



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

10/01, 2012, and ending

09/30, 2013

|  |   |  |
|--|---|--|
| Name of foundation<br><b>BHUPAT &amp; JYOTI MEHTA FAMILY FOUNDATION</b>  |   | A Employer identification number<br><b>76-0522455</b>  |
| Number and street (or P O box number if mail is not delivered to street address)   | Room/suite  | B Telephone number (see instructions)<br><b>(832) 295-8702</b>   |
| 20018 CHATEAU BEND DRIVE   |   |  |
| City or town, state, and ZIP code<br><b>KATY, TX 77450</b>   |   | C If exemption application is pending, check here <input type="checkbox"/>   |
| G Check all that apply<br><input type="checkbox"/> Initial return<br><input type="checkbox"/> Final return<br><input type="checkbox"/> Address change<br><input type="checkbox"/> Initial return of a former public charity<br><input type="checkbox"/> Amended return<br><input type="checkbox"/> Name change |   | D 1 Foreign organizations, check here <input type="checkbox"/><br>2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> |
| H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation<br><input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation   |   | E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>  |
| I Fair market value of all assets at end of year (from Part II, col (c), line 16) <b>\$ 21,060,532.</b>  | J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual<br><input type="checkbox"/> Other (specify) _____<br>(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 <input type="checkbox"/>   |

| 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) |
|--|------------|------------------------------------|---------------------------|-------------------------|---|
| 1 Contributions, gifts, grants, etc., received (attach schedule)   |            | 360,000.                           |                           |                         |   |
| 2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B  |            |                                    |                           |                         |   |
| 3 Interest on savings and temporary cash investments   |            |                                    |                           |                         |   |
| 4 Dividends and interest from securities   |            | 601,143.                           | 601,143.                  |                         | ATCH 1  |
| 5a Gross rents   |            |                                    |                           |                         |   |
| b Net rental income or (loss)  |            |                                    |                           |                         |   |
| 6a Net gain or (loss) from sale of assets not on line 10   |            | 238,766.                           |                           |                         |   |
| b Gross sales price for all assets on line 6a  | 2,700,388. |                                    |                           |                         |   |
| 7 Capital gain net income (from Part IV, line 2)   |            |                                    | 238,766.                  |                         |   |
| 8 Net short-term capital gain  |            |                                    |                           | 0                       |   |
| 9 Income modifications   |            |                                    |                           |                         |   |
| 10 a Gross sales less returns and allowances   |            |                                    |                           |                         |   |
| b Less Cost of goods sold  |            |                                    |                           |                         |   |
| c Gross profit or (loss) (attach schedule)   |            |                                    |                           |                         |   |
| 11 Other income (attach schedule)  |            |                                    |                           |                         |   |
| 12 Total. Add lines 1 through 11   |            | 1,199,909.                         | 839,909.                  | 0                       |   |
| 13 Compensation of officers, directors, trustees, etc.   |            | 0                                  |                           |                         |   |
| 14 Other employee salaries and wages   |            |                                    |                           |                         |   |
| 15 Pension plans, employee benefits  |            |                                    |                           |                         |   |
| 16a Legal fees (attach schedule)   |            |                                    |                           |                         |   |
| b Accounting fees (attach schedule) ATCH 2   |            | 4,950.                             | 2,475.                    |                         | 2,475.  |
| c Other professional fees (attach schedule) *  |            | 86,428.                            |                           |                         | 86,428.   |
| 17 Interest  |            |                                    |                           |                         |   |
| 18 Taxes (attach schedule) (see instructions) ATCH 4   |            | 18,894.                            | 2,574.                    |                         |   |
| 19 Depreciation (attach schedule) and depletion  |            |                                    |                           |                         |   |
| 20 Occupancy   |            |                                    |                           |                         |   |
| 21 Travel, conferences, and meetings   |            |                                    |                           |                         |   |
| 22 Printing and publications   |            |                                    |                           |                         |   |
| 23 Other expenses (attach schedule) ATCH 5   |            | 18,884.                            | 18,884.                   |                         |   |
| 24 Total operating and administrative expenses. Add lines 13 through 23  |            | 129,156.                           | 23,933.                   |                         | 88,903.   |
| 25 Contributions, gifts, grants paid   |            | 824,671.                           |                           |                         | 824,671.  |
| 26 Total expenses and disbursements. Add lines 24 and 25   |            | 953,827.                           | 23,933.                   | 0                       | 913,574.  |
| 27 Subtract line 26 from line 12   |            |                                    |                           |                         |   |
| a Excess of revenue over expenses and disbursements  |            | 246,082.                           |                           |                         |   |
| b Net investment income (if negative, enter -0-)   |            |                                    | 815,976.                  |                         |   |
| c Adjusted net income (if negative, enter -0-)   |            |                                    |                           | 0                       |   |

JSA For Paperwork Reduction Act Notice, see Instructions.

\*ATCH 3

Form 990-PF (2012)

2E1410 1 000

47561Y 2917 1/31/2014 12:55:10 PM V 12-7.12

6407-143

PAGE 2

RECEIVED

FEB 12 2014

OGDEN, UT

SCANNED FEB 19 2014

3-18

8

| 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 | End of year    |                       |
|-----------------------------|---|---|-------------|-------------------|----------------|-----------------------|
|                             |   |   |             | (a) Book Value    | (b) Book Value | (c) Fair Market Value |
| Assets                      | 1   | Cash - non-interest-bearing . . . . .   |             | 10,947.           | 10,947.        | 10,947.               |
|                             | 2   | Savings and temporary cash investments . . . . .  |             | 342,687.          | 809,821.       | 809,821.              |
|                             | 3   | Accounts receivable ▶ . . . . .   |             |                   |                |                       |
|                             |   | Less: allowance for doubtful accounts ▶ . . . . .   |             |                   |                |                       |
|                             | 4   | Pledges receivable ▶ . . . . .  |             |                   |                |                       |
|                             |   | Less: allowance for doubtful accounts ▶ . . . . .   |             |                   |                |                       |
|                             | 5   | Grants receivable . . . . .   |             |                   |                |                       |
|                             | 6   | Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . . |             |                   |                |                       |
|                             | 7   | Other notes and loans receivable (attach schedule) ▶ . . . . .  |             |                   |                |                       |
|                             |   | Less: allowance for doubtful accounts ▶ . . . . .   |             |                   |                |                       |
|                             | 8   | Inventories for sale or use . . . . .   |             |                   |                |                       |
|                             | 9   | Prepaid expenses and deferred charges . . . . .   |             |                   |                |                       |
|                             | 10 a  | Investments - U.S. and state government obligations (attach schedule) . . . . .   |             |                   |                |                       |
|                             | b   | Investments - corporate stock (attach schedule) ATCH 6 . . . . .  | 17,520,761. | 17,302,897.       | 20,102,932.    |                       |
|                             | c   | Investments - corporate bonds (attach schedule) ATCH 7 . . . . .  | 104,519.    | 104,519.          | 119,522.       |                       |
|                             | 11  | Investments - land, buildings, and equipment basis ▶ . . . . .  |             |                   |                |                       |
|                             | Less: accumulated depreciation (attach schedule) ▶ . . . . .  |   |             |                   |                |                       |
| 12                          | Investments - mortgage loans . . . . .  |   |             |                   |                |                       |
| 13                          | Investments - other (attach schedule) . . . . .   |   |             |                   |                |                       |
| 14                          | Land, buildings, and equipment basis ▶ . . . . .  |   |             |                   |                |                       |
|                             | Less: accumulated depreciation (attach schedule) ▶ . . . . .  |   |             |                   |                |                       |
| 15                          | Other assets (describe ▶ ATCH 8) . . . . .  | 24,423.   | 17,310.     | 17,310.           |                |                       |
| 16                          | <b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item I) . . . . .              | 18,003,337.   | 18,245,494. | 21,060,532.       |                |                       |
| 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 ▶ ATCH 9) . . . . .   | 7,205.      | 3,280.            |                |                       |
| 23                          | <b>Total liabilities</b> (add lines 17 through 22) . . . . .  | 7,205.  | 3,280.      |                   |                |                       |
| 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 and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/> |   |             |                   |                |                       |
|                             | 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 . . . . .  | 17,996,132. | 18,242,214.       |                |                       |
|                             | 30  | <b>Total net assets or fund balances</b> (see instructions) . . . . .   | 17,996,132. | 18,242,214.       |                |                       |
| 31                          | <b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .  | 18,003,337.   | 18,245,494. |                   |                |                       |

## 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 | 17,996,132. |
| 2 | Enter amount from Part I, line 27a . . . . .   | 2 | 246,082.    |
| 3 | Other increases not included in line 2 (itemize) ▶ . . . . .   | 3 |             |
| 4 | Add lines 1, 2, and 3 . . . . .  | 4 | 18,242,214. |
| 5 | Decreases not included in line 2 (itemize) ▶ . . . . .   | 5 |             |
| 6 | <b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30 . . . . .   | 6 | 18,242,214. |

Form 990-PF (2012)

**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<br>P - Purchase<br>D - Donation   | (c) Date acquired<br>(mo., day, yr.)   | (d) Date sold<br>(mo., day, yr.) |
|--|--|--|--|----------------------------------|
| <b>1a</b> SEE PART IV SCHEDULE   |  |  |  |                                  |
| <b>b</b>   |  |  |  |                                  |
| <b>c</b>   |  |  |  |                                  |
| <b>d</b>   |  |  |  |                                  |
| <b>e</b>   |  |  |  |                                  |
| (e) Gross sales price  | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale  | (h) Gain or (loss)<br>(e) plus (f) minus (g)   |                                  |
| <b>a</b>   |  |  |  |                                  |
| <b>b</b>   |  |  |  |                                  |
| <b>c</b>   |  |  |  |                                  |
| <b>d</b>   |  |  |  |                                  |
| <b>e</b>   |  |  |  |                                  |
| 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<br>as of 12/31/69       | (k) Excess of col (i)<br>over col (j), if any  | (l) Gains (Col (h) gain minus<br>col (k), but not less than -0-) or<br>Losses (from col (h)) |                                  |
| <b>a</b>   |  |  |  |                                  |
| <b>b</b>   |  |  |  |                                  |
| <b>c</b>   |  |  |  |                                  |
| <b>d</b>   |  |  |  |                                  |
| <b>e</b>   |  |  |  |                                  |
| <b>2</b> Capital gain net income or (net capital loss)   |  | <div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; padding-left: 5px;">           If gain, also enter in Part I, line 7<br/>           If (loss), enter -0- in Part I, line 7         </div> <div style="margin-left: 10px;"> <b>2</b> </div> </div>                                |  | 238,766.                         |
| <b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)  |  | <div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; padding-left: 5px;">           If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in<br/>           Part I, line 8         </div> <div style="margin-left: 10px;"> <b>3</b> </div> </div> |  | 0                                |

**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.

| (a)<br>Base period years<br>Calendar year (or tax year beginning in)  | (b)<br>Adjusted qualifying distributions | (c)<br>Net value of noncharitable-use assets | (d)<br>Distribution ratio<br>(col (b) divided by col (c)) |
|---|--|--|---|
| 2011  | 947,975.                                 | 18,526,594.                                  | 0.051168  |
| 2010  | 1,266,957.                               | 19,110,518.                                  | 0.066296  |
| 2009  | 689,216.                                 | 16,562,113.                                  | 0.041614  |
| 2008  | 868,178.                                 | 13,987,698.                                  | 0.062067  |
| 2007  | 755,372.                                 | 18,007,205.                                  | 0.041948  |
| <b>2</b> Total of line 1, column (d)  |  | <b>2</b>                                     | 0.263093  |
| <b>3</b> 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 |  | <b>3</b>                                     | 0.052619  |
| <b>4</b> Enter the net value of noncharitable-use assets for 2012 from Part X, line 5   |  | <b>4</b>                                     | 20,187,705.   |
| <b>5</b> Multiply line 4 by line 3  |  | <b>5</b>                                     | 1,062,257.  |
| <b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)   |  | <b>6</b>                                     | 8,160.  |
| <b>7</b> Add lines 5 and 6  |  | <b>7</b>                                     | 1,070,417.  |
| <b>8</b> Enter qualifying distributions from Part XII, line 4   |  | <b>8</b>                                     | 913,574.  |

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

**Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)**

|   |    |         |         |
|---|----|---------|---------|
| 1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 . . . . .<br>Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions) |    |         |         |
| b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b . . . . .   |    | 1       | 16,320. |
| 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       | 16,320. |
| 4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)   |    | 4       | 0       |
| 5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- . . . . .   |    | 5       | 16,320. |
| 6 Credits/Payments  |    |         |         |
| a 2012 estimated tax payments and 2011 overpayment credited to 2012 . . . . .   | 6a | 13,040. |         |
| b Exempt foreign organizations - tax withheld at source . . . . .   | 6b |         |         |
| c Tax paid with application for extension of time to file (Form 8868) . . . . .   | 6c |         |         |
| d Backup withholding erroneously withheld . . . . .   | 6d |         |         |
| 7 Total credits and payments. Add lines 6a through 6d . . . . .   | 7  | 13,040. |         |
| 8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached . . . . .  | 8  |         |         |
| 9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed . . . . .   | 9  | 3,280.  |         |
| 10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid . . . . .  | 10 |         |         |
| 11 Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>  | 11 |         |         |

**Part VII-A Statements Regarding Activities**

|  | Yes | No |
|--|-----|----|
| 1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? . . . . .   |     | X  |
| b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? . . . . .<br>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 |     | X  |
| c Did the foundation file Form 1120-POL for this year? . . . . .   |     | X  |
| d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year<br>(1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____  |     |    |
| e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____   |     |    |
| 2 Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . .<br>If "Yes," attach a detailed description of the activities   |     | X  |
| 3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes . . . . .   |     | X  |
| 4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .  |     | X  |
| b If "Yes," has it filed a tax return on Form 990-T for this year? . . . . .   | N/A |    |
| 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . .<br>If "Yes," attach the statement required by General Instruction T   |     | X  |
| 6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either<br>• By language in the governing instrument, or<br>• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? . . . . .          | X   |    |
| 7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV   | X   |    |
| 8 a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> TX   |     |    |
| b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation . . . . .  | X   |    |
| 9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV . . . . .   |     | X  |
| 10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses . . . . .  |     | X  |

Form 990-PF (2012)

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

|  |   |    |     |    |
|--|---|----|-----|----|
| 11   | At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) . . . . .   | 11 |     | X  |
| 12   | Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) . . . . .  | 12 | X   |    |
| 13   | Did the foundation comply with the public inspection requirements for its annual returns and exemption application? . . . . .   | 13 | X   |    |
| Website address ▶ WWW.MEHTAFAMILYFOUNDATION.ORG              |   |    |     |    |
| 14   | The books are in care of ▶ RAHUL MEHTA Telephone no ▶ 832-295-8702  |    |     |    |
| Located at ▶ 20018 CHATEAU BEND DRIVE KATY, TX ZIP+4 ▶ 77450 |   |    |     |    |
| 15   | Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here . . . . . and enter the amount of tax-exempt interest received or accrued during the year . . . . .   | 15 | N/A |    |
| 16   | At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? . . . . . See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶ | 16 | Yes | No |
|  |   |    |     | X  |

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

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

|  | Yes                                     | No                                     |
|--|---|--|
| 1a During the year did the foundation (either directly or indirectly)  |   |  |
| (1) Engage in the sale or exchange, or leasing of property with a disqualified person? . . . . .   | <input type="checkbox"/> Yes            | <input checked="" type="checkbox"/> No |
| (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . .   | <input type="checkbox"/> Yes            | <input checked="" type="checkbox"/> No |
| (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . . .   | <input checked="" type="checkbox"/> Yes | <input type="checkbox"/> No            |
| (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . . .   | <input checked="" type="checkbox"/> Yes | <input type="checkbox"/> No            |
| (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? . . . . .  | <input type="checkbox"/> Yes            | <input checked="" type="checkbox"/> No |
| (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) . . . . .   | <input type="checkbox"/> Yes            | <input checked="" type="checkbox"/> No |
| b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? . . . . .   | 1b                                      | X                                      |
| Organizations relying on a current notice regarding disaster assistance check here . . . . . ▶ <input type="checkbox"/>  |   |  |
| c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012? . . . . .  | 1c                                      | X                                      |
| 2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))  |   |  |
| a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? . . . . .  | <input type="checkbox"/> Yes            | <input checked="" type="checkbox"/> No |
| If "Yes," list the years ▶   |   |  |
| b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) . . . . .   | 2b                                      | X                                      |
| c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶  |   |  |
| 3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? . . . . .  | <input type="checkbox"/> Yes            | <input checked="" type="checkbox"/> No |
| b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012) . . . . . | 3b                                      | N/A                                    |
| 4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? . . . . .   | 4a                                      | X                                      |
| b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012? . . . . .  | 4b                                      | X                                      |

Form 990-PF (2012)

**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** XOrganizations 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? ☐ Yes ☒ No **6b** X

If "Yes" to 6b, file Form 8870

**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No **7b** X**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 |
|----------------------|---|---|---|---------------------------------------|
| ATCH 11              |   | 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  |   | 0                | 0   | 0                                     |
|   |   |                  |   |                                       |
|   |   |                  |   |                                       |
|   |   |                  |   |                                       |
|   |   |                  |   |                                       |

**Total number of other employees paid over \$50,000** ☐ 0

Form 990-PF (2012)

**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  |                     | 0                |
|   |                     |                  |
|   |                     |                  |
|   |                     |                  |
|   |                     |                  |
|   |                     |                  |

Total number of others receiving over \$50,000 for professional services . . . . . 0

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

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

Expenses

|       |  |
|-------|--|
| 1 N/A |  |
| 2     |  |
| 3     |  |
| 4     |  |

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

Amount

|  |  |
|--|--|
| 1 NONE   |  |
| 2  |  |
| All other program-related investments See instructions |  |
| 3 NONE   |  |

Total. Add lines 1 through 3 . . . . .

Form 990-PF (2012)



**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions)

|          |  |           |             |
|----------|--|-----------|-------------|
| <b>1</b> | Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes |           |             |
| <b>a</b> | Average monthly fair market value of securities  | <b>1a</b> | 20,059,701. |
| <b>b</b> | Average of monthly cash balances   | <b>1b</b> | 435,431.    |
| <b>c</b> | Fair market value of all other assets (see instructions)   | <b>1c</b> |             |
| <b>d</b> | Total (add lines 1a, b, and c)   | <b>1d</b> | 20,495,132. |
| <b>e</b> | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)  | <b>1e</b> |             |
| <b>2</b> | Acquisition indebtedness applicable to line 1 assets   | <b>2</b>  |             |
| <b>3</b> | Subtract line 2 from line 1d   | <b>3</b>  | 20,495,132. |
| <b>4</b> | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)  | <b>4</b>  | 307,427.    |
| <b>5</b> | Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4       | <b>5</b>  | 20,187,705. |
| <b>6</b> | Minimum investment return. Enter 5% of line 5  | <b>6</b>  | 1,009,385.  |

**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)

|           |  |           |            |
|-----------|--|-----------|------------|
| <b>1</b>  | Minimum investment return from Part X, line 6  | <b>1</b>  | 1,009,385. |
| <b>2a</b> | Tax on investment income for 2012 from Part VI, line 5   | <b>2a</b> | 16,320.    |
| <b>b</b>  | Income tax for 2012 (This does not include the tax from Part VI)                                   | <b>2b</b> |            |
| <b>c</b>  | Add lines 2a and 2b  | <b>2c</b> | 16,320.    |
| <b>3</b>  | Distributable amount before adjustments. Subtract line 2c from line 1                              | <b>3</b>  | 993,065.   |
| <b>4</b>  | Recoveries of amounts treated as qualifying distributions  | <b>4</b>  |            |
| <b>5</b>  | Add lines 3 and 4  | <b>5</b>  | 993,065.   |
| <b>6</b>  | Deduction from distributable amount (see instructions)   | <b>6</b>  |            |
| <b>7</b>  | Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | <b>7</b>  | 993,065.   |

**Part XII Qualifying Distributions** (see instructions)

|          |  |           |          |
|----------|--|-----------|----------|
| <b>1</b> | Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes  |           |          |
| <b>a</b> | Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26  | <b>1a</b> | 913,574. |
| <b>b</b> | Program-related investments - total from Part IX-B   | <b>1b</b> |          |
| <b>2</b> | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes  | <b>2</b>  |          |
| <b>3</b> | Amounts set aside for specific charitable projects that satisfy the  |           |          |
| <b>a</b> | Suitability test (prior IRS approval required)   | <b>3a</b> |          |
| <b>b</b> | Cash distribution test (attach the required schedule)  | <b>3b</b> |          |
| <b>4</b> | Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4   | <b>4</b>  | 913,574. |
| <b>5</b> | 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) | <b>5</b>  | 0        |
| <b>6</b> | Adjusted qualifying distributions. Subtract line 5 from line 4   | <b>6</b>  | 913,574. |

**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

Form 990-PF (2012)

Page 9

**Part XIII Undistributed Income (see instructions)**

|  | (a)<br>Corpus | (b)<br>Years prior to 2011 | (c)<br>2011 | (d)<br>2012 |
|--|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2012 from Part XI, line 7 . . . . .   |               |                            |             | 993,065.    |
| 2 Undistributed income, if any, as of the end of 2012  |               |                            |             |             |
| a Enter amount for 2011 only . . . . .   |               |                            | 895,937.    |             |
| b Total for prior years 20 10 20 09 20 08 . . . . .  |               |                            |             |             |
| 3 Excess distributions carryover, if any, to 2012  |               |                            |             |             |
| a From 2007 . . . . .  |               |                            |             |             |
| b From 2008 . . . . .  |               |                            |             |             |
| c From 2009 . . . . .  |               |                            |             |             |
| d From 2010 . . . . .  |               |                            |             |             |
| e From 2011 . . . . .  |               |                            |             |             |
| f Total of lines 3a through e . . . . .  |               |                            |             |             |
| 4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 913,574.  |               |                            |             |             |
| a Applied to 2011, but not more than line 2a . . . . .   |               |                            | 895,937.    |             |
| 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 . . . . .   |               |                            |             | 17,637.     |
| e Remaining amount distributed out of corpus . . . . .   |               |                            |             |             |
| 5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a)) . . . . .   |               |                            |             |             |
| 6 Enter the net total of each column as indicated below:   |               |                            |             |             |
| a Corpus Add lines 3f, 4c, and 4e Subtract line 5 . . . . .  |               |                            |             |             |
| b Prior years' undistributed income Subtract line 4b from line 2b . . . . .  |               |                            |             |             |
| c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed . . . . . |               |                            |             |             |
| d Subtract line 6c from line 6b Taxable amount - see instructions . . . . .  |               |                            |             |             |
| e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions . . . . .  |               |                            |             |             |
| f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013 . . . . .  |               |                            |             | 975,428.    |
| 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 . . . . .  |               | 0                          |             |             |
| 10 Analysis of line 9  |               |                            |             |             |
| a Excess from 2008 . . . . .   |               |                            |             |             |
| b Excess from 2009 . . . . .   |               |                            |             |             |
| c Excess from 2010 . . . . .   |               |                            |             |             |
| d Excess from 2011 . . . . .   |               |                            |             |             |
| e Excess from 2012 . . . . .   |               |                            |             |             |

Form 990-PF (2012)

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

NOT APPLICABLE

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

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or

4942(j)(5)

|   | Tax year | Prior 3 years |          |          | (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(e)(5)), or royalties) . . . . . |          |               |          |          |           |
| (2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) . . . . .                                      |          |               |          |          |           |
| (3) Largest amount of support from an exempt organization . . . . .   |          |               |          |          |           |
| (4) Gross investment income . . . . .   |          |               |          |          |           |

**Part XV Supplementary Information** (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

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

RAHUL B MEHTA AND NISHA B MEHTA

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

N/A

**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

ATCH 12

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

REQUEST APPLICATION FROM ABOVE

c Any submission deadlines

JANUARY 1 THROUGH MARCH 31 OF EACH YEAR

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

ATCH 13

**Part XV** Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

| <div>Recipient</div> <div>Name and address (home or business)</div> | 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   |
|---|---|--------------------------------|----------------------------------|----------|
| <b>a</b> <i>Paid during the year</i><br>SEE ATTACHMENT 15           |   |                                |                                  | 824,671. |
| <b>Total</b> . . . . .  |   |                                | ▶ <b>3a</b>                      | 824,671. |
| <b>b</b> <i>Approved for future payment</i>                         |   |                                |                                  |          |
| <b>Total</b> . . . . .  |   |                                | ▶ <b>3b</b>                      |          |

Form 990-PF (2012)

## Enter gross amounts unless otherwise indicated

(See worksheet in line 13 instructions to verify calculations )

| Line No<br>▼ | 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 ) |
|--------------|--|
|--------------|--|

JSA

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

- |          |   |              |            |           |
|----------|---|--------------|------------|-----------|
| <b>1</b> | 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?   |              | <b>Yes</b> | <b>No</b> |
| <b>a</b> | Transfers from the reporting foundation to a noncharitable exempt organization of   |              |            |           |
|          | (1) Cash  | <b>1a(1)</b> |            | X         |
|          | (2) Other assets  | <b>1a(2)</b> |            | X         |
| <b>b</b> | Other transactions  |              |            |           |
|          | (1) Sales of assets to a noncharitable exempt organization  | <b>1b(1)</b> |            | X         |
|          | (2) Purchases of assets from a noncharitable exempt organization  | <b>1b(2)</b> |            | X         |
|          | (3) Rental of facilities, equipment, or other assets  | <b>1b(3)</b> |            | X         |
|          | (4) Reimbursement arrangements  | <b>1b(4)</b> |            | X         |
|          | (5) Loans or loan guarantees  | <b>1b(5)</b> |            | X         |
|          | (6) Performance of services or membership or fundraising solicitations  | <b>1b(6)</b> |            | X         |
| <b>c</b> | Sharing of facilities, equipment, mailing lists, other assets, or paid employees  | <b>1c</b>    |            | X         |
| <b>d</b> | 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 |              |            |           |

[illegible]

- 2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

- b** If "Yes," complete the following schedule

| (a) Name of organization | (b) Type of organization | (c) Description of relationship |
|--------------------------|--------------------------|---------------------------------|
|                          |                          |                                 |
|                          |                          |                                 |
|                          |                          |                                 |
|                          |                          |                                 |
|                          |                          |                                 |

**Sign  
Here**

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

Signature of officer or trustee

Date \_\_\_\_\_

► PRESIDENT  
Title

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

**Paid  
Preparer  
Use Only**

|                            |
|----------------------------|
| Print/Type preparer's name |
|----------------------------|

MARK E. BRYAN

Preparer's signature \_\_\_\_\_

|      |  |
|------|--|
| Date |  |
|------|--|

01/31/2014

|       |  |    |      |
|-------|--|----|------|
| Check |  | if | PTIN |
|-------|--|----|------|

self-employed

P00780252

Firm's name ► MCGLADREY LLP

Firm's address ▶ 1400 POST OAK BLVD., STE 900  
HOUSTON, TX

77056-3009

Firm's EIN ► 42-0714325

Phone no 713-625-3500

Form 990-PF (2012)

**Schedule of Contributors**

OMB No 1545-0047

► Attach to Form 990, Form 990-EZ, or Form 990-PF.

**2012**

Name of the organization

BHUPAT & JYOTI MEHTA FAMILY FOUNDATION

Employer identification number

76-0522455

**Organization type (check one)**

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)( ) (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust not treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

**General Rule**

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

**Special Rules**

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. . . . . ► \$ \_\_\_\_\_

**Caution.** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it must answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization BHUPAT &amp; JYOTI MEHTA FAMILY FOUNDATION

Employer identification number  
76-0522455**Part I** Contributors (see instructions) Use duplicate copies of Part I if additional space is needed

| (a)<br>No. | (b)<br>Name, address, and ZIP + 4                              | (c)<br>Total contributions | (d)<br>Type of contribution  |
|------------|--|----------------------------|--|
| 1          | NISHA B. MEHTA<br>20018 CHATEAU BEND DRIVE<br>KATY, TX 77450   | \$ 200,000.                | Person <input checked="checked" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution) |
| 2          | JAINESH B. MEHTA<br>20018 CHATEAU BEND DRIVE<br>KATY, TX 77450 | \$ 160,000.                | Person <input checked="checked" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution) |
|            |  | \$                         | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution)                   |
|            |  | \$                         | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution)                   |
|            |  | \$                         | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution)                   |
|            |  | \$                         | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution)                   |
|            |  | \$                         | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution)                   |



Name of organization **BHUPAT & JYOTI MEHTA FAMILY FOUNDATION**

Employer identification number

76-0522455

**Part II** Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

| (a) No.<br>from<br>Part I | (b)<br>Description of noncash property given | (c)<br>FMV (or estimate)<br>(see instructions) | (d)<br>Date received |
|---------------------------|--|--|----------------------|
| ---                       | -----<br>-----<br>-----<br>-----             | \$ -----                                       | -----                |
| (a) No.<br>from<br>Part I | (b)<br>Description of noncash property given | (c)<br>FMV (or estimate)<br>(see instructions) | (d)<br>Date received |
| ---                       | -----<br>-----<br>-----<br>-----             | \$ -----                                       | -----                |
| (a) No.<br>from<br>Part I | (b)<br>Description of noncash property given | (c)<br>FMV (or estimate)<br>(see instructions) | (d)<br>Date received |
| ---                       | -----<br>-----<br>-----<br>-----             | \$ -----                                       | -----                |
| (a) No.<br>from<br>Part I | (b)<br>Description of noncash property given | (c)<br>FMV (or estimate)<br>(see instructions) | (d)<br>Date received |
| ---                       | -----<br>-----<br>-----<br>-----             | \$ -----                                       | -----                |
| (a) No.<br>from<br>Part I | (b)<br>Description of noncash property given | (c)<br>FMV (or estimate)<br>(see instructions) | (d)<br>Date received |
| ---                       | -----<br>-----<br>-----<br>-----             | \$ -----                                       | -----                |
| (a) No.<br>from<br>Part I | (b)<br>Description of noncash property given | (c)<br>FMV (or estimate)<br>(see instructions) | (d)<br>Date received |
| ---                       | -----<br>-----<br>-----<br>-----             | \$ -----                                       | -----                |
| (a) No.<br>from<br>Part I | (b)<br>Description of noncash property given | (c)<br>FMV (or estimate)<br>(see instructions) | (d)<br>Date received |
| ---                       | -----<br>-----<br>-----<br>-----             | \$ -----                                       | -----                |

Name of organization BHUPAT &amp; JYOTI MEHTA FAMILY FOUNDATION

Employer identification number

76-0522455

**Part III** Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entryFor organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this information once. See instructions) ► \$ \_\_\_\_\_

Use duplicate copies of Part III if additional space is needed.

| (a) No.<br>from<br>Part I | (b) Purpose of gift                     | (c) Use of gift         | (d) Description of how gift is held      |
|---------------------------|---|-------------------------|--|
| ---                       | -----<br>-----<br>-----                 | -----<br>-----<br>----- | -----<br>-----<br>-----                  |
|                           | (e) Transfer of gift                    |                         |  |
|                           | Transferee's name, address, and ZIP + 4 |                         | Relationship of transferor to transferee |
|                           | -----<br>-----<br>-----                 | -----<br>-----<br>----- |  |
| (a) No.<br>from<br>Part I | (b) Purpose of gift                     | (c) Use of gift         | (d) Description of how gift is held      |
| ---                       | -----<br>-----<br>-----                 | -----<br>-----<br>----- | -----<br>-----<br>-----                  |
|                           | (e) Transfer of gift                    |                         |  |
|                           | Transferee's name, address, and ZIP + 4 |                         | Relationship of transferor to transferee |
|                           | -----<br>-----<br>-----                 | -----<br>-----<br>----- |  |
| (a) No.<br>from<br>Part I | (b) Purpose of gift                     | (c) Use of gift         | (d) Description of how gift is held      |
| ---                       | -----<br>-----<br>-----                 | -----<br>-----<br>----- | -----<br>-----<br>-----                  |
|                           | (e) Transfer of gift                    |                         |  |
|                           | Transferee's name, address, and ZIP + 4 |                         | Relationship of transferor to transferee |
|                           | -----<br>-----<br>-----                 | -----<br>-----<br>----- |  |
| (a) No.<br>from<br>Part I | (b) Purpose of gift                     | (c) Use of gift         | (d) Description of how gift is held      |
| ---                       | -----<br>-----<br>-----                 | -----<br>-----<br>----- | -----<br>-----<br>-----                  |
|                           | (e) Transfer of gift                    |                         |  |
|                           | Transferee's name, address, and ZIP + 4 |                         | Relationship of transferor to transferee |
|                           | -----<br>-----<br>-----                 | -----<br>-----<br>----- |  |

**SCHEDULE D  
(Form 1041)**

Department of the Treasury  
Internal Revenue Service

**Capital Gains and Losses**

► Attach to Form 1041, Form 5227, or Form 990-T.  
► Information about Schedule D (Form 1041) and its separate instructions is at  
[www.irs.gov/form1041](http://www.irs.gov/form1041).

OMB No 1545-0092

**2012**

Name of estate or trust

BHUPAT & JYOTI MEHTA FAMILY FOUNDATION

Employer identification number

76-0522455

**Note:** Form 5227 filers need to complete *only* Parts I and II

**Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less**

| (a) Description of property<br>(Example 100 shares 7% preferred of "Z" Co) | (b) Date acquired<br>(mo, day, yr) | (c) Date sold<br>(mo, day, yr) | (d) Sales price | (e) Cost or other basis<br>(see instructions) | (f) Gain or (loss) for<br>the entire year<br>Subtract (e) from (d) |
|--|------------------------------------|--------------------------------|-----------------|---|--|
| <b>1a</b>  |                                    |                                |                 |   |  |
|  |                                    |                                |                 |   |  |
|  |                                    |                                |                 |   |  |
|  |                                    |                                |                 |   |  |
|  |                                    |                                |                 |   |  |
|  |                                    |                                |                 |   |  |

|   |           |          |
|---|-----------|----------|
| <b>b</b> Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b . . . . .  | <b>1b</b> | -36,348. |
| <b>2</b> Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824 . . . . .  | <b>2</b>  |          |
| <b>3</b> Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts . . . . .                                       | <b>3</b>  |          |
| <b>4</b> Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2011 Capital Loss Carryover Worksheet . . . . .               | <b>4</b>  | ( )      |
| <b>5</b> <b>Net short-term gain or (loss).</b> Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back . . . . . ► | <b>5</b>  | -36,348. |

**Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year**

| (a) Description of property<br>(Example 100 shares 7% preferred of "Z" Co) | (b) Date acquired<br>(mo, day, yr) | (c) Date sold<br>(mo, day, yr) | (d) Sales price | (e) Cost or other basis<br>(see instructions) | (f) Gain or (loss) for<br>the entire year<br>Subtract (e) from (d) |
|--|------------------------------------|--------------------------------|-----------------|---|--|
| <b>6a</b>  |                                    |                                |                 |   |  |
|  |                                    |                                |                 |   |  |
|  |                                    |                                |                 |   |  |
|  |                                    |                                |                 |   |  |
|  |                                    |                                |                 |   |  |
|  |                                    |                                |                 |   |  |

|   |           |          |
|---|-----------|----------|
| <b>b</b> Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b . . . . .   | <b>6b</b> | 159,744. |
| <b>7</b> Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824 . . . . .   | <b>7</b>  |          |
| <b>8</b> Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts . . . . .  | <b>8</b>  |          |
| <b>9</b> Capital gain distributions . . . . .   | <b>9</b>  | 115,370. |
| <b>10</b> Gain from Form 4797, Part I . . . . .   | <b>10</b> |          |
| <b>11</b> Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2011 Capital Loss Carryover Worksheet . . . . .                | <b>11</b> | ( )      |
| <b>12</b> <b>Net long-term gain or (loss).</b> Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back . . . . . ► | <b>12</b> | 275,114. |

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2012

| <b>Part III Summary of Parts I and II</b>                         |   | (1) Beneficiaries' (see instr) | (2) Estate's or trust's | (3) Total |
|---|---|--------------------------------|-------------------------|-----------|
| <b>Caution: Read the instructions before completing this part</b> |   |                                |                         |           |
| <b>13</b>   | <b>Net short-term gain or (loss)</b> . . . . .                        | <b>13</b>                      |                         | -36,348.  |
| <b>14</b>   | <b>Net long-term gain or (loss):</b>                                  |                                |                         |           |
| a   | Total for year . . . . .  | <b>14a</b>                     |                         | 275,114.  |
| b   | Unrecaptured section 1250 gain (see line 18 of the wrksht) . . . . .  | <b>14b</b>                     |                         |           |
| c   | 28% rate gain . . . . .   | <b>14c</b>                     |                         |           |
| <b>15</b>   | <b>Total net gain or (loss).</b> Combine lines 13 and 14a . . . . . ▶ | <b>15</b>                      |                         | 238,766.  |

**Note:** If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

#### Part IV Capital Loss Limitation

|           |  |           |         |
|-----------|--|-----------|---------|
| <b>16</b> | Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of | <b>16</b> | ( )     |
| a         | The loss on line 15, column (3) or   | b         | \$3,000 |

**Note:** If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover.

#### Part V Tax Computation Using Maximum Capital Gains Rates

**Form 1041 filers.** Complete this part only if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

**Caution:** Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if

- Either line 14b, col (2) or line 14c, col (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero

**Form 990-T trusts.** Complete this part only if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero.

|           |   |           |  |
|-----------|---|-----------|--|
| <b>17</b> | Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34) . . . . .   | <b>17</b> |  |
| <b>18</b> | Enter the smaller of line 14a or 15 in column (2) but not less than zero . . . . .  | <b>18</b> |  |
| <b>19</b> | Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T) . . . . .  | <b>19</b> |  |
| <b>20</b> | Add lines 18 and 19 . . . . .   | <b>20</b> |  |
| <b>21</b> | If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- . . . ▶   | <b>21</b> |  |
| <b>22</b> | Subtract line 21 from line 20. If zero or less, enter -0- . . . . .   | <b>22</b> |  |
| <b>23</b> | Subtract line 22 from line 17. If zero or less, enter -0- . . . . .   | <b>23</b> |  |
| <b>24</b> | Enter the smaller of the amount on line 17 or \$2,400 . . . . .   | <b>24</b> |  |
| <b>25</b> | Is the amount on line 23 equal to or more than the amount on line 24?<br><input type="checkbox"/> Yes. Skip lines 25 and 26, go to line 27 and check the "No" box<br><input type="checkbox"/> No. Enter the amount from line 23 . . . . . | <b>25</b> |  |
| <b>26</b> | Subtract line 25 from line 24 . . . . .   | <b>26</b> |  |
| <b>27</b> | Are the amounts on lines 22 and 26 the same?<br><input type="checkbox"/> Yes. Skip lines 27 thru 30, go to line 31 <input type="checkbox"/> No. Enter the smaller of line 17 or line 22 . . . . .   | <b>27</b> |  |
| <b>28</b> | Enter the amount from line 26 (If line 26 is blank, enter -0-) . . . . .  | <b>28</b> |  |
| <b>29</b> | Subtract line 28 from line 27 . . . . .   | <b>29</b> |  |
| <b>30</b> | Multiply line 29 by 15% ( 15 ) . . . . .  | <b>30</b> |  |
| <b>31</b> | Figure the tax on the amount on line 23. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) . . . . .  | <b>31</b> |  |
| <b>32</b> | Add lines 30 and 31 . . . . .   | <b>32</b> |  |
| <b>33</b> | Figure the tax on the amount on line 17. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) . . . . .  | <b>33</b> |  |
| <b>34</b> | <b>Tax on all taxable income.</b> Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36) . . . . .   | <b>34</b> |  |

Schedule D (Form 1041) 2012

Department of the Treasury  
Internal Revenue Service

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

2012

► Information about Schedule D (Form 1041) and its separate instructions is at [www.irs.gov/form1041](http://www.irs.gov/form1041).

Employer identification number

76-0522455

[illegible]

|  |          |
|--|----------|
| <b>1b Total.</b> Combine the amounts in column (f) Enter here and on Schedule D, line 1b . . . . . | -36,348. |
|--|----------|

**For Paperwork Reduction Act Notice, see the Instructions for Form 1041.**

Schedule D-1 (Form 1041) 2012

JSA

2F1221 2 000

47561Y 2917 1/31/2014 12:55:10 PM V 12-7.12

6407-143

PAGE 37

Employer identification number

**Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year**

Schedule D-1 (Form 1041) 2012

**FORM 990-PF - PART IV**  
**CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

| Kind of Property                             |                                       | Description   |                          |                                |                                    | P<br>or<br>D | Date<br>acquired     | Date sold |
|--|---------------------------------------|---|--------------------------|--------------------------------|------------------------------------|--------------|----------------------|-----------|
| Gross sale<br>price less<br>expenses of sale | Depreciation<br>allowed/<br>allowable | Cost or<br>other<br>basis   | FMV<br>as of<br>12/31/69 | Adj basis<br>as of<br>12/31/69 | Excess of<br>FMV over<br>adj basis |              | Gain<br>or<br>(loss) |           |
|  |                                       | TOTAL CAPITAL GAIN DISTRIBUTIONS                                      |                          |                                |                                    |              | 115,370.             |           |
| 862,259.                                     |                                       | SEE ATTACHMENT A-SHORT TERM<br>PROPERTY TYPE: OTHER<br>898,718.       |                          |                                |                                    |              | VARIOUS<br>-36,459.  | VARIOUS   |
| 1,717,138.                                   |                                       | SEE ATTACHMENT A-LONG TERM<br>PROPERTY TYPE: SECURITIES<br>1,557,979. |                          |                                |                                    |              | VARIOUS<br>159,159.  | VARIOUS   |
| 740.   |                                       | SEE ATTACHMENT B-SHORT TERM<br>PROPERTY TYPE: OTHER<br>629.           |                          |                                |                                    |              | VARIOUS<br>111.      | VARIOUS   |
| 4,881.                                       |                                       | SEE ATTACHMENT B-LONG TERM<br>PROPERTY TYPE: SECURITIES<br>4,296.     |                          |                                |                                    |              | VARIOUS<br>585.      | VARIOUS   |
| TOTAL GAIN (LOSS) .....                      |                                       |   |                          |                                |                                    |              | <u>238,766.</u>      |           |

ATTACHMENT 1FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

| <u>DESCRIPTION</u>        | <u>REVENUE<br/>AND<br/>EXPENSES<br/>PER BOOKS</u> | <u>NET<br/>INVESTMENT<br/>INCOME</u> |
|---------------------------|---|--------------------------------------|
| UBS HS 22724 INTEREST     | 6,500.  | 6,500.                               |
| UBS HS 19752 INTEREST     | 1.  | 1.                                   |
| UBS HS 19752 DIVIDENDS    | 108,666.  | 108,666.                             |
| UBS HS 22724 DIVIDENDS    | 30,932.   | 30,932.                              |
| MSSB 283-895365 DIVIDENDS | 100,711.  | 100,711.                             |
| VANGUARD DIVIDENDS        | 284,521.  | 284,521.                             |
| TIFF 9111 DIVIDENDS       | 69,246.   | 69,246.                              |
| FROST BANK DIVIDENDS      | 565.  | 565.                                 |
| FROST BANK INTEREST       | 1.  | 1.                                   |
| TOTAL                     | <u>601,143.</u>                                   | <u>601,143.</u>                      |



ATTACHMENT 2FORM 990PF, PART I - ACCOUNTING FEES

| <u>DESCRIPTION</u> | <u>REVENUE<br/>AND<br/>EXPENSES<br/>PER BOOKS</u> | <u>NET<br/>INVESTMENT<br/>INCOME</u> | <u>ADJUSTED<br/>NET<br/>INCOME</u> | <u>CHARITABLE<br/>PURPOSES</u> |
|--------------------|---|--------------------------------------|------------------------------------|--------------------------------|
| ACCOUNTING FEES    | 4,950.  | 2,475.                               |                                    | 2,475.                         |
| TOTALS             | <u>4,950.</u>                                     | <u>2,475.</u>                        |                                    | <u>2,475.</u>                  |

ATTACHMENT 3

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

| <u>DESCRIPTION</u>          | <u>REVENUE<br/>AND<br/>EXPENSES<br/>PER BOOKS</u> | <u>NET<br/>INVESTMENT<br/>INCOME</u> | <u>ADJUSTED<br/>NET<br/>INCOME</u> | <u>CHARITABLE<br/>PURPOSES</u> |
|-----------------------------|---|--------------------------------------|------------------------------------|--------------------------------|
| MANAGEMENT & RECORD KEEPING | 86,428.   |                                      |                                    | 86,428.                        |
| TOTALS                      | <u>86,428.</u>                                    |                                      |                                    | <u>86,428.</u>                 |

ATTACHMENT 4FORM 990PF, PART I - TAXES

| <u>DESCRIPTION</u> | <u>REVENUE<br/>AND<br/>EXPENSES<br/>PER BOOKS</u> | <u>NET<br/>INVESTMENT<br/>INCOME</u> | <u>ADJUSTED<br/>NET<br/>INCOME</u> | <u>CHARITABLE<br/>PURPOSES</u> |
|--------------------|---|--------------------------------------|------------------------------------|--------------------------------|
| FOREIGN TAXES      | 2,574.  | 2,574.                               |                                    |                                |
| EXCISE TAXES       | 16,320.   |                                      |                                    |                                |
| TOTALS             | <u>18,894.</u>                                    | <u>2,574.</u>                        |                                    |                                |

ATTACHMENT 5FORM 990PF, PART I - OTHER EXPENSES

| <u>DESCRIPTION</u>         | <u>REVENUE<br/>AND<br/>EXPENSES<br/>PER BOOKS</u> | <u>NET<br/>INVESTMENT<br/>INCOME</u> | <u>ADJUSTED<br/>NET<br/>INCOME</u> | <u>CHARITABLE<br/>PURPOSES</u> |
|----------------------------|---|--------------------------------------|------------------------------------|--------------------------------|
| ADVISORY FEES              | 16,465.   | 16,465.                              |                                    |                                |
| BANK & LOAN PROCESSING FEE | 166.  | 166.                                 |                                    |                                |
| MISCELLANEOUS EXPENSE      | 2,253.  | 2,253.                               |                                    |                                |
| TOTALS                     | <u>18,884.</u>                                    | <u>18,884.</u>                       |                                    |                                |

ATTACHMENT 6

FORM 990PF, PART II - CORPORATE STOCK

| <u>DESCRIPTION</u> | <u>ENDING<br/>BOOK VALUE</u> | <u>ENDING<br/>FMV</u> |
|--------------------|------------------------------|-----------------------|
| SEE ATTACHMENT C   | 17,284,466.                  | 20,083,628.           |
| SEE ATTACHMENT D   | 18,431.                      | 19,304.               |
| TOTALS             | <u>17,302,897.</u>           | <u>20,102,932.</u>    |

ATTACHMENT 7

FORM 990PF, PART II - CORPORATE BONDS

| <u>DESCRIPTION</u> | <u>ENDING<br/>BOOK VALUE</u> | <u>ENDING<br/>FMV</u> |
|--------------------|------------------------------|-----------------------|
| SEE ATTACHMENT C   | 104,519.                     | 119,522.              |
| TOTALS             | <u>104,519.</u>              | <u>119,522.</u>       |

ATTACHMENT 8

FORM 990PF, PART II - OTHER ASSETS

| <u>DESCRIPTION</u>            | <u>ENDING<br/>BOOK VALUE</u> | <u>ENDING<br/>FMV</u> |
|-------------------------------|------------------------------|-----------------------|
| INTEREST FREE EDUCATION LOANS | 17,310.                      | 17,310.               |
| TOTALS                        | <u>17,310.</u>               | <u>17,310.</u>        |

ATTACHMENT 9FORM 990PF, PART II - OTHER LIABILITIES

| <u>DESCRIPTION</u>         | <u>ENDING<br/>BOOK VALUE</u> |
|----------------------------|------------------------------|
| FEDERAL INCOME TAX PAYABLE | 3,280.                       |
| TOTALS                     | <u>3,280.</u>                |



FORM 990PF, PART VII-A -DISTRIBUTION TO A DONOR ADVISE

FORM 990-PF, PART VII-A - DISTRIBUTION TO A DONOR ADVISED FUND

RECIPIENT: GREATER HOUSTON COMMUNITY FOUNDATION  
5120 WOODWAY DRIVE, STE #6000  
HOUSTON, TX 77056

THE CONTRIBUTION TO THE GREATER HOUSTON COMMUNITY FOUNDATION WAS TREATED AS A QUALIFYING DISTRIBUTION. THE CONTRIBUTION ACCOMPLISHES THE PURPOSE DESCRIBED IN 170(C)(2)(B) BECAUSE THE AMOUNTS GIFTED WERE IRREVOCABLY DEDICATED TO CHARITABLE PURPOSES SUBJECT TO THE DOMINION AND CONTROL OF THE GREATER HOUSTON COMMUNITY FOUNDATION, A PUBLIC CHARITY.

ATTACHMENT 12

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

JANET BERTOLINO, U.S. NATIONAL BANK  
2201 MARKET STREET  
GALVESTON, TX 77553  
409-770-7165

990PF, PART XV - RESTRICTIONS OR LIMITATIONS ON AWARDS

US CITIZEN  
RESIDENT OF STATE OF TEXAS  
FULL-TIME STUDENT AT AN ACCREDITED UNIVERSITY

FEDERAL FOOTNOTES

PART VII-B, LN 1A(3): THE FOUNDATION RECEIVES OFFICE SPACE FREE OF CHARGE FROM NUVISION REALTY, LLC, WHICH IS OWNED BY RAHUL B. MEHTA, A DISQUALIFIED PERSON. IN ADDITION, THE FOUNDATION RECEIVES OFFICE SUPPLIES AND INVESTMENT ADVISORY SERVICES FREE OF CHARGE FROM NUEDGEX, INC., WHICH IS SUBSTANTIALLY OWNED BY RAHUL B. MEHTA, A DISQUALIFIED PERSON.

PART VII-B, LN 1A(4): THE TAXPAYER PAYS NUEDGEX INVESTMENTS, LLC, WHICH IS OWNED BY NUEDGEX, INC., WHICH IS SUBSTANTIALLY OWNED BY RAHUL B. MEHTA, A DISQUALIFIED PERSON, FOR THE FAIR MARKET VALUE OF MANAGEMENT AND ACCOUNTING/RECORDKEEPING SERVICES.

BHUPAT & JYOTI MEHTA FAMILY FOUNDATION

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

76-0522455

| RECIPIENT NAME AND ADDRESS   | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR<br>AND<br>FOUNDATION STATUS OF RECIPIENT | PURPOSE OF GRANT OR CONTRIBUTION | AMOUNT        |
|--|--|----------------------------------|---------------|
| Greater Houston Community Foundation<br>5120 Woodway Drive, Ste # 6000<br>Houston, TX 77058                            | Unrelated<br>501 (c) (3)   | General Donation                 | \$ 340,000 00 |
| IITMAANA<br>PO Box 1660<br>Cupertino, CA 95015-1660  | Unrelated<br>501 (c) (3)   | General Donation                 | \$ 300,000 00 |
| Manav Sadhna<br>1816 Pastoral Lane<br>Hanover Park, IL 60133-6744  | Unrelated<br>501 (c) (3)   | General Donation                 | \$ 53,800.00  |
| Dasra<br>3050 Post Oak Boulevard , Suite 550<br>Houston, TX 77058-6534   | Unrelated<br>501 (c) (3)   | General Donation                 | \$ 25,000.00  |
| Depelchins Children's Center<br>4950 Memorial Drive<br>Houston, TX 77007   | Unrelated<br>501 (c) (3)   | General Donation                 | \$ 20,000 00  |
| The Kinkaid School<br>201 Kinkaid School Drive<br>Houston, TX 77024  | Unrelated<br>501 (c) (3)   | General Donation                 | \$ 20,000 00  |
| Jain Society of Houston, Inc<br>3905 Arc Street<br>Houston, TX 77063-5239  | Unrelated<br>501 (c) (3)   | General Donation                 | \$ 10,000 00  |
| Praham USA<br>9703 Richmond Ave<br>Suite 102<br>Houston, TX 77042  | Unrelated<br>501 (c) (3)   | General Donation                 | \$ 15,000 00  |
| University of Houston C T Bauer College of Business<br>5000 Gulf Freeway<br>Building 1, Suite 257<br>Houston, TX 77204 | Unrelated<br>501 (c) (3)   | General Donation                 | \$ 9,000 00   |
| Bo's Place<br>10050 Buffalo Speedway<br>Houston, TX 77054  | Unrelated<br>501 (c) (3)   | General Donation                 | \$ 6,482 84   |
| University of Houston Graduate College of Social Work<br>110HA Social Work Building<br>Houston, TX 77204-4013          | Unrelated<br>501 (c) (3)   | General Donation                 | \$ 6,000 00   |
| The Methodist Hospital Foundation<br>1707 Sunset Blvd<br>Houston, TX 77005   | Unrelated<br>501 (c) (3)   | General Donation                 | \$ 5,000 00   |
| Harris County Precinct 3<br>3535 War Memorial Drive<br>Houston, TX 77084-8103  | Unrelated<br>501 (c) (3)   | General Donation                 | \$ 4,138 00   |
| Federation of JAIN Associations in North America<br>1022 Miners Run<br>Rochester, MI 48306-4590                        | Unrelated<br>501 (c) (3)   | General Donation                 | \$ 3,000 00   |
| MD Anderson Cancer Center<br>Development Office<br>Unit 0705<br>PO Box 301439<br>Houston, TX 77230-1439                | Unrelated<br>601 (c) (3)   | General Donation                 | \$ 2,000 00   |
| The International Cultural Exchange<br>11302 Ericson Drive<br>Houston, TX 77070-1345                                   | Unrelated<br>501 (c) (3)   | General Donation                 | \$ 1,550 00   |
| Krist Samanlian Center   | Unrelated  | General Donation                 | \$ 1,200 00   |

ATTACHMENT 15

BHUPAT & JYOTI MEHTA FAMILY FOUNDATION

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

| RECIPIENT NAME AND ADDRESS   | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR<br>AND<br>FOUNDATION STATUS OF RECIPIENT | PURPOSE OF GRANT OR CONTRIBUTION | AMOUNT               | 76-0522455 |
|--|--|----------------------------------|----------------------|------------|
| 17555 El Camino Real<br>Houston, TX 77058  | 501 (c) (3)  |                                  |                      |            |
| Indian Senior Citizens Association Houston<br>8019 Saragosa Blue Lane<br>Richmond, TX 77407-3477 | Unrelated<br>501 (c) (3)   | General Donation                 | \$ 1,000.00          |            |
| Susan G. Komen<br>205 N. Michigan Ave. Ste # 2630<br>Chicago, IL 60601                           | Unrelated<br>501 (c) (3)   | General Donation                 | \$ 1,000.00          |            |
| Cy-Fair High School<br>Cy-Fair PALs<br>22602 Hempstead Hwy<br>Cypress, TX 77429-5000             | Unrelated<br>501 (c) (3)   | General Donation                 | \$ 500.00            |            |
|  |  |                                  | <u>\$ 824,670.84</u> |            |

**BHUPAT & JYOTI MEHTA FAMILY FOUNDATION**  
**FORM 990PF, SCHEDULE D-1**

76-0522455

**Realized Gains and Losses**  
From 10/01/2012 to 09/30/2013

**Realized Gains and Losses**

| Account Number | Description                            | Date Acquired | Date Sold  | Quantity   | Net Proceeds | Cost       | Short Term Gains | Total Long Gains | Total Gains |
|----------------|--|---------------|------------|------------|--------------|------------|------------------|------------------|-------------|
| hm22724        | American Funds American High Income Tr | 10/30/2007    | 10/02/2012 | 12,022.966 | 134,652.32   | 141,211.26 |                  | -6,558.94        | -6,558.94   |
| hm22724        | American Funds American High Income Tr | 10/17/2008    | 10/02/2012 | 864.124    | 9,677.84     | 9,905.95   |                  | -228.11          | -228.11     |
|                |  |               |            | 12,887.090 | 144,330.16   | 151,117.21 |                  | -6,787.05        | -6,787.05   |
| HM19752        | Becton Dickinson & Co.                 | 08/21/2009    | 10/04/2012 | 300.000    | 23,514.42    | 20,367.94  |                  | 3,146.48         | 3,146.48    |
| 88042352754    | Citigroup Inc.                         | 05/06/2008    | 12/19/2012 | 4,000.000  | 158,036.45   | 136,842.15 |                  | 21,194.30        | 21,194.30   |
| 88042352754    | Citigroup Inc.                         | 05/06/2008    | 12/21/2012 | 3,307.000  | 130,954.26   | 113,134.24 |                  | 17,820.02        | 17,820.02   |
|                |  |               |            | 7,307.000  | 288,990.71   | 249,976.39 |                  | 39,014.32        | 39,014.32   |
| HM19752        | General Dynamics                       | 05/12/2008    | 10/04/2012 | 200.000    | 13,269.33    | 18,260.63  |                  | -4,991.30        | -4,991.30   |
| 283895365      | Ishares Germany ETF                    | 06/06/2000    | 10/01/2012 | 1,000.000  | 22,680.19    | 25,005.00  |                  | -2,324.81        | -2,324.81   |
| 283895365      | Ishares Germany ETF                    | 09/13/2000    | 10/01/2012 | 1,000.000  | 22,680.19    | 20,317.50  |                  | 2,362.69         | 2,362.69    |
|                |  |               |            | 2,000.000  | 45,360.38    | 45,322.50  |                  | 37.88            | 37.88       |
| 283895365      | Ishares Japan ETF                      | 09/15/2000    | 10/01/2012 | 1,000.000  | 9,102.49     | 13,375.00  |                  | -4,272.51        | -4,272.51   |
| 283895365      | Ishares Japan ETF                      | 07/15/2003    | 10/01/2012 | 1,000.000  | 9,102.49     | 7,942.50   |                  | 1,159.99         | 1,159.99    |
| 283895365      | Ishares Japan ETF                      | 02/15/2005    | 10/01/2012 | 2,000.000  | 18,204.99    | 21,565.00  |                  | -3,360.01        | -3,360.01   |
| 283895365      | Ishares Japan ETF                      | 10/24/2005    | 10/01/2012 | 2,000.000  | 18,204.99    | 23,425.00  |                  | -5,220.01        | -5,220.01   |
|                |  |               |            | 6,000.000  | 54,614.96    | 66,307.50  |                  | -11,692.54       | -11,692.54  |
| HM19752        | Medtronic Inc                          | 10/11/2007    | 09/06/2013 | 400.000    | 21,442.85    | 22,509.35  |                  | -1,066.50        | -1,066.50   |
| HM19752        | Medtronic Inc                          | 04/13/2009    | 09/06/2013 | 200.000    | 10,721.42    | 6,232.84   |                  | 4,488.58         | 4,488.58    |
|                |  |               |            | 600.000    | 32,164.27    | 28,742.19  |                  | 3,422.08         | 3,422.08    |
| HM19752        | Rio Tinto PLC                          | 10/11/2007    | 09/06/2013 | 400.000    | 19,246.69    | 34,254.35  |                  | -15,007.66       | -15,007.66  |
| HM19752        | Rio Tinto PLC                          | 03/02/2011    | 09/06/2013 | 200.000    | 9,623.34     | 14,085.18  |                  | -4,461.84        | -4,461.84   |
|                |  |               |            | 600.000    | 28,870.03    | 48,339.53  |                  | -19,469.50       | -19,469.50  |

**BHUPAT & JYOTI MEHTA FAMILY FOUNDATION**  
**FORM 990PF, SCHEDULE D-1**

**Realized Gains and Losses**  
**From 10/01/2012 to 09/30/2013**

76-0522455

**Realized Gains and Losses**

| Account Number | Description                             | Date Acquired | Date Sold  | Quantity   | Net Proceeds | Cost       | Short Term Gains | Total Long Gains | Total Gains |
|----------------|---|---------------|------------|------------|--------------|------------|------------------|------------------|-------------|
| 88042352754    | Vanguard High-Yield Corp Fund Adm       | 06/23/2010    | 12/19/2012 | 78.667     | 481.44       | 430.31     |                  | 51.13            | 51.13       |
| 88042352754    | Vanguard High-Yield Corp Fund Adm       | 06/23/2010    | 12/19/2012 | 16,261.202 | 99,518.56    | 88,948.78  |                  | 10,569.78        | 10,569.78   |
|                |   |               |            | 16,339.869 | 100,000.00   | 89,379.09  |                  | 10,620.91        | 10,620.91   |
| 88042352754    | Vanguard High-Yield Corp Fund Adm       | 06/23/2010    | 12/19/2012 | 31,176.562 | 190,800.56   | 170,535.79 |                  | 20,264.77        | 20,264.77   |
| 88042352754    | Vanguard High-Yield Corp Fund Adm       | 06/29/2010    | 12/19/2012 | 17,843.046 | 109,199.44   | 97,244.60  |                  | 11,954.84        | 11,954.84   |
|                |   |               |            | 49,019.608 | 300,000.00   | 267,780.39 |                  | 32,219.61        | 32,219.61   |
|                |   |               |            | 65,359.477 | 400,000.00   | 357,159.48 |                  | 42,840.52        | 42,840.52   |
| 88042352754    | Vanguard Intern-Term Investment Grade F | 12/19/2012    | 09/20/2013 | 19,157.088 | 186,973.18   | 200,000.00 | -13,026.82       |                  | -13,026.82  |
| 88042352754    | Vanguard Intern-Term Investment Grade F | 12/28/2012    | 09/20/2013 | 59.287     | 578.64       | 613.03     | -34.39           |                  | -34.39      |
| 88042352754    | Vanguard Intern-Term Investment Grade F | 12/28/2012    | 09/20/2013 | 216.768    | 2,115.66     | 2,241.38   | -125.72          |                  | -125.72     |
| 88042352754    | Vanguard Intern-Term Investment Grade F | 12/31/2012    | 09/20/2013 | 20.953     | 204.50       | 216.23     | -11.73           |                  | -11.73      |
| 88042352754    | Vanguard Intern-Term Investment Grade F | 01/31/2013    | 09/20/2013 | 53.505     | 522.21       | 547.89     | -25.68           |                  | -25.68      |
| 88042352754    | Vanguard Intern-Term Investment Grade F | 02/19/2013    | 09/20/2013 | 13,685.239 | 133,567.93   | 140,000.00 | -6,432.07        |                  | -6,432.07   |
| 88042352754    | Vanguard Intern-Term Investment Grade F | 02/28/2013    | 09/20/2013 | 59.249     | 578.27       | 609.67     | -31.40           |                  | -31.40      |
| 88042352754    | Vanguard Intern-Term Investment Grade F | 03/28/2013    | 09/20/2013 | 39.159     | 382.19       | 399.03     | -16.84           |                  | -16.84      |
| 88042352754    | Vanguard Intern-Term Investment Grade F | 03/28/2013    | 09/20/2013 | 91.704     | 895.03       | 934.46     | -39.43           |                  | -39.43      |
| 88042352754    | Vanguard Intern-Term Investment Grade F | 03/28/2013    | 09/20/2013 | 238.214    | 2,324.97     | 2,427.40   | -102.43          |                  | -102.43     |
| 88042352754    | Vanguard Intern-Term Investment Grade F | 04/11/2013    | 09/20/2013 | 4,887.586  | 47,702.84    | 50,000.00  | -2,297.16        |                  | -2,297.16   |
| 88042352754    | Vanguard Intern-Term Investment Grade F | 04/30/2013    | 09/20/2013 | 95.163     | 928.79       | 979.23     | -50.44           |                  | -50.44      |
| 88042352754    | Vanguard Intern-Term Investment Grade F | 05/22/2013    | 09/20/2013 | 22,871.495 | 223,225.79   | 232,374.39 | -9,148.60        |                  | -9,148.60   |
|                |   |               |            | 61,475.410 | 600,000.00   | 631,342.71 | -31,342.71       |                  | -31,342.71  |
| 88042352754    | Vanguard Mid-Cap ETF                    | 02/04/2008    | 05/13/2013 | 1,500.000  | 145,511.74   | 108,300.00 |                  | 37,211.74        | 37,211.74   |
| 88042352754    | Vanguard ST Invest Grade Corporate Bond | 09/17/2012    | 08/27/2013 | 20.981     | 223.87       | 227.64     | -3.77            |                  | -3.77       |
| 88042352754    | Vanguard ST Invest Grade Corporate Bond | 09/17/2012    | 08/27/2013 | 1,456.072  | 15,536.29    | 15,798.38  | -262.09          |                  | -262.09     |
| 88042352754    | Vanguard ST Invest Grade Corporate Bond | 09/28/2012    | 08/27/2013 | 59.824     | 638.32       | 650.29     | -11.97           |                  | -11.97      |
| 88042352754    | Vanguard ST Invest Grade Corporate Bond | 10/16/2012    | 08/27/2013 | 22,977.941 | 245,174.63   | 250,000.00 | -4,825.37        |                  | -4,825.37   |
| 88042352754    | Vanguard ST Invest Grade Corporate Bond | 10/31/2012    | 08/27/2013 | 22.562     | 240.74       | 245.47     | -4.73            |                  | -4.73       |
| 88042352754    | Vanguard ST Invest Grade Corporate Bond | 11/30/2012    | 08/27/2013 | 41.673     | 444.65       | 453.40     | -8.75            |                  | -8.75       |
|                |   |               |            | 24,579.053 | 262,258.50   | 267,375.18 | -5,116.68        |                  | -5,116.68   |
| 88042352754    | Vanguard Total Bond Mkt Index Fund      | 06/29/2010    | 12/19/2012 | 9,398.728  | 104,513.85   | 100,660.38 |                  | 3,853.47         | 3,853.47    |



**BHUPAT & JYOTI MEHTA FAMILY FOUNDATION**  
**FORM 990PF, SCHEDULE D-1**

**Realized Gains and Losses**  
 From 10/01/2012 to 09/30/2013

76-0522455

**Realized Gains and Losses**

| Account Number | Description                        | Date Acquired | Date Sold  | Quantity   | Net Proceeds | Cost         | Short Term Gains | Total Long Gains | Total Gains |
|----------------|------------------------------------|---------------|------------|------------|--------------|--------------|------------------|------------------|-------------|
| 88042352754    | Vanguard Total Bond Mkt Index Fund | 06/30/2010    | 12/19/2012 | 8,586.884  | 95,486.15    | 91,965.53    |                  | 3,520.62         | 3,520.62    |
|                |                                    |               |            | 17,985.612 | 200,000.00   | 192,625.91   |                  | 7,374.09         | 7,374.09    |
| 88042352754    | Vanguard Total Stock Mkt ETF       | 10/19/2006    | 05/14/2013 | 2,000.000  | 170,256.19   | 135,040.00   |                  | 35,216.19        | 35,216.19   |
| 88042352754    | Vanguard Total Stock Mkt ETF       | 11/06/2006    | 05/14/2013 | 2,000.000  | 170,256.18   | 136,420.00   |                  | 33,836.18        | 33,836.18   |
|                |                                    |               |            | 4,000.000  | 340,512.37   | 271,460.00   |                  | 69,052.37        | 69,052.37   |
|                | Short Term Gains                   |               |            |            | 862,258.50   | 898,717.89   | -36,459.39       |                  |             |
|                | Total Long Gains                   |               |            |            | 1,717,138.37 | 1,557,979.28 |                  | 159,159.09       |             |
|                | Total (Sales)                      |               |            |            | 2,579,396.87 | 2,456,697.17 | -36,459.39       | 159,159.09       | 122,699.70  |

**BHUPAT & JYOTI MEHTA FAMILY FOUNDATION**  
**FORM 990PF, SCHEDULE D-1**

76-0522455

ACCT 1710 005530  
 FROM 10/01/2012  
 TO 09/30/2013

FROST BANK TRUSTEE  
 STATEMENT OF CAPITAL GAINS AND LOSSES  
 MEHTA, BHUPAT & JYOTI FDN I/A (B)  
 TRUST YEAR ENDING 09/30/2013

PAGE 27  
 RUN 11/01/2013  
 02:54:26 PM

TAX PREPARER: 358  
 TRUST ADMINISTRATOR: 47  
 INVESTMENT OFFICER: 102

LEGEND: F - FEDERAL S - STATE I - INHERITED  
 E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

| PROPERTY DESCRIPTION   | SHARES | DATE       | SALES PRICE | COST BASIS | GAIN/LOSS | TERM | NC |
|--|--------|------------|-------------|------------|-----------|------|----|
| 5.0000 AT & T INC COM* - 00206R102 - MINOR = 42              |        |            |             |            |           |      |    |
| SOLD   |        | 04/11/2013 | 193.60      |            |           |      |    |
| ACQ  | 5.0000 | 09/30/2003 | 193.60      | 110.80     | 82.80     | LT15 | Y  |
| 3.0000 ALLSTATE CORP COM - 020002101 - MINOR = 42            |        |            |             |            |           |      |    |
| SOLD   |        | 07/12/2013 | 143.10      |            |           |      |    |
| ACQ  | 3.0000 | 03/28/2006 | 143.10      | 157.05     | -13.95    | LT15 | Y  |
| 2.0000 ALLSTATE CORP COM - 020002101 - MINOR = 42            |        |            |             |            |           |      |    |
| SOLD   |        | 09/19/2013 | 102.40      |            |           |      |    |
| ACQ  | 2.0000 | 03/28/2006 | 102.40      | 104.70     | -2.30     | LT15 | Y  |
| 5.0000 APPLIED MATERIALS INC COM* - 038222105 - MINOR = 42   |        |            |             |            |           |      |    |
| SOLD   |        | 05/30/2013 | 75.25       |            |           |      |    |
| ACQ  | 5.0000 | 05/06/2010 | 75.25       | 62.05      | 13.20     | LT15 | Y  |
| 3.0000 APPLIED MATERIALS INC COM* - 038222105 - MINOR = 42   |        |            |             |            |           |      |    |
| SOLD   |        | 09/25/2013 | 53.40       |            |           |      |    |
| ACQ  | 3.0000 | 05/06/2010 | 53.40       | 37.23      | 16.17     | LT15 | Y  |
| 3.0000 AVON PRODUCTS INC COM* - 054303102 - MINOR = 42       |        |            |             |            |           |      |    |
| SOLD   |        | 02/12/2013 | 61.80       |            |           |      |    |
| ACQ  | 3.0000 | 06/10/2011 | 61.80       | 82.35      | -20.55    | LT15 |    |
| 2.0000 AVON PRODUCTS INC COM* - 054303102 - MINOR = 42       |        |            |             |            |           |      |    |
| SOLD   |        | 04/30/2013 | 48.38       |            |           |      |    |
| ACQ  | 2.0000 | 06/10/2011 | 48.38       | 54.90      | -6.52     | LT15 |    |
| 1.0000 BECTON DICKINSON & CO COM* - 075887109 - MINOR = 42   |        |            |             |            |           |      |    |
| SOLD   |        | 07/14/2013 | 92.42       |            |           |      |    |
| ACQ  | 1.0000 | 05/20/2010 | 92.42       | 72.53      | 19.89     | LT15 | Y  |
| 1.0000 BECTON DICKINSON & CO COM* - 075887109 - MINOR = 42   |        |            |             |            |           |      |    |
| SOLD   |        | 05/10/2013 | 98.80       |            |           |      |    |
| ACQ  | 1.0000 | 05/20/2010 | 98.80       | 72.53      | 26.27     | LT15 | Y  |
| 6.0000 BEST BUY COMPANY INC COM* - 086516101 - MINOR = 42    |        |            |             |            |           |      |    |
| SOLD   |        | 04/30/2013 | 156.60      |            |           |      |    |
| ACQ  | 5.0000 | 06/02/2011 | 130.50      | 152.75     | -22.25    | LT15 |    |
|  | 1.0000 | 06/07/2011 | 26.10       | 29.03      | -2.93     | LT15 |    |
| 6.0000 BEST BUY COMPANY INC COM* - 086516101 - MINOR = 42    |        |            |             |            |           |      |    |
| SOLD   |        | 06/03/2013 | 169.50      |            |           |      |    |
| ACQ  | 5.0000 | 06/07/2011 | 141.25      | 145.15     | -3.90     | LT15 |    |
|  | 1.0000 | 12/14/2011 | 28.25       | 23.60      | 4.65      | LT15 |    |
| 4.0000 BEST BUY COMPANY INC COM* - 086516101 - MINOR = 42    |        |            |             |            |           |      |    |
| SOLD   |        | 08/05/2013 | 125.66      |            |           |      |    |
| ACQ  | 4.0000 | 12/14/2011 | 125.66      | 94.40      | 31.26     | LT15 |    |
| 7.0000 BEST BUY COMPANY INC COM* - 086516101 - MINOR = 42    |        |            |             |            |           |      |    |
| SOLD   |        | 08/22/2013 | 245.35      |            |           |      |    |
| ACQ  | 3.0000 | 04/02/2012 | 105.15      | 69.45      | 35.70     | LT15 |    |
|  | 4.0000 | 06/07/2012 | 140.20      | 74.66      | 65.54     | LT15 |    |
| 3.0000 BEST BUY COMPANY INC COM* - 086516101 - MINOR = 42    |        |            |             |            |           |      |    |
| SOLD   |        | 09/18/2013 | 115.35      |            |           |      |    |
| ACQ  | 3.0000 | 06/07/2012 | 115.35      | 56.00      | 59.35     | LT15 |    |
| 1.0000 BLOCK H & R INC COM* - 093671105 - MINOR = 42         |        |            |             |            |           |      |    |
| SOLD   |        | 12/07/2012 | 18.40       |            |           |      |    |
| ACQ  | 1.0000 | 11/04/2010 | 18.40       | 11.42      | 6.98      | LT15 | Y  |
| 3.0000 BLOCK H & R INC COM* - 093671105 - MINOR = 42         |        |            |             |            |           |      |    |
| SOLD   |        | 12/17/2012 | 56.94       |            |           |      |    |
| ACQ  | 3.0000 | 11/04/2010 | 56.94       | 34.24      | 22.70     | LT15 | Y  |
| 2.0000 BORING CO COM* - 097023105 - MINOR = 42               |        |            |             |            |           |      |    |
| SOLD   |        | 07/11/2013 | 212.90      |            |           |      |    |
| ACQ  | 2.0000 | 10/06/2008 | 212.90      | 99.97      | 112.93    | LT15 | Y  |
| 1.0000 BORING CO COM* - 097023105 - MINOR = 42               |        |            |             |            |           |      |    |
| SOLD   |        | 09/18/2013 | 117.65      |            |           |      |    |
| ACQ  | 1.0000 | 10/06/2008 | 117.65      | 49.98      | 67.67     | LT15 | Y  |
| 3.0000 DOVER CORP COM* - 260003108 - MINOR = 42              |        |            |             |            |           |      |    |
| SOLD   |        | 07/14/2013 | 221.84      |            |           |      |    |
| ACQ  | 3.0000 | 01/04/2008 | 221.84      | 131.07     | 90.77     | LT15 | Y  |
| 10.0000 GANNETT CO COM - 364730101 - MINOR = 42              |        |            |             |            |           |      |    |
| SOLD   |        | 01/24/2013 | 204.40      |            |           |      |    |
| ACQ  | 4.0000 | 06/23/2005 | 81.76       | 294.20     | -212.44   | LT15 | Y  |
|  | 1.0000 | 09/20/2005 | 20.44       | 69.80      | -49.36    | LT15 | Y  |
|  | 3.0000 | 09/21/2005 | 61.32       | 209.40     | -148.08   | LT15 | Y  |
|  | 2.0000 | 10/27/2005 | 40.88       | 124.12     | -83.24    | LT15 | Y  |
| 4.0000 GANNETT CO COM - 364730101 - MINOR = 42               |        |            |             |            |           |      |    |
| SOLD   |        | 06/13/2013 | 100.52      |            |           |      |    |
| ACQ  | 1.0000 | 01/24/2006 | 25.13       | 61.44      | -36.31    | LT15 | Y  |
|  | 3.0000 | 09/21/2006 | 75.39       | 166.65     | -91.26    | LT15 | Y  |
| 1.0000 JOHNSON & JOHNSON COM* - 478160104 - MINOR = 42       |        |            |             |            |           |      |    |
| SOLD   |        | 01/29/2013 | 74.44       |            |           |      |    |
| ACQ  | 1.0000 | 02/06/2006 | 74.44       | 56.98      | 17.46     | LT15 | Y  |
| 8.0000 MARSH & MCLENNAN COS INC COM - 571748102 - MINOR = 42 |        |            |             |            |           |      |    |
| SOLD   |        | 02/28/2013 | 295.68      |            |           |      |    |
| ACQ  | 4.0000 | 10/14/2004 | 147.84      | 147.25     | 0.59      | LT15 | Y  |
|  | 4.0000 | 10/14/2004 | 147.84      | 149.14     | -1.30     | LT15 | Y  |
| 5.0000 MARSH & MCLENNAN COS INC COM - 571748102 - MINOR = 42 |        |            |             |            |           |      |    |
| SOLD   |        | 05/20/2013 | 206.00      |            |           |      |    |
| ACQ  | 4.0000 | 10/14/2004 | 164.80      | 166.80     | -2.00     | LT15 | Y  |
|  | 1.0000 | 10/15/2004 | 41.20       | 27.55      | 13.65     | LT15 | Y  |
| 3.0000 MARSH & MCLENNAN COS INC COM - 571748102 - MINOR = 42 |        |            |             |            |           |      |    |
| SOLD   |        | 09/18/2013 | 129.30      |            |           |      |    |
| ACQ  | 3.0000 | 10/15/2004 | 129.30      | 82.65      | 46.65     | LT15 | Y  |

**BHUPAT & JYOTI MEHTA FAMILY FOUNDATION**  
**FORM 990PF, SCHEDULE D-1**

76-0522455

ACCT L710 G05530  
 FROM 10/01/2012  
 TO 09/30/2013

FROST BANK TRUSTEE  
 STATEMENT OF CAPITAL GAINS AND LOSSES  
 MEHTA, BHUPAT & JYOTI FDN I/A (B)  
 TRUST YEAR ENDING 09/30/2013

PAGE 28  
 RUN 11/01/2013  
 02:54:26 PM

TAX PREPARER: 358  
 TRUST ADMINISTRATOR: 47  
 INVESTMENT OFFICER: 102

LEGEND: F - FEDERAL S - STATE I - INHERITED  
 E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

| PROPERTY DESCRIPTION  | SHARES | DATE       | SALES PRICE | COST BASIS | GAIN/LOSS | TERM | NC |
|---|--------|------------|-------------|------------|-----------|------|----|
| 1.0000 MICROSOFT CORP COM* - 594918104 - MINOR = 42               |        |            |             |            |           |      |    |
| SOLD  |        | 05/15/2013 | 33.45       |            |           |      |    |
| ACQ   | 1.0000 | 11/15/2012 | 33.45       | 26.83      | 6.62      | ST   |    |
| 5.0000 NIPPON TEL&G & TEL CORP SPONS ADR - 654624105 - MINOR = 44 |        |            |             |            |           |      |    |
| SOLD  |        | 05/14/2013 | 131.25      |            |           |      |    |
| ACQ   | 1.0000 | 06/04/2007 | 26.25       | 22.75      | 3.50      | LT15 | Y  |
|   | 4.0000 | 06/05/2007 | 105.00      | 90.96      | 14.04     | LT15 | Y  |
| 5.0000 NIPPON TEL&G & TEL CORP SPONS ADR - 654624105 - MINOR = 44 |        |            |             |            |           |      |    |
| SOLD  |        | 05/15/2013 | 134.80      |            |           |      |    |
| ACQ   | 5.0000 | 06/05/2007 | 134.80      | 113.70     | 21.10     | LT15 | Y  |
| 7.0000 NOVARTIS AG ADR* - 66987V109 - MINOR = 44                  |        |            |             |            |           |      |    |
| SOLD  |        | 01/04/2013 | 446.59      |            |           |      |    |
| ACQ   | 1.0000 | 07/07/2009 | 63.80       | 39.95      | 23.85     | LT15 | Y  |
|   | 6.0000 | 09/01/2009 | 382.79      | 277.31     | 105.48    | LT15 | Y  |
| 1.0000 PPG INDUSTRIES INC COM - 693506107 - MINOR = 42            |        |            |             |            |           |      |    |
| SOLD  |        | 12/14/2012 | 130.55      |            |           |      |    |
| ACQ   | 1.0000 | 01/09/2008 | 130.55      | 64.10      | 66.45     | LT15 | Y  |
| 2.0000 RAYTHEON CO NEW COM* - 755111507 - MINOR = 42              |        |            |             |            |           |      |    |
| SOLD  |        | 05/01/2013 | 124.40      |            |           |      |    |
| ACQ   | 1.0000 | 12/15/2010 | 62.20       | 45.15      | 17.05     | LT15 | Y  |
|   | 1.0000 | 08/03/2011 | 62.20       | 42.90      | 19.30     | LT15 |    |
| 4.0000 SIEMENS A G SPONSORED ADR* - 826197501 - MINOR = 44        |        |            |             |            |           |      |    |
| SOLD  |        | 10/04/2012 | 411.46      |            |           |      |    |
| ACQ   | 2.0000 | 03/06/2012 | 205.73      | 190.64     | 15.09     | ST   |    |
|   | 2.0000 | 05/08/2012 | 205.73      | 172.28     | 33.49     | ST   |    |
| 3.0000 SIEMENS A G SPONSORED ADR* - 826197501 - MINOR = 44        |        |            |             |            |           |      |    |
| SOLD  |        | 11/15/2012 | 295.33      |            |           |      |    |
| ACQ   | 3.0000 | 06/05/2012 | 295.33      | 239.40     | 55.93     | ST   |    |
| 2.0000 VALERO ENERGY CORP NEW COM* - 91913Y100 - MINOR = 42       |        |            |             |            |           |      |    |
| SOLD  |        | 01/28/2013 | 77.66       |            |           |      |    |
| ACQ   | 1.0000 | 09/23/2010 | 38.83       | 16.78      | 22.05     | LT15 | Y  |
|   | 1.0000 | 01/05/2012 | 38.83       | 19.55      | 19.28     | LT15 |    |
| 2.0000 VALERO ENERGY CORP NEW COM* - 91913Y100 - MINOR = 42       |        |            |             |            |           |      |    |
| SOLD  |        | 01/29/2013 | 86.80       |            |           |      |    |
| ACQ   | 2.0000 | 01/05/2012 | 86.80       | 39.09      | 47.71     | LT15 |    |
| 3.0000 VALERO ENERGY CORP NEW COM* - 91913Y100 - MINOR = 42       |        |            |             |            |           |      |    |
| SOLD  |        | 03/04/2013 | 144.00      |            |           |      |    |
| ACQ   | 3.0000 | 01/05/2012 | 144.00      | 58.64      | 85.36     | LT15 |    |
| 3.0000 WAL MART STORES INC COM* - 931142103 - MINOR = 42          |        |            |             |            |           |      |    |
| SOLD  |        | 05/15/2013 | 239.09      |            |           |      |    |
| ACQ   | 3.0000 | 08/06/2009 | 239.09      | 147.44     | 91.65     | LT15 | Y  |
| 1.0000 INGERSOLL-RAND PLC* - 047791101 - MINOR = 44               |        |            |             |            |           |      |    |
| SOLD  |        | 10/26/2012 | 46.50       |            |           |      |    |
| ACQ   | 1.0000 | 06/26/2008 | 46.50       | 35.84      | 10.66     | LT15 | Y  |
| ***FOUND UPDATE*** 02/09/13                                       |        |            |             |            |           |      |    |
| TOTALS  |        |            | 5621.56     | 4925.11    |           |      |    |

**BHUPAT & JYOTI MEHTA FAMILY FOUNDATION  
FORM 990PF, PART II**

**76-0522455**

|  | <b>Current<br/>Value</b> | <b>Cost<br/>Basis</b> |
|--|--------------------------|-----------------------|
| <b>Corporate Bonds</b>                   |                          |                       |
| Eaton Corp                               | <u>119,522.00</u>        | <u>104,519.00</u>     |
| <b>Stocks</b>                            |                          |                       |
| Abbott Laboratories                      | 39,828.00                | 30,250.29             |
| AbbVie Inc                               | 53,676.00                | 32,803.79             |
| Air Products & Chemicals Inc             | 21,314.00                | 18,128.54             |
| Altria Group Inc.                        | 85,875.00                | 47,376.88             |
| American Express Co.                     | 60,416.00                | 38,739.49             |
| Automatic Data Processing                | 43,428.00                | 27,646.32             |
| Blackrock Inc                            | 54,124.00                | 33,689.99             |
| Canadian Pacific Railway                 | 36,990.00                | 35,682.37             |
| Caterpillar Inc                          | 33,360.00                | 23,989.35             |
| ChevronTexaco Corp.                      | 145,800.00               | 53,819.10             |
| Cisco Sys. Inc.                          | 23,431.00                | 33,005.35             |
| Citigroup Inc.                           | 12,127.50                | 121,780.35            |
| Coca Cola Com                            | 140,156.00               | 98,800.19             |
| Comcast Corp Cl A                        | 20,301.75                | 19,482.12             |
| ConocoPhillips                           | 76,461.00                | 31,747.24             |
| DJ Emerging Markets Consumer ETF         | 202,050.00               | 164,100.00            |
| DoubleLine Total Return Bond I           | 458,132.46               | 465,000.00            |
| Este Lauder Cos.                         | 55,920.00                | 9,374.67              |
| Exxon Mobil Corp                         | 258,120.00               | 209,135.35            |
| Franklin Resources Inc                   | 37,912.50                | 30,929.24             |
| Freeport-McMoran Copper                  | 33,080.00                | 53,097.82             |
| General Electric                         | 62,114.00                | 44,741.67             |
| Home Depot Inc.                          | 45,510.00                | 24,093.35             |
| HSBC Holdings Plc ADR                    | 38,416.08                | 45,665.45             |
| Intel Corp.                              | 128,357.60               | 95,638.00             |
| Intl Business Machines Corp              | 92,590.00                | 61,462.28             |
| Ishares MSCI All Country Asia Ex-Japan E | 157,356.00               | 164,538.00            |
| Ishares MSCI EAFE ETF                    | 803,892.60               | 903,374.70            |
| Ishares MSCI EAFE Growth ETF             | 510,975.00               | 601,934.25            |
| Ishares MSCI EAFE Value ETF              | 413,516.00               | 602,689.88            |
| Ishares S&P Latin America 40 ETF         | 114,810.00               | 156,239.70            |
| Ishares S&P US Preferred Stock Index     | 349,600.00               | 368,616.00            |
| J P Morgan Chase                         | 62,028.00                | 23,010.00             |
| Johnson & Johnson                        | 138,704.00               | 76,638.00             |
| Kinder Morgan Inc.                       | 53,355.00                | 42,809.85             |
| Kraft Foods Group Inc                    | 17,213.44                | 10,475.90             |
| MAF - The Investment Fund for Foundation | 2,942,439.35             | 2,768,937.31          |
| McDonalds Corp.                          | 105,831.00               | 40,114.06             |
| McGraw Hill Financial Inc                | 52,472.00                | 30,745.35             |
| Merck & Co Inc.                          | 57,130.80                | 45,074.73             |
| Midcap SPDRS ETF                         | 452,660.00               | 190,367.00            |
| Mondelez International Inc               | 30,918.26                | 19,523.84             |
| Nestle S A ADR                           | 118,320.00               | 41,780.14             |

**ATTACHMENT C**

**BHUPAT & JYOTI MEHTA FAMILY FOUNDATION  
FORM 990PF, PART II**

**76-0522455**

|  | <b>Current<br/>Value</b> | <b>Cost<br/>Basis</b> |
|--|--------------------------|-----------------------|
| News Corp Cl A                           | 12,848.00                | 5,759.90              |
| Novo-Nordisk ADR                         | 25,383.00                | 24,644.20             |
| Occidental Petroleum Corp                | 74,832.00                | 40,716.77             |
| Pepsico Inc.                             | 87,450.00                | 46,552.50             |
| Philip Morris Intl Inc                   | 216,475.00               | 107,561.32            |
| Phillips 66                              | 31,801.00                | 10,010.46             |
| PIMCO All Asset All Authority Inst Fund  | 376,164.79               | 400,000.00            |
| PIMCO Commodity Real Return Strategies F | 81,571.43                | 100,000.00            |
| Praxair Inc                              | 60,105.00                | 28,150.30             |
| Procter & Gamble                         | 105,826.00               | 63,388.30             |
| RBS Capital Fund Trust VII Ser G 6.080%  | 43,460.00                | 50,000.00             |
| Roche Holding                            | 135,060.00               | 45,900.00             |
| Royal Dutch Shell Plc ADR                | 65,680.00                | 53,548.25             |
| S&P Oil & Gas Equipment & Services ETF   | 144,739.53               | 123,609.42            |
| S&P Oil & Gas Exploration & Production E | 164,625.00               | 125,225.00            |
| SABMiller PLC ADR                        | 35,504.00                | 28,895.82             |
| Sector SPDR Consumer Staples             | 39,800.00                | 25,103.00             |
| Sector SPDR Energy                       | 315,054.20               | 248,026.00            |
| Sector SPDR Financial                    | 79,620.00                | 109,229.00            |
| Sector SPDR Health Care                  | 151,770.00               | 91,609.50             |
| Sector SPDR Technology                   | 64,080.00                | 98,005.50             |
| SPDR S&P 500 ETF                         | 672,040.00               | 518,308.50            |
| SPDR S&P Dividend ETF                    | 689,400.00               | 511,100.00            |
| Target Corp                              | 63,980.00                | 30,640.00             |
| Texas Instruments Inc.                   | 48,348.00                | 38,899.95             |
| Time Warner Cable Inc                    | 39,060.00                | 27,167.87             |
| Total SA ADR                             | 46,336.00                | 44,687.64             |
| Twenty-First Century Fox Inc             | 107,232.00               | 44,530.10             |
| United Technologies Corp.                | 64,692.00                | 42,761.19             |
| Vanguard Convertible Securities Fund     | 684,279.39               | 650,000.00            |
| Vanguard Emerging Markets ETF            | 882,970.00               | 1,072,246.60          |
| Vanguard High-Yield Corp Fund Adm        | 1,374,040.15             | 1,272,755.40          |
| Vanguard Interm-Term Investment Grade Fu | 258,406.22               | 267,625.61            |
| Vanguard Mid-Cap ETF                     | 778,860.92               | 449,214.46            |
| Vanguard Precious Metals and Mining Fund | 105,957.11               | 205,917.38            |
| Vanguard REIT ETF                        | 99,210.00                | 99,780.00             |
| Vanguard Small-Cap ETF                   | 1,311,872.00             | 709,436.44            |
| Vanguard Total Bond Mkt Index Fund       | 366,819.34               | 368,034.47            |
| Vanguard Total Stock Mkt ETF             | 175,300.00               | 136,420.00            |
| Vanguard Total World Stock Index ETF     | 1,122,110.00             | 864,032.00            |
| Wal Mart Stores                          | 73,960.00                | 47,356.25             |
| Walgreen Co.                             | 80,700.00                | 73,379.35             |
| Walt Disney Co.                          | 38,694.00                | 26,094.04             |
| Whole Foods Market Inc                   | 46,800.00                | 21,096.05             |
|  | <u>20,083,628.42</u>     | <u>17,284,466.45</u>  |
| <b>Total</b>                             | <u>20,203,150.42</u>     | <u>17,388,985.45</u>  |

**ATTACHMENT C**

BHUPAT & JYOTI MEHTA FAMILY FOUNDATION  
FORM 990PF, PART II

76-0522455

ACCOUNT NO. 605530 STATEMENT PERIOD: 8/31/13 THRU 9/30/13 PAGE 3

MEHTA, BHUPAT & JYOTI FDN I/A (B)

PORTFOLIO HOLDINGS

| SHARES OR<br>FACE VALUE       |                                       | TAX COST/<br>UNIT COST | MKT VALUE/<br>UNIT PRICE | EST INCOME/<br>INC RATE(%) |
|-------------------------------|---------------------------------------|------------------------|--------------------------|----------------------------|
| <b>CASH &amp; EQUIVALENTS</b> |                                       |                        |                          |                            |
|                               | <u>CASH BALANCE</u>                   |                        |                          |                            |
|                               | INCOME                                | 3.06                   | 3.06                     |                            |
|                               | PRINCIPAL                             | 0.00                   | 0.00                     |                            |
|                               |                                       | 3.06                   | 3.06                     |                            |
|                               | <u>CASH EQUIVALENT</u>                |                        |                          |                            |
| 18,795.51                     | INVESCO STIT TREASURY*<br>(INCOME)    | 18,795.51<br>1.00      | 18,795.51<br>1.00        | 3.76<br>0.02               |
| 5,148.61                      | INVESCO STIT TREASURY*<br>(PRINCIPAL) | 5,148.61<br>1.00       | 5,148.61<br>1.00         | 1.03<br>0.02               |
|                               |                                       | 23,944.12              | 23,944.12                | 4.79                       |
|                               | <b>TOTAL CASH &amp; EQUIVALENTS</b>   | <b>23,947.18</b>       | <b>23,947.18</b>         | <b>4.79</b>                |

EQUITIES

|       | <u>STOCK/OPTIONS</u>              |                 |                 |                |
|-------|-----------------------------------|-----------------|-----------------|----------------|
| 10.00 | ALCOA INC COM*                    | 236.53<br>23.65 | 81.20<br>8.12   | 1.20<br>1.48   |
| 13.00 | ALLSTATE CORP COM*                | 624.13<br>48.01 | 657.15<br>50.55 | 13.00<br>1.98  |
| 59.00 | ANNALY CAPITAL MGMT INC REIT COM* | 763.77<br>12.95 | 683.22<br>11.58 | 82.60<br>12.09 |
| 11.00 | APPLIED MATERIALS INC COM *       | 135.21<br>12.29 | 192.84<br>17.53 | 4.40<br>2.28   |
| 21.00 | ARCHER DANIELS MIDLAND CO COM     | 447.04<br>21.29 | 773.64<br>36.84 | 15.96<br>2.06  |
| 14.00 | AT & T INC COM*                   | 263.00<br>18.79 | 473.48<br>33.82 | 25.20<br>5.32  |
| 16.00 | BAKER HUGHES INC COM*             | 680.94<br>42.56 | 785.60<br>49.10 | 9.60<br>1.22   |
| 22.00 | BANK OF AMERICA CORP COM*         | 884.18<br>40.19 | 303.60<br>13.80 | 0.88<br>0.29   |
| 5.25  | BARCLAYS PLC RIGHTS 10/02/13      | 0.00<br>0.00    | 28.19<br>5.37   | 0.00<br>0.00   |
| 21.00 | BARCLAYS PLC SPONSORED ADR*       | 891.16<br>42.44 | 357.84<br>17.04 | 5.30<br>1.48   |

BHUPAT & JYOTI MEHTA FAMILY FOUNDATION  
FORM 990PF, PART II

76-0522455

ACCOUNT NO. G05530 STATEMENT PERIOD: 8/31/13 THRU 9/30/13 PAGE 4

MEHTA, BHUPAT & JYOTI FDN I/A (B)

PORTFOLIO HOLDINGS

| SHARES OR<br>FACE VALUE |                                    | TAX COST/<br>UNIT COST | MKT VALUE/<br>UNIT PRICE | EST INCOME/<br>INC RATE(%) |
|-------------------------|------------------------------------|------------------------|--------------------------|----------------------------|
| <b>EQUITIES</b>         |                                    |                        |                          |                            |
| 4.00                    | BB&T CORP COM*                     | 126.20                 | 135.00                   | 3.68                       |
|                         |                                    | 31.55                  | 33.75                    | 2.73                       |
| 1.00                    | BECTON DICKINSON & CO COM*         | 72.53                  | 100.02                   | 1.98                       |
|                         |                                    | 72.53                  | 100.02                   | 1.98                       |
| 3.00                    | BEST BUY COMPANY INC COM*          | 55.99                  | 112.50                   | 2.04                       |
|                         |                                    | 18.66                  | 37.50                    | 1.81                       |
| 17.00                   | BLACK BOX CORPORATION COM          | 529.30                 | 520.88                   | 6.12                       |
|                         |                                    | 31.14                  | 30.64                    | 1.17                       |
| 7.00                    | BOEING CO COM *                    | 335.69                 | 822.50                   | 13.58                      |
|                         |                                    | 47.96                  | 117.50                   | 1.65                       |
| 12.00                   | BP PLC SPONSORED ADR*              | 512.28                 | 504.36                   | 20.39                      |
|                         |                                    | 42.69                  | 42.03                    | 4.04                       |
| 11.00                   | COACH INC COM*                     | 552.51                 | 599.83                   | 14.85                      |
|                         |                                    | 50.23                  | 54.53                    | 2.48                       |
| 7.00                    | DOVER CORP COM *                   | 284.41                 | 628.81                   | 10.50                      |
|                         |                                    | 40.63                  | 89.83                    | 1.67                       |
| 37.00                   | DOW CHEMICAL CO COM *              | 1,341.38               | 1,420.80                 | 47.36                      |
|                         |                                    | 36.25                  | 38.40                    | 3.33                       |
| 12.00                   | E M C CORP MASSACHUSETTS COM *     | 284.72                 | 306.72                   | 4.80                       |
|                         |                                    | 23.73                  | 25.56                    | 1.56                       |
| 6.00                    | GANNETT CO COM*                    | 312.16                 | 160.74                   | 4.80                       |
|                         |                                    | 52.03                  | 26.79                    | 2.99                       |
| 27.00                   | HEWLETT PACKARD CO (DEL) COM*      | 963.21                 | 566.73                   | 15.69                      |
|                         |                                    | 35.67                  | 20.99                    | 2.77                       |
| 3.00                    | HONDA MOTOR CO LTD SPONSORED ADR   | 94.68                  | 114.42                   | 1.69                       |
|                         |                                    | 31.56                  | 38.14                    | 1.48                       |
| 6.00                    | INTL BUSINESS MACHINES CORP COM *  | 576.37                 | 1,111.08                 | 22.80                      |
|                         |                                    | 96.06                  | 185.18                   | 2.05                       |
| 6.00                    | JOHNSON CONTROLS INC COM *         | 165.30                 | 249.00                   | 4.56                       |
|                         |                                    | 27.55                  | 41.50                    | 1.83                       |
| 3.00                    | LINCOLN NATIONAL CORP INDIANA COM  | 160.86                 | 125.97                   | 1.44                       |
|                         |                                    | 53.62                  | 41.99                    | 1.14                       |
| 9.00                    | MARSH & MCLENNAN COS INC COM*      | 251.95                 | 391.95                   | 9.00                       |
|                         |                                    | 27.99                  | 43.55                    | 2.30                       |
| 4.00                    | MAXIM INTEGRATED PRODUCTS INC COM* | 107.92                 | 119.28                   | 4.16                       |
|                         |                                    | 26.98                  | 29.82                    | 3.49                       |
| 3.00                    | MICROSOFT CORP COM*                | 80.49                  | 99.84                    | 3.36                       |
|                         |                                    | 26.83                  | 33.28                    | 3.37                       |
| 7.00                    | MOSAIC COMPANY COM (THE)*          | 302.17                 | 301.14                   | 7.00                       |
|                         |                                    | 43.17                  | 43.02                    | 2.32                       |

BHUPAT & JYOTI MEHTA FAMILY FOUNDATION  
FORM 990PF, PART II

76-0522455

ACCOUNT NO. 605530 STATEMENT PERIOD: 8/31/13 THRU 9/30/13 PAGE 5

MEHTA, BHUPAT & JYOTIFDN I/A (B)

PORTFOLIO HOLDINGS

| SHARES OR<br>FACE VALUE   |                                   | TAX COST/<br>UNIT COST | MKT VALUE/<br>UNIT PRICE | EST INCOME/<br>INC RATE(%) |
|---------------------------|-----------------------------------|------------------------|--------------------------|----------------------------|
| <b>EQUITIES</b>           |                                   |                        |                          |                            |
| 6.00                      | NATIONAL-OILWELL VARCO INC COM    | 399.04                 | 468.66                   | 6.24                       |
|                           |                                   | 66.51                  | 78.11                    | 1.33                       |
| 28.00                     | NIPPON TELEG & TEL CORP SPONS ADR | 601.86                 | 729.68                   | 21.38                      |
|                           |                                   | 21.49                  | 26.06                    | 2.93                       |
| 1.00                      | OCCIDENTAL PETROLEUM CORP COM*    | 78.67                  | 93.54                    | 2.56                       |
|                           |                                   | 78.67                  | 93.54                    | 2.74                       |
| 3.00                      | QUALCOMM INC COM*                 | 183.75                 | 201.96                   | 4.20                       |
|                           |                                   | 61.25                  | 67.32                    | 2.08                       |
| 5.00                      | RAYTHEON CO NEW COM*              | 214.50                 | 385.35                   | 11.00                      |
|                           |                                   | 42.90                  | 77.07                    | 2.85                       |
| 7.00                      | RIO TINTO PLC SPON ADR*           | 302.69                 | 341.32                   | 12.82                      |
|                           |                                   | 43.24                  | 48.76                    | 3.76                       |
| 4.00                      | ROYAL DUTCH SHELL PLC ADR CL A    | 256.40                 | 262.72                   | 13.51                      |
|                           |                                   | 64.10                  | 65.68                    | 5.14                       |
| 59.00                     | STAPLES INC COM*                  | 916.00                 | 864.35                   | 28.32                      |
|                           |                                   | 15.53                  | 14.65                    | 3.28                       |
| 17.00                     | TEVA PHARMACEUTICAL INDS LTD ADR* | 729.62                 | 642.26                   | 15.58                      |
|                           |                                   | 42.92                  | 37.78                    | 2.43                       |
| 7.00                      | VODAFONE GROUP PLC SPON ADR*      | 186.90                 | 246.26                   | 13.75                      |
|                           |                                   | 26.70                  | 35.18                    | 5.58                       |
| 9.00                      | WAL MART STORES INC COM*          | 447.25                 | 665.64                   | 16.92                      |
|                           |                                   | 49.69                  | 73.96                    | 2.54                       |
| 60.00                     | WESTERN UNION CO COM*             | 938.97                 | 1,119.60                 | 30.00                      |
|                           |                                   | 15.65                  | 18.66                    | 2.68                       |
| 18.00                     | XL GROUP PLC                      | 1,138.88               | 554.76                   | 7.54                       |
|                           |                                   | 63.27                  | 30.82                    | 1.36                       |
|                           |                                   | 18,430.61              | 19,304.43                | 541.76                     |
| <b>TOTAL EQUITIES</b>     |                                   | 18,430.61              | 19,304.43                | 541.76                     |
| <b>OTHER ASSETS</b>       |                                   |                        |                          |                            |
| <u>OTHER ASSETS</u>       |                                   |                        |                          |                            |
| 7,460.00                  | MEHTA OUTSTANDING STUDENT LOANS   | 7,460.00               | 7,460.00                 | 0.00                       |
|                           |                                   | 1.00                   | 100.00                   | 0.00                       |
| <b>TOTAL OTHER ASSETS</b> |                                   | 7,460.00               | 7,460.00                 | 0.00                       |
| <b>TOTAL PORTFOLIO</b>    |                                   | 49,837.79              | 50,711.61                | 546.55                     |



BHUPAT & JYOTI MEHTA FAMILY FOUNDATION

76-0522455

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 11

| NAME AND ADDRESS   | TITLE AND AVERAGE HOURS PER<br>WEEK DEVOTED TO POSITION | COMPENSATION | CONTRIBUTIONS<br>TO EMPLOYEE<br>BENEFIT PLANS | EXPENSE ACCT<br>AND OTHER<br>ALLOWANCES |
|--|---|--------------|---|---|
| RAHUL B MEHTA<br>20018 CHATEAU BEND DRIVE<br>KATY, TX 77450  | DIRECTOR<br>1.00  | 0            | 0   | 0                                       |
| NISHA B MEHTA<br>20018 CHATEAU BEND DRIVE<br>KATY, TX 77450  | DIRECTOR<br>1.00  | 0            | 0   | 0                                       |
| DHARMESH MEHTA<br>20018 CHATEAU BEND DRIVE<br>KATY, TX 77450 | DIRECTOR<br>1.00  | 0            | 0   | 0                                       |
| JAINESH MEHTA<br>20018 CHATEAU BEND DRIVE<br>KATY, TX 77450  | DIRECTOR<br>1.00  | 0            | 0   | 0                                       |
| GRAND TOTALS   |   | 0            | 0   | 0                                       |