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For calendar year 2013 or tax year beginning

, 2013, and ending

, 2013

Name of foundation

STERLING FAMILY FOUNDATION

A Employer identification number

04-6995246

B Telephone number (see instructions)

(713) 659-6551

Number and street (or P O box number if mail is not delivered to street address)

Room/suite

P.O. BOX 1837

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

BELLAIRE, TX 77402-1837

G Check all that apply

Initial return

Final return

Address change

Initial return of a former public charity

 Amended return Name change

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

J Accounting method

Cash

Accrual

end of year (from Part II, col (c), line  
16) ► \$ 7,316,362.

(Part I, column (d) must be on cash basis )

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)				
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 . . . . .	139,712.	139,712.		ATCH 1
5a Gross rents . . . . .	91,245.	91,245.		
b Net rental income or (loss) 30,932.				
6a Net gain or (loss) from sale of assets not on line 10	154,420.			
b Gross sales price for all assets on line 6a 657,464.				
7 Capital gain net income (from Part IV, line 2) . . . . .		154,420.		
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) ATCH 2 . . . . .	536.	536.	536.	RECEIVED
12 Total. Add lines 1 through 11 . . . . .	385,913.	385,913.	385,913.	
13 Compensation of officers, directors, trustees, etc . . . . .	8,018.	8,018.	8,018.	26 2014
14 Other employee salaries and wages . . . . .				
15 Pension plans, employee benefits . . . . .				
16a Legal fees (attach schedule) ATCH 3 . . . . .	21,592.	21,592.	21,592.	21,592.
b Accounting fees (attach schedule) ATCH 4 . . . . .	20,923.	20,923.	20,923.	20,923.
c Other professional fees (attach schedule) * . . . . .	33,972.	33,972.	33,972.	33,972.
17 Interest . . . . .				
18 Taxes (attach schedule) (see instructions) ATCH 6 . . . . .	56,280.	51,626.	51,626.	
19 Depreciation (attach schedule) and depletion . . . . .				
20 Occupancy . . . . .				
21 Travel, conferences, and meetings . . . . .				
22 Printing and publications . . . . .				
23 Other expenses (attach schedule) ATCH 7 . . . . .	17,073.	17,073.	17,073.	
24 Total operating and administrative expenses.				
Add lines 13 through 23 . . . . .	157,858.	153,204.	153,204.	
25 Contributions, gifts, grants paid . . . . .	421,500.			421,500.
26 Total expenses and disbursements Add lines 24 and 25	579,358.	153,204.	153,204.	421,500.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements . . . . .	-193,445.			
b Net investment income (if negative, enter -0-) . . . . .		232,709.	232,709.	
c Adjusted net income (if negative, enter -0-) . . . . .				

	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 . . . . .	191,753.	251,800.	251,800.
	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 . . . . .	6,408.	1,754.	1,754.
	10 a Investments - U.S. and state government obligations (attach schedule) . . . . .			
	b Investments - corporate stock (attach schedule) ATCH 9 . . . . .	4,933,875.	4,741,899.	4,932,123.
	c Investments - corporate bonds (attach schedule) . . . . .			
	11 Investments - land, buildings, ► 1,491,408. and equipment basis			
	Less: accumulated depreciation ►			
	(attach schedule) . . . . .	1,548,270.	1,491,408.	2,130,685.
	12 Investments - mortgage loans . . . . .			
	13 Investments - other (attach schedule) . . . . .			
	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) . . . . .	6,680,306.	6,486,861.	7,316,362.
Liabilities	17 Accounts payable and accrued expenses . . . . .	9,600.	9,600.	
	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) . . . . .	9,600.	9,600.	
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, . . . ► <input checked="" type="checkbox"/> 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 . . . . .	6,670,706.	6,477,261.	
	30 Total net assets or fund balances (see instructions) . . . . .	6,670,706.	6,477,261.	
	31 Total liabilities and net assets/fund balances (see instructions) . . . . .	6,680,306.	6,486,861.	

## 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	6,670,706.
2 Enter amount from Part I, line 27a . . . . .	2	-193,445.
3 Other increases not included in line 2 (itemize) ► . . . . .	3	
4 Add lines 1, 2, and 3 . . . . .	4	6,477,261.
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	6,477,261.

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**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)
<b>1a</b> SEE PART IV SCHEDULE					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
<b>(e) Gross sales price</b>	<b>(f) Depreciation allowed (or allowable)</b>	<b>(g) Cost or other basis plus expense of sale</b>	<b>(h) Gain or (loss) (e) plus (f) minus (g)</b>		
<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			<b>(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))</b>		
<b>(i) F M V as of 12/31/69</b>	<b>(j) Adjusted basis as of 12/31/69</b>	<b>(k) Excess of col (i) over col (j), if any</b>			
<b>a</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
<b>2 Capital gain net income or (net capital loss)</b>	<b>{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }</b>		<b>2</b>	<b>154,420.</b>	
<b>3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6).</b> If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 . . . . .			<b>3</b>	<b>0</b>	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

 Yes  No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	405,933.	6,877,983.	0.059019
2011	391,288.	6,582,700.	0.059442
2010	356,728.	4,987,866.	0.071519
2009	344,564.	4,597,056.	0.074953
2008	327,815.	5,873,689.	0.055811
<b>2 Total of line 1, column (d)</b>			<b>2</b> 0.320744
<b>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</b>			<b>3</b> 0.064149
<b>4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5</b>			<b>4</b> 7,295,236.
<b>5 Multiply line 4 by line 3</b>			<b>5</b> 467,982.
<b>6 Enter 1% of net investment income (1% of Part I, line 27b)</b>			<b>6</b> 2,327.
<b>7 Add lines 5 and 6</b>			<b>7</b> 470,309.
<b>8 Enter qualifying distributions from Part XII, line 4</b>			<b>8</b> 421,500.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1 . . .	Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)	1	4,654 .
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 . . .			
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		4,654 .
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0) . . .	4		
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3 If zero or less, enter -0- . . .	5		4,654 .
6	<b>Credits/Payments</b>			
a	2013 estimated tax payments and 2012 overpayment credited to 2013. . .	6a	6,408 .	
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		6,408 .
8	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached . . .	8		
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . . ► 9	9		
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> ► 10	10		1,754 .
11	Enter the amount of line 10 to be <b>Credited to 2014 estimated tax</b> ► 11	11	Refunded ►	

**Part VII-A Statements Regarding Activities**

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? . . .	Yes	No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? . . .	X	
1c	<i>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</i>	X	
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? . . .	X	
3	<i>If "Yes," attach a detailed description of the activities</i>	X	
4a	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? <i>If "Yes," attach a conformed copy of the changes</i> . . .	X	
4b		X	
5	<i>If "Yes," attach the statement required by General Instruction T</i>	X	
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either		
	● By language in the governing instrument, or		
	● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? . . .	X	
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i> . . .	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► TX,		
8b	<i>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.</i> . . .	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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV.</i> . . .	X	
10	<i>If "Yes," attach a schedule listing their names and addresses</i> . . .	X	

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

11		X
12		X
13	X	
Website address ► <b>NONE</b>		
14	The books are in care of ► <b>JAY EPSTEIN</b>	Telephone no ► <b>713-659-6551</b>
Located at ► <b>333 CLAY STREET, SUITE 4700 HOUSTON, TX</b> ZIP+4 ► <b>77002-4180</b>		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ► <b>15</b> and enter the amount of tax-exempt interest received or accrued during the year	
16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ►		

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

	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	X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . .	<input type="checkbox"/> Yes	X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . . .	<input type="checkbox"/> Yes	X No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . . .	<input type="checkbox"/> Yes	X 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	X 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	X 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)? . . . . .		
Organizations relying on a current notice regarding disaster assistance check here ► <b>1b</b>		
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? . . . . .		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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? . . . . .	<input type="checkbox"/> Yes	X 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) . . . . .		
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	X 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) . . . . .		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? . . . . .		
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? . . . . .		X
4b		X

**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:	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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) . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	5b	
	Organizations relying on a current notice regarding disaster assistance check here . . . . . ► <input type="checkbox"/>			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? . . . . .	<input type="checkbox"/> Yes <input type="checkbox"/> 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? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	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? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	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
ATCH 10		8,018.	0	0
-----				
-----				
-----				
-----				

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

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

Total number of other employees paid over \$50,000 . . . . . ►

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**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
<b>Total number of others receiving over \$50,000 for professional services . . . . . ►</b>		

**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	
<b>Total. Add lines 1 through 3 . . . . . ►</b>	

**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	4,858,944.
b Average of monthly cash balances	1b	410,620.
c Fair market value of all other assets (see instructions)	1c	2,136,767.
d <b>Total</b> (add lines 1a, b, and c)	1d	7,406,331.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2 Acquisition indebtedness applicable to line 1 assets	2	
3 Subtract line 2 from line 1d	3	7,406,331.
4 Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	111,095.
5 <b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	5	7,295,236.
6 <b>Minimum investment return.</b> Enter 5% of line 5	6	364,762.

**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	364,762.
2a Tax on investment income for 2013 from Part VI, line 5	2a	4,654.
b Income tax for 2013 (This does not include the tax from Part VI)	2b	
c Add lines 2a and 2b	2c	4,654.
3 Distributable amount before adjustments Subtract line 2c from line 1	3	360,108.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	360,108.
6 Deduction from distributable amount (see instructions)	6	
7 <b>Distributable amount</b> as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	360,108.

**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	421,500.
b Program-related investments - total from Part IX-B	1b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 <b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	421,500.
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	0
6 <b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	421,500.

**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 . . . . .				360,108.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only . . . . .				
b Total for prior years 20 11 , 20 10 , 20 09 . . . . .				
3 Excess distributions carryover, if any, to 2013				
a From 2008 . . . . .				
b From 2009 . . . . .				
c From 2010 . . . . .				
d From 2011 . . . . .	7,154.			
e From 2012 . . . . .	66,768.			
f Total of lines 3a through e . . . . .	73,922.			
4 Qualifying distributions for 2013 from Part XII, line 4 ► \$ 421,500.				
a Applied to 2012, but not more than line 2a . . . . .				
b Applied to undistributed income of prior years (Election required - see instructions) . . . . .				
c Treated as distributions out of corpus (Election required - see instructions) . . . . .				
d Applied to 2013 distributable amount . . . . .				360,108.
e Remaining amount distributed out of corpus . . . . .	61,392.			
5 Excess distributions carryover applied to 2013 . . . . . (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:	135,314.			
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 2012 Subtract line 4a from line 2a Taxable amount - see instructions . . . . .				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014 . . . . .				
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 . . . . .	135,314.			
10 Analysis of line 9:				
a Excess from 2009 . . . . .				
b Excess from 2010 . . . . .				
c Excess from 2011 . . . . .	7,154.			
d Excess from 2012 . . . . .	66,768.			
e Excess from 2013 . . . . .	61,392.			

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

NOT APPLICABLE

**a** 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 foundation is a private operating foundation described in section

4942(j)(3) or

4942(j)(5)

2 a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .	Prior 3 years				(e) Total
		(a) 2013	(b) 2012	(c) 2011	(d) 2010	
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)(ii) . . . . .					
(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) )

NONE

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

NONE

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

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

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

ATCH 11

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

ATCH 12

**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	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>Name and address (home or business)</b>				
<b>a Paid during the year</b>				
ATCH 13				
<b>Total</b>			► 3a	421,500
<b>b Approved for future payment</b>				
<b>Total</b>			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions )
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments . . . . .					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities . . . . .			14	139,712.	
5 Net rental income or (loss) from real estate					
a Debt-financed property . . . . .					
b Not debt-financed property . . . . .			16	30,932.	
6 Net rental income or (loss) from personal property .					
7 Other investment income . . . . .			15	536.	
8 Gain or (loss) from sales of assets other than inventory			18	154,420.	
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) . . . . .				325,600.	
13 Total Add line 12, columns (b), (d), and (e) . . . . .			13		325,600.
(See worksheet in line 13 instructions to verify calculations.)					

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

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

1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?	Yes	No
a	Transfers from the reporting foundation to a noncharitable exempt organization of		
(1)	Cash . . . . .	1a(1)	X
(2)	Other assets . . . . .	1a(2)	X
b	Other transactions		
(1)	Sales of assets to a noncharitable exempt organization . . . . .	1b(1)	X
(2)	Purchases of assets from a noncharitable exempt organization . . . . .	1b(2)	X
(3)	Rental of facilities, equipment, or other assets . . . . .	1b(3)	X
(4)	Reimbursement arrangements . . . . .	1b(4)	X
(5)	Loans or loan guarantees . . . . .	1b(5)	X
(6)	Performance of services or membership or fundraising solicitations . . . . .	1b(6)	X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees . . . . .	1c	X
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		

**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

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.

Sign  
Here

**Signature of officer or trustee**

Date

**Title**

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

<b>Paid Preparer Use Only</b>	Print/Type preparer's name <b>TRINO CORTES, CPA</b>	Preparer's signature 	Date <b>5/30/2014</b>	Check <input type="checkbox"/> if self-employed	PTIN <b>P00018106</b>
	Firm's name <b>► BDO USA, LLP</b>	Firm's EIN ► <b>13-5381590</b>			
	Firm's address <b>► 333 CLAY STREET, STE 4700 HOUSTON, TX</b>	77002-4180	Phone no	<b>713-659-6551</b>	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis			
		TOTAL CAPITAL GAIN DISTRIBUTIONS					68,250.	
28,007.		2,602.878 SH RUSSELL US STRATEGIC EQUITY PROPERTY TYPE: SECURITIES	26,176.			P	08/15/2012	01/22/2013
70,317.		6,200.794 SH RUSSELL US STRATEGIC EQUITY PROPERTY TYPE: SECURITIES	62,360.			P	08/15/2012	04/01/2013
39,443.		3,306.203 SH RUSSELL US STRATEGIC EQUITY PROPERTY TYPE: SECURITIES	33,273.			P	08/15/2012	07/10/2013
44,888.		3,493.230 SH RUSSELL US STRATEGIC EQUITY PROPERTY TYPE: SECURITIES	35,172.			P	08/15/2012	11/11/2013
2,267.		237.631 SH RUSSELL GLOBAL EQUITY FUND PROPERTY TYPE: SECURITIES	2,045.			P	12/28/2010	01/22/2013
23,463.		2,275.752 SH RUSSELL GLOBAL EQUITY FUND PROPERTY TYPE: SECURITIES	19,585.			P	12/28/2010	05/09/2013
10,325.		1,001.452 SH RUSSELL GLOBAL EQUITY FUND PROPERTY TYPE: SECURITIES	8,618.			P	12/28/2010	07/10/2013
1,918.		186.036 SH RUSSELL GLOBAL EQUITY FUND PROPERTY TYPE: SECURITIES	1,601.			P	12/28/2010	07/10/2013
20,597.		1,848.923 SH RUSSELL GLOBAL EQUITY FUND PROPERTY TYPE: SECURITIES	15,911.			P	12/28/2010	11/11/2013
5,891.		304.130 SH RUSSELL EMERGING MKTS FUND PROPERTY TYPE: SECURITIES	5,307.			P	12/28/2010	01/22/2013
10,839.		268.891 SH RUSSELL GLOBAL REAL ESTATE FU PROPERTY TYPE: SECURITIES	8,167.			P	12/28/2010	01/22/2013
		250.153 SH RUSSELL GLOBAL REAL ESTATE FU				P	12/28/2010	05/09/2013

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis			
10,952.		PROPERTY TYPE: SECURITIES 7,597.					3,355.	
762.		17.412 SH RUSSELL GLOBAL REAL ESTATE FUN PROPERTY TYPE: SECURITIES 529.				P	12/28/2010	05/09/2013
4,288.		381.495 SH RUSSELL GLOBAL INFRASTRUCTURE PROPERTY TYPE: SECURITIES 3,904.				P	12/28/2010	01/22/2013
9,505.		783.594 SH RUSSELL GLOBAL INFRASTRUCTURE PROPERTY TYPE: SECURITIES 8,019.				P	12/28/2010	05/09/2013
2,017.		164.922 SH RUSSELL GLOBAL INFRASTRUCTURE PROPERTY TYPE: SECURITIES 1,688.				P	12/28/2010	11/11/2013
68,901.		6,119.083 SH RUSSELL STRATEGIC BOND FUND PROPERTY TYPE: SECURITIES 65,355.				P	12/28/2010	01/07/2013
2,222.		197.347 SH RUSSELL STRATEGIC BOND FUND PROPERTY TYPE: SECURITIES 2,108.				P	12/28/2010	01/07/2013
15,785.		1,396.903 SH RUSSELL STRATEGIC BOND FUND PROPERTY TYPE: SECURITIES 14,920.				P	12/28/2010	01/22/2013
10,399.		327.737 SH RUSSELL INTL DEVELOPED MKT FU PROPERTY TYPE: SECURITIES 8,899.				P	12/28/2010	01/22/2013
3,016.		95.049 SH RUSSELL INTL DEVELOPED MKTS FU PROPERTY TYPE: SECURITIES 2,581.				P	12/28/2010	01/22/2013
23,798.		711.450 SH RUSSELL INTL DEVELOPED MKTS F PROPERTY TYPE: SECURITIES 19,318.				P	12/28/2010	05/09/2013
72,811.		2,082.099 SH RUSSELL INTL DEVELOPED MKTS PROPERTY TYPE: SECURITIES 56,534.				P	12/28/2010	10/07/2013

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis			
5,516.		210.776 SH RUSSELL US SMALL CAP EQUITY F PROPERTY TYPE: SECURITIES 4,086.				P	12/28/2010	01/22/2013 1,430.
12,628.		444.961 SH RUSSELL US SMALL CAP EQUITY F PROPERTY TYPE: SECURITIES 8,626.				P	12/28/2010	05/09/2013 4,002.
14,868.		483.967 SH RUSSELL US SMALL CAP EQUITY F PROPERTY TYPE: SECURITIES 9,383.				P	12/28/2010	07/10/2013 5,485.
7,222.		235.076 SH RUSSELL US SMALL CAP EQUITY F PROPERTY TYPE: SECURITIES 4,558.				P	12/28/2010	07/10/2013 2,664.
11,319.		337.578 SH RUSSELL US SMALL CAP EQUITY F PROPERTY TYPE: SECURITIES 6,545.				P	12/28/2010	11/11/2013 4,774.
55,250.		LAND - COLLINGSWORTH STREET PROPERTY TYPE: REAL ESTATE 60,179.				D	12/31/2003	02/28/2013 -4,929.
TOTAL GAIN(LOSS) .....								<u>154,420.</u>

RENT AND ROYALTY SUMMARY

<u>PROPERTY</u>	<u>TOTAL INCOME</u>	<u>DEPLETION/ DEPRECIATION</u>	<u>OTHER EXPENSES</u>	<u>ALLOWABLE NET INCOME</u>
BILLBOARDS/BLDG	91,245.			91,245.
TOTALS	<u>91,245.</u>			<u>91,245.</u>

SUPPLEMENT TO RENT AND ROYALTY SCHEDULE

OTHER INCOME

CLEAR CHANNEL OUTDOOR	64,365.
GLOBAL SIGNAL ACQS II LLC	12,696.
CBS OUTDOOR	8,109.
THE LAMAR COMPANY, LLC	3,075.
OTHER RENTALS	3,000.
	<u>91,245.</u>

FEDERAL FOOTNOTES

FORM 990PF - MARKETABLE SECURITIES

	PRICE	UNITS	MARKET VALUE
RUSSELL GLOBAL EQUITY FUND	11.43	42,477.033	485,512
RUSSELL US STRATEGIC EQUITY FUND	12.42	76,197.535	946,373
RUSSELL MULTI-STRATEGY FUND	10.35	14,718.104	152,332
RUSSELL EMERGING MARKETS FUND	17.88	10,599.652	190,582
RUSSELL GLOBAL REAL ESTATE FUND	36.46	3,822.080	139,353
RUSSELL GLOBAL OPPORTUNISTIC FUND	9.92	9,919.602	98,402
RUSSELL GLOBAL INFRASTRUCTURE FUND	11.78	13,333.206	157,065
RUSSELL COMMODITY STRATEGIES FUND	8.41	20,900.558	175,774
RUSSELL STRATEGIC BOND FUND	10.87	151,982.063	1,652,045
RUSSELL INTL DEVELOPED MKTS FUND	36.92	19,432.003	717,430
RUSSELL US SMALL CAP EQUITY FUND	30.88	7,035.441	217,255
 TOTAL			4,932,123
			=====

Sterling Family Foundation  
 Form 990PF - Balance Sheet - line 11 (Land)

	<u>Cost</u> <u>Basis</u>	<u>Accumulated Depreciation</u>	<u>Book Value</u>	<u>Fair Market Value</u>
Collingsworth	313,139	0	313,139	288450
North Freeway/Dever	599,007	0	599,007	1250000
Elder	75,000	0	75,000	82650
Eunice	78,802	0	78,802	38200
Fletcher	60,000	0	60,000	320835
Sul Ross	81,750	0	81,750	24600
Majestic	75,000	0	75,000	19450
Cage	6,750	0	6,750	3900
Dwinnell	75,000	0	75,000	18525
East Freeway	35,710	0	35,710	48400
Foreman	66,250	0	66,250	16365
Willis	25,000	0	25,000	19310
<b>Totals</b>	<b>1,491,408</b>	<b>0</b>	<b>1,491,408</b>	<b>2,130,685</b>

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
PERSHING LLC	139,712.	139,712.
TOTAL	<u><u>139,712.</u></u>	<u><u>139,712.</u></u>

ATTACHMENT 1

19204G 701W

V 13-4.7F

ATTACHMENT 1

FORM 990PF, PART I - OTHER INCOME

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
ROYALTY INCOME - SOUTHERN MGMT	536.	536.
<b>TOTALS</b>	<b><u>536.</u></b>	<b><u>536.</u></b>

ATTACHMENT 2

19204G 701W

V 13-4.7F

ATTACHMENT 2

FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
LEGAL FEES	21,592.	21,592.	21,592.	
TOTALS	<u><u>21,592.</u></u>	<u><u>21,592.</u></u>	<u><u>21,592.</u></u>	

ATTACHMENT 3

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
BDO USA, LLP	20,923.	20,923.	20,923.	
TOTALS	<u>20,923.</u>	<u>20,923.</u>	<u>20,923.</u>	

ATTACHMENT 4

19204G 701W

V 13-4.7F

ATTACHMENT 4

ATTACHMENT 5

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INVESTMENT MANAGEMENT FEES	33,972.	33,972.
TOTALS	<u><u>33,972.</u></u>	<u><u>33,972.</u></u>

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
PROPERTY TAXES	48,935.	48,935.
DRAINAGE UTILITY TAXES	869.	869.
FOREIGN TAXES WITHHELD ON DIV	1,805.	1,805.
PRODUCTION TAXES - ROYALTIES	17.	17.
FEDERAL EXCISE TAX (2013)	4,654.	
 TOTALS	 <u>56,280.</u>	 <u>51,626.</u>

ATTACHMENT 6

FORM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
LAND MAINTENANCE/REPAIRS	11,978.	11,978.
LIABILITY INSURANCE	4,595.	4,595.
HIGHWAY DEPT LICENSES	150.	150.
BANK CHARGES	350.	350.
TOTALS	<u><u>17,073.</u></u>	<u><u>17,073.</u></u>

ATTACHMENT 7

FORM 990PF, PART II - PREPAID EXPENSES AND DEFERRED CHARGES

ATTACHMENT 8

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
PREPAID FEDERAL EXCISE TAXES	1,754.	1,754.
TOTALS	<u>1,754.</u>	<u>1,754.</u>

FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>BOOK VALUE</u>	<u>ENDING EMV</u>
RUSSELL MUTUAL FUNDS (SCH ATT)	4,741,899.	4,932,123.
TOTALS	<u>4,741,899.</u>	<u>4,932,123.</u>

ATTACHMENT 9

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

ATTACHMENT 10

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
DANIEL DOMINGUEZ 1200 SMITH ST 16TH FLR HOUSTON, TX 77002	TRUSTEE 1.00	8,018.	0	0
JAY A. EPSTEIN 333 CLAY STREET, SUITE 4700 HOUSTON, TX 77002	TRUSTEE 1.00	0	0	0
	GRAND TOTALS	<u>8,018.</u>	<u>0</u>	<u>0</u>

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

DANIEL DOMINGUEZ AND JAY EPSTEIN  
P.O. BOX 1837  
BELLAIRE, TX 77402-1837  
713-659-6551

990PF, PART XV - FORM AND CONTENTS OF SUBMITTED APPLICATIONS

LETTER REQUESTING FUNDS OR ORAL PRESENTATION. INFORMATION SHOULD BE SUPPLIED CONCERNING THE ORGANIZATION'S PURPOSE AND USE OF THE REQUESTED FUNDS

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

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
CENTRO FAMILIAR CRISTIANO 11000 DAIRY ASHFORD SUGARLAND, TX 77487	NONE PUBLIC CHARITY	TO ASSIST ORGANIZATION WITH CHARITABLE PURPOSE	161,800.
JEWISH FAMILY SERVICE P.O. BOX 20528 HOUSTON, TX 77225	NONE PUBLIC CHARITY	TO ASSIST ORGANIZATION WITH CHARITABLE PURPOSE	195,000.
SEVEN ACRES JEWISH SENIOR CARE SERVICES 6200 N. BRAESWOOD HOUSTON, TX 77074	NONE PUBLIC CHARITY	TO ASSIST ORGANIZATION WITH CHARITABLE PURPOSE	30,000.
HOLocaust MUSEUM HOUSTON 5401 CAROLINE ST HOUSTON, TX 77004	NONE PUBLIC CHARITY	TO ASSIST ORGANIZATION WITH CHARITABLE PURPOSE	5,000.
FOUNDATION FOR THE RETARDED 3550 WEST DALLAS HOUSTON, TX 77019	NONE PUBLIC CHARITY	TO ASSIST ORGANIZATION WITH CHARITABLE PURPOSE	11,000.
DR. MARNIE ROSE FOUNDATION 4550 POST OAK PLACE STE 100 HOUSTON, TX 77027	NONE PUBLIC CHARITY	TO ASSIST ORGANIZATION WITH CHARITABLE PURPOSE	2,500.

ATTACHMENT 13

ATTACHMENT 13

## RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

## FOUNDATION STATUS OF RECIPIENT

RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
TEXAS EQUISEARCH P.O. BOX 395 DICKINSON, TX 77539	NONE PUBLIC CHARITY	TO ASSIST ORGANIZATION WITH CHARITABLE PURPOSE	2,000.
ANIXTER CENTER 6610 NORTH CLARK ST CHICAGO, IL 60626	NONE PUBLIC CHARITY	TO ASSIST ORGANIZATION WITH CHARITABLE PURPOSE	1,000.
ST JUDE'S CHILDREN'S HOSPITAL P.O. BOX 50 MEMPHIS, TN 38101	NONE PUBLIC CHARITY	TO ASSIST ORGANIZATION WITH CHARITABLE PURPOSE	1,500.
MAKE-A-WISH FOUNDATION OF AMERICA 3550 NORTH CENTRAL AVE STE 300 PHOENIX, AZ 85012	NONE PUBLIC CHARITY	TO ASSIST ORGANIZATION WITH CHARITABLE PURPOSE	1,000.
FISHER HOUSE FOUNDATION 111 ROCKVILLE PIKE SUITE 420 ROCKVILLE, MD 20850	NONE PUBLIC CHARITY	TO ASSIST ORGANIZATION WITH CHARITABLE PURPOSE	1,000.
AISHAH HOUSE 1955 UNIVERSITY BLVD HOUSTON, TX 77030	NONE PUBLIC CHARITY	TO ASSIST ORGANIZATION WITH CHARITABLE PURPOSE	1,000.

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

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
JEWISH COMMUNITY CENTER 5601 SOUTH BRAESWOOD BLVD HOUSTON, TX 77096	NONE PUBLIC CHARITY	TO ASSIST ORGANIZATION WITH CHARITABLE PURPOSE	500.
CONGREGATION ANSHAI TORAH 5501 WEST PARKER RD. PLANO, TX 75093	NONE PUBLIC CHARITY	TO ASSIST ORGANIZATION WITH CHARITABLE PURPOSE	10,000.
TRUEFACED 1820 W. NORTHERN AVE STE 130 PHOENIX, AZ 85021	NONE PUBLIC CHARITY	TO ASSIST ORGANIZATION WITH CHARITABLE PURPOSE	1,500.
THEATER UNDER THE STARS 800 BAGBY STE 200 HOUSTON, TX 77002	NONE PUBLIC CHARITY	TO ASSIST ORGANIZATION WITH CHARITABLE PURPOSE	2,500.
HOPE MINISTRIES P.O. BOX 18120 ATLANTA, GA 30316	NONE PUBLIC CHARITY	TO ASSIST ORGANIZATION WITH CHARITABLE PURPOSE	1,500.
HIS MANSION MINISTRIES P.O. BOX 40 HILLSBOROUGH, NH 03244	NONE PUBLIC CHARITY	TO ASSIST ORGANIZATION WITH CHARITABLE PURPOSE	1,200.

ATTACHMENT 13 (CONT'D.)

ATTACHMENT 13

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

ATTACHMENT 13 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
BRING EVERYONE IN THE ZONE 718 NORTH 2ND ST. SUITE B KILLEEN, TX 76540	NONE PC	TO ASSIST ORGANIZATION WITH CHARITABLE PURPOSE	500.
HOUSTON LIVESTOCK SHOW AND RODEO P.O. BOX 20070 HOUSTON, TX 77225-0070	NONE PC	TO ASSIST ORGANIZATION WITH CHARITABLE PURPOSE	1,000.
		TOTAL CONTRIBUTIONS PAID	<u><u>421.500</u></u>

