,862.

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	463,862.
2a	Tax on investment income for 2012 from Part VI, line 5	2 a	4,418.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2 b	
c	Add lines 2a and 2b	2 c	4,418.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	459,444.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	459,444.
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	459,444.

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	1,732,900.
b	Program-related investments — total from Part IX-B	1 b	0.
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	1,732,900.
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	4,418.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,728,482.

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.

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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				459,444.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years 20__, 20__, 20__				
3 Excess distributions carryover, if any, to 2012				
a From 2007	0.			
b From 2008	0.			
c From 2009	0.			
d From 2010	0.			
e From 2011	1,226,596.			
f Total of lines 3a through e	1,226,596.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 1,732,900.				
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				459,444.
e Remaining amount distributed out of corpus	1,273,456.			
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	2,500,052.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount — see instructions		0.		
e Undistributed income for 2011 Subtract line 4a from line 2a. Taxable amount — see instructions			0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				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)	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	2,500,052.			
10 Analysis of line 9				
a Excess from 2008	0.			
b Excess from 2009	0.			
c Excess from 2010	0.			
d Excess from 2011	1,226,596.			
e Excess from 2012	1,273,456.			

BAA

Form 990-PF (2012)

N/A

- 4942(1)(5)

- (4) Gross investment income**

[illegible]

1 Information Regarding Foundation Managers:

- None

- 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 or e-mail of the person to whom applications should be addressed:

Charles A. Williams

1100 Louisiana, Suite 5250

Houston

TX

77002

(713) 652-6600

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

Application guidelines available upon request.

- c Any submission deadlines:

None

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

State of Texas

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year Statement attached				1,732,900.
Total			3a	1,732,900.
b Approved for future payment Houston Grand Opera 501 Preston Houston TX 77002	N/A	Public	Endowment & operations	2,450,000.
Total			3b	2,450,000.

Form 990-PF, Page 1, Part I, Line 11

Line 11 Stmt

Other income.	Rev/Exp Book	Net Inv Inc	Adj Net Inc
Commonfund Distressed Debt Partn	3.	3.	
Commonfund Distressed Debt Partn	3,717.	3,717.	
Total	3,720.	3,720.	

Form 990-PF, Page 1, Part I, Line 23

Line 23 Stmt

Other expenses:	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
Bank charges	249.	249.		
Foreign taxes paid	65.	65.		
Endowment Fund - portfolio deduc	11,126.	11,126.		
Commonfund - portfolio deductions	3,983.	3,983.		
Pinto Technology Ventures - port	2,498.	2,498.		
PTV II - portfolio deductions	6,898.	6,898.		
Commonfund - other deductions	11.	11.		
Total	24,830.	24,830.		

Form 990-PF, Page 2, Part II, Line 13

L-13 Stmt

Line 13 - Investments - Other:	End of Year	
	Book Value	Fair Market Value
The Endowment Fund I, LP	8,082,309.	6,736,215.
Commonfund Distressed Debt Partners II, LP	216,193.	190,149.
Pinto Technology Ventures LP	116,768.	127,321.
PTV Sciences II LP	307,197.	443,812.
Global Hedged Offshore Equity Fund Ltd	698,640.	18,530.
Total	9,421,107.	7,516,027.

Form 990-PF, Page 2, Part II, Line 15

Other Assets Stmt

Line 15 - Other Assets:	Beginning Year Book Value	End of Year	
		Book Value	Fair Market Value
Federal tax receivable	5,582.	1,164.	1,164.
Total	5,582.	1,164.	1,164.

The Alkek and Williams Foundation
EIN 76-6122587

Part XV, Line 3a

Recipient	Relationship	Status of Recipient	Purpose of Contribution	Amount
Aid to Victims of Domestic Abuse 1001 Texas Avenue, Suite 600 Houston, TX 77002	N/A	Public	Program Support	500
American Heart Association 10060 Buffalo Speedway Houston, TX 77054	N/A	Public	Program Support	15,000
Asia Society TX Center 1370 Southmore Boulevard Houston, TX 77004	N/A	Public	Program Support	100,000
Baylor College of Medicine 1 Baylor Plaza, BCM MS-160 HOUSTON, TX 77030	N/A	Public	Program Support	100
Bayou Preservation Association, Inc. P O Box 131563 Houston, TX 77219-1563	N/A	Public	Program Support	200
Bering Omega Community Services P O Box 540517 Houston, TX 77254	N/A	Public	Program Support	500
Bo' Place 10050 Buffalo Speedway Houston, TX 77054	N/A	Public	Program Support	5,000
Casa de Esperanza P O Box 66581 Houston, TX 77266-6308	N/A	Public	Program Support	200
CCFA - Crohn's & Colitis Foundation of America 5120 Woodway, Suite 8008 Houston, TX 77056	N/A	Public	Program Support	50,000
CCFA - Crohn's & Colitis Foundation of America 5120 Woodway, Suite 8008 Houston, TX 77056	N/A	Public	Program Support	1,000
Chaine Foundation c/o Parmet, Chapman & Madsen 6750 W Loop S., Suite 1010 Bellaire, TX 77401	N/A	Public	Program Support	100
Coastal Bend Community Foundation Rotary Club of Corpus Chrisit 418 Peoples St , Ste 300 Corpus Christi, TX 78401	N/A	Public	Program Support	250

The Alkek and Williams Foundation
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Part XV, Line 3a

Recipient	Relationship	Status of Recipient	Purpose of Contribution	Amount
DBSA Greater Houston 3800 Buffalo Speedway, Suite 3 Houston, TX 77098-3706	N/A	Public	Program Support	300
DBSA Greater Houston 3800 Buffalo Speedway, Suite 3 Houston, TX 77098-3706	N/A	Public	Program Support	10,000
Dominic Walsh Dance Theater 2311 Dunlavy St , Suite 210 Houston, TX 77006-1899	N/A	Public	Program Support	350
Evelyn Rubenstein Jewish Comm Ctr 5601 S Braeswood Houston, TX 77096	N/A	Public	Program Support	500
Family Services 3815 Montrose Blvd., Ste 200 Houston, TX 77006	N/A	Public	Program Support	250
The Foundation for Cancer Survivors P O. Drawer 1064 Houston, TX 77251	N/A	Public	Program Support	250
The Foundation for Cancer Survivors P O Drawer 1064 Houston, TX 77251	N/A	Public	Program Support	3,000
Good Samaritan Foundation 5615 Kirby Drive, Suite 610 Houston, TX 77005	N/A	Public	Scholarship Support	20,000
Good Samaritan Foundation 5615 Kirby Drive, Suite 610 Houston, TX 77005	N/A	Public	Scholarship Support	2,000
Good Samaritan Foundation 5615 Kirby Drive, Suite 610 Houston, TX 77005	N/A	Public	Scholarship Support	10,000
Greater Houston Women's Chamber of Commerce 3015 Richmond Ave , Suite 200 Houston, TX 77098	N/A	Public	Scholarship Support	600
HARC - Houston Aphasia Recovery Center 3701 Briarpark Dr., Ste 310 Houston, TX 77042	N/A	Public	Program Support	300

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Part XV, Line 3a

Recipient	Relationship	Status of Recipient	Purpose of Contribution	Amount
HHS - Houston Humane Society P O Box 450528 Houston, TX 77045	N/A	Public	Program Support	250
Hobby Center Foundation 800 Bagby, Suite 300 Houston, TX 77002	N/A	Public	Program Support	12,000
Houston A+ Challenge 2700 Southwest Frwy., Suite B Houston, TX 77098	N/A	Public	Program Support	1,000
Houston Ballet Foundation P O Box 3645 Houston, TX 77253-3645	N/A	Public	Program Support	1,000
Houston Center for Contemporary Craft 4848 Main Street Houston, TX 77002	N/A	Public	Program Support	150
Houston Cinema Arts Society 4409 Montrose, Suite 150 Houston, TX 77006	N/A	Public	Program Support	2,500
Houston Grand Opera 510 Preston Street Houston, TX 77002	N/A	Public	Program Support	500
Houston Grand Opera 510 Preston Street Houston, TX 77002	N/A	Public	Program Support	10,000
Houston Grand Opera 510 Preston Street Houston, TX 77002	N/A	Public	Program Support	850,000
Houston Grand Opera 510 Preston Street Houston, TX 77002	N/A	Public	Program Support	150,000
Houston Habitat for Humanity 3750 N McCarty Houston, TX 77029	N/A	Public	Endowment	500
Houston Hospice 1905 Holcombe Boulevard Houston, TX 77030	N/A	Public	Program Support	2,500

The Alkek and Williams Foundation
EIN. 76-6122587

Part XV, Line 3a

Recipient	Relationship	Status of Recipient	Purpose of Contribution	Amount
Houston Public Library Foundation 500 McKinney St. Houston, TX 77002	N/A	Public	Program Support	1,000
Houston SPCA 900 Portway Drive Houston, TX 77024	N/A	Public	Program Support	1,000
Houston Symphony Society 615 Louisiana Street, Ste. 102 Houston, TX 77002	N/A	Public	Program Support	50,000
Houston Symphony Society 615 Louisiana Street, Ste. 102 Houston, TX 77002	N/A	Public	Program Support	25,000
Houston Symphony Society 615 Louisiana Street, Ste. 102 Houston, TX 77002	N/A	Public	Program Support	250
Houston Symphony Society 615 Louisiana Street, Ste. 102 Houston, TX 77002	N/A	Public	Program Support	250
Houston Zoo - Conservation 1513 Cambridge St Houston, TX 77030	N/A	Public	Program Support	1,000
Houston's Ronald McDonald House 1907 Holcombe Boulevard Houston, TX 77030	N/A	Public	Program Support	2,000
Humane Society & Adoption Center of Rockport-Fulton P O Box 1502 Fulton, TX 78358	N/A	Public	Program Support	10,000
The Irish Society of Houston P O Box 820010 Houston, TX 77082-0010	N/A	Public	Program Support	100
Japan America Society of Houston, Inc 4543 Post Oak Place, Ste 220 Houston, TX 77027	N/A	Public	Program Support	250
The Jewish Federation of Greater Houston P O. Box 200568 Houston, TX 77216	N/A	Public	Program Support	100

The Alkek and Williams Foundation
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Part XV, Line 3a

Recipient	Relationship	Status of Recipient	Purpose of Contribution	Amount
Joyful Toyful Fiesta, Inc P O. Box 638 Baytown, TX 77522	N/A	Public	Program Support	300
The Jung Center 5200 Montrose Boulevard Houston, TX 77006	N/A	Public	Program Support	500
Krist Samaritan Center 17555 El Camino Real Houston, TX 77058-3031	N/A	Public	Program Support	5,000
Legacy Community Health Services P O Box 66308 Houston, TX 77266-6308	N/A	Public	Program Support	250
Legacy Community Health Services P. O Box 66308 Houston, TX 77266-6308	N/A	Public	Program Support	25,000
Madeline Contreras Scholarship Fund Saint Agnes Academy 9000 Bellaire Blvd Houston, TX 77036	N/A	Public	Program Support	100
Medical Bridges, Inc. P O Box 300245 Houston, TX 77056	N/A	Public	Program Support	24,750
Men of Distinction P O Box 130630 Attn: David Wuthrich Houston, TX 77219-0630	N/A	Public	Program Support	750
The Methodist Hospital Foundation P O. Box 4384 Houston, TX 77210-4384	N/A	Public	Program Support	50,000
Museum of Fine Arts, Houston P O Box 6826 Houston, TX 77265-6826	N/A	Public	Program Support	500
Museum of Fine Arts, Houston P. O Box 6826 Houston, TX 77265-6826	N/A	Public	Program Support	10,000
Museum of Fine Arts, Houston P. O Box 6826 Houston, TX 77265-6826	N/A	Public	Program Support	10,000

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Part XV, Line 3a

Recipient	Relationship	Status of Recipient	Purpose of Contribution	Amount
Nathional MS Society Attn: Franelle Rogers 2905-A West Lane Dr Houston, TX 77027-4919	N/A	Public	Program Support	200
The Nature Conservancy 1800 Augusta Drive, Suite 240 Houston, TX 77057	N/A	Public	Program Support	5,000
Open Door Mission P.O Box 9356 Houston, TX 77261	N/A	Public	Program Support	5,000
Red River Valley Veterans Memorial Inc. P.O Box 1133 Paris, TX 75461	N/A	Public	Program Support	10,000
The Rise School of Houston 8080 North Stadium Drive, Suite 100 Houston, TX 77054	N/A	Public	Program Support	500
The Rise School of Houston 8080 North Stadium Drive, Suite 100 Houston, TX 77054	N/A	Public	Program Support	1,000
River Oaks Baptist School 2300 Willowick Houston, TX 77027	N/A	Public	Building Program	250
River Oaks Chamber Orchestra 1973 West Gray, Suite 3 Houston, TX 77019	N/A	Public	Program Support	10,000
River Oaks Chamber Orchestra 1973 West Gray, Suite 3 Houston, TX 77019	N/A	Public	Program Support	15,000
Sight Into Sound, Inc 3935 Essex Lane Houston, TX 77027	N/A	Public	Program Support	350
Society for the Performing Arts 615 Louisiana St, Suite 100 Houston, TX 77002-2715	N/A	Public	Program Support	50,000
St. Thomas High School 4500 Memorial Drive Houston, TX 77007-7332	N/A	Public	Program Support	500

The Alkek and Williams Foundation
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Part XV, Line 3a

Recipient	Relationship	Status of Recipient	Purpose of Contribution	Amount
Texas Brigades 2800 NE Loop 410, Suite 105 San Antonio, TX 78218	N/A	Public	Program Support	60,000
Texas Center for the Missing 3311 Richmond, Suite 315 Houston, TX 77098	N/A	Public	Program Support	10,000
TX Children's Hospital P O Box 300630 MC 4-4483 Houston, TX 77230-0630	N/A	Public	Program Support	500
TX Heart Institute Mail Code 3-117, PO BOX 20345 Houston, TX 77225-9969	N/A	Public	Program Support	500
Theatre Under the Stars 800 Bagby St Suite 200 Houston, TX 77002	N/A	Public	Program Support	50,000
UT MD ANDERSON CANCER CENTER 6900 Fannin St, 6th Floor Houston, TX 77030	N/A	Public	Program Support	100
Virtuosi of Houston 2121 Kirby Drive, #117 Houston, TX 77019	N/A	Public	Program Support	5,000
Way Station, c/o Palmer Memorial Episcopal Church 6221 Main St. Houston, TX 77030	N/A	Public	Program Support	100
Young Life Bandera County TX459 P O Box 1751 Bandera, TX 78003-1751	N/A	Public	Program Support	40,000
TOTAL				1,732,900