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Form 990-PF

Return of Private Foundation

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

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

2013

Open to Public
Inspection

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

| | | |
|---|--|--|
| Name of foundation Henry & Eileen Beyer Foundation | | A Employer identification number 20-3905824 |
| % KENWOOD & ASSOCIATES PC Number and street (or P O box number if mail is not delivered to street address) PO Box 1104 Suite | | B Telephone number (see instructions) (281) 243-2300 |
| City or town, state or province, country, and ZIP or foreign postal code Sugar Land, TX 774871104 | | |
| G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change | | C If exemption application is pending, check here ► <input type="checkbox"/> |
| H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation | | D 1. Foreign organizations, check here ► <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/> |
| I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 13,582,441 | J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ | E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/> |
| (Part I, column (d) must be on cash basis.) | | F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/> |

| Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions)) | | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|--|--|------------------------------------|---------------------------|-------------------------|---|
| 1 Contributions, gifts, grants, etc, received (attach schedule) | | 0 | | | |
| 2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch B | | | | | |
| 3 Interest on savings and temporary cash investments | | 16,696 | 16,696 | | |
| 4 Dividends and interest from securities. | | 121,924 | 93,920 | | |
| 5a Gross rents | | | | | |
| b Net rental income or (loss) _____ | | | | | |
| 6a Net gain or (loss) from sale of assets not on line 10 | | 185,010 | | | |
| b Gross sales price for all assets on line 6a 1,531,859 | | | | | |
| 7 Capital gain net income (from Part IV, line 2) | | | 185,010 | | |
| 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) | | ✉ -333,386 | | | |
| 12 Total. Add lines 1 through 11 | | -9,756 | 295,626 | | |
| 13 Compensation of officers, directors, trustees, etc | | | | | |
| 14 Other employee salaries and wages | | | | | |
| 15 Pension plans, employee benefits | | | | | |
| 16a Legal fees (attach schedule) | | | | | |
| b Accounting fees (attach schedule) | | ✉ 3,560 | 1,780 | 0 | 0 |
| c Other professional fees (attach schedule) | | | | | |
| 17 Interest | | | | | |
| 18 Taxes (attach schedule) (see instructions) | | ✉ 5,877 | | | |
| 19 Depreciation (attach schedule) and depletion | | | | | |
| 20 Occupancy | | | | | |
| 21 Travel, conferences, and meetings | | | | | |
| 22 Printing and publications | | | | | |
| 23 Other expenses (attach schedule) | | ✉ 486 | | | |
| 24 Total operating and administrative expenses. | | | | | |
| Add lines 13 through 23 | | 9,923 | 1,780 | 0 | 0 |
| 25 Contributions, gifts, grants paid. | | 1,250,178 | | | 1,250,178 |
| 26 Total expenses and disbursements. Add lines 24 and 25 | | 1,260,101 | 1,780 | 0 | 1,250,178 |
| 27 Subtract line 26 from line 12 | | | | | |
| a Excess of revenue over expenses and disbursements | | -1,269,857 | | | |
| b Net investment income (if negative, enter -0-) | | | 293,846 | | |
| 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 | End of year | |
|--------------------------------------|---|-------------------|----------------|-----------------------|
| | | (a) Book Value | (b) Book Value | (c) Fair Market Value |
| Assets | | | | |
| 1 | Cash—non-interest-bearing | | | |
| 2 | Savings and temporary cash investments | 10,001,539 | 6,252,860 | 6,252,860 |
| 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) | 1,232,862 | 1,225,178 | 1,225,178 |
| b | Investments—corporate stock (attach schedule) | 283,200 | 3,047,500 | 3,047,500 |
| c | Investments—corporate bonds (attach schedule) | 515,943 | 513,903 | 513,903 |
| 11 | Investments—land, buildings, and equipment basis ► | | | |
| | Less accumulated depreciation (attach schedule) ► | | | |
| 12 | Investments—mortgage loans | | | |
| 13 | Investments—other (attach schedule) | 2,433,000 | 2,543,000 | 2,543,000 |
| 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) | 14,466,544 | 13,582,441 | 13,582,441 |
| 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 ►) | | 3,140 | 3,140 |
| 23 | Total liabilities (add lines 17 through 22) | | | 3,140 |
| Net Assets or Fund Balances | | | | |
| 24 | Foundations that follow SFAS 117, check here ► <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31. | 14,466,544 | 13,579,301 | |
| 25 | Unrestricted | | | |
| 26 | Temporarily restricted | | | |
| 27 | Permanently restricted | | | |
| 28 | Foundations that do not follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 27 through 31. | | | |
| 29 | Capital stock, trust principal, or current funds | | | |
| 30 | Paid-in or capital surplus, or land, bldg , and equipment fund | | | |
| 31 | Retained earnings, accumulated income, endowment, or other funds | | | |
| | Total net assets or fund balances (see page 17 of the instructions) | 14,466,544 | 13,579,301 | |
| | Total liabilities and net assets/fund balances (see page 17 of the instructions) | 14,466,544 | 13,582,441 | |

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 | 14,466,544 |
| 2 | Enter amount from Part I, line 27a | 2 | -1,269,857 |
| 3 | Other increases not included in line 2 (itemize) ► | 3 | 385,202 |
| 4 | Add lines 1, 2, and 3 | 4 | 13,581,889 |
| 5 | Decreases not included in line 2 (itemize) ► | 5 | 2,588 |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 | 6 | 13,579,301 |

Part IV Capital Gains and Losses for Tax on Investment Income

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

1a See Additional Data Table

b

c

d

e

| | | | |
|------------------------------|--|---|---|
| (e) Gross sales price | (f) Depreciation allowed (or allowable) | (g) Cost or other basis plus expense of sale | (h) Gain or (loss) (e) plus (f) minus (g) |
|------------------------------|--|---|---|

a See Additional Data Table

b

c

d

e

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

| | | | |
|-------------------------------|--|---|---|
| (i) FMV as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col (i) over col (j), if any | (l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h)) |
|-------------------------------|--|---|---|

a 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 | 185,010 |
| 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 | 1,994,128 | 15,029,532 | 0.132681 |
| 2011 | 2,450,000 | 3,340,840 | 0.733348 |
| 2010 | 2,325,743 | 2,916,068 | 0.797561 |
| 2009 | 1,500,000 | 2,320,395 | 0.646442 |
| 2008 | 1,549,641 | 2,294,060 | 0.675502 |

| | |
|--------------------------------|----------|
| 2 Total of line 1, column (d). | 2 985534 |
|--------------------------------|----------|

| | |
|--|----------|
| 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 | 0.597107 |
|--|----------|

| | |
|---|------------|
| 4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5. | 13,572,104 |
|---|------------|

| | |
|------------------------------|-----------|
| 5 Multiply line 4 by line 3. | 8,103,998 |
|------------------------------|-----------|

| | |
|---|-------|
| 6 Enter 1% of net investment income (1% of Part I, line 27b). | 2,938 |
|---|-------|

| | |
|----------------------|-----------|
| 7 Add lines 5 and 6. | 8,106,936 |
|----------------------|-----------|

| | |
|---|-----------|
| 8 Enter qualifying distributions from Part XII, line 4. | 1,250,178 |
|---|-----------|

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 <input type="checkbox"/> and enter "N/A" on line 1 | | |
| b | Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions) | 1 | 5,877 |
| c | 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 | | |
| 2 | All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col. (b) | 2 | |
| 3 | Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) | 3 | 5,877 |
| 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 | 5,877 |
| 6 | Credits/Payments | | |
| a | 2013 estimated tax payments and 2012 overpayment credited to 2013 | 6a | 2,737 |
| b | Exempt foreign organizations—tax withheld at source | 6b | |
| c | Tax paid with application for extension of time to file (Form 8868) | 6c | 8,100 |
| d | Backup withholding erroneously withheld | 6d | |
| 7 | Total credits and payments Add lines 6a through 6d. | 7 | 10,837 |
| 8 | Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached | 8 | 1 |
| 9 | Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed | 9 | |
| 10 | Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid | 10 | 4,959 |
| 11 | Enter the amount of line 10 to be Credited to 2014 estimated tax <input type="checkbox"/> 4,959 Refunded <input type="checkbox"/> | 11 | |

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? | <input type="checkbox"/> Yes | <input type="checkbox"/> No |
| 1b | Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? | <input type="checkbox"/> Yes | <input type="checkbox"/> No |
| | <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> | | |
| 1c | Did the foundation file Form 1120-POL for this year? | <input type="checkbox"/> Yes | <input type="checkbox"/> No |
| d | Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____ | | |
| e | Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____ | | |
| 2 | Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i> | <input type="checkbox"/> Yes | <input type="checkbox"/> 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? <i>If "Yes," attach a conformed copy of the changes</i> | <input type="checkbox"/> Yes | <input type="checkbox"/> No |
| 4a | Did the foundation have unrelated business gross income of \$1,000 or more during the year? | <input type="checkbox"/> Yes | <input type="checkbox"/> No |
| b | If "Yes," has it filed a tax return on Form 990-T for this year? | <input type="checkbox"/> Yes | |
| 5 | Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i> | <input type="checkbox"/> Yes | <input type="checkbox"/> 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? | <input type="checkbox"/> Yes | |
| 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> | <input type="checkbox"/> Yes | |
| 8a | Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> TX | | |
| b | If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation.</i> | <input type="checkbox"/> 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)? <i>If "Yes," complete Part XIV</i> | <input type="checkbox"/> Yes | <input type="checkbox"/> No |
| 10 | Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i> | <input type="checkbox"/> Yes | <input type="checkbox"/> No |

Part VII-A Statements Regarding Activities (continued)

| | | |
|----|-----|----|
| 11 | | No |
| 12 | | No |
| 13 | Yes | |

Website address ► N/A

| | | |
|----|--|---|
| 14 | The books are in care of ► KENWOOD & ASSOCIATES PC Located at ► 1 SUGAR CREEK CENTER BLVD SUITE 3 SUGAR LAND TX | Telephone no ► (281) 243-2300 ZIP +4 ► 77478 |
|----|--|---|

| | | |
|----|--|---|
| 15 | Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ► 15 | and enter the amount of tax-exempt interest received or accrued during the year ► |
|----|--|---|

| | | | |
|----|---|-----|----|
| 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? See instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ► | Yes | No |
|----|---|-----|----|

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.

| | | | |
|----|---|----|----|
| 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 <input checked="" type="checkbox"/> No | | |
| | (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ► Yes <input checked="" type="checkbox"/> No | | |
| | (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ► Yes <input checked="" type="checkbox"/> No | | |
| | (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ► Yes <input checked="" type="checkbox"/> No | | |
| | (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ► Yes <input checked="" type="checkbox"/> No | | |
| | (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ► Yes <input checked="" type="checkbox"/> No | | |
| b | If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? . . . Organizations relying on a current notice regarding disaster assistance check here ► | 1b | |
| c | Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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 <input checked="" type="checkbox"/> No If "Yes," list the years ► 20____, 20____, 20____, 20____ | 2a | |
| b | Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions) | 2b | |
| c | If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20____, 20____, 20____, 20____ | | |
| 3a | Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ► Yes <input checked="" type="checkbox"/> No | 3a | |
| 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)**

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

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)

| 2. 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 |
| Henry T Beyer III 707 Palm Grove Circle Sugar Land, TX 77478 | Director 1 0 | 0 | | |
| Juliette E Beyer 707 Palm Grove Circle Sugar Land, TX 77478 | Director 1 0 | 0 | | |
| Darren R Beyer 3811 ALCORN BEND DRIVE Sugar Land, TX 77479 | Director 0 | 0 | | |

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

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"

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 _____ _____ | |
| 2 _____ _____ | |

All other program-related investments See page 24 of the instructions

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 5,495,364 |
| b | Average of monthly cash balances. | 1b 8,283,422 |
| c | Fair market value of all other assets (see instructions). | 1c 0 |
| d | Total (add lines 1a, b, and c). | 1d 13,778,786 |
| 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 13,778,786 |
| 4 | Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). | 4 206,682 |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4 | 5 13,572,104 |
| 6 | Minimum investment return. Enter 5% of line 5. | 6 678,605 |

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. | 1 678,605 |
| 2a | Tax on investment income for 2013 from Part VI, line 5. | 2a 5,877 |
| b | Income tax for 2013 (This does not include the tax from Part VI). | 2b |
| c | Add lines 2a and 2b. | 2c 5,877 |
| 3 | Distributable amount before adjustments Subtract line 2c from line 1. | 3 672,728 |
| 4 | Recoveries of amounts treated as qualifying distributions. | 4 |
| 5 | Add lines 3 and 4. | 5 672,728 |
| 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. | 7 672,728 |

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 1,250,178 |
| 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 1,250,178 |
| 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 1,250,178 |

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 | | | | 672,728 |
| 2 Undistributed income, if any, as of the end of 2013 | | | 0 | |
| 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. | 1,435,656 | | | |
| b From 2009. | 1,384,017 | | | |
| c From 2010. | 2,180,024 | | | |
| d From 2011. | 2,283,019 | | | |
| e From 2012. | 1,245,340 | | | |
| f Total of lines 3a through e. | 8,528,056 | | | |
| 4 Qualifying distributions for 2013 from Part XII, line 4 ► \$ 1,250,178 | | | 0 | |
| 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. | | | | 672,728 |
| e Remaining amount distributed out of corpus | 577,450 | | | |
| 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: | 9,105,506 | | | |
| a Corpus Add lines 3f, 4c, and 4e Subtract line 5 | | 0 | | |
| 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 | | 0 | | |
| 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) | 1,435,656 | | | |
| 9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a | 7,669,850 | | | |
| 10 Analysis of line 9 | | | | |
| a Excess from 2009. | 1,384,017 | | | |
| b Excess from 2010. | 2,180,024 | | | |
| c Excess from 2011. | 2,283,019 | | | |
| d Excess from 2012. | 1,245,340 | | | |
| e Excess from 2013. | 577,450 | | | |

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. <input type="text"/> | | | |
| b | Check box to indicate whether the organization is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5) | | | |
| 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))

See Additional Data Table

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

NA

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

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

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

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

c Any submission deadlines

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

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

| Recipient | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|--|---|--------------------------------|----------------------------------|-----------|
| Name and address (home or business) | | | | |
| a Paid during the year See Additional Data Table | | | | |
| Total | | | ► 3a | 1,250,178 |
| b Approved for future payment | | | | |
| Total | | | ► 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 | 16,696 | |
| 5 Net rental income or (loss) from real estate | | | | 14 | 93,920 | 28,004 |
| 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 | | | | 18 | 185,010 | |
| 9 Net income or (loss) from special events | | | | | | |
| 10 Gross profit or (loss) from sales of inventory. . | | | | | | |
| 11 Other revenue a WILLIAMS PARTNERS <u>K-1 LOSS</u> | | | | -333,386 | | |
| b | | | | | | |
| c | | | | | | |
| d | | | | | | |
| e | | | | | | |
| 12 Subtotal Add columns (b), (d), and (e). | | | | -333,386 | | 28,004 |
| 13 Total. Add line 12, columns (b), (d), and (e). | | | | | 295,626 | -9,756 |

(See worksheet in line 13 instructions to verify calculations)

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) |
|--|---|---|---------------------------------------|
| 30,000 SHS DYNEX | | 2012-10-30 | 2013-04-25 |
| 20,000 SHS WILLIAMS PARTNERS | | | 2013-07-01 |
| 200 SHS WILLIAMS PARTNERS LP | | 2013-07-31 | 2013-09-21 |
| 100 SHS BARRICK GOLD CORP | | 2013-10-01 | 2013-10-19 |
| 775 SHS BARRICK GOLD CORP | | 2013-10-09 | 2013-10-29 |
| 200 SHS BARRICK GOLD CORP | | 2013-09-23 | 2013-11-16 |
| 68 SHS WILLIAMS PARTNERS LTD | | 2013-11-05 | 2013-11-16 |
| 200 SHS PHILLIPS 66 | | 2013-10-29 | 2013-11-16 |
| 100 SHS EPL OIL & GAS INC | | 2013-11-18 | 2013-12-21 |
| 100 SHS WILLIAMS PARTNERS LP | | 2013-11-19 | 2013-12-21 |
| 100 SHS FORTINET | | 2013-11-19 | 2013-12-21 |
| 200 SHS EPL OIL & GAS INC | | 2013-12-10 | 2013-12-21 |
| 50 SHS EPL OIL & GAS INC | | 2013-10-23 | 2013-11-16 |
| WILLIAMS PARTNERS K-1 | | | |

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) |
|------------------------------|--|---|--|
| 307,193 | | 293,099 | 14,094 |
| 1,007,783 | | 960,200 | 47,583 |
| 30,831 | | | 30,831 |
| 6,991 | | | 6,991 |
| 42,289 | | 1,734 | 40,555 |
| 11,875 | | 2,113 | 9,762 |
| 6,666 | | | 6,666 |
| 13,837 | | | 13,837 |
| 15,840 | | 15,840 | |
| 10,315 | | 4,135 | 6,180 |
| 8,365 | | | 8,365 |
| 65,836 | | 65,836 | |
| 3,892 | | 3,892 | |
| 146 | | | 146 |

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 | |
| | | | 14,094 |
| | | | 47,583 |
| | | | 30,831 |
| | | | 6,991 |
| | | | 40,555 |
| | | | 9,762 |
| | | | 6,666 |
| | | | 13,837 |
| | | | 6,180 |
| | | | 8,365 |
| | | | |
| | | | |
| | | | 146 |

Form 990PF Part XV Line 1a - 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).

HENRY T BEYER

JULIETTE E BEYER

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

| Recipient | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|---|---|--------------------------------|---|------------------|
| Name and address (home or business) | | | | |
| a Paid during the year | | | | |
| Bible Lessons International PO Box 1289 Marshall, TX 75671 | N/A | Public | Support ministry | 300,000 |
| Texas Baptist Missions Foundation 333 N Washington Dallas, TX 752461798 | N/A | Public | Support ministry | 300,000 |
| Fenton Moorehead Evangelistic Association 825 Brielle Ct Simpsonville, SC 298613503 | N/A | Public | Support ministry | 300,000 |
| Central Texas Christian School 4141 W FM 93 Temple, TX 76502 | N/A | Public | Support campus ministry | 350,000 |
| WILLIAMS PARTNERS LP ONE WILLIAMS CENTER TULSA, OK 741720172 | N/A | | Charitable contribution thru pass-thru entity | 178 |
| Total | | | ► 3a | 1,250,178 |

TY 2013 Accounting Fees Schedule

Name: Henry & Eileen Beyer Foundation

EIN: 20-3905824

| Category | Amount | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|-----------------|--------|-----------------------|---------------------|---------------------------------------|
| ACCOUNTING FEES | 3,560 | 1,780 | | |

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

TY 2013 Depreciation Schedule

Name: Henry & Eileen Beyer Foundation

EIN: 20-3905824

| 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 Corporate Bonds Schedule

Name: Henry & Eileen Beyer Foundation

EIN: 20-3905824

| Name of Bond | End of Year Book Value | End of Year Fair Market Value |
|-----------------------------|------------------------|-------------------------------|
| MORGAN STANLEY TRADE P12XNZ | 513,903 | 513,903 |

TY 2013 Investments Corporate Stock Schedule

Name: Henry & Eileen Beyer Foundation

EIN: 20-3905824

| Name of Stock | End of Year Book Value | End of Year Fair Market Value |
|-----------------------|------------------------|-------------------------------|
| DYNEX CAP INC COM | 1,600,000 | 1,600,000 |
| SUMMIT HOTEL PROP INC | 450,000 | 450,000 |
| EPL OIL & GAS INC | 997,500 | 997,500 |

TY 2013 Investments Government Obligations Schedule

Name: Henry & Eileen Beyer Foundation
EIN: 20-3905824

**US Government Securities - End of
Year Book Value:**

**US Government Securities - End of
Year Fair Market Value:**

**State & Local Government
Securities - End of Year Book
Value:** 1,225,178

**State & Local Government
Securities - End of Year Fair
Market Value:** 1,225,178

TY 2013 Investments - Land Schedule

Name: Henry & Eileen Beyer Foundation

EIN: 20-3905824

TY 2013 Investments - Other Schedule

Name: Henry & Eileen Beyer Foundation

EIN: 20-3905824

| Category / Item | Listed at Cost or FMV | Book Value | End of Year Fair Market Value |
|----------------------|--------------------------|------------|----------------------------------|
| WILLIAMS PARTNERS LP | FMV | 2,543,000 | 2,543,000 |

TY 2013 Land, Etc. Schedule

Name: Henry & Eileen Beyer Foundation

EIN: 20-3905824

TY 2013 Other Decreases Schedule

Name: Henry & Eileen Beyer Foundation

EIN: 20-3905824

| Description | Amount |
|------------------|--------|
| PRIOR YEAR TAXES | 2,588 |

TY 2013 Other Expenses Schedule

Name: Henry & Eileen Beyer Foundation

EIN: 20-3905824

| Description | Revenue and Expenses per Books | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|--------------------------------|--------------------------------|-----------------------|---------------------|---------------------------------------|
| NONDEDUCTIBLE EXPENSES FROM K1 | 466 | | | |
| MISCELLANEOUS EXPENSE | 20 | | | |

TY 2013 Other Income Schedule

Name: Henry & Eileen Beyer Foundation**EIN:** 20-3905824

| Description | Revenue And Expenses Per Books | Net Investment Income | Adjusted Net Income |
|---------------------------------------|--------------------------------|-----------------------|---------------------|
| WILLIAMS PARTNERS K-1 - ORDINARY LOSS | -328,282 | | |
| WILLIAMS PARTNERS K-1 - 1231 LOSS | -5,104 | | |

TY 2013 Other Increases Schedule**Name:** Henry & Eileen Beyer Foundation**EIN:** 20-3905824

| Description | Amount |
|------------------|---------|
| UNREALIZED GAINS | 385,201 |
| ROUNDING | 1 |

TY 2013 Other Liabilities Schedule

Name: Henry & Eileen Beyer Foundation

EIN: 20-3905824

| Description | Beginning of Year - Book Value | End of Year - Book Value |
|------------------------------|-----------------------------------|-----------------------------|
| FEDERAL INCOME TAXES PAYABLE | | 3,140 |

TY 2013 Taxes Schedule

Name: Henry & Eileen Beyer Foundation**EIN:** 20-3905824

| Category | Amount | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|--------------------|--------|-----------------------|---------------------|---------------------------------------|
| FEDERAL INCOME TAX | 5,877 | | | |