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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

▶ **Do not enter Social Security numbers on this form as it may be made public. By law, the IRS cannot redact the information on the form.**

▶ **Information about Form 990-PF and its instructions is at *www.irs.gov/form990pf*.**

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 01-01-2013 , and ending 12-31-2013

Name of foundation
Agee Family Foundation

% RICHARD AGEE

Number and street (or P O box number if mail is not delivered to street address)
800 GESSNER RD
Suite 1000

Room/suite

City or town, state or province, country, and ZIP or foreign postal code
HOUSTON, TX 77024

A Employer identification number
01-0939828

B Telephone number (see instructions)
(713) 468-6866

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 11,039,427

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

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

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)	0			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	184,718	184,718		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	203,246			
	b	Gross sales price for all assets on line 6a 557,133				
	7	Capital gain net income (from Part IV, line 2)		203,246		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	387,964	387,964		
Operating and Administrative Expenses	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)				
	c	Other professional fees (attach schedule)	25,612	25,612		
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	6,111	2,385		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)				
	24	**Total operating and administrative expenses.** Add lines 13 through 23	31,723	27,997		0
	25	Contributions, gifts, grants paid	406,000			406,000
	26	**Total expenses and disbursements.** Add lines 24 and 25	437,723	27,997		406,000
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-49,759			
	b	**Net investment income** (if negative, enter -0-)		359,967		
	c	**Adjusted net income** (if negative, enter -0-)				

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

		Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets				
1	Cash—non-interest-bearing	83,067	30,948	30,948
2	Savings and temporary cash investments			
3	Accounts receivable ▶ ______ Less allowance for doubtful accounts ▶ ______			
4	Pledges receivable ▶ ______ Less allowance for doubtful accounts ▶ ______			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
7	Other notes and loans receivable (attach schedule) ▶ ______ Less allowance for doubtful accounts ▶ ______			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10a	Investments—U S and state government obligations (attach schedule)			
b	Investments—corporate stock (attach schedule)			
c	Investments—corporate bonds (attach schedule)			
11	Investments—land, buildings, and equipment basis ▶ ______ Less accumulated depreciation (attach schedule) ▶ ______			
12	Investments—mortgage loans			
13	Investments—other (attach schedule)	9,152,930	9,155,290	11,008,479
14	Land, buildings, and equipment basis ▶ ______ Less accumulated depreciation (attach schedule) ▶ ______			
15	Other assets (describe ▶ ______)			
16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	9,235,997	9,186,238	11,039,427
Liabilities				
17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶ ______)			
23	**Total liabilities** (add lines 17 through 22)		0	
Net Assets or Fund Balances				
	Foundations that follow SFAS 117, check here ▶ ☑ **and complete lines 24 through 26 and lines 30 and 31.**			
24	Unrestricted	9,235,997	9,186,238	
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☐ **and complete lines 27 through 31.**			
27	Capital stock, trust principal, or current funds			
28	Paid-in or capital surplus, or land, bldg , and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds			
30	**Total net assets or fund balances** (see page 17 of the instructions)	9,235,997	9,186,238	
31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	9,235,997	9,186,238	

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	9,235,997
2	Enter amount from Part I, line 27a	2	-49,759
3	Other increases not included in line 2 (itemize) ▶ ______	3	
4	Add lines 1, 2, and 3	4	9,186,238
5	Decreases not included in line 2 (itemize) ▶ ______	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	9,186,238

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	See Additional Data Table			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	See Additional Data Table			
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a	See Additional Data Table			
b				
c				
d				
e				

2	Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	203,246
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	1,235,298	10,169,774	0 121468
2011	432,666	10,420,104	0 041522
2010	172,921	10,122,600	0 017083
2009		9,784,465	
2008			

2	**Total** of line 1, column (d).	2	0 180073
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years . . .	3	0 045018
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	10,315,574
5	Multiply line 4 by line 3.	5	464,387
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	3,600
7	Add lines 5 and 6.	7	467,987
8	Enter qualifying distributions from Part XII, line 4.	8	406,000

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

Part VI **Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)**

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ________ **(attach copy of letter if necessary–see instructions)**		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	7,199
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	7,199
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	7,199
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 — **6a** 3,036		
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	3,036
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	4,163
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 2014 estimated tax** ▶ **Refunded** ▶	11	

Part VII-A **Statements Regarding Activities**

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	If the answer is "Yes" to ***1a*** *or* ***1b,*** *attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ________ **(2)** On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶TX			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses.*	10		No

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶

14 The books are in care of ▶RICHARD AGEE Telephone no ▶(713) 468-6866

Located at ▶800 GESSNER RD STE 1000 HOUSTON TX ZIP+4 ▶77024

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** —Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 |

			Yes	No
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No
	See instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ▶			

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☑ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☑ No			
	If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)	2b		No
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 2013 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 2013.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		No

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☑ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No			
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☑ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	**5b**		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**		No
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	**7b**		

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
JUDITH AGEE 800 GESSNER RD HOUSTON, TX 77024	PRESIDENT 1 0	0	0	0
RICHARD AGEE 800 GESSNER RD HOUSTON, TX 77024	TREASURER/SECRETARY 1 0	0	0	0
ERIN AGEE RILEY 800 GESSNER RD HOUSTON, TX 77024	VICE PRESIDENT 1 0	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
Total number of other employees paid over $50,000 ▶				

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

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

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
Total number of others receiving over $50,000 for professional services. . . . . ▶		

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See page 24 of the instructions	
3	
Total. Add lines 1 through 3 . . . . ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	10,444,248
b	Average of monthly cash balances	1b	28,416
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	10,472,664
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	10,472,664
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	157,090
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	10,315,574
6	**Minimum investment return.** Enter 5% of line 5	6	515,779

Part XI **Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6			1	515,779
2a	Tax on investment income for 2013 from Part VI, line 5	2a	7,199		
b	Income tax for 2013 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	7,199
3	Distributable amount before adjustments Subtract line 2c from line 1			3	508,580
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	508,580
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	508,580

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26	1a	406,000
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0
b	Cash distribution test (attach the required schedule)	3b	0
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	406,000
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	406,000

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see instructions)

		(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7					508,580
2 Undistributed income, if any, as of the end of 2013					
a Enter amount for 2012 only.				0	
b Total for prior years 2011 , 2010 , 2009					
3 Excess distributions carryover, if any, to 2013					
a From 2008.					
b From 2009.					
c From 2010.					
d From 2011.					
e From 2012.	313,769				
f Total of lines 3a through e.		313,769			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 406,000					
a Applied to 2012, but not more than line 2a				0	
b Applied to undistributed income of prior years (Election required—see instructions).					
c Treated as distributions out of corpus (Election required—see instructions).					
d Applied to 2013 distributable amount.					406,000
e Remaining amount distributed out of corpus		0			
5 Excess distributions carryover applied to 2013		102,580			102,580
(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		211,189			
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 2012 Subtract line 4a from line 2a Taxable amount—see instructions				0	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014					0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)					
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions) . . .					
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a		211,189			
10 Analysis of line 9					
a Excess from 2009. . . .					
b Excess from 2010. . . .					
c Excess from 2011. . . .					
d Excess from 2012. . . .	211,189				
e Excess from 2013. . . .					

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling. . . . . . . ▶

b Check box to indicate whether the organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2013	**(b)** 2012	**(c)** 2011	**(d)** 2010	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon **a** "Assets" alternative test—enter **(1)** Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test—enter **(1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV **Supplementary Information (Complete this part only if the organization had $5,000 or more in assets at any time during the year—see instructions.)**

1 **Information Regarding Foundation Managers:**

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

RICHARD JUDITH AGEE

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

NONE

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

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

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

RICHARD AGEE
800 GESSNER STE 1000
HOUSTON,TX 77024
(713) 468-6866

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

IN WRITING

c Any submission deadlines

NONE

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

NONE

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Additional Data Table				
Total . . . . ▶ **3a**				406,000
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities. . . .		184,718	14		
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory		203,246	18		
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .		387,964			

13 Total. Add line 12, columns (b), (d), and (e). **13** 387,964

(See worksheet in line 13 instructions to verify calculations)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No.	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)

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

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash	**1a(1)**		No
(2) Other assets	**1a(2)**		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization	**1b(1)**		No
(2) Purchases of assets from a noncharitable exempt organization	**1b(2)**		No
(3) Rental of facilities, equipment, or other assets	**1b(3)**		No
(4) Reimbursement arrangements	**1b(4)**		No
(5) Loans or loan guarantees	**1b(5)**		No
(6) Performance of services or membership or fundraising solicitations	**1b(6)**		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	**1c**		No

d If the answer to any of the above is "Yes," complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

(a) Line No	**(b)** Amount involved	**(c)** Name of noncharitable exempt organization	**(d)** Description of transfers, transactions, and sharing arrangements

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

b If "Yes," complete the following schedule

(a) Name of organization	**(b)** Type of organization	**(c)** Description of relationship

Sign Here

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

******	2014-05-08	******
Signature of officer or trustee	Date	Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN
Laura Sykes CPA				
Firm's name	BDO USA LLP		Firm's EIN	
Firm's address	333 Clay Street Ste 4700 Houston, TX 770024180		Phone no (713) 659-6551	

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
GOLDMAN SACHS #05	P		2013-12-31
GOLDMAN SACHS #38	P		2013-01-29
GOLDMAN SACHS #38	P	2012-08-17	2013-01-29
GOLDMAN SACHS #38	P	2012-08-17	2013-12-31
GOLDMAN SACHS #38	P		2013-08-29
NONDIVIDEND DISTRIBUTION	P		
CAPITAL GAIN DIVIDENDS	P		

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
264,000		250,446	13,554
28,989		25,739	3,250
699		586	113
107,318		77,116	30,202
2			2
3,732			3,732
			152,393

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			13,554
			3,250
			113
			30,202
			2
			3,732

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
CHRISTUS FOUNDATION 1001 FANNIN STREET 4665 HOUSTON, TX 77002	NONE	PC	HEALTHCARE	150,000
ROSIE'S PLACE 889 HARRISON AVENUE BOSTON, MA 02118	NONE	PC	ASSISTING THE HOMELESS	20,000
ARCHDIOCESE OF GALVESTON 1700 SAN JACINTO HOUSTON, TX 77002	NONE	PC	RELIGIOUS	100,000
THE PARISH SCHOOL 11001 HAMMERLY BLVD HOUSTON, TX 77043	NONE	PC	EDUCATION	20,000
THE REGIS SCHOOL 7330 WESTVIEW DRIVE HOUSTON, TX 77055	NONE	PC	EDUCATION	50,000
HOUSTON FOOD BANK 535 PORTWALL STREET HOUSTON, TX 77029	NONE	PC	FEEDING THE HUNGRY	10,000
STAR OF HOPE 1811 RUIZ STREET HOUSTON, TX 77002	NONE	PC	ASSISTING THE HOMELESS	10,000
CHRISTIAN COMMUNITY SERVICE CENTER (CCSC) 3230 MERCER HOUSTON, TX 77027	NONE	PC	RELIGIOUS	26,000
SPECIAL OPERATIONS WARRIOR FOUNDATION PO BOX 13483 TAMPA, FL 336813483	NONE	PC	SUPPORT OF MILITARY OPERATION FAMILIES	20,000
Total . . . . ▶ **3a**				406,000

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

TY 2013 Depreciation Schedule

Name: Agee Family Foundation

EIN: 01-0939828

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included

TY 2013 Investments - Land Schedule

Name: Agee Family Foundation

EIN: 01-0939828

TY 2013 Investments - Other Schedule

Name: Agee Family Foundation

EIN: 01-0939828

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
GOLDMAN SACHS #05		7,601,391	8,932,300
GOLDMAN SACHS #74		1,000,000	1,364,782
GOLDMAN SACHS #38		553,831	711,329
DIVIDENDS CREDITED/NOT RECVD		68	68

TY 2013 Land, Etc. Schedule

Name: Agee Family Foundation

EIN: 01-0939828

TY 2013 Other Professional Fees Schedule

Name: Agee Family Foundation

EIN: 01-0939828

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MGMT/INVESTMENT FEES #16674	16,545	16,545		
MGMT/INVESTMENT FEES #93538	9,067	9,067		

TY 2013 Taxes Schedule

Name: Agee Family Foundation

EIN: 01-0939828

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES PAID	2,385	2,385		
EXCISE TAXES	3,726			

REALIZED GAINS AND LOSSES

Supplemental Information Consult your Form 1099 for tax reporting purposes

REALIZED GAIN AND LOSS SUMMARY

SHORT-TERM GAINS (LOSSES)		LONG-TERM GAINS (LOSSES)		ORDINARY GAINS (LOSSES)	
Net Covered Short Term Gains (Losses)	0 00	Net Covered Long Term Gains (Losses)	0 00	Net Ordinary Gains (Losses)	0 00
Net NonCovered Short Term Gains (Losses)	0 00	Net NonCovered Long Term Gains (Losses)	13 553 55		
Net 1099B Non Reportable Short Term Gains (Losses)	0 00	Net 1099B Non Reportable Long Term Gains (Losses)	0 00		
Net Miscellaneous Short Term Gains (Losses)	0 00	Net Miscellaneous Long Term Gains (Losses)	0 00	Net Miscellaneous Ordinary Gains (Losses)	0 00
Net Regulated Futures Contract Short Term Gains (Losses)	0 00	Net Regulated Futures Contract Long Term Gains (Losses)	0 00		
Total Short-Term Gains (Losses)	**0 00**	**Total Long-Term Gains (Losses)**	**13,553 55**	**Total Ordinary Gains (Losses)**	**0 00**

LONG-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds [5]	Total accretion (Amortization)	Cost Basis [4]	Total Gain (Loss)
NonCovered Long-Term Gains (Losses)							
GS CONCENTRATED GROWTH FUND CLASS A SHARES (38142Y187)	10/21/2010	01/29/2013	568 18	9,000 00	0 00	6,971 59	2,028 41
GS CORE FIXED INCOME FUND INSTITUTIONAL SHARES (38141W810)	10/21/2010	01/29/2013	1,883 24	20,000 00	0 00	18,926 55	1,073 45
GS EMERGING MARKETS EQUITY FUND INSTITUTIONAL SHARES (38142B369)	09/15/2010	01/29/2013	118 91	2,000 01	0 00	1,941 74	58 27
GS HIGH YIELD FUND INSTITUTIONAL SHARES (38141W679)	06/21/2010	01/29/2013	620 78	4,600 01	0 00	4,333 07	266 94
GS INTERNATIONAL EQUITY DIVIDEND & PREMIUM INSTITUTIONAL SHARES (38144N494)	10/21/2010	01/29/2013	399 47	3,000 00	0 00	3,199 37	(199 37)
GS INTERNATIONAL REAL ESTATE SECURITIES INSTITUTIONAL CLASS SHARES (38143H563)	09/15/2010	01/29/2013	407 52	2,600 00	0 00	2,443 15	156 85
GS LARGE CAP VALUE FUND CLASS A SHARES (38142Y815)	10/21/2010	01/29/2013	666 67	9,000 00	0 00	7,353 34	1,646 66
GS REAL ESTATE SECURITIES FUND INSTITUTIONAL SHARES (38142V787)	09/15/2010	01/29/2013	182 37	3,000 00	0 00	2,212 35	787 65
GS STRATEGIC INTERNATIONAL EQUITY FUND INSTITUTIONAL SHARES (38144N809)	10/21/2010	01/29/2013	384 62	4,800 00	0 00	4,707 76	92 24
GS U S EQUITY DIVIDEND AND PREMIUM FUND INSTITUTIONAL SHARES (38143H720)	09/15/2010	01/29/2013	1,094 53	11,000 00	0 00	9,401 99	1,598 01
GS CORE FIXED INCOME FUND INSTITUTIONAL SHARES (38141W810)	10/21/2010	09/30/2013	14,478 76	150,000 00	0 00	145,511 58	4,488 42

[4] Basis may have been increased by accruals of market discount and/or original issue discount or decreased by premium amortization This increase or decrease of basis assumes the investor has elected to include market discount in income currently and/or amortize premium currently You should consult with your own tax advisor to determine your correct basis

[5] Sale Proceeds may have been adjusted by an option premium due to an option assignment

Goldman Sachs

Form 990-PF Part IV Capital Gains and Losses Attachment

REALIZED GAINS AND LOSSES (Continued)

Supplemental Information Consult your Form 1099 for tax reporting purposes

LONG-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds [5]	Total accretion (Amortization)	Cost Basis [4]	Total Gain (Loss)
NonCovered Long-Term Gains (Losses)							
GS HIGH YIELD FUND INSTITUTIONAL SHARES (38141W679)	06/21/2010	09/30/2013	6,224 07	45,000 00	0 00	43,443 98	1,556 02
Net NonCovered Long-Term Gains (Losses)				**264,000.02**	**0.00**	**250,446.47**	**13,553.55**

[4] Basis may have been increased by accruals of market discount and/or original issue discount or decreased by premium amortization This increase or decrease of basis assumes the investor has elected to include market discount in income currently and/or amortize premium currently You should consult with your own tax advisor to determine your correct basis

[5] Sale Proceeds may have been adjusted by an option premium due to an option assignment

Goldman Sachs

Form 990-PF Part IV Capital Gains and Losses Attachment

REALIZED GAIN AND LOSS SUMMARY

SHORT-TERM GAINS (LOSSES)		LONG-TERM GAINS (LOSSES)		ORDINARY GAINS (LOSSES)	
Net Covered Short Term Gains (Losses)	3 250 50	Net Covered Long Term Gains (Losses)	30 201 89	Net Ordinary Gains (Losses)	0 00
Net NonCovered Short Term Gains (Losses)	112 98	Net NonCovered Long Term Gains (Losses)	2 26		
Net 1099B Non Reportable Short Term Gains (Losses)	8 71	Net 1099B Non Reportable Long Term Gains (Losses)	0 00		
Net Miscellaneous Short Term Gains (Losses)	0 00	Net Miscellaneous Long Term Gains (Losses)	0 00	Net Miscellaneous Ordinary Gains (Losses)	0 00
Net Regulated Futures Contract Short Term Gains (Losses)	0 00	Net Regulated Futures Contract Long Term Gains (Losses)	0 00		
Total Short-Term Gains (Losses)	**3,372 19**	**Total Long-Term Gains (Losses)**	**30,204 15**	**Total Ordinary Gains (Losses)**	**0 00**

SHORT-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds [5]	Total accretion (Amortization)	Cost Basis [4]	Total Gain (Loss)
Covered Short-Term Gains (Losses)							
ALBEMARLE CORP CMN (012653101)	08/17/2012	01/29/2013	5 00	315 54	0 00	305 96	9 58
ALEXANDER & BALDWIN, INC CMN (014491104)	08/17/2012	01/29/2013	13 00	432 50	0 00	392 46	40 04
ALLEGHANY CORP (DELAWARE) CMN (017175100)	08/17/2012	01/29/2013	1 00	360 11	0 00	335 29	24 82
AMERICAN EAGLE OUTFITTERS INC (NEW) (02553E106)	08/17/2012	01/29/2013	15 00	303 14	0 00	315 00	(11 86)
ATWOOD OCEANICS INC CMN (050095108)	08/17/2012	01/29/2013	7 00	370 99	0 00	323 76	47 23
EATON VANCE CORP (NON-VTG) CMN (278265103)	08/17/2012	01/29/2013	53 00	1,921 73	0 00	1,451 47	470 26
ENERGIZER HOLDINGS, INC CMN (29266R108)	08/17/2012	01/29/2013	4 00	350 79	0 00	270 60	80 19
OLD DOMINION FGHT LINES INC CMN (679580100)	08/17/2012	01/29/2013	59 00	2,211 28	0 00	1,813 11	398 17
SERVICE CORP INTERNATL CMN (817565104)	08/17/2012	01/29/2013	23 00	343 84	0 00	298 73	45 11
TEJON RANCH CO CMN (879080109)	08/17/2012	01/29/2013	11 00	335 82	0 00	301 69	34 13
TENET HEALTHCARE CORP CMN (88033G407)	08/17/2012	01/29/2013	8 00	302 71	0 00	168 63	134 08
WORLD FUEL SERVICES CORP CMN (981475106)	08/17/2012	01/29/2013	11 00	473 42	0 00	398 24	75 18
NU SKIN ENTERPRISES INC CMN CLASS A (67018T105)	08/17/2012	02/21/2013	245 00	9,700 26	0 00	9,985 15	(284 89)
MONTPELIER RE HOLDINGS LTD CMN (G62185106)	08/17/2012	07/31/2013	86 00	2,324 10	0 00	1,845 78	478 32
ALLEGHANY CORP (DELAWARE) CMN (017175100)	08/17/2012	08/02/2013	8 00	3,293 13	0 00	2,682 32	610 81
MONTPELIER RE HOLDINGS LTD CMN (G62185106)	08/17/2012	08/02/2013	74 00	1,987 62	0 00	1,588 23	399 39

[4] Basis may have been increased by accruals of market discount and/or original issue discount or decreased by premium amortization This increase or decrease of basis assumes the investor has elected to include market discount in income currently and/or amortize premium currently You should consult with your own tax advisor to determine your correct basis

[5] Sale Proceeds may have been adjusted by an option premium due to an option assignment

SHORT-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds [5]	Total accretion (Amortization)	Cost Basis [4]	Total Gain (Loss)
Covered Short-Term Gains (Losses)							
MONTPELIER RE HOLDINGS LTD CMN (G62185106)	08/17/2012	08/05/2013	152 00	3,962 24	0 00	3,262 30	699 94
Net Covered Short-Term Gains (Losses)				**28,989.22**	**0.00**	**25,738.72**	**3,250.50**
NonCovered Short-Term Gains (Losses)							
CORRECTIONS CORP OF AMERICA CMN (22025Y407)	08/17/2012	01/29/2013	9 00	342 17	0 00	299 61	42 56
FIRST INDUSTRIAL REALTY TRUST CMN (32054K103)	08/17/2012	01/29/2013	23 00	356 26	0 00	286 09	70 17
CORRECTIONS CORP OF AMERICA CMN (22025Y407)	05/21/2013	05/21/2013	0 01	0 25	0 00	0 00	0 25
Net NonCovered Short-Term Gains (Losses)				**698.68**	**0.00**	**585.70**	**112.98**

LONG-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds [5]	Total accretion (Amortization)	Cost Basis [4]	Total Gain (Loss)
Covered Long-Term Gains (Losses)							
KAMAN CORP CMN (483548103)	08/17/2012	08/23/2013	163 00	5,705 68	0 00	5,534 23	171 45
CONVERSANT, INC ORD CMN (92046N102)	08/17/2012	09/23/2013	57 00	1,186 86	0 00	881 04	305 82
ENERGIZER HOLDINGS, INC CMN (29266R108)	08/17/2012	09/23/2013	7 00	662 78	0 00	473 55	189 23
KRATON PERFORMNC POLMERS INC CMN (50077C106)	08/17/2012	09/23/2013	52 00	1,039 59	0 00	1,144 17	(104 58)
MATSON, INC CMN (57686G105)	08/17/2012	09/23/2013	15 00	404 16	0 00	383 82	20 34
MICREL INC CMN (594793101)	08/17/2012	09/23/2013	74 00	680 23	0 00	748 69	(68 46)
RITCHIE BROS AUCTIONEERS INC CMN (767744105)	08/17/2012	09/23/2013	19 00	389 72	0 00	371 26	18 46
WORLD FUEL SERVICES CORP CMN (981475106)	08/17/2012	09/23/2013	19 00	698 39	0 00	687 88	10 51
CONVERSANT, INC ORD CMN (92046N102)	08/17/2012	09/24/2013	78 00	1,637 95	0 00	1,205 64	432 31

[4] Basis may have been increased by accruals of market discount and/or original issue discount or decreased by premium amortization This increase or decrease of basis assumes the investor has elected to include market discount in income currently and/or amortize premium currently You should consult with your own tax advisor to determine your correct basis

[5] Sale Proceeds may have been adjusted by an option premium due to an option assignment

Goldman Sachs

LONG-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds [5]	Total accretion (Amortization)	Cost Basis [4]	Total Gain (Loss)
Covered Long-Term Gains (Losses)							
ENERGIZER HOLDINGS, INC CMN (29266R108)	08/17/2012	09/24/2013	9 00	846 08	0 00	608 85	237 23
KRATON PERFORMNC POLMERS INC CMN (50077C106)	08/17/2012	09/24/2013	71 00	1,411 32	0 00	1,562 23	(150 91)
MATSON, INC CMN (57686G105)	08/17/2012	09/24/2013	21 00	570 67	0 00	537 35	33 32
MICREL INC CMN (594793101)	08/17/2012	09/24/2013	101 00	924 33	0 00	1,021 86	(97 53)
RITCHIE BROS AUCTIONEERS INC CMN (767744105)	08/17/2012	09/24/2013	26 00	530 20	0 00	508 04	22 16
WORLD FUEL SERVICES CORP CMN (981475106)	08/17/2012	09/24/2013	25 00	915 98	0 00	905 10	10 88
CONVERSANT, INC ORD CMN (92046N102)	08/17/2012	09/25/2013	221 00	4,573 67	0 00	3,415 97	1,157 70
ENERGIZER HOLDINGS, INC CMN (29266R108)	08/17/2012	09/25/2013	28 00	2,595 32	0 00	1,894 20	701 12
KRATON PERFORMNC POLMERS INC CMN (50077C106)	08/17/2012	09/25/2013	198 00	3,894 97	0 00	4,356 63	(461 66)
MATSON, INC CMN (57686G105)	08/17/2012	09/25/2013	59 00	1,557 19	0 00	1,509 69	47 50
MICREL INC CMN (594793101)	08/17/2012	09/25/2013	287 00	2,589 81	0 00	2,903 69	(313 88)
RITCHIE BROS AUCTIONEERS INC CMN (767744105)	08/17/2012	09/25/2013	73 00	1,487 48	0 00	1,426 42	61 06
WORLD FUEL SERVICES CORP CMN (981475106)	08/17/2012	09/25/2013	71 00	2,609 33	0 00	2,570 48	38 85
CONVERSANT, INC ORD CMN (92046N102)	08/17/2012	09/26/2013	218 00	4,540 71	0 00	3,369 60	1,171 11
ENERGIZER HOLDINGS, INC CMN (29266R108)	08/17/2012	09/26/2013	26 00	2,406 94	0 00	1,758 90	648 04
KRATON PERFORMNC POLMERS INC CMN (50077C106)	08/17/2012	09/26/2013	204 00	3,964 40	0 00	4,488 65	(524 25)
MATSON, INC CMN (57686G105)	08/17/2012	09/26/2013	59 00	1,559 39	0 00	1,509 69	49 70
MICREL INC CMN (594793101)	08/17/2012	09/26/2013	282 00	2,535 30	0 00	2,853 11	(317 81)
RITCHIE BROS AUCTIONEERS INC CMN (767744105)	08/17/2012	09/26/2013	73 00	1,489 45	0 00	1,426 42	63 03
WORLD FUEL SERVICES CORP CMN (981475106)	08/17/2012	09/26/2013	70 00	2,599 06	0 00	2,534 28	64 78
ALLEGHANY CORP (DELAWARE) CMN (017175100)	08/17/2012	12/11/2013	19 00	7,465 32	0 00	6,370 51	1,094 81
ENERGIZER HOLDINGS, INC CMN (29266R108)	08/17/2012	12/11/2013	68 00	7,488 47	0 00	4,600 20	2,888 27
NU SKIN ENTERPRISES INC CMN CLASS A (67018T105)	08/17/2012	12/11/2013	243 00	30,782 21	0 00	9,903 64	20,878 57
PRICESMART INC CMN (741511109)	08/17/2012	12/11/2013	20 00	2,366 27	0 00	1,486 34	879 93

[4] Basis may have been increased by accruals of market discount and/or original issue discount or decreased by premium amortization This increase or decrease of basis assumes the investor has elected to include market discount in income currently and/or amortize premium currently You should consult with your own tax advisor to determine your correct basis

[5] Sale Proceeds may have been adjusted by an option premium due to an option assignment

LONG-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds [5]	Total accretion (Amortization)	Cost Basis [4]	Total Gain (Loss)
Covered Long-Term Gains (Losses)							
EATON VANCE CORP (NON-VTG) CMN (278265103)	08/17/2012	12/13/2013	79 00	3,208 31	0 00	2,163 52	1,044 79
Net Covered Long-Term Gains (Losses)				**107,317.54**	**0.00**	**77,115.65**	**30,201.89**
NonCovered Long-Term Gains (Losses)							
WTS/TEJON RANCH CO 40 0000 EXP08/31/2016 (879080133)		08/29/2013	0 00	2 26	0 00	No Cost	2 26 [8]
Net NonCovered Long-Term Gains (Losses)				**2.26**	**0.00**	**0.00**	**2.26**

[4] Basis may have been increased by accruals of market discount and/or original issue discount or decreased by premium amortization This increase or decrease of basis assumes the investor has elected to include market discount in income currently and/or amortize premium currently You should consult with your own tax advisor to determine your correct basis

[5] Sale Proceeds may have been adjusted by an option premium due to an option assignment

[8] Due to incomplete cost basis gains may be incorrectly stated and should not be used for tax reporting purposes Please consult with your tax advisor

Form 990-PF Part IV Capital Gains and Losses Attachment

	Quantity / Current Face	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized / Economic Gain (Loss)	Yield to Maturity in Percentage	Estimated Annual Income
INVESTMENT GRADE FIXED INCOME								
GS CORE FIXED INCOME FUND								
GS CORE FIXED INCOME FUND INSTITUTIONAL SHARES	172,500 089	10 2900	1,775,025 92	10 0746	1,737,873 84	37,152 08 241,625 92		42,435 02
OTHER FIXED INCOME								
GS HIGH YIELD FUND								
GS HIGH YIELD FUND INSTITUTIONAL SHARES	60,358 765	7 1400	430,961 58	7 1844	433,644 51	(2,682 93) 161,161 58		28,489 34
TOTAL FIXED INCOME			**2,205,987.50**		**2,171,518.35**	**34,469.15**		**70,924.36**

PUBLIC EQUITY

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized / Economic Gain (Loss)	Dividend Yield	Estimated Annual Income
US EQUITY								
GS US EQUITY DIVIDEND AND PREMIUM FUND								
GS U S EQUITY DIVIDEND AND PREMIUM FUND INSTITUTIONAL SHARES (GSPKX)	104,848 465	11 2400	1,178,496 75	8 5900	900,648 32	277,848 43 515,492 28	2 2064	26,002 42
GS CONCENTRATED GROWTH FUND								
GS CONCENTRATED GROWTH FUND INSTITUTIONAL SHARES (GCRIX)	61,580 378	18 4000	1,133,078 96	13 5045	831,611 88	301,467 07 418,978 96	0 6250	7,081 74

[1,4] This represents a bank deposit of an affiliated bank reflected here for your convenience and is not cash held in your brokerage or custody account Please see the enclosed Bank Statement page(s) for specific information related to your bank deposit

Form 990-PF Part II Other Investments Attachment

PUBLIC EQUITY (Continued)

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized / Economic Gain (Loss)	Dividend Yield	Estimated Annual Income
US EQUITY								
GS LARGE CAP VALUE FUND								
GS LARGE CAP VALUE FUND INSTITUTIONAL SHARES (GSLIX)	65,811 662	16 7900	1,104,977 80	11 4523	753,693 76	351,284 04 387,277 81	1 0304	11,385 42
GS REAL ESTATE SECURITIES FUND								
GS REAL ESTATE SECURITIES FUND INSTITUTIONAL SHARES (GREIX)	19,384 019	15 8000	306,267 50	12 2838	238,109 43	68,158 07 88,297 76	1 8101	5,543 83
TOTAL US EQUITY			**3,722,821.01**		**2,724,063.39**	**998,757.61**	**1.3434**	**50,013.41**
NON-US EQUITY								
GS INTERNATIONAL EQUITY DIVIDEND AND PREMIUM FUND								
GS INTERNATIONAL EQUITY DIVIDEND & PREMIUM INSTITUTIONAL SHARES (GIDHX)	38,930 637	7 8900	307,162 73	7 8422	305,299 91	1,862 82 48,862 71	2 6362	8,097 57
GS STRATEGIC INTERNATIONAL EQUITY FUND								
GS STRATEGIC INTERNATIONAL EQUITY FUND INSTITUTIONAL SHARES (GSIKX)	37,780 966	14 6100	551,979 91	12 1599	459,412 40	92,567 52 121,779 92	1 0883	6,007 17
GS EMERGING MARKETS FUND								
GS EMERGING MARKETS EQUITY FUND INSTITUTIONAL SHARES (GEMIX)	10,276 919	16 1600	166,075 01	16 3300	167,822 08	(1,747 07) 5,981 20	0 7550	1,253 78
GS INTERNATIONAL REAL ESTATE SECURITIES FUND								
GS INTERNATIONAL REAL ESTATE SECURITIES INSTITUTIONAL CLASS SHARES (GIRIX)	40,736 656	6 3500	258,677 77	6 0242	245,406 23	13,271 54 62,505 66	4 9764	12,872 78
TOTAL NON-US EQUITY			**1,283,895.42**		**1,177,940.62**	**105,954.81**	**2.1989**	**28,231.31**
TOTAL PUBLIC EQUITY			**5,006,716.43**		**3,902,004.01**	**1,104,712.42**	**1.5628**	**78,244.72**

ALTERNATIVE INVESTMENTS

	Market Value	Contributions To Date	Distributions To Date	Economic Gain (Loss)	
HEDGE FUNDS					
HEDGE FUND OPPORTUNITIES[1,2]	1,719,596 23	1,527,868 92	0 00	191,727 31	

	Market Value	Adjusted Cost / [a] Original Cost	Unrealized Gain (Loss)	Estimated Annual Income
	8,932,300.*	7,601,391.*	**1,330,908.88**	**149,200.24**

*Without Cash

[a] Original Cost is price paid by purchaser adjusted for annual original issue discount inclusions and/or return of capital adjustments if applicable Adjusted Cost reflects adjustments to Original Cost for market discount accretion and/or premium amortization Adjusted cost for GMS Portfolios and Alternative Investments are determined by inception to date contributions minus inception to date distributions

[1] - Please refer to the end of the Holdings section for further details pertaining to these investments

Form 990-PF Part II Other Investments Attachment

AGEE FAMILY FOUNDATION ADVISORY

Performance

Period Ended December 31, 2013

PERFORMANCE ANALYSIS

	Market Value as of Dec 31 13	Percentage of Portfolio	Current Month (%)	Year to Date (%)	Inception to Date (%)	Inception Date
PUBLIC EQUITY						
NON-US EQUITY						
PICTET NON-US EQUITY LLC	703,213 01	51 53	2 96	22 77	10 12	NOV 29 10
MSCI EAFE Net Total Return Index in USD			1 50	22 78	10 43	
SPRUCEGROVE NON-US EQUITY LLC	661,568 65	48 47	1 12	14 86	7 96	NOV 29 10
MSCI EAFE Net Total Return Index in USD			1 50	22 78	10 43	
TOTAL NON-US EQUITY	1,364,781 66	100 00	2 06	18 80	9 05	NOV 29 10
TOTAL PUBLIC EQUITY	**1,364,781.66**	**100.00**	**2.06**	**18.80**	**10.55**	**NOV 29 10**

PUBLIC EQUITY

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized Gain (Loss)	Yield to Maturity / Current Yield	Estimated Annual Income
US EQUITY								
THE LONDON COMPANY SMALL CAP CORE								
U S DOLLAR	163 65	1 0000	163 65		163 65			
GOLDMAN SACHS BANK DEPOSIT (BDA) (*BDANOW)[14]	8,476 95	1 0000	8,476 95	1 0000	8,476 95		0 0461	3 91
	Quantity	**Market Price**	**Market Value / Accrued Income**	**Unit Cost**	**Cost Basis**	**Unrealized Gain (Loss)**	**Dividend Yield**	**Estimated Annual Income**
ADVENT SOFTWARE INC CMN (ADVS)	477 00	34 9520	16,672 10	23 6395	11,276 04	5,396 06		
ALBEMARLE CORP CMN (ALB)	494 00	63 3900	31,314 66 118 56	61 4591	30,360 80	953 86	1 5144	474 24
ALEXANDER & BALDWIN, INC CMN (ALEX)	474 00	41 7300	19,780 02	30 1890	14,309 58	5,470 44	0 3834	75 84
ALLIANT TECHSYSTEMS INC CMN (ATK)	145 00	121 6800	17,643 60	95 4643	13,842 33	3,801 27	0 8547	150 80
AMERICAN EAGLE OUTFITTERS INC (NEW) (AEO)	576 00	14 4000	8,294 40	21 0000	12,096 00	(3,801 60)	3 4722	288 00
ATWOOD OCEANICS INC CMN (ATW)	531 00	53 3900	28,350 09	46 2515	24,559 55	3,790 54		
CABELA'S INCORPORATED CMN CLASS A (CAB)	480 00	66 6600	31,996 80	47 5978	22,846 94	9,149 86		
COLUMBIA SPORTSWEAR COMPANY COMMON STOCK (COLM)	215 00	78 7500	16,931 25	50 3200	10,818 80	6,112 45	1 2698	215 00
DECKERS OUTDOORS CORP CMN (DECK)	317 00	84 4600	26,773 82	63 6611	20,180 58	6,593 24		
EATON VANCE CORP (NON-VTG) CMN (EV)	790 00	42 7900	33,804 10	27 3863	21,635 17	12,168 93	2 0566	695 20
KAMAN CORP CMN (KAMN)	269 00	39 7300	10,687 37 43 04	33 9523	9,133 17	1,554 20	1 6109	172 16
MARTIN MARIETTA MATERIALS,INC CMN (MLM)	109 00	99 9400	10,893 46	78 6200	8,569 58	2,323 88	1 6010	174 40
MATSON, INC CMN (MATX)	510 00	26 1100	13,316 10	26 0103	13,265 24	50 86	2 4512	326 40
MBIA INC CMN (MBI)	1,533 00	11 9400	18,304 02	10 9967	16,857 95	1,446 07		
MICREL INC CMN (MCRL)	696 00	9 8700	6,869 52	10 1174	7,041 71	(172 19)	2 0263	139 20
MONTPELIER RE HOLDINGS LTD CMN (MRH)	496 00	29 1000	14,433 60 62 00	21 4625	10,645 40	3,788 20	1 7182	248 00
MRC GLOBAL INC CMN (MRC)	768 00	32 2600	24,775 68	31 9041	24,502 32	273 36		

[14] This represents a bank deposit of an affiliated bank reflected here for your convenience and is not cash held in your brokerage or custody account Please see the enclosed Bank Statement page(s) for specific information related to your bank deposit

Not a Deposit Not FDIC Insured May Lose Value (Excluding Goldman Sachs Bank Deposit Account and Certificates of Deposit)

Brokerage and securities services provided by Goldman Sachs & Co Bank Deposit Account and Certificate of Deposit Account offered by Goldman Sachs Bank USA Member FDIC

Form 990-PF Part II Other Investments Attachment

AGEE FAMILY FOUNDATION: LONDON COMPANY

Holdings (Continued)

Period Ended December 31, 2013

PUBLIC EQUITY (Continued)

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
US EQUITY								
THE LONDON COMPANY SMALL CAP CORE								
NEWMARKET CORP CMN (NEU)	106 00	334 1500	35,419 90 116 60	248 4900	26,339 94	9,079 96	1 3168	466 40
OLD DOMINION FGHT LINES INC CMN (ODFL)	783 00	53 0200	41,514 66	30 7306	24,062 06	17,452 60		
OLIN CORP NEW $1 PAR CMN (OLN)	961 00	28 8500	27,724 85	27 5422	26,468 05	1,256 80	2 7730	768 80
PRICESMART INC CMN (PSMT)	306 00	115 5400	35,355 24	74 3169	22,740 97	12,614 27	0 5193	183 60
SERVICE CORP INTERNATL CMN (SCI)	1,715 00	18 1300	31,092 95	12 9881	22,274 59	8,818 36	1 5444	480 20
STURM, RUGER & COMPANY INC CMN (RGR)	286 00	73 0900	20,903 74	51 0840	14,610 03	6,293 71	3 1742	663 52
TEJON RANCH CO CMN (TRC)	432 00	36 7600	15,880 32	27 4267	11,848 34	4,031 98		
TEMPUR SEALY INTERNATIONAL INC CMN (TPX)	452 00	53 9600	24,389 92	43 9179	19,850 87	4,539 05		
TENET HEALTHCARE CORP CMN (THC)	649 00	42 1200	27,335 88	21 0792	13,680 40	13,655 48		
TREDEGAR CORPORATION CMN (TG)	550 00	28 8100	15,845 50 38 50	15 1000	8,305 00	7,540 50	0 9719	154 00
VALUECLICK INC ORD CMN (VCLK)	495 00	23 3700	11,568 15	15 4569	7,651 16	3,916 99		
WHITE MTNS INS GROUP LTD CMN (WTM)	29 00	603 0800	17,489 32	524 1700	15,200 93	2,288 39	0 1658	29 00
WORLD FUEL SERVICES CORP CMN (INT)	225 00	43 1600	9,711 00 8 44	36 2040	8,145 90	1,565 10	0 3475	33 75
CORRECTIONS CORP OF AMERICA CMN (CXW)	807 00	32 0700	25,880 49 387 36	34 1111	27,527 63	(1,647 14)	5 9869	1,549 44
FIRST INDUSTRIAL REALTY TRUST CMN (FR)	1,270 00	17 4500	22,161 50 107 95	13 7251	17,430 90	4,730 60	1 9484	431 80
WTS/TEJON RANCH CO 40 0000 EXP08/31/2016 (TRCWS)	63 00	5 4890	345 81			345 81		
RITCHIE BROS AUCTIONEERS INC CMN (RBA)	364 00	22 9300	8,346 52	19 5400	7,112 56	1,233 96	2 2678	189 28
TOTAL THE LONDON COMPANY SMALL CAP CORE			710,446 94 882 45		553,831 09	156,615 85	1 7887	7,912 94

	Market Value	Adjusted Cost / ᵉ Original Cost	Unrealized Gain (Loss)	Estimated Annual Income
TOTAL PORTFOLIO	**711,329.39**	**553,831.09**	**156,615.85**	**7,912.94**

ᵉ Original Cost is price paid by purchaser adjusted for annual original issue discount inclusions and/or return of capital adjustments if applicable Adjusted Cost reflects adjustments to Original Cost for market discount accretion and/or premium amortization Adjusted cost for GMS Portfolios and Alternative Investments are determined by inception to date contributions minus inception to date distributions