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 MAY 1, 2012 , **and ending** APR 30, 2013

Name of foundation: DR. LEON BROMBERG CHARITABLE TRUST

A Employer identification number 76-0193007

Number and street (or P O box number if mail is not delivered to street address): 2200 MARKET STREET

Room/suite: 710

B Telephone number (409)762-5890

City or town, state, and ZIP code: GALVESTON, TX 77550-1532

C If exemption application is pending, check here ▶ ☐

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ 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, col. (c), line 16)* ▶$ 9,279,120.

J Accounting method ☒ Cash ☐ Accrual ☐ 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 ▶ ☐

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))

			(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			N/A	
	2	Check ▶ ☒ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	13.	13.		STATEMENT 1
	4	Dividends and interest from securities	219,196.	219,196.		STATEMENT 2
	5a	Gross rents	27,423.	27,423.		STATEMENT 3
	b	Net rental income or (loss) 22,446.				STATEMENT 4
	6a	Net gain or (loss) from sale of assets not on line 10	44,269.			
	b	Gross sales price for all assets on line 6a 936,764.				
	7	Capital gain net income (from Part IV, line 2)		44,269.		
	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 or (loss)				
	11	Other income	969,394.	969,394.		STATEMENT 5
	12	**Total.** Add lines 1 through 11	1,260,295.	1,260,295.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	36,000.	24,000.		12,000.
	14	Other employee salaries and wages	130,200.	86,800.		43,400.
	15	Pension plans, employee benefits				
	16a	Legal fees				
	b	Accounting fees STMT 6	16,250.	8,125.		8,125.
	c	Other professional fees STMT 7	91,480.	91,480.		0.
	17	Interest				
	18	Taxes STMT 8	38,100.	11,270.		2,921.
	19	Depreciation and depletion				
	20	Occupancy	17,419.	11,613.		5,806.
	21	Travel, conferences, and meetings	704.	469.		235.
	22	Printing and publications				
	23	Other expenses STMT 9	7,528.	5,033.		2,495.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	337,681.	238,790.		74,982.
	25	Contributions, gifts, grants paid	261,000.			261,000.
	26	**Total expenses and disbursements.** Add lines 24 and 25	598,681.	238,790.		335,982.
	27	Subtract line 26 from line 12				
	a	Excess of revenue over expenses and disbursements	661,614.			
	b	**Net investment income** (if negative, enter -0-)		1,021,505.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

7

Form 990-PF (2012) DR. LEON BROMBERG CHARITABLE TRUST 76-0193007 Page **2**

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

			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	800,115.	524,203.	524,203.
	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			
	7	Other notes and loans receivable ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	1,097.	24,000.	24,000.
	10a	Investments - U S and state government obligations			
	b	Investments - corporate stock			
	c	Investments - corporate bonds			
	11	Investments - land, buildings, and equipment basis ▶ 410,210.			
		Less accumulated depreciation ▶	410,210.	410,210.	512,000.
	12	Investments - mortgage loans			
	13	Investments - other STMT 10	6,652,819.	7,567,530.	8,218,917.
	14	Land, buildings, and equipment basis ▶ 3,235.			
		Less accumulated depreciation STMT 11 ▶ 3,235.			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers)	7,864,241.	8,525,943.	9,279,120.
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			
	22	Other liabilities (describe ▶ STATEMENT 12)	1,585.	1,673.	
	23	**Total liabilities** (add lines 17 through 22)	1,585.	1,673.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	6,404,496.	6,404,496.	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	1,458,160.	2,119,774.	
	30	**Total net assets or fund balances**	7,862,656.	8,524,270.	
	31	**Total liabilities and net assets/fund balances**	7,864,241.	8,525,943.	

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	7,862,656.
2	Enter amount from Part I, line 27a	2	661,614.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	8,524,270.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	8,524,270.

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	WELLS FARGO, NOMINEE	P	VARIOUS	VARIOUS
b	SECURITY LITIGATION PROCEEDS - BOA	P	VARIOUS	VARIOUS
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	935,225.		892,495.	42,730.
b	1,539.			1,539.
c				
d				
e				

	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	
a				42,730.
b				1,539.
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 44,269.

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) If (loss), enter -0- in Part I, line 8 } 3 N/A

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 (col (b) divided by col (c))
2011	405,392.	7,668,487.	.052865
2010	305,413.	6,207,294.	.049202
2009	270,387.	5,704,734.	.047397
2008	317,476.	5,667,047.	.056021
2007	346,987.	7,127,050.	.048686

2	Total of line 1, column (d)	2	.254171
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	.050834
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	8,384,934.
5	Multiply line 4 by line 3	5	426,240.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	10,215.
7	Add lines 5 and 6	7	436,455.
8	Enter qualifying distributions from Part XII, line 4	8	335,982.

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)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ______ **(attach copy of letter if necessary-see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	20,430.
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	0.
3	Add lines 1 and 2			3	20,430.
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	20,430.
6	Credits/Payments				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	24,000.		
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	24,000.
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	3,570.
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶	3,570.	**Refunded** ▶	11	0.

Part VII-A Statements Regarding Activities

			Yes	No
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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ 0. **(2)** On foundation managers ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		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? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		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?	6	X	
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	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ 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	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)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities *(continued)*

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	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?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ VIDA RECTOR Telephone no ▶ (409) 762-5890

Located at ▶ 2200 MARKET STREET, STE 710,, GALVESTON, TX ZIP+4 ▶ 77550

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

		Yes	No
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
1a During the year did the foundation (either directly or indirectly)			
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? N/A	1b		
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No			
If "Yes," list the years ▶ ____, ____, ____, ____			
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) N/A	2b		
c If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ____, ____, ____, ____			
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time 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.)* N/A	3b		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		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?	4b		X

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)? ☐ 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)? N/A | 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? N/A ☐ Yes ☐ No

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6b | | X

If "Yes" to 6b, file Form 8870.

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A | 7b |

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(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
CHARLES G. DIBRELL, III 2200 MARKET STREET, SUITE 710 GALVESTON, TX 77550	TRUSTEE - CHAIRMAN 10.00	36,000.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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
VIDA RECTOR - 2200 MARKET STREET, STE 710, GALVESTON, TX 77550	ADMINISTRATOR 40.00	130,200.	0.	0.

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

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

3 Five highest-paid independent contractors for professional services. 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 ▶ 0

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 ▶	0.

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	7,302,724.
b	Average of monthly cash balances	1b	697,899.
c	Fair market value of all other assets	1c	512,000.
d	**Total** (add lines 1a, b, and c)	1d	8,512,623.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	8,512,623.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	127,689.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	8,384,934.
6	**Minimum investment return** Enter 5% of line 5	6	419,247.

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	419,247.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	20,430.		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	20,430.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	398,817.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	398,817.
6	Deduction from distributable amount (see instructions)			6	0.
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	398,817.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	335,982.
b	Program-related investments - total from Part IX-B	1b	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)	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	335,982.
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	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	335,982.

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				398,817.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			200,861.	
b Total for prior years ______ , ______ , ______		0.		
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	0.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 335,982.				
a Applied to 2011, but not more than line 2a			200,861.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				135,121.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
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		0.		
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 instr			0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				263,696.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

Part XIV **Private Operating Foundations** (see instructions and Part VII-A, question 9) N/A

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

CHARLES G. DIBRELL, III., (409) 762-5890
2200 MARKET STREET, SUITE 710, GALVESTON, TX 77550

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

SEE ATTACHED

c Any submission deadlines

GRANT APPLICATIONS ACCEPTED THROUGHOUT THE YEAR

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

SEE ATTACHED

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*				
ADMIRAL NIMITZ FOUNDATION 328 E. MAIN STREET FREDERICKSBURG, TX 78624	N/A	PUBLIC CHARITY	SUPPORT 2013 SYMPOSIUM OF THE MEDIA AND THE MILITARY WITNESS OF WAR	2,500.
AMERICAN HEART ASSOCIATION BAY AREA/GALVESTON DIVISION 10060 BUFFALO SPEEDWAY HOUSTON, TX 77054	N/A	PUBLIC CHARITY	SPONSORSHIP 2013 BLACK TIE & BOOTS GALVESTON GALA	7,500.
ASSUMPTION OF THE VIRGIN MARY GREEK ORTHODOX CHURCH P O BOX 655 GALVESTON, TX 77553	N/A	PUBLIC CHARITY	DONATION IN HONOR OF VIDA RECTOR	5,000.
BALL HIGH SCHOOL PROJECT GRADUATION 2013 P O BOX 2195 GALVESTON, TX 77553	N/A	PUBLIC CHARITY	LAPTOP COMPUTERS AND OTHER PRIZE ITEMS	3,000.
BAY AREA FIRST BAPTIST CHURCH 4800 W. MAIN STREET LEAGUE CITY, TX 77573	N/A	PUBLIC CHARITY	MEMORIAL IN MEMORY OF MRS. SANDRA WILLIAMS	500.
Total SEE CONTINUATION SHEET(S)			▶ 3a	261,000.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	13.	
4 Dividends and interest from securities			14	219,196.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property			16	22,446.	
6 Net rental income or (loss) from personal property					
7 Other investment income			16	969,394.	
8 Gain or (loss) from sales of assets other than inventory			18	44,269.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0.		1,255,318.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 1,255,318.

(See worksheet in line 13 instructions to verify calculations)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes)

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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
N/A		

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

Trustee 5/23/13 ▶ Trustee

Signature of officer or trustee | Date | Title

May the IRS discuss this return with the preparer shown below (see instr)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self- employed	PTIN
JOHN R. MCKENNA, JR.	John R. McKenna Jr	8-15-13		P00618649

Firm's name ▶ HEAD, MAXWELL & MCKENNA, P.C. — Firm's EIN ▶ 76-0354302

Firm's address ▶ 2200 MARKET STREET, SUITE 401
GALVESTON, TX 77550

Phone no (409) 763-6479

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
BOYS AND GIRLS CLUBS OF GREATER HOUSTON 1520-A AIRLINE DRIVE HOUSTON, TX 77009	N/A	PUBLIC CHARITY	SUPPORT DIPLOMAS TO DEGREES PROGRAM	5,000.
CAMP SUMMIT 17210 CAMPBELL ROAD, SUITE 180-W DALLAS, TX 75252	N/A	PUBLIC CHARITY	2013 CAMPING PROGRAMS	5,000.
CHRISTUS FOUNDATION FOR HEALTH CARE - OUR DAILY BREAD P O BOX 1919 HOUSTON, TX 77251	N/A	PUBLIC CHARITY	TO OFFSET COST OF MAJOR REPAIRS TO OUR DAILY BREAD'S ELEVATOR	5,000.
CITY OF GALVESTON - PARKS AND RECREATION DEPARTMENT 2222 - 28TH STREET GALVESTON, TX 77550	N/A	PUBLIC CHARITY	SPONSORSHIP FOR BAND CONCERT "SUPER SENIOR CELEBRATION"	2,000.
D'FEET BREAST CANCER, INC. P O BOX 3935 GALVESTON, TX 77552	N/A	PUBLIC CHARITY	SPONSORSHIP OF BREAST CANCER FAMILY "CELEBRATION OF LIFE" AND 2013 ANNUAL D'FEET BREAST CANCER RUN/WALK	11,000.
FAMILY SERVICE CENTER OF GALVESTON COUNTY 2200 MARKET ST., STE 600 GALVESTON, TX 77550	N/A	PUBLIC CHARITY	SPONSORSHIP FOR 11TH ANNUAL GALA	5,000.
GALVESTON ARTS CENTER 2501 MARKET GALVESTON, TX 77550	N/A	PUBLIC CHARITY	SPONSORSHIP FOR THE ISLAND CASUAL SUNSET BUFFET	500.
GALVESTON CHAMBER OF COMMERCE 2228 MECHANIC, SUITE 101 GALVESTON, TX 77550	N/A	PUBLIC CHARITY	SPONSORSHIP FOR GALVESTON WOMEN'S CONFERENCE	1,500.
GALVESTON CHAMBER OF COMMERCE 2228 MECHANIC, SUITE 101 GALVESTON, TX 77550	N/A	PUBLIC CHARITY	SPONSORHIP FOR LEMONADE DAY GALVESTON	2,500.
GALVESTON CHAMBER OF COMMERCE 2228 MECHANIC, SUITE 101 GALVESTON, TX 77550	N/A	PUBLIC CHARITY	SPONSOR FOR THE GALVESTON WOMENS CONFERENCE	1,200.
Total from continuation sheets				242,500.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
GALVESTON COLLEGE FOUNDATION 4015 AVENUE Q GALVESTON, TX 77550	N/A	PUBLIC CHARITY	UNIVERSAL ACCESS FUND	5,000.
GALVESTON COUNTY ADOPTION DAY FOUNDATION P. O. BOX 3203 GALVESTON, TX 77552-3203	N/A	PUBLIC CHARITY	2012 GALVESTON COUNTY ADOPTION DAY PROGRAM	5,000.
GALVESTON COUNTY FOOD BANK - GLEANINGS FROM THE HARVEST 624 - 4TH AVENUE N TEXAS CITY, TX 77590	N/A	PUBLIC CHARITY	SPONSORSHIP FOR 2012 HARVEST MOON GALA	5,000.
GALVESTON FIREFIGHTERS CHILDREN'S PARADE 4627 AVENUE O GALVESTON, TX 77551	N/A	PUBLIC CHARITY	SPONSORSHIP FOR CHILDREN'S PARADE	500.
GALVESTON HISTORICAL FOUNDATION 502 - 20TH STREET GALVESTON, TX 77550	N/A	PUBLIC CHARITY	SPONSORSHIP FOR PLANKOWNERS SYNDICATE PARTY AND AUCTION	2,500.
GALVESTON HISTORICAL FOUNDATION 502 - 20TH STREET GALVESTON, TX 77550	N/A	PUBLIC CHARITY	SUPPORT THE PURCHASE OF THE BISHOP'S PALACE	12,500.
GALVESTON ISD EDUCATIONAL FOUNDATION, INC. POST OFFICE BOX 660 GALVESTON, TX 77553	N/A	PUBLIC CHARITY	SPONSORSHIP "ANCHORING GALVESTON FUTURE" ANNUAL FUNDRAISER	3,000.
GALVESTON ISD EDUCATIONAL FOUNDATION, INC. POST OFFICE BOX 660 HOUSTON, TX 77553	N/A	PUBLIC CHARITY	SUPPORT ITS GRANT PROGRAM	12,500.
GALVESTON ISLAND HUMANE SOCIETY 6814 BROADWAY GALVESTON, TX 77554	N/A	PUBLIC CHARITY	SPONSORSHIP FOR 12TH ANNUAL GALA	2,000.
GALVESTON ISLAND MEALS ON WHEELS 2803 - 53RD STREET GALVESTON, TX 77551	N/A	PUBLIC CHARITY	SPONSORSHIP FOR THANKSGIVING HOLIDAY GOLF TOURNAMENT	1,200.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
GALVESTON SEAFARERS CENTER 221 - 20TH STREET GALVESTON, TX 77550	N/A	PUBLIC CHARITY	SPONSORSHIP FOR 2013 GALA	2,500.
GRAND 1894 OPERA HOUSE 2020 POST OFFICE GALVESTON, TX 77550	N/A	PUBLIC CHARITY	SUPPORT 2012-2013 "SERIOUS FUN" CHILDREN SERIES	5,000.
GULF COAST BIG BROTHERS BIG SISTERS 1413 TREMONT GALVESTON, TX 77550	N/A	PUBLIC CHARITY	SUPPORT PROGRAM MENTORING FOR EARLY AT RISK DELINQUENCY PREVENTION	5,000.
HOLY FAMILY CATHOLIC SCHOOL 2601 URSULINE GALVESTON, TX 77550	N/A	PUBLIC CHARITY	MEMORIAL FOR PEARL MCKENNA	500.
HOSPICE CARE TEAM, INC. 1708 N. AMBURN, SUITE C TEXAS CITY, TX 77591	N/A	PUBLIC CHARITY	ANNUAL TREE OF LIGHTS CAMPAIGN	250.
JOHN H, WOOTTERS CROCKETT PUBLIC LIBRARY 708 E. GOLIAD AVENUE CROCKETT, TX 75835	N/A	PUBLIC CHARITY	SUPPORT SUMMER READING CLUB	1,000.
JUSTADOLLARPLEASE SCINETUSA W.M. KECK CENTER FOR COLLABORATIVE NEUROSCIENCE 604 ALLISON ROAD, D-251 PISCATAWAY, NJ 08854	N/A	PUBLIC CHARITY	MEMORIAL KAREN SUE ELLIOTT	500.
MERCY PARK ASSOCIATION OF GALVESTON 5105 AVENUE M GALVESTON, TX 77551	N/A	PUBLIC CHARITY	SPONSORSHIP FOR THEIR HUMANITARIAN SENIORS YELLOW ROSE BANQUET	350.
NAMI GULF COAST P O BOX 4096 ALVIN, TX 77512	N/A	PUBLIC CHARITY	SUPPORT EDUCATION PROGRAMS	5,000.
NATIONAL FIRE SAFETY COUNCIL, INC. GALVESTON FIRE MARSHAL'S OFFICE 2517 AVENUE H #207 GALVESTON, TX 77550	N/A	PUBLIC CHARITY	FIRE SAFETY PROGRAM	500.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
O'CONNELL COLLEGE PREPARATORY SCHOOL 1320 TREMONT GALVESTON, TX 77550	N/A	PUBLIC CHARITY	MEMORIAL FOR PEARL MCKENNA	500.
O'CONNELL COLLEGE PREPARATORY SCHOOL 1320 TREMONT GALVESTON, TX 77550	N/A	PUBLIC CHARITY	SUPPORT COMMUNITY WIDE FINANCIAL AID WORKSHOPS	15,000.
PERRY FAMILY YMCA OF GREATER HOUSTON/GALVESTON 1700 W. LEAGUE CITY PARKWAY LEAGUE CITY, TX 77573	N/A	PUBLIC CHARITY	SUPPORT DAY CAMP SUMMER CHILD CARE	10,000.
RESOURCE AND CRISIS CENTER OF GALVESTON COUNTY, INC. P O BOX 1545 GALVESTON, TX 77553	N/A	PUBLIC CHARITY	SUPPORT VARIOUS DIRECT VICTIM SERVICE PROGRAMS	5,000.
ST. VINCENT'S HOUSE 2817 POST OFFICE STREET GALVESTON, TX 77550	N/A	PUBLIC CHARITY	SUPPORT FOR THE GALVESTON ALTERNATIVE EDUCATION CENTER	5,000.
STS. CONSTANTINE AND HELEN SERBIAN ORTHODOX CHURCH 4109 AVENUE L GALVESTON, TX 77550	N/A	PUBLIC CHARITY	DONATION IN HONOR OF VIDA RECTOR	5,000.
SUNSHINE CENTER, INC. 1726 - 21ST STREET GALVESTON, TX 77550	N/A	PUBLIC CHARITY	PURCHASE AND INSTALLATION OF WINDOW COVERINGS & REPLACE EXTERIOR DOORS	10,000.
TEEN HEALTH CENTER, INC., GALVESTON P O BOX 925 GALVESTON, TX 77553	N/A	PUBLIC CHARITY	TO UPGRADE RECORD SYSTEM EQUIPMENT AND ESTABLISH INTERNET ACCESS FOR THEIR MEDICAL CLINICS	5,000.
TEXAS LIGHTHOUSE FOUNDATION, INC. DBA LIGHTHOUSE CHARITY TEAM 3502 FM 528 / P O BOX 620 FRIENDSWOOD, TX 77546	N/A	PUBLIC CHARITY	SIGHTS FOR TRELLE BENEFIT	5,000.
TEXAS TECH UNIVERSITY FOUNDATION BOX 42125 LUBBOCK, TX 79409-2125	N/A	PUBLIC CHARITY	RESEARCH AND DEMONSTRATION PROJECTS ON LYNN COUNTY FARM	40,000.
Total from continuation sheets				

DR. LEON BROMBERG CHARITABLE TRUST 76-0193007

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
THE CAPITAL CITY FUND FOR EDUCATION 510 SOUTH CONGRESS, SUITE 108 AUSTIN, TX 78704	N/A	PUBLIC CHARITY	HELP CHILDREN FACING HOMELESSNESS BEAT THE ODDS AND GET QUALITY EDUCATION	5,000.
THE PINEY WOODS FINE ARTS ASSOCIATION P O BOX 1213 CROCKETT, TX 75835	N/A	PUBLIC CHARITY	MEMORIAL IN MEMORY OF JAKE CAPRICLIAN	5,000.
THE RONALD MCDONALD HOUSE OF GALVESTON 301 - 14TH STREET GALVESTON, TX 77550	N/A	PUBLIC CHARITY	SPONSORSHIP FOR GALA "A NIGHT IN MARGARITAVILLE"	2,500.
THE SALVATION ARMY 601 51ST - P O BOX 990 GALVESTON, TX 77553	N/A	PUBLIC CHARITY	MATCHING GRANT FOR THEIR GALVESTON COUNTY TRANSITIONAL HOUSING PROGRAM	5,000.
THE SALVATION ARMY 601 51ST - P O BOX 990 GALVESTON, TX 77553	N/A	PUBLIC CHARITY	SPONSORSHIP FOR ANNUAL STYLE SHOW BENEFITING THE CATER TO HOPE	2,000.
THE SALVATION ARMY 601 51ST - P O BOX 990 GALVESTON, TX 77553	N/A	PUBLIC CHARITY	SPONSOR 2012 CHRISTMAS ANGEL TREE PROGRAM	5,000.
TURNING POINT GULF COAST P O BOX 2118 GALVESTON, TX 77553-2118	N/A	PUBLIC CHARITY	DONATION FOR 16TH ANNUAL DRUM FISHING TOURNAMENT FOR THE PHYSICALLY CHALLENGED	1,000.
VOLUNTEER SERVICES COUNCIL RICHMOND STATE SUPPORTED LIVING CENTER 2100 PRESTON STREET RICHMOND, TX 77469	N/A	PUBLIC CHARITY	SPONSORSHIP FOR ANNUAL FUNDRAISER	3,000.
WATERS EDGE ENCAMPMENT P O BOX 1446 CROCKETT, TX 75835	N/A	PUBLIC CHARITY	CONTRIBUTION TOWARDS BUILDING GENERAL MEETING AREA	5,000.
Total from continuation sheets				

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
WELLS FARGO, ADVISORS - CHECKING	13.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	13.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
GALVESTON DRY GOODS	11,514.	0.	11,514.
WELLS FARGO, ADVISORS - NOMINEE	207,682.	0.	207,682.
TOTAL TO FM 990-PF, PART I, LN 4	219,196.	0.	219,196.

FORM 990-PF RENTAL INCOME STATEMENT 3

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
LYNN COUNTY CRP PROGRAM	1	27,423.
TOTAL TO FORM 990-PF, PART I, LINE 5A		27,423.

FORM 990-PF RENTAL EXPENSES STATEMENT 4

DESCRIPTION	ACTIVITY NUMBER	AMOUNT	TOTAL
REAL ESTATE TAXES		4,934.	
INSURANCE		43.	
- SUBTOTAL -	1		4,977.
TOTAL RENTAL EXPENSES			4,977.
NET RENTAL INCOME TO FORM 990-PF, PART I, LINE 5B			22,446.

FORM 990-PF OTHER INCOME STATEMENT 5

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
OIL & GAS ROYALTIES	8,307.	8,307.	
OIL & GAS MINERAL LEASES/BONUSES	961,087.	961,087.	
TOTAL TO FORM 990-PF, PART I, LINE 11	969,394.	969,394.	

FORM 990-PF ACCOUNTING FEES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	16,250.	8,125.		8,125.
TO FORM 990-PF, PG 1, LN 16B	16,250.	8,125.		8,125.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISORY FEES	77,188.	77,188.		0.
MINERAL LEASE ADVISORY FEE	14,292.	14,292.		0.
TO FORM 990-PF, PG 1, LN 16C	91,480.	91,480.		0.

FORM 990-PF TAXES STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
AD VALOREM TAXES	495.	495.		0.
PAYROLL TAXES	8,762.	5,841.		2,921.
EXCISE TAX	23,909.	0.		0.
REAL ESTATE TAXES	4,934.	4,934.		0.
TO FORM 990-PF, PG 1, LN 18	38,100.	11,270.		2,921.

FORM 990-PF OTHER EXPENSES STATEMENT 9

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INSURANCE	1,625.	1,083.		542.
OFFICE EXPENSES	1,810.	1,207.		603.
DUES & SUBSCRIPTIONS	3,050.	2,033.		1,017.
PROFESSIONAL GIFTS	1,000.	667.		333.
INSURANCE	43.	43.		0.
TO FORM 990-PF, PG 1, LN 23	7,528.	5,033.		2,495.

FORM 990-PF OTHER INVESTMENTS STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
WELLS FARGO, ADVISORS - INVESTMENT ACCOUNT	COST	7,567,530.	8,218,917.
TOTAL TO FORM 990-PF, PART II, LINE 13		7,567,530.	8,218,917.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 11

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
OFFICE FURNITURE - SECRETARY	335.	335.	0.
TV & VCR	270.	270.	0.
COPY MACHINE	1,033.	1,033.	0.
COMPUTER & PRINTER	1,597.	1,597.	0.
TOTAL TO FM 990-PF, PART II, LN 14	3,235.	3,235.	0.

FORM 990-PF OTHER LIABILITIES STATEMENT 12

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
PAYROLL TAX PAYABLE	1,585.	1,673.
TOTAL TO FORM 990-PF, PART II, LINE 22	1,585.	1,673.

DR LEON BROMBERG CHARITABLE TRUST FUND
2200 MARKET STREET, SUITE 710
GALVESTON, TEXAS 77550-1532
TELEPHONE (409) 762-5890
FACSIMILE (409) 762-5872

GUIDELINES
OF THE
DR. LEON BROMBERG CHARITABLE TRUST FUND

GENERAL INFORMATION

The Dr. Leon Bromberg Charitable Trust Fund was created by the Will of the late Dr. Leon Bromberg for charitable, educational and research purposes

The Trust is governed by a Board of Trustees which determines the operating policies, acts on all business matters and takes action on all grant requests. The Trustees meet at least monthly.

ELIGIBILITY REQUIREMENTS

Grant awards are made to non-profit organizations who must present evidence of their exempt classification as set forth in the Tax Reform Act of 1969 in order to be eligible for a grant award.

GRANT POLICIES

The Dr. Leon Bromberg Charitable Trust Fund provides funding for charitable, educational and research purposes.

The Trust does not provide funds for routine operating costs, deficit financing, annual appeals, grants to individuals, private foundations, or for conduit organizations, i.e., to tax-exempt organizations which pass funds on to non-tax exempt organizations.

FORMAT FOR GRANT APPLICATION

Grant applications should be in writing and addressed to the Dr Leon Bromberg Charitable Trust Fund at the address shown below. Those applications determined to be consistent with the interests of the Trust as established by the Board of Trustees are investigated further and processed for consideration by the Trustees. The Board does not receive visitors or formal presentations during its meetings. Applicants are notified in writing of action taken on their requests.

A grant application should not be lengthy and only one copy of all material need be furnished. In order to assist in the preparation of the application and to facilitate its consideration and review, it is important that the following format be followed.

I. A concise one-page statement summarizing the specific request.

II. Information on **Organization** requesting funds:

  A. Name, address and telephone number of organization and name of contact person for project

  B. List of names and business affiliations of officers and directors

  C. Brief history of organization

  D. Purpose and goals of organization

  E. Types of programs offered by organization

III. Information on **Proposed Project for which funds are requested:**

  A. Description of project

    1. Nature of project

    2. Specific need of project and purpose for acting on need at this time

    3. Goals and objectives of project

  B. Plans for administration of proposed activity:

    1. Key staff personnel for project and their qualifications

    2. Number of new personnel involved and disposition of new personnel upon completion of project

  C. Plans for operating project:

    1. Timetable and/or schedule for implementing project

    2. Current status of project

  D. Plans for financing of project:

    1. Specific amount being requested

    2. Other sources where request for project have been submitted or are pending

    3. Description of how project will be financed after initial funding expires

IV Support information pertaining to **Organization** requesting funds:

  A. Photocopy of latest IRS determination of tax-exempt status under Sections 501(c)(3) dated after January 1, 1970

  B. Statement on organization letterhead that there has been no change in purpose, character or method of operation subsequent to the issuance of the IRS ruling

  C. Most recent Return of Organizations Exempt From Income Tax, Form 990

V. The Trustees reserve the right, in their sole discretion, to require all or part of the following additional information:

  A. Current operating budget

  B. Projected operating budget for year(s) in which funding is requested (if available)

  C. Audited financial statement for most recent year

  D. Interim Financial Statement of income and expenses from time of last audit to present.

  E. Letters of support from key persons backing Project (optional)

F. Any readily available printed materials, such as annual reports, pamphlets or catalogs.

Applications for grants should be forwarded to:

Dr. Leon Bromberg Charitable Trust Fund
2200 Market Street - Suite 710
Galveston, Texas 77550

All applications for grants must be received in the office of the Dr. Leon Bromberg Charitable Trust Fund by the 10th of the current month in order to appear on the monthly Agenda.