



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Form 990-PF

Return of Private Foundation or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation

OMB No 1545-0052

2012

Open to Public Inspection

Department of the Treasury Internal Revenue Service

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2012, or tax year beginning 12-01-2012, and ending 11-30-2013

Name of foundation: CONELY FOUNDATION; A Employer identification number: 27-1555970; B Telephone number: (713) 409-5005; G Check all that apply: Initial return, Final return, Address change; H Check type of organization: Section 501(c)(3) exempt private foundation; I Fair market value of all assets at end of year: \$986,560; J Accounting method: Cash; 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

Part I Analysis of Revenue and Expenses. Table with columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Revenue (1-12) and Operating and Administrative Expenses (13-26), with totals for 2012.

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

Part II Balance Sheets		Beginning of year		End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1 Cash—non-interest-bearing	30,344	25,173	25,173	
	2 Savings and temporary cash investments				
	3 Accounts receivable <input type="checkbox"/> _____ Less allowance for doubtful accounts <input type="checkbox"/> _____				
	4 Pledges receivable <input type="checkbox"/> _____ Less allowance for doubtful accounts <input type="checkbox"/> _____				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)				
	7 Other notes and loans receivable (attach schedule) <input type="checkbox"/> _____ Less allowance for doubtful accounts <input type="checkbox"/> _____				
	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)	574,592 <input type="checkbox"/>	537,027	678,112	
	c Investments—corporate bonds (attach schedule)	100,239 <input type="checkbox"/>	100,178	99,332	
	11 Investments—land, buildings, and equipment basis <input type="checkbox"/> _____ Less accumulated depreciation (attach schedule) <input type="checkbox"/> _____				
	12 Investments—mortgage loans				
	13 Investments—other (attach schedule)	204,006 <input type="checkbox"/>	172,177	183,943	
	14 Land, buildings, and equipment basis <input type="checkbox"/> _____ Less accumulated depreciation (attach schedule) <input type="checkbox"/> _____				
15 Other assets (describe <input type="checkbox"/> _____)					
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	909,181	834,555	986,560		
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 <input type="checkbox"/> _____)				
	23 Total liabilities (add lines 17 through 22)		0		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds				
	28 Paid-in or capital surplus, or land, bldg, and equipment fund				
	29 Retained earnings, accumulated income, endowment, or other funds	909,181	834,555		
30 Total net assets or fund balances (see page 17 of the instructions)	909,181	834,555			
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	909,181	834,555			

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	909,181
2	Enter amount from Part I, line 27a	2	-73,872
3	Other increases not included in line 2 (itemize) <input type="checkbox"/> _____	3	3
4	Add lines 1, 2, and 3	4	835,312
5	Decreases not included in line 2 (itemize) <input type="checkbox"/> _____	5	757
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	834,555

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a	See Additional Data Table			
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a	See Additional Data Table			
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a	See Additional Data Table			
b				
c				
d				
e				
2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	-10,092
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	-1,045

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
 If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	31,868	895,385	0.035591
2010	45,303	564,108	0.080309
2009	12,512	313,675	0.039888
2008			
2007			
2	Total of line 1, column (d).		2 0.155788
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 0.051929
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.		4 929,522
5	Multiply line 4 by line 3.		5 48,269
6	Enter 1% of net investment income (1% of Part I, line 27b).		6 114
7	Add lines 5 and 6.		7 48,383
8	Enter qualifying distributions from Part XII, line 4.		8 75,179

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 page 18 of the instructions)

Table with 11 main rows and sub-rows (a-d) for credits/payments. Includes fields for exempt foundations, domestic foundations, tax under section 511, add lines, subtitle A tax, tax based on investment income, and credits/payments.

Part VII-A Statements Regarding Activities

Table with 10 main rows (1a-10) and sub-rows (1a-10) for activities. Includes questions about influencing legislation, political purposes, Form 1120-POL, political expenditures, reimbursement, IRS reporting, unrelated business income, tax returns, liquidation, section 508(e) requirements, assets, states, and substantial contributors.

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	Yes	
14 The books are in care of MARK CONELY Telephone no (713) 409-5005 Located at PO BOX 131053 HOUSTON TX ZIP+4 772191053			
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year 15			
16 At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No

See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country **N/A**

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

		Yes	No
File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
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 page 20 of the instructions)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/>	1b		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years 20__ , 20__ , 20__ , 20__			
b Are there any years listed in 2a for which the foundation is 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 20__ , 20__ , 20__ , 20__			
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i>)	3b		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		No

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

<p>5a During the year did the foundation pay or incur any amount to</p> <p>(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(3) Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/></p> <p>c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," attach the statement required by Regulations section 53.4945–5(d).</p> <p>6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes" to 6b, file Form 8870.</p> <p>7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	5b		
	6b		No
	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
MARK CONELY PO BOX 131053 HOUSTON, TX 77219	PRESIDENT, T 1 00	0	0	0
LAURA DEVRIES-CONELY PO BOX 131053 HOUSTON, TX 77219	VICE-PRESIDE 1 00	0	0	0
LAURA BODENHEIMER PO BOX 131053 HOUSTON, TX 77219	DIRECTOR 1 00	0	0	0
IAN CAIN PO BOX 131053 HOUSTON, TX 77219	DIRECTOR 1 00	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.

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	
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 N/A	
2	
All other program-related investments. See page 24 of the 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	907,129
b	Average of monthly cash balances.	1b	36,548
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	943,677
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	
3	Subtract line 2 from line 1d.	3	943,677
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	14,155
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	929,522
6	Minimum investment return. Enter 5% of line 5.	6	46,476

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	46,476
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	114
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	114
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	46,362
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	46,362
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	46,362

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	75,179
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	75,179
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	114
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	75,065

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				46,362
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.				
b Total for prior years 20___, 20___, 20___				
3 Excess distributions carryover, if any, to 2012				
a From 2007.				
b From 2008.				
c From 2009.				
d From 2010. 2,896				
e From 2011.				
f Total of lines 3a through e.	2,896			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ <u>75,179</u>				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2012 distributable amount.				46,362
e Remaining amount distributed out of corpus	28,817			
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	31,713			
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.				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions).				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a.	31,713			
10 Analysis of line 9				
a Excess from 2008.				
b Excess from 2009.				
c Excess from 2010. 2,896				
d Excess from 2011.				
e Excess from 2012. 28,817				

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 organization 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	
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 organization had \$5,000 or more in assets at any time during the year—see instructions.)

1 Information Regarding Foundation Managers:

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

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 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 <i>Paid during the year</i> See Additional Data Table See Additional Data Table Additional Data Table				
Total				69,992
b <i>Approved for future payment</i>				
Total				3b

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

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... a Transfers from the reporting foundation to a noncharitable exempt organization of (1) Cash (2) Other assets b Other transactions (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees d If the answer to any of the above is "Yes," complete the following schedule

Table with 4 columns: (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 Table with 3 columns: (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 or fiduciary) is based on all information of which preparer has any knowledge Signature of officer or trustee Date Title

Paid Preparer Use Only Print/Type preparer's name Preparer's Signature Date Check if self-employed PTIN Firm's name Firm's address Firm's EIN Phone no

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
43-COMPANHIA DE BEBIDAS-PRF ADR	P	2012-02-16	2012-12-11
10-NATIONAL OILWELL INC COM	P	2012-02-16	2012-12-20
10-COGNIZANT TECH SOLUTIONS CRP COM	P	2012-02-16	2012-12-20
20-VANGUARD REIT VIPER	P	2010-07-12	2012-12-20
108-TRIMBLE NAV LTD	P	2013-03-27	2013-07-30
340-ISHARES INC MSCI PACIFIC EX-JAPA	P	2012-02-16	2013-06-05
33-ENSCO PLC-CL A	P	2012-03-30	2013-08-28
660 98-CREDIT SUISSE COMM RT ST-CO 2	P	2011-01-12	2013-07-24
232 13-CREDIT SUISSE COMM RT ST-CO 2	P	2011-03-10	2013-10-17
960-ISHARES GOLD TRUST	P	2001-01-01	2013-08-31
32-DIAGEO PLC - ADR	P	2012-02-16	2012-12-11
10-SCHLUMBERGER LTD	P	2012-01-18	2012-12-20
10-ORACLE CORPORATION	P	2012-02-16	2012-12-20
960-ISHARES GOLD TRUST	P	2012-01-02	2012-12-31
3-INTUITIVE SURGICAL INC	P	2012-10-01	2013-09-23
620-ISHARES INC MSCI PACIFIC EX-JAPA	P	2012-03-01	2013-06-05
45-ENSCO PLC-CL A	P	2012-08-15	2013-08-28
902 33-CREDIT SUISSE COMM RT ST-CO 2	P	2011-03-10	2013-07-24
1888 02-CREDIT SUISSE COMM RT ST-CO	P	2011-07-08	2013-10-17
960-ISHARES GOLD TRUST	P	2001-01-01	2013-09-30
20-PRAXAIR INC COM	P	2012-02-16	2012-12-11
60-AMEX FINANCIAL SELECT SPDR	P	2012-02-16	2012-12-20
10-QUALCOMM INC	P	2012-02-16	2012-12-20
25-UNIVERSAL HEALTH SVCS INC CL B	P	2012-02-16	2013-01-18
11-RALPH LAUREN CORP	P	2012-12-26	2013-09-23
32-CEF ISHARES S&P SMALL CAP 600 GRO	P	2012-03-01	2013-06-05
25-ENSCO PLC-CL A	P	2012-03-01	2013-08-28
446 41-DIAMOND HILL LONG-SHORT FD CL	P	2011-07-08	2013-09-06
627 56-CREDIT SUISSE COMM RT ST-CO 2	P	2011-08-11	2013-10-17
25-PRAXAIR INC COM	P	2012-03-01	2012-12-11

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
10-JPMORGAN CHASE & CO	P	2012-02-16	2012-12-20
10-RACKSPACE HOSTING INC	P	2012-05-03	2012-12-20
35-UNIVERSAL HEALTH SVCS INC CL B	P	2012-03-01	2013-01-18
32-TERADATA CORP	P	2012-12-11	2013-10-17
22-COMPANHIA DE BEBIDAS-PRF ADR	P	2012-02-16	2013-06-05
7-ENSCO PLC-CL A	P	2012-02-29	2013-08-28
547 62-DIAMOND HILL LONG-SHORT FD CL	P	2011-03-10	2013-09-06
192 58-DREYFUS EMG MKT DEBT LOC C-I	P	2011-03-10	2013-11-25
105-ISHARES S&P LATIN AMERICA 40	P	2012-02-16	2012-12-11
50-CEF ISHARES S&P SMALL CAP 600 GRO	P	2012-02-16	2012-12-20
10-ECOLAB INC	P	2012-02-16	2012-12-20
37-RACKSPACE HOSTING INC	P	2012-05-03	2013-02-08
41-TERADATA CORP	P	2012-12-11	2013-10-17
100-ISHARES TR MSCI EMERGING MARKETS	P	2012-02-16	2013-06-05
4-ENSCO PLC-CL A	P	2012-02-29	2013-08-28
293 41-DIAMOND HILL LONG-SHORT FD CL	P	2011-01-12	2013-09-06
200 28-DREYFUS EMG MKT DEBT LOC C-I	P	2011-01-12	2013-11-25
150-ISHARES S&P LATIN AMERICA 40	P	2012-03-01	2012-12-11
50-ISHARES TR S & P MIDCAP 400 ID FD	P	2012-02-16	2012-12-20
10-JP MORGAN ALERIAN MLP INDEX	P	2012-02-16	2012-12-20
40-COACH INC	P	2012-03-01	2013-02-08
50-COGNIZANT TECH SOLUTIONS CRP COM	P	2012-03-01	2013-03-04
90-COMPANHIA DE BEBIDAS-PRF ADR	P	2012-03-01	2013-06-05
39-AMEX FINANCIAL SELECT SPDR	P	2012-03-01	2013-08-28
962 05-HUSSMAN STRATEGIC GROWTH FUND	P	2011-07-08	2013-09-06
94-DREYFUS EMG MKT DEBT LOC C-I 6083	P	2010-11-19	2013-11-25
30-STARWOOD HOTELS & RESORTS WORLDWI	P	2012-02-16	2012-12-11
60-ISHARES INC MSCI PACIFIC EX-JAPAN	P	2012-02-16	2012-12-20
40-ISHARES GOLD TRUST	P	2012-02-16	2012-12-20
35-COACH INC	P	2012-02-16	2013-02-08

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
9-COGNIZANT TECH SOLUTIONS CRP COM	P	2012-02-29	2013-03-04
40-ALLERGAN INC COM	P	2012-03-01	2013-06-26
120-AMEX FINANCIAL SELECT SPDR	P	2012-02-16	2013-08-28
723 18-DIAMOND HILL LONG-SHORT FD CL	P	2010-07-12	2013-09-06
311-DREYFUS EMG MKT DEBT LOC C-I 608	P	2010-10-08	2013-11-25
40-STARWOOD HOTELS & RESORTS WORLDWI	P	2012-03-01	2012-12-11
20-ISHARES MSCI EAFE GROWTH	P	2012-02-16	2012-12-20
25-ACCENTURE PLC	P	2012-02-16	2012-12-26
104-CEF ISHARES S&P SMALL CAP 600 GR	P	2012-02-16	2013-02-08
20-COGNIZANT TECH SOLUTIONS CRP COM	P	2012-02-16	2013-03-04
30-ALLERGAN INC COM	P	2012-02-16	2013-06-26
559 68-HUSSMAN STRATEGIC GROWTH FUND	P	2012-02-13	2013-09-06
14-DIAMOND HILL LONG-SHORT FD CLI 1	P	2010-11-19	2013-09-06
960-ISHARES GOLD TRUST	P	2012-02-16	2013-10-17
10-COMPANHIA DE BEBIDAS-PRF ADR	P	2012-02-16	2012-12-20
10-ISHARES S&P MIDCAP 400 GROWTH	P	2012-02-16	2012-12-20
40-LAS VEGAS SANDS CORP	P	2012-03-01	2012-12-26
21-RACKSPACE HOSTING INC	P	2012-05-03	2013-03-27
40-NESTLE S A REGISTERED SHARES - A	P	2012-03-01	2013-03-04
85-ORACLE CORPORATION	P	2012-02-16	2013-07-01
6-INTUITIVE SURGICAL INC	P	2012-05-29	2013-09-23
885 76-HUSSMAN STRATEGIC GROWTH FUND	P	2011-03-10	2013-09-06
960-ISHARES GOLD TRUST	P	2001-01-01	2013-01-31
10-ESTEE LAUDER COMPANIES INC	P	2012-02-16	2012-12-20
90-ISHARES TR MSCI EMERGING MARKETS	P	2012-02-16	2012-12-20
30-LAS VEGAS SANDS CORP	P	2012-02-16	2012-12-26
42-RACKSPACE HOSTING INC	P	2012-05-29	2013-03-27
30-NESTLE S A REGISTERED SHARES - A	P	2012-02-16	2013-03-04
20-ORACLE CORPORATION	P	2012-03-01	2013-07-01
105-ORACLE CORPORATION	P	2012-03-01	2013-09-23

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
447 76-HUSSMAN STRATEGIC GROWTH FUND	P	2011-01-12	2013-09-06
960-ISHARES GOLD TRUST	P	2001-01-01	2013-02-28
10-ACCENTURE PLC	P	2012-02-16	2012-12-20
10-CELGENE CORP COM	P	2012-02-16	2012-12-20
50-ACCENTURE PLC	P	2012-03-01	2012-12-26
6-ISHARES TR MSCI EMERGING MARKETS	P	2012-12-11	2013-06-05
105-HMS HLDGS CORP	P	2012-03-01	2013-03-27
15-ISHARES TR S & P MIDCAP 400 ID FD	P	2012-02-16	2013-07-24
7-RALPH LAUREN CORP	P	2012-02-29	2013-09-23
207 08-HUSSMAN STRATEGIC GROWTH FUND	P	2010-07-12	2013-09-06
960-ISHARES GOLD TRUST	P	2001-01-01	2013-03-31
30-ISHARES MSCI EAFE	P	2012-02-16	2012-12-20
10-HMS HLDGS CORP	P	2012-02-16	2012-12-20
10-MONDELEZ INTERNATIONAL INC	P	2012-12-11	2012-12-20
30-ISHARES TR MSCI EMERGING MARKETS	P	2012-12-11	2013-07-24
70-HMS HLDGS CORP	P	2012-02-16	2013-03-27
10-ISHARES MSCI EAFE	P	2012-02-16	2013-07-24
10-RALPH LAUREN CORP	P	2012-03-01	2013-09-23
213-MERGER FD SH BEN INT 260	P	2010-07-12	2013-09-06
960-ISHARES GOLD TRUST	P	2001-01-01	2013-04-30
10-COCA COLA CO	P	2012-02-16	2012-12-20
10-DANAHER CORP	P	2012-02-16	2012-12-20
92-VANGUARD EMERGING MARKETS ETF	P	2011-08-09	2012-12-11
10-ISHARES S&P SMALL CAP 600 VALUE	P	2013-04-24	2013-07-24
183-CEF ISHARES S&P SMALL CAP 600 GR	P	2012-03-01	2013-04-24
5-ISHARES MSCI EAFE GROWTH	P	2012-02-16	2013-07-24
576 71-CREDIT SUISSE COMM RT ST-CO 2	P	2012-02-13	2013-10-17
80 98-WF ADV GOVT SECURITIES- I 3101	P	2011-01-12	2013-09-06
960-ISHARES GOLD TRUST	P	2001-01-01	2013-05-31
10-ENSCO PLC-CL A	P	2012-02-29	2012-12-20

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
10-FASTENAL CO	P	2012-02-16	2012-12-20
386-VANGUARD EMERGING MARKETS ETF	P	2011-07-08	2012-12-11
15 08-OPPENHEIMER DEVELOPING MKT-Y 7	P	2013-06-07	2013-07-24
145-CEF ISHARES S&P SMALL CAP 600 GR	P	2012-02-16	2013-04-24
20-AMEX FINANCIAL SELECT SPDR	P	2012-02-16	2013-07-24
1-COMPANHIA DE BEBIDAS-PRF ADR	P	2000-01-01	2013-03-29
290 26-WF ADV GOVT SECURITIES- I 310	P	2010-07-12	2013-09-06
960-ISHARES GOLD TRUST	P	2001-01-01	2013-06-30
10-EXXON MOBIL CORPORATION	P	2012-02-16	2012-12-20
10-UNION PACIFIC CORP	P	2012-02-16	2012-12-20
177-VANGUARD EMERGING MARKETS ETF	P	2011-03-08	2012-12-11
9 98-DODGE & COX INT'L STOCK FD 1048	P	2013-06-07	2013-07-24
250-ISHARES TR MSCI EMERGING MARKETS	P	2012-03-01	2013-06-05
5-CEF ISHARES S&P SMALL CAP 600 GROW	P	2012-03-01	2013-07-24
1562-CREDIT SUISSE COMM RT ST-CO 215	P	2010-10-08	2013-07-24
97-WF ADV GOVT SECURITIES- I 3101	P	2010-10-08	2013-09-06
960-ISHARES GOLD TRUST	P	2001-01-01	2013-07-31

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
1,824		1,632	192
690		830	-140
731		717	14
1,323		934	389
3,015		3,111	-96
15,430		14,708	722
1,872		1,742	130
4,858		6,200	-1,342
1,711		2,210	-499
3			3
3,838		3,018	820
710		863	-153
340		282	58
3		3	
1,120		1,509	-389
28,137		27,745	392
2,553		2,490	63
6,632		8,590	-1,958
13,915		17,691	-3,776
3			3
2,166		2,156	10
994		869	125
627		618	9
1,362		1,061	301
1,815		1,613	202
3,079		2,602	477
1,418		1,460	-42
9,464		7,594	1,870
4,625		5,748	-1,123
2,708		2,734	-26

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
440		373	67
724		605	119
1,907		1,548	359
1,334		1,949	-615
813		835	-22
397		409	-12
11,610		9,200	2,410
2,704		2,792	-88
4,526		4,968	-442
4,187		4,046	141
717		617	100
2,704		2,239	465
1,709		2,495	-786
4,076		4,327	-251
227		234	-7
6,220		4,900	1,320
2,812		2,900	-88
6,466		7,410	-944
5,112		4,885	227
390		410	-20
1,954		3,034	-1,080
3,871		3,571	300
3,325		3,585	-260
763		584	179
9,890		11,756	-1,866
1,320		1,396	-76
1,627		1,614	13
2,801		2,596	205
637		671	-34
1,710		2,638	-928

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
697		642	55
3,476		3,584	-108
2,349		1,738	611
15,331		11,079	4,252
4,366		4,690	-324
2,169		2,174	-5
1,194		1,135	59
1,652		1,450	202
9,430		8,416	1,014
1,548		1,434	114
2,607		2,638	-31
5,754		6,632	-878
297		223	74
12,264		16,090	-3,826
422		379	43
1,149		1,108	41
1,834		2,260	-426
1,040		1,271	-231
2,764		2,461	303
2,623		2,399	224
2,240		3,162	-922
9,106		10,700	-1,594
3			3
594		557	37
3,917		3,894	23
1,375		1,569	-194
2,081		2,148	-67
2,073		1,816	257
617		595	22
3,567		3,122	445

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
4,603		5,400	-797
3			3
680		580	100
800		752	48
3,303		2,991	312
245		260	-15
2,911		3,402	-491
1,843		1,465	378
1,155		1,222	-67
2,129		2,758	-629
3			3
1,698		1,607	91
258		337	-79
259		262	-3
1,191		1,298	-107
1,941		2,360	-419
610		536	74
1,650		1,767	-117
3,429		3,340	89
3			3
367		343	24
562		515	47
4,000		3,787	213
1,002		888	114
16,753		14,878	1,875
326		284	42
4,250		4,879	-629
865		880	-15
3			3
598		585	13

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
445		513	-68
16,783		18,833	-2,050
523		525	-2
13,274		11,733	1,541
413		290	123
3,103		3,190	-87
3			3
882		846	36
1,255		1,094	161
7,696		8,359	-663
388		375	13
10,190		11,185	-995
516		406	110
11,481		14,058	-2,577
1,037		1,083	-46
2			2

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			192
			-140
			14
			389
			-96
			722
			130
			-1,342
			-499
			3
			820
			-153
			58
			-389
			392
			63
			-1,958
			-3,776
			3
			10
			125
			9
			301
			202
			477
			-42
			1,870
			-1,123
			-26

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			67
			119
			359
			-615
			-22
			-12
			2,410
			-88
			-442
			141
			100
			465
			-786
			-251
			-7
			1,320
			-88
			-944
			227
			-20
			-1,080
			300
			-260
			179
			-1,866
			-76
			13
			205
			-34
			-928

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			55
			-108
			611
			4,252
			-324
			-5
			59
			202
			1,014
			114
			-31
			-878
			74
			-3,826
			43
			41
			-426
			-231
			303
			224
			-922
			-1,594
			3
			37
			23
			-194
			-67
			257
			22
			445

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-797
			3
			100
			48
			312
			-15
			-491
			378
			-67
			-629
			3
			91
			-79
			-3
			-107
			-419
			74
			-117
			89
			3
			24
			47
			213
			114
			1,875
			42
			-629
			-15
			3
			13

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-68
			-2,050
			-2
			1,541
			123
			-87
			3
			36
			161
			-663
			13
			-995
			110
			-2,577
			-46
			2

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
EQUALITY TEXAS FOUNDATION PO BOX 2340 AUSTIN, TX 78768	NONE	PUBLIC	GENERAL FUNDS	300
KPFT PACIFICA FOUNDATION 419 LOVETT BLVD HOUSTON, TX 77006	NONE	PUBLIC	GENERAL FUNDS	1,000
HOUSTON PUBLIC STATIONS 4343 ELGIN HOUSTON, TX 77204	NONE	PUBLIC	GENERAL FUNDS	1,000
NATIONAL MS SOCIETY 733 THIRD AVE 3RD FLOOR NEW YORK, NY 10017	NONE	PUBLIC	GENERAL FUNDS	300
STAR OF HOPE MISSION 6897 ARDMORE HOUSTON, TX 77054	NONE	PUBLIC	GENERAL FUNDS	2,500
AMNESTY INTERNATIONAL 5 PENN PLAZA 16TH FLOOR NEW YORK, NY 10001	NONE	PUBLIC	GENERAL FUNDS	1,000
CARES FOUNDATION 2414 MORRIS AVE SUITE 110 UNION, NJ 07083	NONE	PUBLIC	GENERAL FUNDS	2,500
ALZHEIMER'S ASSOCIATION 2242 WEST HOLCOMBE BLVD HOUSTON, TX 77030	NONE	PUBLIC	GENERAL FUNDS	2,500
JULIA COBB CANCER FUND 9695 N SAM HOUSTON PKWY E SUITE 150 HOUSTON, TX 77396	NONE		CANCER TREATMENT	500
BIG BROTHERS BIG SISTERS 450 E JOHN CARPENTER FRW SUITE 100 IRVING, TX 75062	NONE	PUBLIC	SWING FOR KIDS	500
COVENANT HOUSE 1111 LOVETT BLVD HOUSTON, TX 770063898	NONE	PUBLIC	GENERAL FUNDS	2,500
FAMILIES OF SPINAL MUSCULAR ATROPHY 925 BUSSE RD ELK GROVE VILLAGE, IL 60007	NONE	PUBLIC	ROCK-N-BOWL	1,000
HUMAN RIGHTS CAMPAIGN FOUNDATION 1640 RHODE ISLAND AVE NW WASHINGTON, DC 200363278	NONE	PUBLIC	HOUSTON CHALLENGE	2,500
HUMAN RIGHTS CAMPAIGN FOUNDATION 1640 RHODE ISLAND AVE NW WASHINGTON, DC 200363278	NONE	PUBLIC	FEDERAL CLUB	1,200
HUMAN RIGHTS CAMPAIGN FOUNDATION 1640 RHODE ISLAND AVE NW WASHINGTON, DC 200363278	NONE	PUBLIC	BRITT KOMANN 1/2 MARATHON	275

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
HUMAN RIGHTS CAMPAIGN FOUNDATION 1640 RHODE ISLAND AVE NW WASHINGTON,DC 200363278	NONE	PUBLIC	WELCOMING SCHOOLS HOUSTON	7,500
AVENUE CDC 2505 WASHINGTON AVE SUITE 400 HOUSTON,TX 77007	NONE	PUBLIC	GENERAL FUNDS	2,500
AVENUE CDC 2505 WASHINGTON AVE SUITE 400 HOUSTON,TX 77007	NONE	PUBLIC	THE LEARNING CENTER	2,500
LAMBDA LEGAL SOUTH CENTRAL REGIONAL OFFICE 3500 OAK LAWN AVE SUITE 500 DALLAS,TX 752196722	NONE	PUBLIC	GENERAL FUNDS	1,000
SOUTHERN POVERTY LAW CENTER 400 WASHINGTON AVE MONTGOMERY,AL 36104	NONE	PUBLIC	GENERAL FUNDS	1,000
CENTRAL MIDDLE SCHOOL 3014 SEALY GALVESTON,TX 77550	NONE	PUBLIC	PEDRO QUINTERO'S CLASS	500
HOUSTON COMMUNITY COLLEGE 3100 MAIN STREET 4 HOUSTON,TX 77002	NONE	PUBLIC	SCHOLARSHIP ANTONIO SANCHEZ	1,000
PRAIRIE VIEW A&M UNIVERSITY PO BOX 519 PRAIRIE VIEW,TX 77446	NONE	PUBLIC	SCHOLARSHIP GERMANIE HARRIS	5,000
PRAIRIE VIEW A&M UNIVERSITY PO BOX 519 PRAIRIE VIEW,TX 77446	NONE	PUBLIC	SCHOLARSHIP JAHNEE LEE	2,500
ST STEPHENS 1800 SUL ROSS HOUSTON,TX 77098	NONE	PRIVATE	SCHOLARSHIPS	2,500
ST JOHNS UNIVERSITY 8000 UTOPIA PKWY QUEENS,NY 11439	NONE	PRIVATE	SCHOLARSHIP ALEJANDRO QUINTERO	2,000
TEXAS A&M FOUNDATION 401 GEORGE BUSH DR COLLEGE STATION,TX 77840	NONE	PUBLIC	SCHOLARSHIP EMILY WOOTEN	5,000
TEXAS A&M FOUNDATION 401 GEORGE BUSH DR COLLEGE STATION,TX 77840	NONE	PUBLIC	SCHOLARSHIP JAMES LUSBY-GARCIA	1,500
TEXAS A&M FOUNDATION 401 GEORGE BUSH DR COLLEGE STATION,TX 77840	NONE	PUBLIC	SCHOLARSHIP TRAN DANG	5,000
TEXAS STATE UNIVERSITY 601 UNIVERSITY DR SAN MARCOS,TX 786664684	NONE	PUBLIC	SCHOLARSHIP MAQUIA	667

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
UNIVERSITY OF HOUSTON 3100 CULLEN BLVD SUITE 204 HOUSTON, TX 772046002	NONE	PUBLIC	SCHOLARSHIP - ATLAS KERR	1,250
UNIVERSITY OF ST THOMAS 3800 MONTROSE BLVD HOUSTON, TX 77006	NONE	PUBLIC	SCHOLARSHIP ALEJANDRO QUINTERO	5,000
ANTONIO SANCHEZ 11643 ILENE DR HOUSTON, TX 77093	NONE	INDIVIDUAL	BOOKS FOR COMMUNITY COLLEGE CLASSES	800
ANTONIO SANCHEZ 11643 ILENE DR HOUSTON, TX 77093	NONE	INDIVIDUAL	LAPTOP FOR COMMUNITY COLLEGE CLASSES	600
ANTONIO SANCHEZ 11643 ILENE DR HOUSTON, TX 77093	NONE	INDIVIDUAL	SCHOLARSHIP AUTO/BUS FARE	2,600
Total				69,992

3a

TY 2012 Compensation Explanation

Name: CONELY FOUNDATION

EIN: 27-1555970

Person Name	Explanation
MARK CONELY	
LAURA DEVRIES-CONELY	
LAURA BODENHEIMER	
IAN CAIN	

**TY 2012 Investments Corporate
Bonds Schedule**

Name: CONELY FOUNDATION

EIN: 27-1555970

Name of Bond	End of Year Book Value	End of Year Fair Market Value
FIXED INCOME MUTUAL FUNDS	100,178	99,332

**TY 2012 Investments Corporate
Stock Schedule****Name:** CONELY FOUNDATION**EIN:** 27-1555970

Name of Stock	End of Year Book Value	End of Year Fair Market Value
STOCKS	240,026	325,856
STOCKS MUTUAL FUNDS	297,001	352,256

TY 2012 Investments - Other Schedule

Name: CONELY FOUNDATION

EIN: 27-1555970

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
REAL ASSET FUNDS	AT COST	74,374	82,045
COMPLEMENTERY STRATEGIES FUNDS	AT COST	97,803	101,898

TY 2012 Legal Fees Schedule

Name: CONELY FOUNDATION

EIN: 27-1555970

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INDIRECT LEGAL FEES	1,557	778		779

TY 2012 Other Decreases Schedule

Name: CONELY FOUNDATION

EIN: 27-1555970

Description	Amount
2011 FEDERAL INCOME TAX	757

TY 2012 Other Expenses Schedule

Name: CONELY FOUNDATION

EIN: 27-1555970

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
MISCELLANEOUS	6	3		3
INVESTMENT MANAGEMENT FEES	8,300	4,150		4,150

TY 2012 Other Income Schedule

Name: CONELY FOUNDATION

EIN: 27-1555970

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
JP MORGAN ALERIAN INDEX	304	304	

TY 2012 Other Increases Schedule

Name: CONELY FOUNDATION

EIN: 27-1555970

Description	Amount
WASH SALE CAPITAL LOSS	3

TY 2012 Taxes Schedule

Name: CONELY FOUNDATION

EIN: 27-1555970

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAX WITHHELD	292	146		146