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 07-01 , 2012, and ending 06-30 , 2013

Name of foundation: Adler Foundation

A Employer identification number: 76-0001183

Number and street (or P O box number if mail is not delivered to street address): 4899 Montrose Blvd — Room/suite: 1312

B Telephone number (see instructions): (713)524-7777

City or town state, and ZIP code: Houston, TX 77006-6169

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 [X] 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) ▶ $ 5,454,331

J Accounting method [X] 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) (see instructions))

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue 1	Contributions gifts grants, etc , received (attach schedule)				
2	Check ▶ [X] if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	2,637	2,637		
4	Dividends and interest from securities	93,287	93,287		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	63,861			
b	Gross sales price for all assets on line 6a 277,718				
7	Capital gain net income (from Part IV, line 2)		63,861		
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) (attach schedule)				
11	Other income (attach schedule) STM106	(1,445)	38,061	38,061	
12	**Total** Add lines 1 through 11	158,340	197,846	38,061	
Operating and Administrative Expenses 13	Compensation of officers, directors, trustees, etc				
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule) STM108	5,376	2,688		2,688
c	Other professional fees (attach schedule)				
17	Interest	530	530		
18	Taxes (attach schedule) (see instructions) STM110	770	770		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) STM103	174	174		
24	**Total operating and administrative expenses** Add lines 13 through 23	6,850	4,162		2,688
25	Contributions, gifts, grants paid	231,248			231,248
26	**Total expenses and disbursements** Add lines 24 and 25	238,098	4,162		233,936
27	Subtract line 26 from line 12				
a	**Excess of revenue over expenses and disbursements**	(79,758)			
b	**Net investment income** (if negative, enter -0-)		193,684		
c	**Adjusted net income** (if negative, enter -0-)			38,061	

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Part II Balance Sheets

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

			Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash - non-interest-bearing	2,533	4,432	4,432
	2	Savings and temporary cash investments	38,306	13,131	13,131
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule) STM137	897,233	860,371	3,086,934
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) STM118	158,855	95,733	2,349,834
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	1,096,927	973,667	5,454,331
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0	0	
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			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	1,096,927	973,667	
	30	**Total net assets or fund balances** (see instructions)	1,096,927	973,667	
	31	**Total liabilities and net assets/fund balances** (see instructions)	1,096,927	973,667	

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	1,096,927
2	Enter amount from Part I, line 27a	2	(79,758)
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	1,017,169
5	Decreases not included in line 2 (itemize) ▶ STM116	5	43,502
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	973,667

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 (yr , mo , day)	(d) Date sold (yr , mo , day)
1a	See STM~134			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	277,718		213,857	63,861
b				
c				
d				
e				

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) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				63,861
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	63,861
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	203,481	4,716,270	0.043144
2010	188,679	4,338,370	0.043491
2009	158,556	3,600,584	0.044036
2008	211,133	3,196,921	0.066043
2007	199,055	4,279,752	0.046511

2	**Total** of line 1, column (d)	2	0.243225
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.048645
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	5,198,744
5	Multiply line 4 by line 3	5	252,893
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,937
7	Add lines 5 and 6	7	254,830
8	Enter qualifying distributions from Part XII, line 4	8	233,936

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	3,874
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	3,874
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	3,874
6	Credits/Payments				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	4,495		
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	4,495
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	621
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ **Refunded** ▶			11	621

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 page 19 of the 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 ▶ $ ______ **(2)** On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? 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?	4b	X	
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)

			Yes	No
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 ▶ Louis Adler Telephone no ▶ 713-524-7777

Located at ▶ 4899 Montrose Blvd Houston, TX ZIP+4 ▶ 77006-6169

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

			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)?	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)	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)	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)

			Yes	No
5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No			
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No			
b	If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	5b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53 4945-5(d)			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No			
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?	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 (see instructions).

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation (If not paid, enter -0-)	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
Louis Adler 4899 Montrose Blvd, TX 77006-6169	President and T 1	0	0	0
Gail F Adler 4899 Montrose Blvd, TX 77006-6169	Vice President 1	0	0	0
Marc F Adler 4899 Montrose Blvd, TX 77006-6169	Trustee 1	0	0	0

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		

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 none	0
2	
3	
4	

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

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

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	5,251,463
b	Average of monthly cash balances	1b	26,450
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	5,277,913
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	5,277,913
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	79,169
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	5,198,744
6	**Minimum investment return.** Enter 5% of line 5	6	259,937

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	259,937
2a	Tax on investment income for 2012 from Part VI, line 5	2a	3,874		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	3,874
3	Distributable amount before adjustments Subtract line 2c from line 1			3	256,063
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	256,063
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	256,063

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	233,936
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	233,936
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	233,936

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				256,063
2	Undistributed income, if any, as of the end of 2012				
a	Enter amount for 2011 only			231,006	
b	Total for prior years ____, ____, ____				
3	Excess distributions carryover, if any, to 2012				
a	From 2007				
b	From 2008				
c	From 2009				
d	From 2010				
e	From 2011				
f	**Total** of lines 3a through e				
4	Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 233,936				
a	Applied to 2011, but not more than line 2a			231,006	
b	Applied to undistributed income of prior years (Election required - see instructions)				
c	Treated as distributions out of corpus (Election required - see instructions)				
d	Applied to 2012 distributable amount				2,930
e	Remaining amount distributed out of corpus				
5	Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))				
6	**Enter the net total of each column as indicated below:**				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b	Prior years' undistributed income Subtract line 4b from line 2b				
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d	Subtract line 6c from line 6b Taxable amount - see instructions				
e	Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions				
f	Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				253,133
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8	Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9	**Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a				
10	Analysis of line 9				
a	Excess from 2008				
b	Excess from 2009				
c	Excess from 2010				
d	Excess from 2011				
e	Excess from 2012				

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

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

b Check box to indicate whether the 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
2a 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))

Louis K and Gail F Adler,

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

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

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

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

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

c Any submission deadlines

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

Part 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				
Multiple Participants 615 Texas Ave Houston TX 77002			Please see attachment for further	231,248
Total ▶ 3a				231,248
b Approved for future payment				
HOUSTON BALLET FOUNDATION 601 PRESTON STREET Houston TX 77002			SEE ATTAHCED	12,000
EPSICOPAL HIGH SCHOOL 4650 BISSONNET Bellaire TX 77401			SEE ATTACHED	55,000
Alley Theatre 615 Texas Avenue Houston TX 77002			see attached	80,000
Total ▶ 3b				147,000

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 (See instructions)
	(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	2,637	
4 Dividends and interest from securities			14	93,205	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	63,861	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a K-1 Boardwalk Pipeli	900001	(876)			
b K-1 ELPASO PIPELINE	900099	(1,076)			
c K-1 ENBRIDGE ENERGY	900099	(3,244)			
d K-1 ENTERPRISES PROD	900099	5,945			
e see other revenue st	900099	(6,517)			
12 Subtotal Add columns (b), (d), and (e)		(5,768)		159,703	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 153,935

(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) (See instructions)

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

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

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

Signature of officer or trustee | Date: 5/9/14 | Title: President and Treasurer

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Cheryl Moon		05-09-2014		P00656802

Firm's name ▶ Teach Quickbooks | Firm's EIN ▶

Firm's address ▶ 1700 FM 517 Rd E Ste A, Dickinson TX 77539 | Phone no 281-678-8758

Name(s) as shown on return: Adler Foundation

FEIN: 76-0001183

STM116

PG 01
Statement #116

Form 990PF, Part III, Line 5
Other Decreases Schedule

Non Deductible expenses	193
Form 990 PF stımated taxes	4,500
Adjustment	748
Lınn Energy and NuStar Ord Income	38,061
Total	43,502

STM118

Federal Supporting Statements

2012 PG 01

Name(s) as shown on return: Adler Foundation

FEIN: 76-0001183

Form 990PF, Part II, Line 13
Investments: Other Schedule

Statement #118

Category	Book value (BOY)	Book value (EOY)	FMV (EOY)
KINDER MORGAN ENERGY PARTNERS LP 71	(117,378)	(203,654)	606,340
EL PASO PIPELINE PRTN LP 2000 UNITS	38,256	60,314	87,340
ENTERPRISE PRODUCTS PARTNERS LP 210	88,176	39,889	1,305,150
ENBRIDGE ENERGY PARTNERSLP 2000	27,401	19,781	60,980
BOARDWALK PIPELINE PRTNRS LP 1700	24,898	20,392	51,340
LINN ENERGY LLC 3000 UNITS	23,620		
BROOKFIELD INFRASTRUCTURE PRTN LP 2	24,734	40,687	78,883
NUSTAR GP HOLDINGS LLC 1000 UNITS	30,224		
WILLIAMS PARTNERS LP 500 UNITS	18,924	14,636	25,800
EXTERRAN PARTNERS LP 2900 UNITS		55,791	87,551
SUBURBAN PROPANE PARTNERS LP 1000 U		47,897	46,450
Total	158,855	95,733	2,349,834

STM137

PG 01

Form 990PF, Part II, Line 10(b)
Investments: Corporate Stock Schedule

Statement #137

Category	BOY	Book Value	EOY FMV
ARES COMMERCIAL REAL ESTATE		67,715	64,050
BANCO SANTANDER SA	18,746	20,346	13,846
CHEVRON CORPORATION	71,708	71,708	473,360
CITIGROUP INC	21,105	21,105	32,140
CLECO CORP HOLDINGS 20000 SH	124,028	124,028	928,600
COCA COLA CO 8000 SHS	20,484	20,484	320,880
CONOCO PHILLIPS 400 SHS	18,061	18,061	24,200
EXXON MOBIL CORP 6000 SHS	138,139	138,139	542,100
GENERAL ELECTRICO CO 4950 SHS	28,785	28,785	114,791
ISHARES TR FSTE CHINE 25 INDEX	51,885	51,885	65,040
MACK-CALI REALTY CORP	54,659		
OCCIDENTAL PETE CORP 2000 SHS	68,403	122,174	178,460
PETROLEO BRASILEIRO SA 4000 SH	92,380		
PHILLIP MORRIS INTL INC 2500 S	106,514	106,514	216,550
PHILLIPS 66 200 SHS	5,695	5,695	11,782
STARWOOD PROPERTY TRUST 1350 S	26,636	26,636	33,413
TELEFONICA BRASIL SA 571 SHS	2,536	2,536	13,030
TIM PARTICIPACOES SA 420 SHS			7,812
VODAPHONE GROUP PLC 1000 SH	18,990	18,990	28,740
XEORX CORP 2000 SHS		15,570	18,140
CITIGROUP CAP XII1100 SHS	28,479		
Totals	897,233	860,371	3,086,934

Federal Supporting Statements

2012 PG 01

Name(s) as shown on return: Adler Foundation

Your Social Security Number: 76-0001183

Form 990PF, Part I, Line 23 - Other Expenses Schedule

Statement #103

Description	Revenue and expenses	Net investment	Adjusted net income	Charitable purpose
NEUNERGER BERMAN LLC INVESTMEN	147	147	0	0
K-1 BROOKFIELD INFRASTUCTURE	23	23	0	0
K-1 NUSTAR GP HOLDINGS LLC	4	4	0	0
Totals	174	174	0	0

PG 01

Form 990PF, Part I, Line 11 - Other Income Schedule

Statement #106

Description	Revenue and expenses	Net investment	Adjusted net income
K-1 BOARDWALK PIPELINE PRTN	(876)	0	0
K-1 EL PASO PIPELINE PARTNERS	(1,076)	0	0
K-1 ENBRIDGE ENERGY PARTNERS	(3,244)	0	0
K-1 ENTERPRISE PRODUCTS PARTNE	5,945	0	0
K-1 KINDER MORGAN ENERGY PAR	14,015	0	0
K-1 LINN ENERGY LLC	(13,716)	0	0
K-1 NUSTAR GP HOLDINGS LLC	(3,435)	0	0
K-1 WILLIAMS PARTNERS LP	(2,651)	0	0
K-1 BROOKFIELD INFRASTUCTURE	69	0	0
K-1 EXTERRAN PARTNERS LP	(799)	0	0
K-1 LINN ENERGY LLC	3,986	0	0
K-1 NUSTAR GP HOLDINGS LLC	337	0	0
Linn Energy Partners LP	0	33,069	33,069
NuStar GP Holdings LLC	0	4,992	4,992
Totals	(1,445)	38,061	38,061

Federal Supporting Statements

Name(s) as shown on return: Adler Foundation

Your Social Security Number: 76-0001183

Form 990PF, Part I, Line 16(b) - Accounting Fees Schedule

Statement #108

Description	Revenue and expenses	Net investment	Adjusted net income	Charitable purpose
EALINE JONES TAX & BOOKKEEPING	5,376	2,688	0	2,688
Totals	5,376	2,688	0	2,688

PG 01

Form 990PF, Part I, Line 18 - Taxes Schedule

Statement #110

Description	Revenue and expenses	Net investment	Adjusted net income	Charitable purpose
Foreign Tax Withheld	770	770	0	0
Totals	770	770	0	0

Federal Supporting Statements

2012 PG 01

Name(s) as shown on return: Adler Foundation

Your Social Security Number: 76-0001183

Form 990-PF, Part IV, Capital Gains And Losses Information (Overflow)

Statement #134

Description	P-Purchase D-Donation	Date Acquired	Date Sold	Sales Price	Depreciation	Cost or other basis	Gain or Loss	Gains Minus Excess or Losses
Banco Santander Sa	P	2011-02-15	2012-12-31	11			11	11
CITIGROUP CPA XII	P		2012-07-18	27,500		28,478	(978)	(978)
STARWOOD PROPERTY TRUST	P	2010-12-09	2012-12-31	238			238	238
K-1 BROOKFIELD INFRASTRUCTURE	P	2011-01-01	2012-12-31	125			125	125
K-1 ENBRIDGE ENERGY PARTNERS LP	P	2009-08-20	2012-12-31			1	(1)	(1)
K-1 ENTERPRISE PRODUCTS PTNS LP	P	2004-08-05	2012-12-31	655			655	655
K-1 NUSTAR GP HOLDING S LLC	P	2010-11-02	2012-12-31	8			8	8
K-1 WILLIAMS PARTNERS LP	P	2010-11-26	2012-12-31	3			3	3
Banco Santander	P		2013-05-04	1			1	1
Banco Santander	P		2013-02-13	4			4	4
Linn Nnergy partners LP	P	2009-06-05	2013-05-15	2,175			2,175	2,175
Starwood Property	P	2010-12-09	2013-01-15	65			65	65
Petroleo Brasileiro	P	2009-03-12	2013-06-11	34,499		47,280	(12,781)	(12,781)
Petroleo Brasileiro	P	2009-02-04	2013-06-11	34,499		45,100	(10,601)	(10,601)
Mack Cali Realty Corp	P	2007-10-02	2013-05-08	16,740		23,441	(6,701)	(6,701)
Mack Cali Realty Corp	P	2007-12-21	2013-05-08	25,110		28,344	(3,234)	(3,234)
Nu Star GP Holdings LLC	P		2013-04-02	30,351		13,279	17,072	17,072
Linn Energy Partners LP	P	2009-06-05	2013-05-06	105,734		27,934	77,800	77,800
Total				277,718		213,857	63,861	63,861

Attached to Form 990-PF

Taxpayer Adler Foundation FEIN 76-0001183
4899 Montrose Blvd #1312
Houston, TX 77006-6169

Fiscal Year Ended June 30 2013

Part XV-Item 3(a)-Contributions Paid

Ally Theatre	615 Texas Ave	Houston TX 77002	20 000 00
American Festival for The Arts	3311 Richmond Ave Ste 350	Houston TX 77098	250 00
Anti Defamation League	605 Third Ave	New York NY 10158	9 300 00
Art League Of Houston	1953 Montrose Blvd	Houston, TX 77006	100 00
Atlanta Jewish Film Festival	Six Piedmont Center Suite 510	Atlanta GA 30305	8 500 00
Baylor College of Medicine	One Baylor Plaza MS BCM160	Houston, TX 77030-3411	100 00
Central Park Conservancy	36 West 110th St	New York NY 10026	150 00
Children's Museum of Houston	1500 Binz	Houston, TX 77004	10 000 00
COLLAGE The Art For Cancer Network	1425 Branard Street Ste 2	Houston TX 77006	1 000 00
Congregation Beth Israel	5600 N Braeswood Blvd	Houston TX 77096	10 000 00
Congregation Torah Vachesed	9730 Hillcroft St	Houston TX 77096	100 00
Cornell University	130 E Seneca St Ste 400	Ithaca NY 14850	200 00
El Museo Del Barrio New York	1230 Fifth Ave at 104th Street	New York NY 10029	35 000 00
Episcopal High School	4650 Bissonnet	Bellaire TX 77401	25 000 00
ERJCC Patrons of the Arts	5601 S Braeswood	Houston tX 77096	400 00
Goizueta Business School	1300 Clifton Road NE	Atlanta GA 30322	10 000 00
Holocaust Museum of Houston	5401 Caroline St	Houston, TX 77004	200 00
Houston Ballet Foundation	1921 West Bell	Houston TX 77019	22 000 00
James Baker Institute for Public	6100 Main St	Houston TX 77005	1 500 00
Jewish Family Service	4131 S Braeswood	Houston TX 77025	1 000 00
Jewish Federation of Greater Houston	5603 S Braeswood	Houston TX 77096	2 630 00
Jewish Healthcare Center Inc	629 Salisbury Street	Worcester MA 01609	25 00
Judicial Watch	501 School Street SW Ste 500	Washington DC 20024	200 00
Juvenile Diabetes Research Fdn Intnl	120 Wall Street - 19th Floor	New York NY 10005	100 00
M D Anderson Cancer Center	1515 Holcombe Blvd	Houston TX 77030	200 00
Methodist Hospital	6565 Fannin	Houston TX 77030	900 00
Muscular Dystrophy Association	3300 E Sunrise Dr	Tucson AZ 85718	410 00
Museum of African Art	P O Box 8734	Topeka KS 66608	250 00
Museum of Fine Arts Houston	1001 Bissonnet	Houston TX 77005	50 215 00
National Right to Work Foundation	8001 Braddock Road	Springfield, VA 22160	250 00
Northwestern University	2020 Ridge Avenue	Evanston IL 60208	100 00
Pink Project Inc	2449 S Blvd #100	Houston TX 77098	100 00
Seven Acres Jewish Geriatric Center	6200 North Braeswood	Houston TX 77074	100 00
Seven Acres Jewish Sr Care Svcs	6200 North Braeswood	Houston TX 77074	900 00
Texas Heart Institute	P O Box 20345	Houston TX 77225	5 000 00
The 100 Club Inc	2603 Augusta Dr Ste 840	Houston TX 77057	100 00
The Chaplaincy Fund Inc	P O Box 691284	Houston TX 77269	200 00
The Children s Fund Inc	P O Box 20341	Boulder CO 80308	100 00
The Heritage Foundation	214 Massachusettes Ave NE	Washington DC 20002	125 00
The Japan American Society of Houston	4543 Post Oak Pl Dr #220	Houston TX 77027	830 00
The Menil Foundation Inc	1515 Branard	Houston TX 77006	890 00
The Methodist Hospital Fdn	1707 Sunset Blvd	Houston TX 77005	1 000 00
Tufts University	419 Boston Ave	Medford MA 02155	100 00
Univ Of TX Hlth Sci Ctr Houston	P O Box 20036	Houston, TX 77225	5 000 00
University of Texas	110 Inner Campus Dr	Austin TX 78712	1 000 00
William Marsh Rice University	P O Box 1892	Houston, TX 77251	1 200 00
Yale University	2406 Mount Vernon Rd Ste 200	Dunwoody GA 30338	4 500 00
K-1 Boardwalk Pipeline Partners			4 00
K-1 Nustar GP Holdings LLC			10 00
K-1 Williams Partners LP			1 00
K-1 Enbridge Energy Partners LP			8 00
			231 248 00

NOTE 1 THE CONTRIBUTIONS LISTED ABOVE WERE MADE FOR THE GENERAL PURPOSES INHERENT IN THE NAMES AND ACTIVITIES OF THE DONEE ORGANIZATIONS WITHOUT ANY RESTRICTION WHATEVER UPON OR SPECIFIC DESIGNATION FOR THE APPLICATIONS OF THE PROCEEDS OF THE CONTRIBUTIONS BY THE DONOR ORGAINIZATION

NOTE 2 THE DONEE ORGANIZATIONS LISTED ABOVE ARE NOT RELATED BY BLOOD MARRIAGE ADOPTION EMPLOYMENT OR OTHERWISE TO ANY PERSON HAVING AN INTEREST IN THE DONOR ORGANIZATION

NOTE 3 ALL OF THE ABOVE LISTED CHARITIES ARE PUBLIC CHARITIES

Form **8868**

(Rev January 2013)

Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box . . . ▶ ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions) For more details on the electronic filing of this form, visit www irs gov/efile and click on e-file for Charities & Nonprofits

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed)

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only . . . ▶ ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions Adler Foundation	Employer identification number (EIN) or 76-0001183
File by the due date for filing your return See instructions	Number, street, and room or suite no If a P O box, see instructions 4899 Montrose Blvd	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions Houston, TX 77006-6169	

Enter the Return code for the return that this application is for (file a separate application for each return) . . . 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ Louis Adler 4899 Montrose Blvd, TX 77006-6169

Telephone No ▶ 713-524-7777 FAX No ▶

- If the organization does not have an office or place of business in the United States, check this box . . . ▶ ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box . . . ▶ ☐ If it is for part of the group, check this box . . . ▶ ☐ and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 02-18, 20 14 , to file the exempt organization return for the organization named above The extension is for the organization's return for

▶ ☐ calendar year 20 ___ or

▶ ☒ tax year beginning 07-01 , 2012 , and ending 06-30 , 2013

2 If the tax year entered in line 1 is for less than 12 months, check reason ☐ Initial return ☐ Final return ☐ Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	3a	$ 0
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit	3b	$ 0
c	**Balance due.** Subtract line 3b from line 3a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	3c	$ 0

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions