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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.

For calendar year 2012 or tax year beginning **JUN 1, 2012**, and ending **MAY 31, 2013**

Name of foundation: **The Blackwell Foundation**

Number and street (or P O box number if mail is not delivered to street address): **5606 Cavanaugh**

City or town, state, and ZIP code: **Houston, TX 77021**

Room/suite: _____

A Employer identification number: **76-0610529**

B Telephone number: **713 643 6577**

C If exemption application is pending, check here

D 1 Foreign organizations, check here

2 Foreign organizations meeting the 85% test, check here and attach computation

E If private foundation status was terminated under section 507(b)(1)(A), check here

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

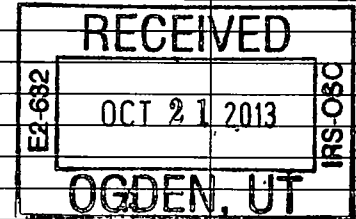
G Check all that apply: Initial return Initial return of a former public charity
 Final return Amended return
 Address change Name change

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16): **\$ 397,209.**

J Accounting method: Cash Accrual
 Other (specify) _____

Part I Analysis of Revenue and Expenses		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		6,945.	6,945.		Statement 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		-38,885.			
b Gross sales price for all assets on line 6a		1,182,451.			
7 Capital gain net income (from Part IV, line 2)			0.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11		-31,940.	6,945.		
13 Compensation of officers, directors, trustees, etc		3,000.	0.		3,000.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees Stmt 2		1,625.	0.		1,625.
c Other professional fees					
17 Interest					
18 Taxes Stmt 3		99.	0.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses Stmt 4		4,353.	4,353.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		9,077.	4,353.		4,625.
25 Contributions, gifts, grants paid		17,898.			17,898.
26 Total expenses and disbursements. Add lines 24 and 25		26,975.	4,353.		22,523.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-58,915.			
b Net investment income (if negative, enter -0-)			2,592.		
c Adjusted net income (if negative, enter -0-)				N/A	



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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	42,793.	125,015.	125,015.
	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			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock Stmt 5	409,600.	268,463.	272,194.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment: basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers)	452,393.	393,478.	397,209.	
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 ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds	452,393.	393,478.		
30 Total net assets or fund balances	452,393.	393,478.		
31 Total liabilities and net assets/fund balances	452,393.	393,478.		

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	452,393.
2 Enter amount from Part I, line 27a	2	-58,915.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	393,478.
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	393,478.

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			
b See Attached Statements			
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			
b			
c			
d			
e 1,182,451.		1,221,336.	-38,885.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(j) 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			
b			
c			
d			
e			-38,885.

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	-38,885.
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	26,384.	464,991.	.056741
2010	23,060.	481,187.	.047923
2009	17,548.	399,837.	.043888
2008	20,680.	374,180.	.055268
2007	17,800.	429,141.	.041478

2 Total of line 1, column (d)	2	.245298
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	.049060
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	528,800.
5 Multiply line 4 by line 3	5	25,943.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	26.
7 Add lines 5 and 6	7	25,969.
8 Enter qualifying distributions from Part XII, line 4 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.	8	22,523.

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 <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	52.
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	52.
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	52.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a		
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		0.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		52.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

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?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see 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
1c 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. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>		X
4a 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, col (c), and Part XV.</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> TX		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <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

N/A

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)			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)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ <u>N/A</u>	X		
14	The books are in care of ▶ <u>L.D. Blackwell</u> Telephone no. ▶ <u>713 643 6577</u> Located at ▶ <u>5606 Cavanaugh, Houston, TX</u> ZIP+4 ▶ <u>77021</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		15	N/A
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶		16	Yes No X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (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.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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		N/A
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?		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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)		N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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?		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
L.D. Blackwell 5606 Cavanaugh Houston, TX 77021	Trustee and Manager 0.50	0.	0.	0.
Karen Blackwell 5606 Cavanaugh Houston, TX 77021	Trustee 2.00	3,000.	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
NONE				

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

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	351,598.
b	Average of monthly cash balances	1b	185,255.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	536,853.
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	536,853.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	8,053.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	528,800.
6	Minimum investment return. Enter 5% of line 5	6	26,440.

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	26,440.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	52.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	52.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	26,388.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	26,388.
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	26,388.

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	22,523.
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	22,523.
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	22,523.

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				26,388.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			10,715.	
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: ► \$ 22,523.				
a Applied to 2011, but not more than line 2a			10,715.	
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				11,808.
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				14,580.
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		(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
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).)

L.D. Blackwell

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:

See Statement 6

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

c Any submission deadlines:

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

Part XV · Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
Arabia Shrine Circus PO Box 421445 Houston, TX 77242	None	Tax exempt organization	Nonspecific, in furtherance of org's goals	200.
Baylor College of Medicine/Heart Center One Baylor Plaza, MSBCM160 Houston, TX 77030	None	Tax exempt organization	Nonspecific, in furtherance of org's goals	10,000.
Campanile Yearbook Fund-Rice University 5925 Kirby Dr, Suite E170 Houston, TX 77005	None	Tax exempt organization	Nonspecific, in furtherance of org's goals	495.
Center for Pregnancy 217 E. Parkwood Ave, Suite C Friendswood, TX 77546	None	Tax exempt organization	Nonspecific, in furtherance of org's goals	150.
Comp-U-Dot 929 W. 17th Street Houston, TX 77008	None	Tax exempt organization	Nonspecific, in furtherance of org's goals	250.
Total	See continuation sheet(s)			17,898.
b Approved for future payment				
None				
Total				0.

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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 137.913sh Calvert Short Duration Income Cl Y		08/05/11	08/29/12
b 1039.438sh Calvert Short Duration Income Cl Y		08/05/11	08/29/12
c 4.069sh Calvert Short Duration Income Cl Y		08/05/11	08/29/12
d 7.485sh Calvert Short Duration Income Cl Y		08/05/11	08/29/12
e 14.928sh Calvert Short Duration Income Cl Y		10/28/11	08/29/12
f 12.092sh Calvert Short Duration Income Cl Y		11/23/11	08/29/12
g 71.909sh Calvert Short Duration Income Cl Y		12/08/11	08/29/12
h 7.218sh Calvert Short Duration Income Cl Y		12/08/11	08/26/12
i 10.205sh Calvert Short Duration Income Cl Y		02/24/12	08/29/12
j 8.145sh Calvert Short Duration Income Cl Y		03/30/12	08/29/12
k 765.807sh Calvert Short Duration Income Cl Y		09/01/11	09/18/12
l 1039.438sh Calvert Short Duration Income Cl Y		08/06/12	09/18/12
m 4.069sh Calvert Short Duration Income Cl Y		08/31/12	09/18/12
n 2190.8sh Calvert Short Duration Income Cl Y		09/26/12	11/07/12
o 1039.438sh Calvert Short Duration Income Cl Y		09/26/12	11/07/12

(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 2,271.		2,271.	0.
b 17,120.		17,120.	0.
c 67.		67.	0.
d 123.		123.	0.
e 246.		246.	0.
f 199.		199.	0.
g 1,184.		1,174.	10.
h 119.		118.	1.
i 168.		168.	0.
j 134.		134.	0.
k 12,667.		12,659.	8.
l 17,192.		17,192.	0.
m 67.		67.	0.
n 36,389.		36,477.	-88.
o 17,265.		17,296.	-31.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(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			0.
b			0.
c			0.
d			0.
e			0.
f			0.
g			10.
h			1.
i			0.
j			0.
k			8.
l			0.
m			0.
n			-88.
o			-31.

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
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

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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 137.913sh Calvert Short Duration Income Cl Y		09/26/12	11/07/12
b 14.928sh Calvert Short Duration Income Cl Y		09/26/12	11/07/12
c 12.092sh Calvert Short Duration Income Cl Y		09/26/12	11/07/12
d 10.205sh Calvert Short Duration Income Cl Y		09/26/12	11/07/12
e 8.145sh Calvert Short Duration Income Cl Y		09/26/12	11/07/12
f 7.485sh Calvert Short Duration Income Cl Y		09/29/12	11/07/12
g 4.069sh Calvert Short Duration Income Cl Y		09/26/12	11/07/12
h 793.615sh Nuveen High Yield Muni Bond Cl A		04/01/11	09/18/12
i 4.641sh Nuveen High Yield Muni Bond Cl A		05/02/11	09/18/12
j 5.68sh Nuveen High Yield Muni Bond Cl A		06/01/11	09/18/12
k 5.592sh Nuveen High Yield Muni Bond Cl A		07/01/11	09/18/12
l 5.233sh Nuveen High Yield Muni Bond Cl A		08/01/11	09/18/12
m 4.911sh Nuveen High Yield Muni Bond Cl A		09/01/11	09/18/12
n 27.476sh Pioneer Global High Yield Cl Y		08/01/12	11/07/12
o 14.61sh Pioneer Global High Yield Cl Y		09/04/12	11/07/12

(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 2,291.		2,314.	-23.
b 248.		250.	-2.
c 201.		202.	-1.
d 170.		171.	-1.
e 135.		137.	-2.
f 124.		124.	0.
g 68.		68.	0.
h 13,349.		11,142.	2,207.
i 78.		66.	12.
j 95.		83.	12.
k 94.		83.	11.
l 88.		78.	10.
m 83.		73.	10.
n 273.		276.	-3.
o 145.		149.	-4.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(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			-23.
b			-2.
c			-1.
d			-1.
e			-2.
f			0.
g			0.
h			2,207.
i			12.
j			12.
k			11.
l			10.
m			10.
n			-3.
o			-4.

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
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

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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 1046.384sh Pioneer Global High Yield Cl Y		09/30/10	08/06/12
b 62.315sh Pioneer Global High Yield Cl Y		09/30/10	08/06/12
c 27.476sh Pioneer Global High Yield Cl Y		09/30/10	08/06/12
d 14.61sh Pioneer Global High Yield Cl Y		09/30/10	08/06/12
e 4.572sh Pioneer Global High Yield Cl Y		10/01/10	08/06/12
f 18.196sh Pioneer Global High Yield Cl Y		11/01/10	08/06/12
g 60.811sh Pioneer Global High Yield Cl Y		11/01/10	08/06/12
h 61.825sh Pioneer Global High Yield Cl Y		11/30/10	08/06/12
i 21.813sh Pioneer Global High Yield Cl Y		12/01/10	08/06/12
j 60.811sh Pioneer Global High Yield Cl Y		12/30/10	08/06/12
k 24.257sh Pioneer Global High Yield Cl Y		01/03/11	08/06/12
l 21.929sh Pioneer Global High Yield Cl Y		02/01/11	08/06/12
m 21.977sh Pioneer Global High Yield Cl Y		03/01/11	08/06/12
n 19.942sh Pioneer Global High Yield Cl Y		04/01/11	08/06/12
o 11.105sh Pioneer Global High Yield Cl Y		05/02/11	08/06/12

(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 10,119.		10,579.	-460.
b 603.		630.	-27.
c 266.		266.	0.
d 141.		141.	0.
e 44.		46.	-2.
f 176.		188.	-12.
g 588.		630.	-42.
h 598.		630.	-32.
i 211.		222.	-11.
j 588.		630.	-42.
k 235.		252.	-17.
l 212.		231.	-19.
m 213.		234.	-21.
n 193.		213.	-20.
o 107.		119.	-12.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			-460.
b			-27.
c			0.
d			0.
e			-2.
f			-12.
g			-42.
h			-32.
i			-11.
j			-42.
k			-17.
l			-19.
m			-21.
n			-20.
o			-12.

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
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

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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 9.84sh Pioneer Global High Yield Cl Y		06/01/11	08/06/12
b 9.947sh Pioneer Global High Yield Cl Y		07/01/11	08/06/12
c 9.439sh Pioneer Global High Yield Cl Y		08/01/11	08/06/12
d 799.9904sh Schulman A Inc		06/30/05	09/26/12
e 909.08sh Schulman A Inc		07/06/05	09/26/12
f 909.08sh Schulman A Inc		07/08/05	09/26/12
g 109.0896sh Schulman A Inc		07/18/05	09/26/12
h 578.32sh Schulman A Inc		09/25/06	09/26/12
i 330.76sh Schulman A Inc		09/25/06	09/26/12
j sh Schulman A Inc		09/26/08	09/26/12
k 492.7214sh Schulman A Inc		09/28/06	09/26/12
l 628sh Schulman A Inc		08/16/07	09/26/12
m 150.296sh Schulman A Inc		08/16/07	09/26/12
n 312.6sh Schulman A Inc		08/16/07	09/26/12
o 100sh Schulman A Inc		03/29/10	09/26/12

(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 95.		105.	-10.
b 96.		104.	-8.
c 91.		98.	-7.
d 19,023.		9,680.	9,343.
e 21,617.		11,254.	10,363.
f 21,618.		11,254.	10,364.
g 2,594.		1,360.	1,234.
h 13,770.		15,042.	-1,272.
i 7,865.		8,603.	-738.
j 9,913.		10,830.	-917.
k 11,732.		12,816.	-1,084.
l 15,072.		17,456.	-2,384.
m 3,589.		4,178.	-589.
n 7,443.		8,689.	-1,246.
o 2,399.		2,602.	-203.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			-10.
b			-8.
c			-7.
d			9,343.
e			10,363.
f			10,364.
g			1,234.
h			-1,272.
i			-738.
j			-917.
k			-1,084.
l			-2,384.
m			-589.
n			-1,246.
o			-203.

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	
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	

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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 128sh Schulman A Inc		03/29/10	09/26/12
b 128sh Schulman A Inc		03/29/10	09/26/12
c 428sh Schulman A Inc		03/29/10	09/26/12
d 100sh Schulman A Inc		03/29/10	09/26/12
e 477.704sh Schulman A Inc		03/29/10	09/26/12
f 28sh Schulman A Inc		03/29/10	09/26/12
g 128sh Schulman A Inc		03/29/10	09/26/12
h 100sh Schulman A Inc		03/29/10	09/26/12
i 200sh Schulman A Inc		03/29/10	09/26/12
j 280.213sh Alger Small Cap Growth Instl Cl I		08/29/12	09/29/12
k 423.596sh Artisan Mid Cap Value Investor Cl		03/01/12	09/26/12
l 171.243sh Artisan Mid Cap Value Investor Cl		08/29/02	09/26/12
m 2190.8sh Calvert Short Duration Income Cl Y		09/01/11	08/29/12
n 19.688sh Calvert Short Duration Income Cl Y		09/30/11	09/18/12
o 11.258sh Calvert Short Duration Income Cl Y		12/23/11	09/18/12

(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 3,069.		3,330.	-261.
b 3,068.		3,330.	-262.
c 10,233.		11,135.	-902.
d 2,389.		2,602.	-213.
e 11,407.		12,428.	-1,021.
f 668.		728.	-60.
g 3,046.		3,330.	-284.
h 2,384.		2,602.	-218.
i 4,758.		5,203.	-445.
j 7,994.		7,969.	25.
k 8,891.		9,086.	-195.
l 3,594.		3,572.	22.
m 36,083.		36,083.	0.
n 326.		322.	4.
o 186.		179.	7.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			-261.
b			-262.
c			-902.
d			-213.
e			-1,021.
f			-60.
g			-284.
h			-218.
i			-445.
j			25.
k			-195.
l			22.
m			0.
n			4.
o			7.

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
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

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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 9.871sh Calvert Short Duration Income Cl Y		01/27/12	09/18/12
b 10.256sh Calvert Short Duration Income Cl Y		04/27/12	09/18/12
c 8.749sh Calvert Short Duration Income Cl Y		05/31/12	09/18/12
d 9.954sh Calvert Short Duration Income Cl Y		06/29/12	09/18/12
e 9.858sh Calvert Short Duration Income Cl Y		07/27/12	09/18/12
f 6098.735sh Calvert Short Duration Income Cl Y		09/26/12	11/07/12
g 22.616sh Calvert Short Duration Income Cl Y		09/28/12	11/07/12
h 20.514sh Calvert Short Duration Income Cl Y		11/02/12	11/07/12
i 198.41sh Columbia Marisco Growth Cl Z		03/01/12	09/26/12
j 321.384sh Columbia Marisco Growth Cl Z		04/27/12	09/26/12
k 1.496sh Columbia Marisco Growth Cl Z		06/20/12	09/26/12
l 647.682sh Columbia Marisco Growth Cl Z		08/29/12	09/26/12
m 368.204sh Columbia Marisco Growth Cl Z		09/18/12	09/26/12
n 9.371sh Doubleline Funds Trust Total Return Bond		02/17/12	11/07/12
o 1084.588sh Doubleline Funds Trust Total Return Bo		02/17/12	11/07/12

(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 163.		159.	4.
b 169.		166.	3.
c 145.		142.	3.
d 165.		162.	3.
e 163.		161.	2.
f 101,300.		101,178.	122.
g 376.		374.	2.
h 341.		340.	1.
i 4,575.		4,543.	32.
j 7,424.		7,665.	-241.
k 35.		33.	2.
l 14,961.		14,748.	213.
m 8,505.		8,653.	-148.
n 105.		105.	0.
o 12,353.		12,147.	206.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			4.
b			3.
c			3.
d			3.
e			2.
f			122.
g			2.
h			1.
i			32.
j			-241.
k			2.
l			213.
m			-148.
n			0.
o			206.

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	
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	

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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 9.371sh Doubleline Funds Trust Total Return Bond		03/02/12	11/07/12
b 5.747sh Doubleline Funds Trust Total Return Bond		04/03/12	11/07/12
c 1717.633sh Doubleline Funds Trust Total Return Bo		04/27/12	11/07/12
d 13.7sh Doubleline Funds Trust Total Return Bond F		05/02/12	11/07/12
e 14.442sh Doubleline Funds Trust Total Return Bond		06/04/12	11/07/12
f 14.136sh Doubleline Funds Trust Total Return Bond		07/03/12	11/07/12
g 13.7sh Doubleline Funds Trust Total Return Bond F		08/02/12	11/07/12
h 14.033sh Doubleline Funds Trust Total Return Bond		09/05/12	11/07/12
i 12.927sh Doubleline Funds Trust Total Return Bond		10/02/12	11/07/12
j 12.857sh Doubleline Funds Trust Total Return Bond		11/02/12	11/07/12
k 172.832sh Dreyfus Appreciation		03/01/12	09/26/12
l 0.662sh Dreyfus Appreciation		04/04/12	09/26/12
m 0.759sh Dreyfus Appreciation		07/02/12	09/26/12
n 53.745sh Dreyfus Appreciation		08/29/12	09/26/12
o 1496.313sh Eaton Vance Natl Muni Income Cl I		04/27/12	11/07/12

(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 107.		105.	2.
b 65.		64.	1.
c 19,564.		19,306.	258.
d 156.		153.	3.
e 164.		162.	2.
f 161.		158.	3.
g 156.		154.	2.
h 160.		159.	1.
i 147.		147.	0.
j 146.		146.	0.
k 7,833.		7,572.	261.
l 30.		29.	1.
m 34.		32.	2.
n 2,436.		2,398.	38.
o 15,397.		14,843.	554.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(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			2.
b			1.
c			258.
d			3.
e			2.
f			3.
g			2.
h			1.
i			0.
j			0.
k			261.
l			1.
m			2.
n			38.
o			554.

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
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

The Blackwell Foundation

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 5.865sh Eaton Vance Natl Muni Income Cl I		06/01/12	11/07/12
b 6.152sh Eaton Vance Natl Muni Income Cl I		07/02/12	11/07/12
c 6.159sh Eaton Vance Natl Muni Income Cl I		08/01/12	11/07/12
d 1112.187sh Eaton Vance Natl Muni Income Cl I		08/06/12	11/07/12
e 9.231sh Eaton Vance Natl Muni Income Cl I		09/04/12	11/07/12
f 10.357sh Eaton Vance Natl Muni Income Cl I		10/01/12	11/07/12
g 10.531sh Eaton Vance Natl Muni Income Cl I		11/01/12	11/07/12
h 350.952sh Hancock John Classic Value Cl I		03/01/12	09/26/12
i 180.27sh Hancock John Classic Value Cl I		08/29/12	09/26/12
j 782.93sh Hancock John Classic Value Cl I		09/18/12	09/26/12
k 352.465sh Harbor Intl Investor Cl I		09/18/12	09/26/12
l 419.054sh Hartford Growth Opportuniuties Cl I		03/01/12	09/26/12
m 97.054sh Hartford Growth Opportuniuties Cl I		04/27/12	09/26/12
n 294.81sh Hartford Growth Opportuniuties Cl I		08/29/12	09/26/12
o 241.927sh Hartford Growth Opportuniuties Cl I		09/18/12	09/26/12

(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 60.		58.	2.
b 63.		61.	2.
c 63.		62.	1.
d 11,445.		11,233.	212.
e 95.		93.	2.
f 107.		106.	1.
g 108.		108.	0.
h 6,026.		6,058.	-32.
i 3,095.		3,012.	83.
j 13,443.		13,881.	-438.
k 20,162.		21,074.	-912.
l 12,802.		12,115.	687.
m 2,965.		2,906.	59.
n 9,006.		8,883.	123.
o 7,391.		7,596.	-205.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(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			2.
b			2.
c			1.
d			212.
e			2.
f			1.
g			0.
h			-32.
i			83.
j			-438.
k			-912.
l			687.
m			59.
n			123.
o			-205.

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	
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	

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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 275.572sh Ivy Asset Strategy Cl A		11/15/11	09/26/12
b 22.413sh Ivy Asset Strategy Cl A		12/09/11	09/26/12
c 243.969sh Ivy Asset Strategy Cl A		04/27/12	09/26/12
d 78.212sh Ivy Asset Strategy Cl A		08/06/12	09/26/12
e 1179.356sh Loomis Sayles Invest Grade Bond Cl Y		08/06/12	11/07/12
f 4.505sh Loomis Sayles Invest Grade Bond Cl Y		09/05/12	11/07/12
g 1181.068sh Loomis Sayles Invest Grade Bond Cl Y		09/18/12	11/07/12
h 8.353sh Loomis Sayles Invest Grade Bond Cl Y		10/02/12	11/07/12
i 8.308sh Loomis Sayles Invest Grade Bond Cl Y		11/02/12	11/07/12
j 1957.497sh Mainstay High Yield Corp Bond Cl I		08/06/12	11/07/12
k 11.784sh Mainstay High Yield Corp Bond Cl I		09/04/12	11/07/12
l 11.795sh Mainstay High Yield Corp Bond Cl I		09/28/12	11/07/12
m 11.827sh Mainstay High Yield Corp Bond Cl I		11/01/12	11/07/12
n 4.71sh Nuveen High Yield Muni Bond Cl I		10/03/11	09/18/12
o 4.781sh Nuveen High Yield Muni Bond Cl I		11/01/11	09/18/12

(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 6,936.		6,616.	320.
b 564.		510.	54.
c 6,141.		6,238.	-97.
d 1,968.		1,902.	66.
e 15,060.		14,730.	330.
f 58.		57.	1.
g 15,082.		15,035.	47.
h 107.		106.	1.
i 106.		106.	0.
j 11,941.		11,784.	157.
k 72.		71.	1.
l 72.		72.	0.
m 72.		72.	0.
n 79.		71.	8.
o 81.		72.	9.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			320.
b			54.
c			-97.
d			66.
e			330.
f			1.
g			47.
h			1.
i			0.
j			157.
k			1.
l			0.
m			0.
n			8.
o			9.

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
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

The Blackwell Foundation

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 4.862sh Nuveen High Yield Muni Bond Cl I		12/01/11	09/18/12
b 1.152sh Nuveen High Yield Muni Bond Cl I		12/06/11	09/18/12
c 4.814sh Nuveen High Yield Muni Bond Cl I		01/03/12	09/18/12
d 4.651sh Nuveen High Yield Muni Bond Cl I		02/01/12	09/18/12
e 4.626sh Nuveen High Yield Muni Bond Cl I		03/01/12	09/18/12
f 109.584sh Nuveen High Yield Muni Bond Cl I		03/01/12	09/18/12
g 5.112sh Nuveen High Yield Muni Bond Cl I		04/02/12	09/18/12
h 5.192sh Nuveen High Yield Muni Bond Cl I		05/01/12	09/18/12
i 5.016sh Nuveen High Yield Muni Bond Cl I		06/01/12	09/18/12
j 5.27sh Nuveen High Yield Muni Bond Cl I		07/02/12	09/18/12
k 4.945sh Nuveen High Yield Muni Bond Cl I		08/01/12	09/18/12
l 4.959sh Nuveen High Yield Muni Bond Cl I		09/04/12	09/18/12
m 13262.978sh Oppenheimer Gold & Special Minerals C		11/07/12	12/21/12
n 1363.058sh Pimco Total Return Cl A		03/01/12	08/06/12
o 3.333sh Pimco Total Return Cl A		04/02/12	08/06/12

(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 82.		72.	10.
b 19.		17.	2.
c 81.		73.	8.
d 78.		73.	5.
e 78.		73.	5.
f 1,843.		1,739.	104.
g 86.		82.	4.
h 87.		84.	3.
i 84.		82.	2.
j 85.		83.	2.
k 83.		83.	0.
l 84.		84.	0.
m 402,399.		465,000.	-62,601.
n 15,621.		15,144.	477.
o 38.		37.	1.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(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			10.
b			2.
c			8.
d			5.
e			5.
f			104.
g			4.
h			3.
i			2.
j			2.
k			0.
l			0.
m			-62,601.
n			477.
o			1.

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	
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	

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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 3.475sh Pimco Total Return Cl A		05/01/12	08/06/12
b 3.859sh Pimco Total Return Cl A		06/01/12	08/06/12
c 3.396sh Pimco Total Return Cl A		07/02/12	08/06/12
d 2.643sh Pimco Total Return Cl A		08/01/12	08/06/12
e 1400.218sh Pioneer Global High Yield Cl Y		03/01/12	11/07/12
f 23.266sh Pioneer Global High Yield Cl Y		04/02/12	11/07/12
g 26.753sh Pioneer Global High Yield Cl Y		05/01/12	11/07/12
h 27.48sh Pioneer Global High Yield Cl Y		06/01/12	11/07/02
i 27.601sh Pioneer Global High Yield Cl Y		07/02/12	11/07/12
j 10.117sh Pioneer Global High Yield Cl Y		10/01/12	11/07/12
k 10.111sh Pioneer Global High Yield Cl Y		11/01/12	11/07/12
l 10.89sh Pioneer Global High Yield Cl Y		09/01/11	08/06/12
m 10.798sh Pioneer Global High Yield Cl Y		10/03/11	08/06/12
n 10.398sh Pioneer Global High Yield Cl Y		11/01/11	08/06/12
o 10.809sh Pioneer Global High Yield Cl Y		12/01/11	08/06/12

(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 40.		39.	1.
b 44.		44.	0.
c 39.		38.	1.
d 30.		30.	0.
e 13,932.		13,820.	112.
f 231.		229.	2.
g 266.		261.	5.
h 273.		259.	14.
i 275.		263.	12.
j 101.		100.	1.
k 101.		101.	0.
l 98.		99.	-1.
m 104.		100.	4.
n 101.		100.	1.
o 105.		101.	4.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(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			1.
b			0.
c			1.
d			0.
e			112.
f			2.
g			5.
h			14.
i			12.
j			1.
k			0.
l			-1.
m			4.
n			1.
o			4.

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	
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	

The Blackwell Foundation

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 19.501sh Pioneer Global High Yield Cl Y		01/03/12	08/06/12
b 10.704sh Pioneer Global High Yield Cl Y		02/01/12	08/06/12
c 10.377sh Pioneer Global High Yield Cl Y		03/01/12	08/06/12
d 1009.42sh Pioneer Global High Yield Cl Y		03/01/12	08/06/12
e 81.98sh Harbor Intl Investor Cl I		02/22/13	05/22/13
f 81.12sh Harbor Intl Investor Cl I		03/22/13	05/22/13
g 82.046sh Harbor Intl Investor Cl I		04/22/13	05/22/13
h 76.611sh Harbor Intl Investor Cl I		05/22/13	05/24/13
i			
j			
k			
l			
m			
n			
o			

(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 189.		182.	7.
b 104.		104.	0.
c 100.		102.	-2.
d 9,761.		9,963.	-202.
e 5,457.		5,175.	282.
f 5,400.		5,100.	300.
g 5,462.		5,100.	362.
h 5,024.		5,100.	-76.
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(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			7.
b			0.
c			-2.
d			-202.
e			282.
f			300.
g			362.
h			-76.
i			
j			
k			
l			
m			
n			
o			

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	-38,885.
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 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
Covenant House 1111 Lovett Blvd Houston, TX 77006	None	Tax exempt organization	Nonspecific, in furtherance of org's goals	50.
Friends of the Stehlin Foundation 1315 St Joseph Parkway, Suite 1818 Houston, TX 77002	none	Tax exempt organization	Nonspecific, in furtherance of org's goals	200.
Harris Co Fraternal Order of Police Lodge #39 3130 N Freeway Houston, TX 77009	None	Tax exempt organization	Nonspecific, in furtherance of org's goals	250.
Huston Tillotson University 900 Chicon St. Austin, TX 78702-2795	None	Tax exempt organization	Nonspecific, in furtherance of org's goals	100.
M.D. Anderson Cancer Center P.O. Box 4464 Houston, TX 77210-4464	None	Tax exempt organization	Nonspecific, in furtherance of org's goals	200.
National Law Enforcement Officers Memorial Fund PO Box 97072 Washington, DC 20090-7072	None	Tax exempt organization	Nonspecific, in furtherance of org's goals ;ListTotal 0	50.
Prison Entrepreneurship PO Box 926274 Houston, TX 77292-6274	None	Tax exempt organization	Nonspecific, in furtherance of org's goals	150.
Rotary Club Lombardi Awards 12 8582 Katy Freeway, Suite 225 Houston, TX 77024	None	Tax exempt organization	Nonspecific, in furtherance of org's goals	1,500.
Rotary Club of Houston Foundation 1291 N. Post Oak Houston, TX 77055	None	Tax exempt organization	Nonspecific, in furtherance of org's goals ;ListTotal 0	100.
Rotary District #5890 Charities Inc 1204 N. Riveria Cr Pearland, TX 77581	None	Tax exempt organization	Nonspecific, in furtherance of org's goals	50.
Total from continuation sheets				6,803.

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
Salvation Army Greater Houston Area Council 1500 Austin Street Houston, TX 77002	None	Tax exempt organization	Nonspecific, in furtherance of org's goals	325.
Shrine Circus Fund 815 Market St Galveston, TX 77550	None	Tax exempt organization	Nonspecific, in furtherance of org's goals	500.
Shriner's Burn Hospital 815 Market St Galveston, TX 77550	None	Tax exempt organization	Nonspecific, in furtherance of org's goals	2,000.
Shriner's Hospital for Children 815 Market St Galveston, TX 77550	None	Tax exempt organization	Nonspecific, in furtherance of org's goals	100.
Star of Hope P.O. Box 1505 Houston, TX 77251	None	Tax exempt organization	Nonspecific, in furtherance of org's goals	698.
Supreme Council 33 Degree Masons P.O. Box 96807 Washington, DC 20090-6807	None	Tax exempt organization	Nonspecific, in furtherance of org's goals	30.
Texas Childrens Hospital P.O. Box 300630 MC 4-4483 Houston, TX 77230-0630	None	Tax exempt organization	Nonspecific, in furtherance of org's goals	400.
University of Texas Graduate School P.O. Box 20334 Houston, TX 772250334	None	Tax exempt organization	Nonspecific, in furtherance of org's goals	100.
Total from continuation sheets				

Form 990-PF	Dividends and Interest from Securities		Statement	1
Source	Gross Amount	Capital Gains Dividends	Column (A) Amount	
Linsco/Private Ledger	6,945.	0.	6,945.	
Total to Fm 990-PF, Part I, ln 4	6,945.	0.	6,945.	

Form 990-PF	Accounting Fees			Statement	2
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Accounting fees	1,625.	0.		1,625.	
To Form 990-PF, Pg 1, ln 16b	1,625.	0.		1,625.	

Form 990-PF	Taxes			Statement	3
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Excise Tax	99.	0.		0.	
To Form 990-PF, Pg 1, ln 18	99.	0.		0.	

Form 990-PF	Other Expenses			Statement	4
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Investment expense	4,353.	4,353.		0.	
To Form 990-PF, Pg 1, ln 23	4,353.	4,353.		0.	

Form 990-PF	Corporate Stock	Statement	5
<u>Description</u>	Book Value	Fair Market Value	
Stock and bond mutual funds	268,463.	272,194.	
Total to Form 990-PF, Part II, line 10b	268,463.	272,194.	

