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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 10-01-2012 , and ending 09-30-2013

Name of foundation
THE WORTHAM FOUNDATION INC
% BARBARA J SNYDER

A Employer identification number
74-1334356

Number and street (or P O box number if mail is not delivered to street address) 2727 ALLEN PARKWAY Suite 1570
Room/suite

B Telephone number (see instructions)
(713) 526-8849

City or town, state, and ZIP code
HOUSTON, TX 770192125

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 229,131,565

J Accounting method ☑ Cash ☐ Accrual ☐ Other (specify) _
(Part I, column (d) must be on cash basis.)

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

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (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)	0			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities.	5,136,785	5,136,785		
	5a	Gross rents				
	b	Net rental income or (loss) ____				
	6a	Net gain or (loss) from sale of assets not on line 10	8,402,733			
	b	Gross sales price for all assets on line 6a 51,316,251				
	7	Capital gain net income (from Part IV, line 2) . . .		8,402,733		
	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)	185,933	185,933		
	12	**Total.** Add lines 1 through 11	13,725,451	13,725,451		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	122,532	49,013		73,519
	14	Other employee salaries and wages	268,440	165,670		102,770
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule).				
	b	Accounting fees (attach schedule).	20,000	20,000	0	0
	c	Other professional fees (attach schedule)	618,091	618,091		
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	146,011	12,649		6,517
	19	Depreciation (attach schedule) and depletion . . .	4,375			
	20	Occupancy	95,509	71,632		23,877
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	99,662	35,151		64,511
	24	**Total operating and administrative expenses.** Add lines 13 through 23	1,374,620	972,206	0	271,194
	25	Contributions, gifts, grants paid.	10,565,000			10,565,000
	26	**Total expenses and disbursements.** Add lines 24 and 25	11,939,620	972,206	0	10,836,194
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	1,785,831			
	b	**Net investment income** (if negative, enter -0-)		12,753,245		
	c	**Adjusted net income** (if negative, enter -0-) . . .				

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 Savings and temporary cash investments	7,356,227	10,623,437	10,623,437
	3 Accounts receivable ▶ 17,044 Less allowance for doubtful accounts ▶	41,414	17,044	17,044
	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 page 15 of the 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	10,471		
	10a Investments—U S and state government obligations (attach schedule)	18,895,901	22,031,447	22,855,929
	b Investments—corporate stock (attach schedule)	136,013,993	130,874,446	159,510,895
	c Investments—corporate bonds (attach schedule)	34,077,291	34,650,498	36,109,626
	11 Investments—land, buildings, and equipment basis ▶ 225,349 Less accumulated depreciation (attach schedule) ▶ 225,349			12,000
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)			
	14 Land, buildings, and equipment basis ▶ 24,412 Less accumulated depreciation (attach schedule) ▶ 21,878	6,910	2,534	2,634
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	196,402,207	198,199,406	229,131,565
Liabilities	17 Accounts payable and accrued expenses		11,368	
	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)		11,368	
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	198,591,775	196,402,207	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	-2,189,568	1,785,831	
	30 **Total net assets or fund balances** (see page 17 of the instructions)	196,402,207	198,188,038	
	31 **Total liabilities and net assets/fund balances** (see page 17 of the instructions)	196,402,207	198,199,406	

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	196,402,207
2	Enter amount from Part I, line 27a	2	1,785,831
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	198,188,038
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	198,188,038

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)
1 a	CAPITAL GAINS & LOSSES		2010-01-01	2013-09-30
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	51,316,251		42,913,518	8,402,733
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				8,402,733
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	8,402,733
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 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	10,313,560	206,799,026	0 049872
2010	10,228,733	212,096,713	0 048227
2009	9,653,887	198,396,936	0 048659
2008	8,669,138	175,097,689	0 04951
2007	10,388,210	234,617,503	0 044277

2	**Total** of line 1, column (d).	2	0 240545
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 048109
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	219,796,888
5	Multiply line 4 by line 3.	5	10,574,208
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	127,532
7	Add lines 5 and 6.	7	10,701,740
8	Enter qualifying distributions from Part XII, line 4.	8	10,836,194

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)

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	127,532
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	
3	Add lines 1 and 2			3	127,532
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	127,532
6	Credits/Payments				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	115,126		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	11,000		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	126,126
8	Enter any **penalty** for underpayment of estimated tax Check here ☑ if Form 2220 is attached			8	534
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	1,940
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶	**Refunded** ▶		11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
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		No
	*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		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ 0 **(2)** On foundation managers ▶ $ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		No
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		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	Yes	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	Yes	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
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	Yes	
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	Yes	
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	Yes	
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		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

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?	13	Yes	

Website address ▶NONE

14 The books are in care of ▶BARBARA J SNYDER Telephone no ▶(713) 526-8849

Located at ▶2727 ALLEN PKWY 1570 HOUSTON TX ZIP+4 ▶770192125

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 |

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 ▶

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? ☐ 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 page 20 of the instructions)?	1b		No
	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		No
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 ▶ 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? ☐ 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		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)*

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**		No
	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
FRED C BURNS 2727 ALLEN PARKWAY HOUSTON,TX 770192125	SECRETARY TREASURER 15 0	30,258	0	0
BRADY F CARRUTH 2727 ALLEN PARKWAY HOUSTON,TX 770192125	CHAIRMAN ASST TREASURER 15 0	31,008	0	0
R W WORTHAM III 2727 ALLEN PARKWAY HOUSTON,TX 770192125	PRESIDENT ASST TREASURER 15 0	30,258	0	0
THOMAS E SMITH 2727 ALLEN PARKWAY HOUSTON,TX 770192125	TRUSTEE ASST TREASURER 15 0	31,008	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
WILLIAM CLARKE 2727 ALLEN PKWY 1570 HOUSTON,TX 77019	CONTROLLER 30 0	167,397	0	0
BARBARA SNYDER 2727 ALLEN PKWY 1570 HOUSTON,TX 77019	GRANT COORD 40 0	101,043	0	0

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

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

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

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
VAUGHAN NELSON SCARBROUGH 6300 CHASE BANK TOWER HOUSTON,TX 77002	INVESTMENT MGR	103,473
HIRTLE & CALLAGHAN 300 BARR HARBOR DR STE 500 W CONSHOHOCKEN,PA 19428	INVESTMENT MGMT	363,248
BANK OF NEW YORK MELLON P O BOX 11214 NEW YORK,NY 10286	CUSTODIAN	109,060
Total number of others receiving over $50,000 for professional services. . . . . ▶		0

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 SEE ATTACHMENT 20	35,750
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 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	205,638,532
b	Average of monthly cash balances	1b	17,490,983
c	Fair market value of all other assets (see instructions)	1c	14,534
d	**Total** (add lines 1a, b, and c)	1d	223,144,049
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0		
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	223,144,049
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	3,347,161
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	219,796,888
6	**Minimum investment return.** Enter 5% of line 5	6	10,989,844

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	10,989,844
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a: 127,532		
b	Income tax for 2012 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	127,532
3	Distributable amount before adjustments Subtract line 2c from line 1	3	10,862,312
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	10,862,312
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	10,862,312

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	10,836,194
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0
b	Cash distribution test (attach the required schedule)	3b	0
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	10,836,194
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	127,532
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	10,708,662

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					10,862,312
2 Undistributed income, if any, as of the end of 2012					
a Enter amount for 2011 only.				0	
b Total for prior years 2010 , 2009 , 2008			0		
3 Excess distributions carryover, if any, to 2012					
a From 2007.	0				
b From 2008.	0				
c From 2009.	0				
d From 2010.	0				
e From 2011.	139,503				
f Total of lines 3a through e.		139,503			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 10,836,194					
a Applied to 2011, but not more than line 2a				0	
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.					10,836,194
e Remaining amount distributed out of corpus		0			
5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*		26,118			26,118
6 Enter the net total of each column as indicated below:					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		113,385			
b Prior years' undistributed income Subtract line 4b from line 2b			0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.					
d Subtract line 6c from line 6b Taxable amount —see instructions			0		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions				0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013					0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)					
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . .					
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a		113,385			
10 Analysis of line 9					
a Excess from 2008. . . .					
b Excess from 2009. . . .					
c Excess from 2010. . . .					
d Excess from 2011. . . .	113,385				
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 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))

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NONE

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

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

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

BARBARA J SNYDER
2727 ALLEN PARKWAY 1570
HOUSTON,TX 770192125
(713) 526-8849

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

SEE ATTACHMENT 19

c Any submission deadlines

SEE ATTACHMENT 19

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

SEE ATTACHMENT 19

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*				
SEE ATTACHMENT 14-6 VARIOUS VARIOUS,TX 77001	NONE	PUBLIC 501 (C)(3)	OPERATIONAL, CAPITAL AND ENDOWMENT GRANTS TO PUBLIC CHARITABLE ORGANIZATIONS IN THE UNITED STATES	10,565,000
Total . . . . ▶ **3a**				10,565,000
b *Approved for future payment*				
SEE ATTACHED STATEMENT 15 VARIOUS VARIOUS,TX 77001	NONE	PUBLIC 501 (C)(3)	OPERATIONAL, CAPITAL AND ENDOWMENT GRANTS TO PUBLIC CHARITABLE ORGANIZATIONS IN THE UNITED STATES	18,885,000
Total . . . . ▶ **3b**				18,885,000

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					
4 Dividends and interest from securities			14	5,136,785	
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			15		
8 Gain or (loss) from sales of assets other than inventory			18	8,402,733	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a PARTNERSHIP INVESTMENT INCOME			14	173,906	
b MISCELLANEOUS INVESTMENT INCOME			14	12,027	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				13,725,451	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . **13** 13,725,451

(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)**		**No**
(2)	Other assets.	**1a(2)**		**No**
b	Other transactions			
(1)	Sales of assets to a noncharitable exempt organization.	**1b(1)**		**No**
(2)	Purchases of assets from a noncharitable exempt organization.	**1b(2)**		**No**
(3)	Rental of facilities, equipment, or other assets.	**1b(3)**		**No**
(4)	Reimbursement arrangements.	**1b(4)**		**No**
(5)	Loans or loan guarantees.	**1b(5)**		**No**
(6)	Performance of services or membership or fundraising solicitations.	**1b(6)**		**No**
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	**1c**		**No**

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 or fiduciary) is based on all information of which preparer has any knowledge

******	2014-08-15	******
Signature of officer or trustee	Date	Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ▸ ☑	PTIN
DEIDRE A SCINTA	DEIDRE A SCINTA	2014-08-15		

Firm's name ▸ DEIDRE A SCINTA CPA

Firm's EIN ▸

Firm's address ▸ 2727 ALLEN PARKWAY STE 1580 HOUSTON, TX 770192167

Phone no (713) 526-3012

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TY 2012 Accounting Fees Schedule

Name: THE WORTHAM FOUNDATION INC

EIN: 74-1334356

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MELTON & MELTON CPAS	17,000	17,000		
DEIDRE SCINTA CPA	3,000	3,000		

TY 2012 Contractor Compensation Explanation

Name: THE WORTHAM FOUNDATION INC

EIN: 74-1334356

Contractor	Explanation
VAUGHAN NELSON SCARBROUGH	INVESTMENT MANAGER CORE FIXED INCOME
HIRTLE CALLAGHAN	INVESTMENT MANAGER - CONTRACT CHIEF INVESTMENT OFFICER
BANK OF NEW YORK MELLON	CUSTODIAN OF INVESTMENT ASSETS

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2012 Depreciation Schedule

Name: THE WORTHAM FOUNDATION INC

EIN: 74-1334356

TY 2012 Investments Corporate Bonds Schedule

Name: THE WORTHAM FOUNDATION INC

EIN: 74-1334356

Name of Bond	End of Year Book Value	End of Year Fair Market Value
SEE STATEMENT 9	34,650,498	36,109,626

TY 2012 Investments Corporate Stock Schedule

Name: THE WORTHAM FOUNDATION INC

EIN: 74-1334356

Name of Stock	End of Year Book Value	End of Year Fair Market Value
SEE STATEMENT 8-2	130,874,446	159,510,895

TY 2012 Investments Government Obligations Schedule

Name:	THE WORTHAM FOUNDATION INC
EIN:	74-1334356
US Government Securities - End of Year Book Value:	22,031,447
US Government Securities - End of Year Fair Market Value:	22,855,929
State & Local Government Securities - End of Year Book Value:	
State & Local Government Securities - End of Year Fair Market Value:	

TY 2012 Land, Etc. Schedule

Name: THE WORTHAM FOUNDATION INC

EIN: 74-1334356

TY 2012 Other Expenses Schedule

Name: THE WORTHAM FOUNDATION INC

EIN: 74-1334356

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MAINTENANCE & REPAIR HISTORIC	3,600			3,600
MAINTENANCE & REPAIR PARK	32,150			32,150
INSURANCE EXPENSE	36,408	20,024		16,384
OFFICE EXPENSE	27,504	15,127		12,377

TY 2012 Other Income Schedule

Name: THE WORTHAM FOUNDATION INC

EIN: 74-1334356

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
ROYALTY INCOME	11,938	11,938	
PARTNERSHIP INCOME	173,906	173,906	
MISCELLANEOUS	89	89	

TY 2012 Other Professional Fees Schedule

Name: THE WORTHAM FOUNDATION INC

EIN: 74-1334356

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
COVENANT TECHNOLOGIES INC	23,375	23,375		
BANK OF NEW YORK MELLON	109,060	109,060		
HIRTLE & CALLAGHAN INC	363,248	363,248		
VAUGHAN NELSON & CO	103,473	103,473		
AVALON ADVISORS	18,935	18,935		

TY 2012 Taxes Schedule

Name: THE WORTHAM FOUNDATION INC

EIN: 74-1334356

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL EXCISE TAX	126,845			
PAYROLL TAXES	17,150	10,633		6,517
AD VALOREM TAXES	1,180	1,180		
OIL & GAS PRODUCTION TAXES	836	836		

THE WORTHAM FOUNDATION, INC. - 74-1334356 FORM 990PF (2012)
HOUSTON, TX 77019
FOR THE TAX YEAR ENDED: 09/30/2013 STATEMENT 2-2
FORM 990PF SUPPORTING SCHEDULE - PART I, LINE 11
OTHER INCOME

DESCRIPTION	BOOKS (A)	NII (B)	ANI (C)	DCP (D)
ROYALTY INCOME	11,938	11,938		
HIRTLE CALLAGHAN PRIVATE EQUITY FUND IV, LP	141,897	141,897		
HIRTLE CALLAGHAN PRIVATE EQUITY FUND V, LP	3,392	3,392		
HIRTLE CALLAGHAN PRIVATE EQUITY FUND VI, LP	28,533	28,533		
HIRTLE CALLAGHAN PRIVATE EQUITY FUND VII, LP	84	84		
MISCELLANEOUS INCOME	89	89		
TOTAL	185,933	185,933		

THE WORTHAM FOUNDATION, INC. - 74-1334356 FORM 990PF (2012)
HOUSTON, TX 77019
FOR THE TAX YEAR ENDED: 09/30/2013 ATTACHMENT 14-1
FORM 990PF SUPPORTING SCHEDULE - PART XV, LINE 3a
SUPPLEMENTARY INFORMATION

RECIPIENT	RELATIONSHIP	FDN STATUS	PURPOSE	AMOUNT
ALLEY THEATRE 615 TEXAS AVE, HOUSTON, TX 77002	NONE	PUBLIC	GENERAL OPERATIONS	150,000
ALLEY THEATRE 615 TEXAS AVE, HOUSTON, TX 77002	NONE	PUBLIC	CAPITAL FUNDING	750,000
ART LEAGUE OF HOUSTON 1953 MONTROSE BLVD HOUSTON TX 77006-2125	NONE	PUBLIC	GENERAL OPERATIONS	5,000
BARD COLLEGE ANNANDALE ON HUDSON, NY 12504	NONE	PUBLIC	GENERAL OPERATIONS	25,000
BAYOU PRESERVATION ASSN P O BOX 131563, HOUSTON TX 77219-1563	NONE	PUBLIC	GENERAL OPERATIONS	10,000
CHILDREN'S MUSEUM 1500 BINZ, HOUSTON, TX 77004-7112	NONE	PUBLIC	GENERAL OPERATIONS	125,000
CONTEMPORARY ARTS MUSEUM 5216 MONTROSE BLVD HOUSTON TX 77006-6598	NONE	PUBLIC	GENERAL OPERATIONS	50,000
DA CAMERA SOCIETY 3912 MANDELL, HOUSTON, TX 77006	NONE	PUBLIC	GENERAL OPERATIONS	150,000
DISCOVERY GREEN CONSERVANCY 1500 MCKINNEY HOUSTON TX 77010	NONE	PUBLIC	GENERAL OPERATIONS	100,000
DIVERSE WORKS 1117 E FWY, HOUSTON TX 77002-1118	NONE	PUBLIC	GENERAL OPERATIONS	10,000

THE WORTHAM FOUNDATION, INC. - 74-1334356 FORM 990PF (2012)
HOUSTON, TX 77019
FOR THE TAX YEAR ENDED: 9/30/2013 **ATTACHMENT 14-2**
FORM 990PF SUPPORTING SCHEDULE - PART XV, LINE 3a
SUPPLEMENTARY INFORMATION

RECIPIENT	RELATIONSHIP	FDN STATUS	PURPOSE	AMOUNT
1894 INC (1894 GRAND OPERA HOUSE) 2020 POST OFFICE GALVESTON TX 77550	NONE	PUBLIC	GENERAL OPERATIONS	50,000
1894 INC (1894 GRAND OPERA HOUSE) 2020 POST OFFICE GALVESTON TX 77550	NONE	PUBLIC	CAPITAL FUNDING	25,000
ENSEMBLE THEATRE P O BOX 131095 HOUSTON TX 77219-1095	NONE	PUBLIC	GENERAL OPERATIONS	10,000
EPILEPSY FOUNDATION OF TEXAS 2401 FOUNTAINVIEW #900 HOUSTON TX 77057	NONE	PUBLIC	GENERAL OPERATIONS	25,000
EVELYN'S PARK CONSERVANCY P O BOX 459 BELLAIRE TX 77402	NONE	PUBLIC	CAPITAL	500,000
EXECUTIVE SERVICE CORPS OF HOUSTON 2630 FOUNTAINVIEW #428 HOUSTON TX 77057	NONE	PUBLIC	GENERAL OPERATIONS	5,000
EXPRESS THEATRE 446 NORTHWEST MALL HOUSTON TX 77092	NONE	PUBLIC	GENERAL OPERATIONS	10,000
FRIENDS OF MANDELL PARK P O BOX 66551 HOUSTON TX 77266-0551	NONE	PUBLIC	CAPITAL	50,000
GALVESTON HISTORICAL FOUNDATION 502 20TH ST GALVESTON TX 77550	NONE	PUBLIC	CAPITAL ELISSA REPAIR	150,000
GALVESTON HISTORICAL FOUNDATION 502 20TH ST GALVESTON TX 77550	NONE	PUBLIC	GENERAL OPERATIONS	35,000
THE HERITAGE SOCIETY 1100 BAGBY HOUSTON TX 77002	NONE	PUBLIC	CAPITAL KELLUM NOBLE	100,000
THE HERITAGE SOCIETY 1100 BAGBY HOUSTON TX 77002	NONE	PUBLIC	OPERATIONS	25,000

THE WORTHAM FOUNDATION, INC. - 74-1334356 FORM 990PF (2012)
HOUSTON, TX 77019
FOR THE TAX YEAR ENDED: 9/30/2013 ATTACHMENT 14-3
FORM 990PF SUPPORTING SCHEDULE - PART XV, LINE 3a
SUPPLEMENTARY INFORMATION

RECIPIENT	RELATIONSHIP	FDN STATUS	PURPOSE	AMOUNT
HITS THEATRE 311 W 18TH STREET HOUSTON TX 77008	NONE	PUBLIC	OPERATIONS	20,000
HOLOCAUST MUSEUM HOUSTON 5401 CAROLINE HOUSTON TX 77004	NONE	PUBLIC	GENERAL OPERATIONS	25,000
HOUSTON ARBORETUM & NATURE CENTER 4501 WOODWAY DR HOUSTON TX 77024	NONE	PUBLIC	GENERAL OPERATIONS	25,000
HOUSTON BALLET 601 PRESTON HOUSTON TX 77002	NONE	PUBLIC	GENERAL OPERATIONS	400,000
HOUSTON CENTER FOR CONTEMPORARY CRAFT 4848 MAIN ST HOUSTON TX 77002	NONE	PUBLIC	GENERAL OPERATIONS	50,000
HOUSTON CENTER FOR PHOTOGRAPHY 1441 W ALABAMA HOUSTON TX 77006-4103	NONE	PUBLIC	GENERAL OPERATIONS	5,000
HOUSTON CHAMBER CHOIR P O BOX 53388HOUSTON TX 77052-3388	NONE	PUBLIC	GENERAL OPERATIONS	5,000
HOUSTON CHILDREN'S CHORUS P O BOX 66567 HOUSTON TX 77166-6567	NONE	PUBLIC	GENERAL OPERATIONS	15,000
HOUSTON EARLY MUSIC POB 271193 HOUSTON TX 77277	NONE	PUBLIC	OPERATIONS	5,000
HOUSTON FOTOFEST INC. 1113 VINE ST #101 HOUSTON TX 77002	NONE	PUBLIC	GENERAL OPERATIONS	15,000
HOUSTON GRAND OPERA 510 PRESTON, HOUSTON, TX 77002-1594	NONE	PUBLIC	GENERAL OPERATIONS	800,000

THE WORTHAM FOUNDATION, INC. - 74-1334356 FORM 990PF (2012)
HOUSTON, TX 77019
FOR THE TAX YEAR ENDED: 9/30/2013 ATTACHMENT 14-4
FORM 990PF SUPPORTING SCHEDULE - PART XV, LINE 3a
SUPPLEMENTARY INFORMATION

RECIPIENT	RELATIONSHIP	FDN STATUS	PURPOSE	AMOUNT
HOUSTON MASTERWORKS CHORUS 4119 MONTROSE BLVD #260 HOUSTON TX 77006	NONE	PUBLIC	GENERAL OPERATIONS	10,000
HOUSTON MUSEUM DISTRICT ASSN 1401 RICHMOND AVE #290 HOUSTON TX 77006	NONE	PUBLIC	GENERAL OPERATIONS	15,000
HOUSTON MUSEUM OF NATURAL SCIENCE ONE HERMANN CIR DR HOUSTON TX 77030-1799	NONE	PUBLIC	CAPITAL	260,000
HOUSTON PARKS BOARD 300 N POST OAK LN HOUSTON TX 77024	NONE	PUBLIC	CAPITAL	700,000
HOUSTON SPCA 900 PORTWAY DR HOUSTON TX 77024	NONE	PUBLIC	GENERAL OPERATIONS	25,000
HOUSTON SYMPHONY SOCIETY 615 LOUISIANA, HOUSTON, TX 77002-2798	NONE	PUBLIC	GENERAL OPERATIONS	1,000,000
HOUSTON WILDERNESS 5500 WESTCOTT #305 HOUSTON TX 77007	NONE	PUBLIC	GENERAL OPERATIONS	10,000
HOUSTON ZOO INC 1513 CAMBRIDGE ST HOUSTON TX 77030	NONE	PUBLIC	CAPITAL	850,000
MAIN STREET THEATRE 2540 TIMES BLVD HOUSTON TX 77005	NONE	PUBLIC	CAPITAL	115,000
MANNED SPACE FLIGHT EDUCATION FDN 1601 NASA PARKWAY HOUSTON TX 77058	NONE	PUBLIC	CAPITAL	500,000
MEMORIAL PARK CONSERVANCY 6501 MEMORIAL DR HOUSTON TX 77007	NONE	PUBLIC	GENERAL OPERATIONS	35,000
MENIL COLLECTION 1515 BRANARD HOUSTON TX 77006	NONE	PUBLIC	GENERAL OPERATIONS	200,000

THE WORTHAM FOUNDATION, INC. - 74-1334356 FORM 990PF (2012)
HOUSTON, TX 77019
FOR THE TAX YEAR ENDED: 9/30/2013 ATTACHMENT 14-5
FORM 990PF SUPPORTING SCHEDULE - PART XV, LINE 3a
SUPPLEMENTARY INFORMATION

RECIPIENT	RELATIONSHIP	FDN STATUS	PURPOSE	AMOUNT
MILLER THEATRE ADVISORY BOARD POB 66267 HOUSTON TX 77266-6267	NONE	PUBLIC	GENERAL OPERATIONS	50,000
MUSEUM OF FINE ARTS - HOUSTON 1001 BISSONNET, HOUSTON, TX 77005	NONE	PUBLIC	CAPITAL	2,050,000
MUSEUM OF HEALTH & MEDICAL SCIENCE 1515 HERMANN DR HOUSTON TX 77004-7126	NONE	PUBLIC	GENERAL OPERATIONS	125,000
MUSIC IN CONTEXT P O BOX 20129, HOUSTON TX 77025-0129	NONE	PUBLIC	OPERATIONS	20,000
NATIONAL TRUST FOR HISTORIC PRESERVATION 500 MAIN ST #1030 FT WORTH TX 76102	NONE	PUBLIC	OPERATIONS	20,000
OPERA IN THE HEIGHTS 1703 HEIGHTS BLVD HOUSTON TX 77008	NONE	PUBLIC	GENERAL OPERATIONS	15,000
RIVER OAKS CHAMBER ORCHESTRA 1973 W GEAY #3 HOUSTON TX 77019	NONE	PUBLIC	GENERAL OPERATIONS	15,000
SHAKESPEARE GLOBE CENTER U OF H DRAMA DEPT , HOUSTON, TX 77004	NONE	PUBLIC	GENERAL OPERATIONS	5,000
SOCIETY FOR THE PERFORMING ARTS 615 LOUISIANA, HOUSTON TX 77002-2796	NONE	PUBLIC	GENERAL OPERATIONS	150,000
SPARK P O BOX 1562, HOUSTON TX 77251	NONE	PUBLIC	GENERAL OPERATIONS	40,000
STAGES, INC 3201 ALLEN PKWY #101, HOUSTON, TX 77019	NONE	PUBLIC	GENERAL OPERATIONS	80,000
STUDENT CONSERVATION ASSN INC 1800 N KENT ARLINGTON VA 22209	NONE	PUBLIC	GENERAL OPERATIONS	10,000

THE WORTHAM FOUNDATION, INC. - 74-1334356 FORM 990PF (2012)
HOUSTON, TX 77019
FOR THE TAX YEAR ENDED: 9/30/2013 ATTACHMENT 14-6
FORM 990PF SUPPORTING SCHEDULE - PART XV, LINE 3a
SUPPLEMENTARY INFORMATION

RECIPIENT	RELATIONSHIP	FDN STATUS	PURPOSE	AMOUNT
TALENTO BILINGUE DE HOUSTON 333 S JENSEN DR HOUSTON TX 77003	NONE	PUBLIC	GENERAL OPERATIONS	20,000
TEXAN-FRENCH ALLIANCE FOR THE ARTS 7770POST OAK BLVD #600 HOUSTON TX 77056	NONE	PUBLIC	GENERAL OPERATIONS	15,000
THE ORANGE FOUNDATION 2402 MUNGER, HOUSTON TX 77023	NONE	PUBLIC	GENERAL OPERATIONS	10,000
THEATRE UNDER THE STARS 2600 SW FREEWAY #600 HOUSTON TX 77098	NONE	PUBLIC	GENERAL OPERATIONS	160,000
TREES FOR HOUSTON 3100 WESLAYAN #305, HOUSTON TX 77027	NONE	PUBLIC	GENERAL OPERATIONS	65,000
UNITED WAY OF GREATER HOUSTON 50 WAUGH DR HOUSTON TX 77007	NONE	PUBLIC	GENERAL OPERATIONS	50,000
UNIVERSITY OF HOUSTON SYSTEM 4800 CALHOUN HOUSTON TX 77204-2164	NONE	PUBLIC	GENERAL OPERATIONS	10,000
UNIVERSITY OF HOUSTON SYSTEM 4800 CALHOUN HOUSTON TX 77204-2164	NONE	PUBLIC	CAPITAL	150,000
WOODLANDS CENTER FOR THE PERFORMING ARTS, 2005 LAKE ROBBINS DR, THE WOODLANDS, TX 77380	NONE	PUBLIC	GENERAL OPERATIONS	50,000
YOUNG AUDIENCES OF HOUSTON 2515 W MAIN, #500, HOUSTON, TX 77098	NONE	PUBLIC	GENERAL OPERATIONS	10,000
TOTAL CONTRIBUTIONS PAID				10,565,000

THE WORTHAM FOUNDATION, INC. - 74-1334356 FORM 990PF (2012)
HOUSTON, TX 77019
FOR THE TAX YEAR ENDED: 09/30/2013 ATTACHMENT 15-1
FORM 990PF SUPPORTING SCHEDULE - PART XV, LINE 3b
SUPPLEMENTARY INFORMATION

RECIPIENT	RELATIONSHIP	STATUS	PURPOSE	AMOUNT
ALLEY THEATRE 615 TEXAS AVE, HOUSTON, TX 77002	NONE	PUBLIC	CAPITAL	2,250,000
ASSOCIATION FOR COMMUNITY TELEVISION 4343 ELGIN HOUSTON TX 77204-0008	NONE	PUBLIC	OPERATIONS	100,000
BUFFALO BAYOU PARTNERSHIP 1111 BAGBY LOBBY HOUSTON TX 77002	NONE	PUBLIC	CAPITAL	1,000,000
DISCOVERY GREEN CONSERVANCY 1500 MCKINNEY HOUSTON TX 77010	NONE	PUBLIC	OPERATIONS	200,000
HOUSTON GRAND OPERA 510 PRESTON, HOUSTON, TX 77002-1594	NONE	PUBLIC	CAPITAL	100,000
HOUSTON MUSEUM DISTRICT ASSN 1401 RICHMOND AVE #290 HOUSTON TX 77006	NONE	PUBLIC	OPERATIONS	15,000
HOUSTON PARKS BOARD 300 N POST OAK LN HOUSTON TX 77024	NONE	PUBLIC	CAPITAL	300,000
HOUSTON ZOO INC POB 66387 HOUSTON TX 77266	NONE	PUBLIC	CAPITAL	2,250,000
LONE STAR FLIGHT MUSEUM 11811 N BRANTLEY #203 HOUSTON TX 77034	NONE	PUBLIC	CAPITAL	500,000
MIDTOWN ARTS & THEATRE CENTER 3333 W ALABAMA #110 HOUSTON TX 77098	NONE	PUBLIC	CAPITAL	1,000,000

THE WORTHAM FOUNDATION, INC. - 74-1334356 FORM 990PF (2012)
HOUSTON, TX 77019
FOR THE TAX YEAR ENDED: 09/30/2013 ATTACHMENT 15-2
FORM 990PF SUPPORTING SCHEDULE - PART XV, LINE 3b
SUPPLEMENTARY INFORMATION

RECIPIENT	RELATIONSHIP	STATUS	PURPOSE	AMOUNT
MUSEUM OF FINE ARTS HOUSTON 1001 BISSONNET, HOUSTON, TX 77005	NONE	PUBLIC	CAPITAL	8,000,000
NATIONAL TRUST FOR HISTORIC PRESERVATION 500 MAIN ST #1030 FT WORTH TX 76102	NONE	PUBLIC	OPERATIONS	20,000
NAU CENTER FOR TEXAS CULTURAL HERITAGE P O BOX 3404 HOUSTON TX 77253-3404	NONE	PUBLIC	CAPITAL	3,000,000
UNIVERSITY OF HOUSTON SYSTEM 4800 CALHOUN HOUSTON TX 77204-2164	NONE	PUBLIC	CAPITAL	150,000
TOTAL CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT				18,885,000

FORM 990PF SUPPORTING SCHEDULE - PART IX-A & IX-B
SUPPLEMENTARY INFORMATION

PART IX-A:
The foundation provides maintenance, repair, preservation, and rehabilitation services on an as needed basis for Houston City parks and Texas historic sites. During the fiscal year ended September 30, 2013, the foundation provided maintenance for and continued rehabilitation of the city fountain in Buffalo Bayou Park in Houston, Texas. The Foundation staff was active in determining the scope and method of rehabilitation, contract negotiation and supervision, and fiscal management of the project. In addition the foundation provided partial maintenance and repair for the historic cemetery at Fairfield, Texas. The activities were limited to the maintenance and preservation of the grounds and other public areas which constitute the historic site as designated by the State of Texas. The foundation contracted with local providers to perform the actual activities and paid for these services directly. Net expenses - $35,750.

The scope of the benefit provided by these direct charitable activities is very broad. The benefit extends to all of the citizens of the City of Houston, Texas in the case of the Buffalo Bayou Park rehabilitation and to all of the citizens of the State of Texas in the case of the historic site preservation in Fairfield, Texas. The foundation intends to keep its direct involvement in these areas very limited. Only in cases where the need appears to be significant and where there is no evidence of an effective supporting agency does the foundation consider it appropriate to become directly involved in projects of this type.

PART IX-B:
The foundation does not derive any income from its grant programs or direct charitable activities.

THE WORTHAM FOUNDATION, INC. - 74-1334356 FORM 990PF (2012)
HOUSTON, TX 77019
FOR THE TAX YEAR ENDED: 09/30/2012
FORM 990PF SUPPORTING SCHEDULE - PART II, LINE 10A
INVESTMENTS - GOVERNMENT BONDS - ATTACHMENT 7

ALL AMOUNTS ARE AT COST

DESCRIPTION	BEGINNING OF YEAR AMOUNT	END OF YEAR AMOUNT	FMV END OF YEAR AMOUNT
FHLMC POOL - 6 0% - 7/1/17	80,608	55,222	56,555
FHLMC POOL - 6 5% - 1/01/16	9,931	6,723	6,966
FNMA-1 2%-3/6/17	1,996,801	1,997,510	2,006,920
FNMA POOL-3 5%-2/1/26	1,609,739	1,009,461	1,028,308
FNMA POOL-3 5%-8/1/26	980,347	634,798	644,244
FNMA POOL-4%-2/1/41	355,612	251,891	254,722
FNMA POOL-5%-6/1/22	107,465	54,334	59,572
FNMA POOL-5.5%-9/1/17	43,945	26,377	27,415
FNMA POOL-6%-9/1/13	11,756	0	0
FNMA POOL-6.5%-10/1/31	48,203	45,602	52,212
FNMA POOL-6 5%-11/1/16	58,532	36,516	36,840
USTB - 5 25% - 11/15/2028	893,661	722,695	812,702
USTN-1 25%-2/15/14	962,304	652,306	652,893
USTN - 2 625% - 11/15/2020	527,740	372,902	364,000
USTN-2%-1/31/16	210,747	622,438	622,032
VANGUARD FIXED INCOME TIPS FND	10,998,446	15,542,670	16,230,548
TOTAL	18,895,837	22,031,445	22,855,929

ATTACHMENT 7

THE WORTHAM FOUNDATION, INC. - 74-1334356 FORM 990PF (2012)
HOUSTON, TX 77019
FOR THE TAX YEAR ENDED: 09/30/2013 SCHEDULE D-1
FORM 990PF SUPPORTING SCHEDULE - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Description	Date of Purchase	Date of Sale	Proceeds From Sale	Cost of Shares Sold	Gain/Loss
ABSOLUTE RETURN OFFSHORE-LTD	05/27/2005	02/06/2013	7,557,926 72	7,169,106 00	388,820 72
ABSOLUTE RETURN OFFSHORE-LTD	05/27/2005	06/24/2013	756,229 80	756,229 80	
ABSOLUTE RETURN OFFSHORE-LTD	05/27/2005	09/30/2013	438 28		438 28
BB&T CORP-3 95%-4/29/2018	05/09/2013	06/25/2013	267,320 00	271,416 37	-4,096 37
CAMDEN PROPERTY TRUST-5 375%-12/15/13	07/02/2012	12/04/2012	208,742 00	207,642 26	1,099 74
ELECTRONICS DATA SYSTEMS CORP	12/6/2000	01/31/2013	389 59		389 59
EXXON MOBIL CORPORATION	4/25/2013	07/12/2013	67,594 34	64,626 67	2,967 67
FHLMC POOL-6%-7/1/17	07/21/2003	10/15/2012	3,668 52	3,813 10	-144 58
FHLMC POOL-6%-7/1/17	07/21/2003	11/01/2012	1,336 41	1,388 81	-52 40
FHLMC POOL-6%-7/1/17	07/21/2003	12/17/2012	1,778.70	1,848 10	-69 40
FHLMC POOL-6%-7/1/17	07/21/2003	01/15/2013	2,011 09	2,089 15	-78 06
FHLMC POOL-6%-7/1/17	07/21/2003	02/15/2013	1,372 98	1,425 99	-53 01
FHLMC POOL-6%-7/1/17	07/21/2003	03/15/2013	1,382 88	1,436 02	-53 14
FHLMC POOL-6%-7/1/17	07/21/2003	04/15/2013	1,381 12	1,433 90	-52 78
FHLMC POOL-6%-7/1/17	07/21/2003	05/15/2013	1,958 24	2,032 69	-74 45
FHLMC POOL-6%-7/1/17	07/21/2003	06/17/2013	1,389 01	1,441 53	-52 52
FHLMC POOL-6%-7/1/17	07/21/2003	07/15/2013	3,482 83	3,613 81	-130 98
FHLMC POOL-6%-7/1/17	07/21/2003	08/15/2013	2,661 88	2,761 43	-99 55
FHLMC POOL-6%-7/1/17	07/21/2003	09/16/2013	1,890 22	1,960 51	-70 29
FHLMC POOL-6 5%-1/01/16	01/17/2001	10/15/2012	249 59	250 58	-0 99
FHLMC POOL-6 5%-1/01/16	01/17/2001	11/01/2012	251 72	252.71	-0 99
FHLMC POOL-6 5%-1/01/16	01/17/2001	12/17/2012	259 10	260 11	-1 01
FHLMC POOL-6 5%-1/01/16	01/17/2001	01/15/2013	254 11	255 09	-0 98
FHLMC POOL-6 5%-1/01/16	01/17/2001	02/15/2013	258 80	259 79	-0 99
FHLMC POOL-6 5%-1/01/16	01/17/2001	03/15/2013	259 57	260 56	-0 99
FHLMC POOL-6 5%-1/01/16	01/17/2001	04/15/2013	314 78	315 97	-1 19
FHLMC POOL-6 5%-1/01/16	01/17/2001	05/15/2013	279 02	280 06	-1 04
FHLMC POOL-6 5%-1/01/16	01/17/2001	06/17/2013	214 40	215 19	-0 79
FHLMC POOL-6 5%-1/01/16	01/17/2001	07/15/2013	348 95	350 23	-1 28
FHLMC POOL-6 5%-1/01/16	01/17/2001	08/15/2013	217 33	218 12	-0 79
FHLMC POOL-6 5%-1/01/16	01/17/2001	09/16/2013	285 86	286 89	-1 03
FNMA - 6 5% - 10/1/31	10/30/2001	10/25/2012	164 60	160 79	3 81
FNMA - 6 5% - 10/1/31	10/30/2001	11/26/2012	165 60	161 76	3 84
FNMA - 6 5% - 10/1/31	10/30/2001	12/26/2012	740 95	723 79	17 16
FNMA - 6 5% - 10/1/31	10/30/2001	01/25/2013	208 80	203 96	4 84
FNMA - 6 5% - 10/1/31	10/30/2001	02/25/2013	535 63	523 22	12 41
FNMA - 6 5% - 10/1/31	10/30/2001	03/25/2013	118 83	116 08	2 75
FNMA - 6 5% - 10/1/31	10/30/2001	04/25/2013	119 53	116 76	2 77

THE WORTHAM FOUNDATION, INC. - 74-1334356 FORM 990PF (2012)
HOUSTON, TX 77019
FOR THE TAX YEAR ENDED: 09/30/2013 SCHEDULE D-2
FORM 990PF SUPPORTING SCHEDULE - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Description	Date of Purchase	Date of Sale	Proceeds From Sale	Cost of Shares Sold	Gain/Loss
FNMA - 6 5% - 10/1/31	10/30/2001	05/28/2013	120 23	117 45	2 78
FNMA - 6 5% - 10/1/31	10/30/2001	06/25/2013	120 90	118 10	2 80
FNMA - 6 5% - 10/1/31	10/30/2001	07/25/2013	121 65	118 83	2 82
FNMA - 6 5% - 10/1/31	10/30/2001	08/26/2013	122 33	119 50	2 83
FNMA - 6 5% - 10/1/31	10/30/2001	09/25/2013	123 08	120 23	2 85
FNMA POOL-3 5%-2/1/26	08/25/2011	10/25/2012	40,629 65	42,202 66	-1,573 01
FNMA POOL-3 5%-2/1/26	08/25/2011	11/26/2012	7,841 15	8,143 17	-302 02
FNMA POOL-3 5%-2/1/26	08/25/2011	12/26/2012	76,095.37	79,011 73	-2,916 36
FNMA POOL-3 5%-2/1/26	08/25/2011	01/25/2013	70,068 31	72,739 71	-2,671 40
FNMA POOL-3 5%-2/1/26	08/25/2011	02/25/2013	80,013 96	83,048 51	-3,034 55
FNMA POOL-3 5%-2/1/26	08/25/2011	03/25/2013	42,945 18	44,566 09	-1,620 91
FNMA POOL-3 5%-2/1/26	08/25/2011	04/25/2013	72,498 42	75,220 17	-2,721 75
FNMA POOL-3 5%-2/1/26	08/25/2011	05/28/2013	33,802 83	35,065 26	-1,262 43
FNMA POOL-3 5%-2/1/26	08/25/2011	06/25/2013	39,124 91	40,578 18	-1,453 27
FNMA POOL-3 5%-2/1/26	08/25/2011	07/25/2013	31,738 12	32,910 77	-1,172 65
FNMA POOL-3 5%-2/1/26	08/25/2011	08/26/2013	48,573 47	50,358 26	-1,784 79
FNMA POOL-3 5%-2/1/26	08/25/2011	09/25/2013	32,346 66	33,528 61	-1,181 95
FNMA POOL-3 5%-8/1/26	08/25/2011	10/25/2012	4,550 72	4,745 93	-195 21
FNMA POOL-3 5%-8/1/26	08/25/2011	11/26/2012	109,470 33	114,143 27	-4,672 94
FNMA POOL-3 5%-8/1/26	08/25/2011	12/26/2012	42,495 98	44,301 32	-1,805 34
FNMA POOL-3 5%-8/1/26	08/16/2011	01/25/2013	47,668 83	49,683 84	-2,015 01
FNMA POOL-3 5%-8/1/26	08/16/2011	02/25/2013	48,124 74	50,148 79	-2,024 05
FNMA POOL-3 5%-8/1/26	08/16/2011	03/25/2013	23,475 65	24,458 48	-982 83
FNMA POOL-3 5%-8/1/26	08/16/2011	04/25/2013	19,547 73	20,361 93	-814 20
FNMA POOL-3 5%-8/1/26	08/16/2011	05/28/2013	21,510 77	22,402 27	-891 50
FNMA POOL-3 5%-8/1/26	08/16/2011	06/25/2013	3,199 02	3,330 91	-131 89
FNMA POOL-3.5%-8/1/26	08/16/2011	07/25/2013	3,240 57	3,373 50	-132 93
FNMA POOL-3 5%-8/1/26	08/16/2011	08/26/2013	3,258 36	3,391 32	-132 96
FNMA POOL-3 5%-8/1/26	08/16/2011	09/25/2013	3,318 98	3,453 69	-134 71
FNMA POOL-4%-2/1/26	06/08/2011	07/25/2013	9,579 97	9,942 70	-362 73
FNMA POOL-4%-2/1/41	08/26/2011	10/25/2012	11,240 24	11,672 29	-432 05
FNMA POOL-4%-2/1/41	08/26/2011	11/26/2012	9,943 36	10,324 92	-381 56
FNMA POOL-4%-2/1/41	08/26/2011	12/26/2012	10,337 36	10,733 40	-396 04
FNMA POOL-4%-2/1/41	08/26/2011	01/25/2013	9,158 21	9,508 48	-350 27
FNMA POOL-4%-2/1/41	08/26/2011	02/25/2013	8,666 00	8,996 88	-330 88
FNMA POOL-4%-2/1/41	08/26/2011	03/25/2013	14,212 86	14,754 69	-541 83
FNMA POOL-4%-2/1/41	08/26/2011	04/25/2013	6,351 02	6,592 72	-241 70
FNMA POOL-4%-2/1/41	08/26/2011	05/28/2013	6,757 07	7,013 79	-256 72

THE WORTHAM FOUNDATION, INC. - 74-1334356 FORM 990PF (2012)
HOUSTON, TX 77019
FOR THE TAX YEAR ENDED: 09/30/2013 SCHEDULE D-3
FORM 990PF SUPPORTING SCHEDULE - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Description	Date of Purchase	Date of Sale	Proceeds From Sale	Cost of Shares Sold	Gain/Loss
FNMA POOL-4%-2/1/41	08/26/2011	06/25/2013	5,170 71	5,366 82	-196 11
FNMA POOL-4%-2/1/41	08/26/2011	08/26/2013	5,701 68	5,917 19	-215 51
FNMA POOL-4%-2/1/41	08/26/2011	09/25/2013	2,583 38	2,680 85	-97 47
FNMA POOL-5%-6/01/22	08/21/2007	10/25/2012	2,289 65	2,238 18	51 47
FNMA POOL-5%-6/01/22	08/21/2007	11/26/2012	5,259 69	5,141 93	117 76
FNMA POOL-5%-6/01/22	08/21/2007	12/26/2012	5,519 29	5,396 18	123 11
FNMA POOL-5%-6/01/22	08/21/2007	01/25/2013	9,413 53	9,204 39	209 14
FNMA POOL-5%-6/01/22	08/21/2007	02/25/2013	3,986 03	3,897 82	88 21
FNMA POOL-5%-6/01/22	08/21/2007	03/25/2013	3,703 94	3,622 27	81 67
FNMA POOL-5%-6/01/22	08/21/2007	04/25/2013	4,631 62	4,529 91	101 71
FNMA POOL-5%-6/01/22	08/21/2007	05/28/2013	7,704 08	7,535 58	168 50
FNMA POOL-5%-6/01/22	08/21/2007	06/25/2013	3,616 76	3,537 98	78 78
FNMA POOL-5%-6/01/22	08/21/2007	07/25/2013	2,079 26	2,034 15	45 11
FNMA POOL-5%-6/01/22	08/21/2007	08/26/2013	3,201 59	3,132 42	69 17
FNMA POOL-5%-6/01/22	08/21/2007	09/25/2013	3,007 05	2,942 36	64 69
FNMA POOL - 5 5% - 9/1/17	09/19/2002	10/25/2012	1,268 09	1,293 60	-25 51
FNMA POOL - 5 5% - 9/1/17	09/19/2002	11/26/2012	841 24	857 90	-16 66
FNMA POOL - 5 5% - 9/1/17	09/19/2002	12/26/2012	869 20	886 16	-16 96
FNMA POOL - 5 5% - 9/1/17	09/19/2002	01/25/2013	2,913 23	2,969 16	-55 93
FNMA POOL - 5 5% - 9/1/17	09/19/2002	02/25/2013	1,467 70	1,495 42	-27 72
FNMA POOL - 5 5% - 9/1/17	09/19/2002	03/25/2013	1,060 94	1,080 67	-19 73
FNMA POOL - 5 5% - 9/1/17	09/19/2002	04/25/2013	2,195 90	2,236 05	-40 15
FNMA POOL - 5 5% - 9/1/17	09/19/2002	05/28/2013	2,923 98	2,976 55	-52 57
FNMA POOL - 5 5% - 9/1/17	09/19/2002	06/25/2013	791 34	805 32	-13 98
FNMA POOL - 5 5% - 9/1/17	09/19/2002	07/25/2013	933 98	950 19	-16 21
FNMA POOL - 5 5% - 9/1/17	09/19/2002	08/26/2013	1,096 81	1,115 49	-18 68
FNMA POOL - 5 5% - 9/1/17	09/19/2002	09/25/2013	764 51	777 28	-12 77
FNMA POOL - 6% - 9/1/13	02/05/1999	10/25/2012	1,831 31	1,729 94	101 37
FNMA POOL - 6% - 9/1/13	02/05/1999	11/26/2012	1,844 06	1,742 39	101 67
FNMA POOL - 6% - 9/1/13	02/05/1999	12/26/2012	1,703 94	1,610 36	93 58
FNMA POOL - 6% - 9/1/13	02/05/1999	01/25/2013	1,636 31	1,546 81	89 50
FNMA POOL - 6% - 9/1/13	02/05/1999	02/25/2013	1,445 00	1,366 28	78 72
FNMA POOL - 6% - 9/1/13	02/05/1999	03/25/2013	1,288 69	1,218 75	69 94
FNMA POOL - 6% - 9/1/13	02/05/1999	04/25/2013	1,013 88	959 08	54 80
FNMA POOL - 6% - 9/1/13	02/05/1999	05/28/2013	758 69	717 86	40 83
FNMA POOL - 6% - 9/1/13	02/05/1999	06/25/2013	552 63	523 01	29 62
FNMA POOL - 6% - 9/1/13	02/05/1999	07/25/2013	310 69	294 10	16 59
FNMA POOL - 6% - 9/1/13	02/05/1999	08/26/2013	59 09	55 95	3 14

THE WORTHAM FOUNDATION, INC. - 74-1334356 FORM 990PF (2012)
HOUSTON, TX 77019
FOR THE TAX YEAR ENDED: 09/30/2013 SCHEDULE D-4
FORM 990PF SUPPORTING SCHEDULE - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Description	Date of Purchase	Date of Sale	Proceeds From Sale	Cost of Shares Sold	Gain/Loss
FNMA POOL - 6 5% - 11/1/16	01/17/2002	10/25/2012	2,447 42	2,580 73	-133 31
FNMA POOL - 6 5% - 11/1/16	01/17/2002	11/26/2012	2,031 88	2,141 92	-110 04
FNMA POOL - 6 5% - 11/1/16	01/17/2002	12/26/2012	1,839 24	1,938 28	-99 04
FNMA POOL - 6 5% - 11/1/16	01/17/2002	01/25/2013	1,732 06	1,824.78	-92 72
FNMA POOL - 6 5% - 11/1/16	01/17/2002	02/25/2013	1,796 95	1,892 56	-95 61
FNMA POOL - 6 5% - 11/1/16	01/17/2002	03/25/2013	1,900 16	2,000 71	-100 55
FNMA POOL - 6 5% - 11/1/16	01/17/2002	04/25/2013	1,398 02	1,471 55	-73 53
FNMA POOL - 6 5% - 11/1/16	01/17/2002	05/28/2013	1,479 11	1,556 44	-77 33
FNMA POOL - 6 5% - 11/1/16	01/17/2002	06/25/2013	2,040 14	2,146 13	-105 99
FNMA POOL - 6 5% - 11/1/16	01/17/2002	07/25/2013	1,416 10	1,489 22	-73 12
FNMA POOL - 6 5% - 11/1/16	01/17/2002	08/26/2013	1,303 64	1,370 52	-66 88
FNMA POOL - 6 5% - 11/1/16	01/17/2002	09/25/2013	1,366 93	1,436 61	-69 68
GE CAP CORP-5 5%-1/8/20	08/02/2011	09/18/2013	558,580 00	541,631 53	16,948 47
GEN ELEC	04/25/2013	07/12/2013	29,541 85	26,677 58	2,864 27
GOLDMAN SACHS-5 25%-10/15/13	03/09/2010	08/06/2013	1,134,708 75	1,129,711 89	4,996 86
GROWTH PORTFOLIO	12/13/2000	10/02/2012	400,000 00	307,979 92	92,020 08
GROWTH PORTFOLIO	12/13/2000	12/14/2012	36,103 78		36,103.78
GROWTH PORTFOLIO	12/13/2000	12/14/2012	3,467,916 66		3,467,916 66
GROWTH PORTFOLIO	12/13/2000	09/13/2013	690,000 00	531,598 87	158,401 13
HCP, INC	04/25/2013	08/15/2013	42,711 72	53,645 33	-10,933 61
HCP, INC	04/25/2013	09/04/2013	24,597 42	31,912 90	-7,315 48
INTERPUBLIC GROUP COMPANIES, INC	04/11/2001	01/31/2013	10 98		10 98
INTL EQUITY PORTFOLIO	08/27/2008	10/02/2012	1,200,000 00	1,136,873 11	63,126 89
INTL EQUITY PORTFOLIO	08/27/2008	12/14/2012	204,707 90		204,707 90
INTL EQUITY PORTFOLIO	08/27/2008	12/14/2012	139,275 11		139,275 11
INTL EQUITY PORTFOLIO	08/27/2008	12/20/2012	2,400,000 00	2,167,197 67	232,802 33
INTL PAPER CO	01/08/2004	06/20/2013	114,033 84	116,802 49	-2,768 65
LOCKHEED MARTIN CORP	04/25/2013	08/15/2013	32,258 59	25,066 52	7,192 07
MARSH & McLENNAN COS, INC	04/25/2013	05/14/2013	107,697 23	102,285 99	5,411 24
MAXIM INTEGRATED	04/25/2013	06/20/2013	86,703 55	97,712 49	-11,008 94
METROPOLITAN LIFE GLOBAL-5 125%-4/10/1:	09/12/2011	03/11/2013	1,053,643 50	1,053,157 49	486 01
PINNACLE WEST CAP CP	04/25/2013	09/04/2013	87,790 11	97,800 97	-10,010 86
H-C PRIVATE EQUITY V OFFSHORE	12/22/2005	12/31/2012	47,563 00		47,563 00
H-C PRIVATE EQUITY VI OFFSHORE	04/26/2007	12/31/2012	211,405 00		211,405 00
H-C PRIVATE EQUITY VII OFFSHORE	11/17/2008	12/31/2012	42 00		42 00
SMALL CAP PORTFOLIO	08/12/2010	10/02/2012	200,000 00	185,487 88	14,512 12
SMALL CAP PORTFOLIO	08/12/2010	03/25/2013	700,000 00	574,455 24	125,544 76
SSGA FDS EMERGING MKTS FD	08/12/2010	10/02/2012	800,000 00	809,730 29	-9,730 29

THE WORTHAM FOUNDATION, INC. - 74-1334356 FORM 990PF (2012)
HOUSTON, TX 77019
FOR THE TAX YEAR ENDED: 09/30/2013 SCHEDULE D-5
FORM 990PF SUPPORTING SCHEDULE - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Description	Date of Purchase	Date of Sale	Proceeds From Sale	Cost of Shares Sold	Gain/Loss
SSGA FDS EMERGING MKTS FD	08/12/2010	12/20/2012	620,000 00	596,921 53	23,078 47
TIPS	06/30/2011	12/20/2012	22,952 68		22,952 68
TIPS	06/30/2011	12/20/2012	123,507 28		123,507 28
TIPS	06/30/2011	03/27/2013	2,247 67		2,247 67
TIPS	06/30/2011	03/27/2013	38,210 45		38,210 45
TOTAL RETURN OFFSHORE-LP	10/30/2006	02/06/2013	13,262,948 62	12,702,300 73	560,647 89
TOTAL RETURN OFFSHORE-LP	10/30/2006	06/24/2013	1,325,761 00	1,325,761 00	
TOTAL RETURN OFFSHORE-LP	10/30/2006	09/30/2013	-532 62		-532 62
USTB-5 25%-11/15/28	12/15/2010	07/16/2013	188,947 27	166,942 24	22,005 03
USTN-1 25%-2/15/14	05/29/2012	11/09/2012	303,890 63	303,542 65	347 98
USTN-2 625%-11/15/20	02/21/2012	08/07/2013	415,375 00	418,366 01	-2,991 01
VALUE PORTFOLIO	07/18/2008	10/02/2012	400,000 00	395,174 47	4,825 53
VALUE PORTFOLIO	07/18/2008	12/14/2012	1,056,605 96		1,056,605 96
VALUE PORTFOLIO	07/18/2008	12/14/2012	258,497 99		258,497 99
VALUE PORTFOLIO	07/18/2008	03/25/2013	970,000 00	904,754 21	65,245 79
VALUE PORTFOLIO	07/18/2008	05/15/2013	2,000,000 00	1,745,442 17	254,557 83
VALUE PORTFOLIO	07/18/2008	06/11/2013	2,200,000 00	1,942,115 05	257,884 95
VALUE PORTFOLIO	07/18/2008	09/13/2013	4,120,000 00	3,513,196 76	606,803 24
VENTAS, INC	04/25/13	08/15/2013	20,492 01	25,106 20	-4,614 19
VENTAS, INC	04/25/13	08/21/2013	94,516 95	124,741 47	-30,224 52
VODAFONE GROUP	04/25/13	09/23/2013	124,752 58	110,409 74	14,342 84
			51,316,251.35	**42,913,518.34**	**8,402,733.01**

THE WORTHAM FOUNDATION, INC. - 74-1334356 FORM 990PF (2012)
HOUSTON, TX 77019
FOR THE TAX YEAR ENDED: 09/30/2013 **ATTACHMENT 19**
FORM 990PF SUPPORTING SCHEDULE - PART XV
SUPPLEMENTARY INFORMATION

QUESTION 2a:
Applications should be addressed to:
Barbara J. Snyder, 2727 Allen Parkway, Suite 1570, Houston, TX 77019
Telephone number:
(713) 526-8849

QUESTION 2b:
Application forms may be obtained by writing or calling:
Barbara J. Snyder, 2727 Allen Parkway, Suite 1570, Houston, TX 77019
Telephone number:
(713) 526-8849

QUESTION 2c:
Applications should be submitted by the second week of January, April, July, or October in order to be considered at the Foundation's quarterly Trustee meetings, which are held in mid-February, May, August, and November.

QUESTION 2d:
Awards are granted primarily for cultural arts and civic beautification projects and to those projects which benefit the citizens of Houston, Harris County, Texas.

ATTACHMENT 17 NOT USED
ATTACHMENT 18 NOT USED

ATTACHMENT 19

THE WORTHAM FOUNDATION, INC. - 74-1334356 FORM 990PF (2012)
HOUSTON, TX 77019
FOR THE TAX YEAR ENDED: 09/30/2013 ATTACHMENT 8-1
FORM 990PF SUPPORTING SCHEDULE - PART II, LINE 10b
INVESTMENTS - CORPORATE STOCK

ALL AMOUNTS ARE AT COST

DESCRIPTION	BEGINNING OF YEAR AMOUNT	END OF YEAR AMOUNT	FMV END OF YEAR AMOUNT
H-C GROWTH PORTFOLIO	20,638,681	24,068,509	30,878,022
H-C INTL EQ PORTFOLIO	48,207,875	48,919,944	61,396,602
H-C SM CAP PORTFOLIO	4,055,170	3,324,749	5,345,183
H-C SSGA FDS EM MKTS PORTFOLIO	16,108,532	16,760,192	17,252,713
H-C VALUE PORTFOLIO	24,747,417	18,295,811	23,478,915
H-C PRIVATE EQUITY IV LP	1,842,553	1,432,422	1,338,888
H-C PRIVATE EQUITY V LP	2,556,365	2,466,554	2,833,120
H-C PRIVATE EQUITY VI LP	2,605,675	2,599,190	3,383,264
H-C PRIVATE EQUITY VII LP	2,119,050	2,367,165	2,995,886
H-C PRIVATE EQUITY VIII LP	430,375	695,056	726,000
H-C TOTAL RETURN LP	12,702,300	0	
ABBVIE, INC.	0	112,239	112,496
AGL RESOURCES, INC.	0	100,218	99,471
ALTRIA GROUP, INC.	0	510,874	496,907
AT&T	0	384,668	335,866
BRISTOL MYERS SQUIBB	0	155,030	171,884
CANADIAN IMPERIAL	0	95,816	100,233
CENTERPOINT ENERGY	0	238,628	237,423
CHEVRON	0	256,281	266,085
CINEMARK HLDGS	0	109,981	119,184
CISCO SYSTEMS	0	96,566	109,704
COCA COLA, INC.	0	128,715	113,905
CONAGRA FOODS, INC.	0	114,354	96,117
CONOCOPHILLIPS	0	237,300	286,729
COVANTA HLDGS	0	97,495	100,465
DOMINION RES	0	160,834	166,134
DOW CHEMICAL	0	126,577	156,019
DR. PEPPER SNAPPLE	0	99,497	93,226
DU PONT	0	100,039	115,656
DUKE ENERGY	0	306,754	275,267
EXXON MOBIL	0	115,216	112,282
GEN ELEC	0	226,408	253,640
GENUINE PARTS	0	105,910	117,614
GLAXOSMITHKLINE	0	141,672	139,924
HASBRO, INC.	0	111,606	112,995
HCP, INC.	0	186,746	148,198
INTEL CORP	0	161,962	162,074
ISHARES IBOXX HIGH YIELD	0	266,491	257,248

THE WORTHAM FOUNDATION, INC. - 74-1334356 FORM 990PF (2012)
HOUSTON, TX 77019
FOR THE TAX YEAR ENDED: 09/30/2013 ATTACHMENT 8-2
FORM 990PF SUPPORTING SCHEDULE - PART II, LINE 10b
INVESTMENTS - CORPORATE STOCK

ALL AMOUNTS ARE AT COST

DESCRIPTION	BEGINNING OF YEAR AMOUNT	END OF YEAR AMOUNT	FMV END OF YEAR AMOUNT
ISHARES IBOXX ISHARES IBOXX INV	0	265,071	248,248
ISHARES IBOXX PFD STOCK INDEX F	0	245,314	230,546
JOHNSON & jOHNSON	0	104,472	106,802
JP MORGAN CHASE	0	137,435	149,901
KIMBERLY CLARK CORP	0	161,718	144,533
KRAFT FOODS, INC	0	128,522	133,089
LILY, ELI & CO	0	203,102	177,363
LOCKHEED MARTIN CORP	0	118,610	157,524
McDONALD'S	0	97,788	94,767
MEADWESTVACO CORP	0	107,865	117,980
MERCK & CO	0	150,795	149,968
MICROSOFT CORP	0	135,331	145,167
NATIONAL RETAIL	0	212,274	177,556
PFIZER, INC.	0	262,657	243,502
PHILIP MORRIS INTL	0	345,384	322,201
PROCTOR & GAMBLE	0	164,852	152,767
REYNOLDS AMERICAN, INC.	0	403,465	430,337
ROYAL DUTCH SHELL	0	242,673	252,198
SEADRILL, LTD	0	99,228	97,418
SONOCO	0	97,503	110,706
SOUTHERN CO	0	168,764	143,101
SYSCO	0	103,855	95,076
TEXAS INSTRUMENTS, INC.	0	95,083	110,193
TIME WARNER	0	87,127	105,350
UPS	0	101,743	105,898
VERIZON	0	421,382	378,208
WALMART	0	99,322	99,032
WASTE MGMT	0	100,847	102,564
WEINGARTEN	0	101,911	91,803
WELLS FARGO & CO	0	132,262	142,678
WILLIAMS COS , INC.	0	100,622	109,080
TOTAL	136,013,993	130,874,446	159,510,895

THE WORTHAM FOUNDATION, INC. - 74-1334356 FORM 990PF (2012)
HOUSTON, TX 77019
FOR THE TAX YEAR ENDED: 09/30/2013

FORM 990PF SUPPORTING SCHEDULE - PART II, LINE 10c
INVESTMENTS - CORPORATE BONDS - ATTACHMENT 9

ALL AMOUNTS ARE AT COST

DESCRIPTION	BEGINNING OF YEAR AMOUNT	END OF YEAR AMOUNT	FMV END OF YEAR AMOUNT
ACE INA HLDGS - 8.875% - 08/15/29	880,863	873,667	1,080,105
AIG-4.875%-06/01/22	546,460	938,922	911,846
AMGEN-3.45%-10/01/20	612,824	814,097	806,584
BB&T CORP-2.05%-6/19/18	0	393,758	398,396
BP CAP-4.75%-3/10/19	988,850	976,072	995,580
CAMDEN PROPERTY TRUST-2 95%-12/	0	297,060	274,479
CAMDEN PROPERTY TRUST-5 375%-12/15/2022	209,006	0	0
CAMDEN PROPERTY TRUST-5.7%-5/15/17	719,154	705,065	722,677
GEN ELEC CO-5 3%-2/11/21	0	645,165	652,548
GEN ELEC CO-5 25%-12/06/17	547,288	0	0
GOLDMAN SACHS -5.25%-10/15/13	1,155,858	0	0
GOLDMAN SACHS -5.35%-1/15/16	0	1,193,838	1,199,264
HSBC USA INC-9.125%-5/15/21	793,686	779,104	842,424
IBM CORP-6 22%-08/01/2027	0	478,794	427,816
J P MORGAN CHASE-4.95%-3/25/20	787,999	783,523	820,395
MERRILL LYNCH-6.4%-8/28/17	773,655	768,800	862,455
METLIFE INC-2 375%-2/06/14	0	1,057,091	1,057,518
METROPOLITAN LIFE GLOBAL--5 125%-4/10/13	1,075,128	3,468	3,468
NATIONAL CITY CORP - 6 875% - 05/15/19	808,022	798,489	894,900
OCCIDENTAL PET - 9 25% - 8/1/19	816,447	794,083	948,356
PHARMACIA CORP-6.6%-12/01/28	1,038,852	1,022,717	943,785
RANGE RESOURCES-6%-8/15/22	0	498,765	483,750
TRANSATLANTIC HOLDINGS - 5 75%	1,056,156	1,082,474	1,209,846
TRANS CANADA PIPELINES -9.875%	806,244	789,858	1,035,105
U S BANK NA CINCINNATI OH-4.9%-10/30/14	632,515	617,002	628,872
WELLS FARGO - 7.55% - 6/21/10	650,665	637,804	660,595
H-C HI YIELD BND PORTFOLIO	12,008,579	17,700,881	18,248,862
H-C ABSOLUTE RETURN LTD	7,169,106	0	0
TOTAL	34,077,357	34,650,497	36,109,626