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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

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

OMB No 1545-0052

2013

Open to Public Inspection

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

Name of foundation
PAUL E ANDREWS JR FOUNDATION

A Employer identification number
26-1516686

Number and street (or P O box number if mail is not delivered to street address) 2200 ROSS AVE FL 10 TX1-2974 | Room/suite

B Telephone number (see instructions)
(817) 886-2962

City or town, state or province, country, and ZIP or foreign postal code
DALLAS, TX 75201

C If exemption application is pending, check here ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)*▶$ 76,177,569

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

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

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

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities.	1,125,667	1,111,859		
	5a	Gross rents				
	b	Net rental income or (loss) ______				
	6a	Net gain or (loss) from sale of assets not on line 10	2,928,819			
	b	Gross sales price for all assets on line 6a 18,827,383				
	7	Capital gain net income (from Part IV, line 2) . . .		2,928,819		
	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)	23,323	4,971		
	12	**Total.** Add lines 1 through 11	4,077,809	4,045,649		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0	0		0
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	11,300	0		11,300
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	37,774	3,226		0
	19	Depreciation (attach schedule) and depletion . . .				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	310,004	310,004		0
	24	**Total operating and administrative expenses.** Add lines 13 through 23	359,078	313,230		11,300
	25	Contributions, gifts, grants paid	3,332,000			3,332,000
	26	**Total expenses and disbursements.** Add lines 24 and 25	3,691,078	313,230		3,343,300
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	386,731			
	b	**Net investment income** (if negative, enter -0-)		3,732,419		
	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	655,108	2,074,357	2,074,357
	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	3,261	2,390	2,390
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	23,258,340	24,523,594	31,358,770
	c	Investments—corporate bonds (attach schedule)	21,941,134	16,838,764	17,000,946
	11	Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	18,218,512	21,025,897	25,741,106
	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)	64,076,355	64,465,002	76,177,569
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☑ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	0	0	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	64,076,355	64,465,002	
	30	**Total net assets or fund balances** (see page 17 of the instructions)	64,076,355	64,465,002	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	64,076,355	64,465,002	

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	64,076,355
2	Enter amount from Part I, line 27a	2	386,731
3	Other increases not included in line 2 (itemize) ▶	3	4,017
4	Add lines 1, 2, and 3	4	64,467,103
5	Decreases not included in line 2 (itemize) ▶	5	2,101
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	64,465,002

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) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
a	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	2,928,819
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	3,692,539	69,177,100	0 053378
2011	3,375,984	71,968,404	0 046909
2010	3,630,200	71,021,684	0 051114
2009	2,925,000	68,331,337	0 042806
2008	817,014	72,519,808	0 011266

2	**Total** of line 1, column (d)	2	0 205473
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 041095
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	72,511,828
5	Multiply line 4 by line 3	5	2,979,874
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	37,324
7	Add lines 5 and 6	7	3,017,198
8	Enter qualifying distributions from Part XII, line 4	8	3,343,300

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ________ **(attach copy of letter if necessary–see instructions)**		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☑ and enter 1% of Part I, line 27b	1	37,324
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	0
3	Add lines 1 and 2	3	37,324
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	37,324
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 — **6a** 26,000		
b	Exempt foreign organizations—tax withheld at source — **6b**		
c	Tax paid with application for extension of time to file (Form 8868) — **6c** 10,000		
d	Backup withholding erroneously withheld — **6d**		
7	Total credits and payments Add lines 6a through 6d	7	36,000
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	17
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	1,341
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ **Refunded** ▶	11	

Part VII-A **Statements Regarding Activities**

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ 0 **(2)** On foundation managers ▶ $ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	Yes	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	Yes	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6		No
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶TX			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses.*	10		No

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

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

Website address ▶N/A

14 The books are in care of ▶JANET HUDNALL JP MORGAN CHASE BANK Telephone no ▶(214) 965-3196

Located at ▶2200 ROSS AVENUE FL 10 DALLAS TX ZIP+4 ▶75201

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

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

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

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☑ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☑ No			
	If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 2013 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		No

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

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

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

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

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
See Additional Data Table				

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 ▶ 0

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

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

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
JP MORGAN CHASE BANK 2200 ROSS AVE FLOOR 10 DALLAS,TX 75201	INVESTMENT MGMT	288,856
Total number of others receiving over $50,000 for professional services . . . . ▶		0

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

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

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See page 24 of the instructions 3	
Total. Add lines 1 through 3 . . . . ▶	0

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	46,876,057
b	Average of monthly cash balances	1b	2,855,572
c	Fair market value of all other assets (see instructions)	1c	23,884,440
d	**Total** (add lines 1a, b, and c)	1d	73,616,069
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0		
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	73,616,069
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,104,241
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	72,511,828
6	**Minimum investment return.** Enter 5% of line 5	6	3,625,591

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	3,625,591
2a	Tax on investment income for 2013 from Part VI, line 5	2a	37,324		
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	2,603		
c	Add lines 2a and 2b			2c	39,927
3	Distributable amount before adjustments Subtract line 2c from line 1			3	3,585,664
4	Recoveries of amounts treated as qualifying distributions			4	0
5	Add lines 3 and 4			5	3,585,664
6	Deduction from distributable amount (see instructions)			6	0
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	3,585,664

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	3,343,300
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	
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	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	3,343,300
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	37,324
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	3,305,976

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				3,585,664
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			3,149,608	
b Total for prior years 20___, 20___, 20___		0		
3 Excess distributions carryover, if any, to 2013				
a From 2008.				
b From 2009.				
c From 2010.				
d From 2011.				
e From 2012.				
f **Total** of lines 3a through e.	0			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 3,343,300				
a Applied to 2012, but not more than line 2a			3,149,608	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2013 distributable amount.				193,692
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2013 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	0			0
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
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				3,391,972
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions) . . .	0			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2009. . . .				
b Excess from 2010. . . .				
c Excess from 2011. . . .				
d Excess from 2012. . . .				
e Excess from 2013. . . .				

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

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

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

	Tax year	Prior 3 years			
	(a) 2013	**(b)** 2012	**(c)** 2011	**(d)** 2010	**(e) Total**
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))

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

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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
See Additional Data Table				
Total . . . . ▶ **3a**				3,332,000
b *Approved for future payment*				
Total . . . . ▶ **3b**				0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	1,125,667	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income	900099	18,352	14	4,971	
8 Gain or (loss) from sales of assets other than inventory			18	2,928,819	
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)		18,352		4,059,457	0

13 **Total.** Add line 12, columns (b), (d), and (e) 13 4,077,809

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

******	2014-11-17	******	May the IRS discuss this return with the preparer shown below (see instr)? ☑ Yes ☐ No
Signature of officer or trustee	Date	Title	

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN
KELLY R HEIN JR				P00286352
Firm's name ▶ RYLANDER CLAY & OPITZ LLP			Firm's EIN ▶ 75-1458509	
Firm's address ▶ 3200 RIVERFRONT DRIVE SUITE 200 FORT WORTH, TX 76107			Phone no (817) 332-2301	

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)
PUBLICLY TRADED SECURITIES	P		
LTCG DISTRIBUTIONS	P		
PLAINS ALL-AMERICAN PIPELINE, LP	P		
CHILTON GLOBAL NATURAL RESOURCES REDEMPTION	P		
CHILTON GLOBAL NATURAL RESOURCES REDEMPTION	P		
GALLEON OFFSHORE LIQUIDATING TRUST REDEMPTION	P		
GOLDENTREE CLO DEBT INVESTMENT OFFSHORE FUND REDEMPTION	P		
GOLDENTREE CLO DEBT INVESTMENT OFFSHORE FUND REDEMPTION	P		
GOLDENTREE CLO DEBT INVESTMENT OFFSHORE FUND REDEMPTION	P		
GOLDENTREE CLO DEBT INVESTMENT OFFSHORE FUND REDEMPTION	P		
GRACIE INTERNATIONAL REDEMPTION	P		
JP MORGAN LEVERAGED LOANS REDEMPTION	P		
JP MORGAN LEVERAGED LOANS REDEMPTION	P		
OCH-ZIFF OZOFII PRIVATE INVESTORS REDEMPTION	P		
OCH-ZIFF OZOFII PRIVATE INVESTORS REDEMPTION	P		
YORK CREDIT OPPORTUNITIES REDEMPTION	P		
YORK CREDIT OPPORTUNITIES REDEMPTION	P		
CDRF8 PRIVATE INVESTORS, LLC	P		
JCF III PRIVATE INVESTORS, LLC	P		

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
9,640,943		8,884,643	756,300
677,262			677,262
3,352		2,836	516
24,513		24,513	0
34,394		34,394	0
1,302			1,302
13,047		12,838	209
461,394		375,000	86,394
1,167,451		926,953	240,498
232,675		185,209	47,466
908,611		952,178	-43,567
1,992,397		1,778,623	213,774
221,377		221,377	0
910,447		648,839	261,608
101,161		101,161	0
236,644		175,000	61,644
2,083,863		1,575,000	508,863
103,098			103,098
13,452			13,452

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	
			756,300
			677,262
			516
			0
			0
			1,302
			209
			86,394
			240,498
			47,466
			-43,567
			213,774
			0
			261,608
			0
			61,644
			508,863
			103,098
			13,452

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(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
PAUL E ANDREWS 301 COMMERCE STREET SUITE 2280 FORT WORTH, TX 76102	PRESIDENT/TREASURER 1 00	0	0	0
JUDITH E ANDREWS 301 COMMERCE STREET SUITE 2280 FORT WORTH, TX 76102	VICE PRESIDENT/SECRETARY 1 00	0	0	0
CHRISTOPHER ANDREWS 301 COMMERCE STREET SUITE 2280 FORT WORTH, TX 76102	DIRECTOR 1 00	0	0	0
JENNIFER MOORE 301 COMMERCE STREET SUITE 2280 FORT WORTH, TX 76102	DIRECTOR 1 00	0	0	0
EMELIE ANDREWS-GRAHAM 301 COMMERCE STREET SUITE 2280 FORT WORTH, TX 76102	DIRECTOR 1 00	0	0	0

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
AIDS OUTREACH CENTER INC 400 N BEACH ST FORT WORTH, TX 76111		PUBLIC	OPERATIONS	50,000
ALL SAINTS HEALTH FOUNDATION 1400 8TH AVENUE FORT WORTH, TX 76107		PUBLIC	OPERATIONS	807,000
ALLIANCE FOR CHILDREN 908 SOUTHLAND AVE FORT WORTH, TX 76104		PUBLIC	OPERATIONS	100,000
AMERICAN RED CROSS 4800 HARRY HINES BLVD DALLAS, TX 75235		PUBLIC	OPERATIONS	10,000
BOYS & GIRLS CLUBS OF GREATER FORT WORTH INC 3218 E BELKNAP STREET FORT WORTH, TX 76111		PUBLIC	OPERATIONS	50,000
CAMP SUMMIT 17210 CAMPBELL RD 180 DALLAS, TX 75252		PUBLIC	OPERATIONS	75,000
CAREITY FOUNDATION PO BOX 126038 FORT WORTH, TX 76126		PUBLIC	OPERATIONS	15,000
CATHOLIC CHARITIES DIOCESE OF FORT WORTH INC 800 WEST LOOP 820 SOUTH FORT WORTH, TX 76108		PUBLIC	OPERATIONS	50,000
CHILD STUDY CENTER FORT WORTH 1300 W LANCASTER AVE FORT WORTH, TX 76102		PUBLIC	OPERATIONS	50,000
CHILD VISION CENTER 321 S HENDERSON ST FORT WORTH, TX 76104		PUBLIC	OPERATIONS	10,000
EDUCATIONAL FIRST STEPS 1100 CIRCLE DR FORT WORTH, TX 76119		PUBLIC	OPERATIONS	10,000
ESSILOR VISION FOUNDATION 13515 N STEMMONS FWY DALLAS, TX 75234		PUBLIC	OPERATIONS	10,000
FORT WORTH ZOO ASSOCIATION 1989 COLONIAL PKWY FORT WORTH, TX 76110		PUBLIC	OPERATIONS	25,000
GIRLS INCORPORATED OF TARRANT COUNTY 2100 NORTH MAIN STREET STE 214 FORT WORTH, TX 76164		PUBLIC	OPERATIONS	55,000
HOPE FARM INC 865 E RAMSEY AVENUE FORT WORTH, TX 76104		PUBLIC	OPERATIONS	35,000
Total . . . . ▶ **3a**				3,332,000

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
HELPING RESTORE ABILITY 4300 BELTWAY PI 130 ARLINGTON,TX 76018		PUBLIC	OPERATIONS	60,000
JAMES L WEST ALZHEIMER CENTER 1111 SUMMIT AVE FORT WORTH,TX 76102		PUBLIC	FACILITY RENOVATIONS	100,000
JPMORGAN DONOR ADVISED FUND PO BOX 1290 FORT WORTH,TX 76101		PUBLIC	OPERATIONS	75,000
KINDERFROGS SCHOOL SCHOOL AT TCU 2805 STADIUM DRIVE FORT WORTH,TX 76109		PUBLIC	OPERATIONS	10,000
MANA CHRISTIAN 'OHANA 67-1185 MAMALAHOA HWY KAMUELA,HI 96743		PUBLIC	CONSTRUCTION OF NEW FACILITY	35,000
MEALS ON WHEELS INC OF TARRANT COUNTY 320 SOUTH FWY FORT WORTH,TX 76104		PUBLIC	OPERATIONS	100,000
NORTH CENTRAL TEXAS ACADEMY AT HAPPY HILL FARM 3846 TEXAS 144 GRANBURY,TX 76048		PUBLIC	OPERATIONS	40,000
PEBBLE BEACH FOUNDATION PO BOX 1767 PEBBLE BEACH,CA 93953		PUBLIC	OPERATIONS	50,000
PROJECT HAND UP CAPITAL CAMPAIGN PO BOX 2947 DESOTO,TX 75123		PUBLIC	CONSTRUCTION OF FACILITY	250,000
RECOVERY RESOURCE COUNCIL 2700 AIRPORT FWY FORT WORTH,TX 76111		PUBLIC	OPERATIONS	60,000
RONALD MCDONALD HOUSE OF FORT WORTH 1004 7TH AVENUE FORT WORTH,TX 76104		PUBLIC	OPERATIONS	50,000
ST FRANCIS EPISCOPAL DAY SCHOOL 335 PINEY POINT ROAD HOUSTON,TX 77024		PUBLIC	CONSTRUCTION OF NEW FACILITY	500,000
TARRANT AREA FOOD BANK 2600 CULLEN ST FORT WORTH,TX 76107		PUBLIC	OPERATIONS	200,000
TEXAS CHRISTIAN UNIVERSITY TCU BOX 297044 FORT WORTH,TX 76129		PUBLIC	SCHOLARSHIPS	25,000
THE HAGERTY EDUCATION PROGRAM 2702 EAST D ST TACOMA,WA 98421		PUBLIC	OPERATIONS	25,000
Total . . . . ▶ **3a**				3,332,000

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
THE LADDER ALLIANCE 1100 HEMPHILL STREET SUITE 302 FORT WORTH, TX 76104		PUBLIC	SCHOLARSHIPS	10,000
THE WOMEN'S CENTER 1723 HEMPHILL ST FORT WORTH, TX 76110		PUBLIC	OPERATIONS	15,000
TRINITY VALLEY SCHOOL 7500 DUTCH BRANCH ROAD FORT WORTH, TX 76132		PUBLIC	OPERATIONS	100,000
UNION GOSPEL MISSION OF TARRANT COUNTY 1321 EAST LANCASTER AVENUE FORT WORTH, TX 76102		PUBLIC	CONSTRUCTION OF FACILITY	250,000
UNITED COMMUNITY CENTERS 1200 E MADDOX AVE FORT WORTH, TX 76104		PUBLIC	CONSTRUCTION OF NEW FACILITY	25,000
Total . . . . ▶ **3a**				3,332,000

TY 2013 Accounting Fees Schedule

Name: PAUL E ANDREWS JR FOUNDATION

EIN: 26-1516686

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING	11,300	0		11,300

TY 2013 Investments Corporate Bonds Schedule

Name: PAUL E ANDREWS JR FOUNDATION

EIN: 26-1516686

Name of Bond	End of Year Book Value	End of Year Fair Market Value
FIXED INCOME	16,838,764	17,000,946

TY 2013 Investments Corporate Stock Schedule

Name: PAUL E ANDREWS JR FOUNDATION

EIN: 26-1516686

Name of Stock	End of Year Book Value	End of Year Fair Market Value
EQUITIES	24,523,594	31,358,770

TY 2013 Investments - Other Schedule

Name: PAUL E ANDREWS JR FOUNDATION

EIN: 26-1516686

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
ALTERNATIVE INVESTMENTS	AT COST	15,057,703	18,592,081
PLAINS ALL-AMERICAN PIPELINE, LP (PTP)	AT COST	24,389	28,991
APOLLO EPF II	AT COST	239,478	232,029
CDRF8 PRIVATE INVESTORS, LLC	AT COST	1,015,050	1,613,615
JCF III PRIVATE INVESTORS, LLC	AT COST	447,418	505,438
JP MORGAN SECONDARY PRIVATE EQUITY INVESTORS II	AT COST	237,211	235,545
JP MORGAN SECONDARY PRIVATE EQUITY INVESTORS I	AT COST	400,156	769,654
KKR NORTH AMERICA XI	AT COST	619,717	596,004
LC ASIA PRIVATE INVESTORS II, L.P.	AT COST	97,060	78,531
LC ASIA PRIVATE INVESTORS, L.P.	AT COST	521,506	532,610
PROVIDENCE VII PRIVATE INVESTORS	AT COST	285,566	249,810
QUANTUM OFFSHORE V, L.P.	AT COST	576,852	516,206
STARWOOD SOF IX PRIVATE INVESTORS	AT COST	638,215	675,659
STARWOOD SOF VIII PRIVATE INVESTORS	AT COST	865,576	1,114,933

TY 2013 Other Decreases Schedule

Name: PAUL E ANDREWS JR FOUNDATION

EIN: 26-1516686

Description	Amount
COST BASIS ADJUSTMENT	2,101

TY 2013 Other Expenses Schedule

Name: PAUL E ANDREWS JR FOUNDATION

EIN: 26-1516686

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ADR FEE - ACCT A005	262	262		0
K-1 CDRF8 OTHER DEDUCTIONS	10,764	10,764		0
K-1 JCF III OTHER DEDUCTIONS	30,741	30,741		0
K-1 SOF VIII OTHER DEDUCTIONS	1,743	1,743		0
INVESTMENT MGMT - ACCT A9005	25,940	25,940		0
INVESTMENT MGMT - ACCT P8006	168,856	168,856		0
INVESTMENT MGMT - ACCT A8007	23,892	23,892		0
INVESTMENT MGMT - ACCT P8303	47,806	47,806		0

TY 2013 Other Income Schedule

Name: PAUL E ANDREWS JR FOUNDATION

EIN: 26-1516686

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
K-1 SOF VIII OTHER INCOME	4,836	4,836	4,836
K-1 PLAINS OTHER INCOME	135	135	135
K-1 CDRF8 OTHER PORTFOLIO INCOME	19,091	0	19,091
K-1 PLAINS ORDINARY INCOME	-739	0	-739

TY 2013 Other Increases Schedule

Name: PAUL E ANDREWS JR FOUNDATION

EIN: 26-1516686

Description	Amount
TIMING DIFFERENCES	4,017

TY 2013 Taxes Schedule

Name: PAUL E ANDREWS JR FOUNDATION

EIN: 26-1516686

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL TAXES	34,548	0		0
FOREIGN TAXES	3,226	3,226		0