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Form **990-PF****Return of Private Foundation**  
or Section 4947(a)(1) Trust Treated as Private Foundation

OMB No 1545-0052

**2013**Department of the Treasury  
Internal Revenue ServiceDo not enter Social Security numbers on this form as it may be made public.  
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Open to Public Inspection

For calendar year 2013 or tax year beginning , and ending

|   |   |  |
|---|---|--|
| Name of foundation<br><b>PHILIP THEODORE BEE<br/>CHARITABLE TRUST</b>   |   | A Employer identification number<br><b>27-2006474</b>  |
| Number and street (or P.O. box number if mail is not delivered to street address)<br><b>5600 W LOVERS LANE, STE 116 PMB 136</b>   | Room/suite  | B Telephone number (see instructions)<br><b>214-361-9207</b>   |
| City or town, state or province, country, and ZIP or foreign postal code<br><b>DALLAS TX 75209-4360</b>   |   | C If exemption application is pending, check here <input type="checkbox"/>   |
| G Check all that apply<br><input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity<br><input type="checkbox"/> Final return <input type="checkbox"/> Amended return<br><input type="checkbox"/> Address change <input type="checkbox"/> Name change |   | D 1 Foreign organizations, check here <input type="checkbox"/><br>2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> |
| H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation<br><input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation  |   | E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>  |
| I Fair market value of all assets at end of year (from Part II, col. (c), line 16) <b>\$ 4,440,548</b> (Part I, column (d) must be on cash basis)   | J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual<br><input type="checkbox"/> Other (specify) | 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) |
|--|--|------------------------------------|---------------------------|-------------------------|---|
| Revenue  | 1 Contributions, gifts, grants, etc., received (attach schedule)                               |                                    |                           |                         |   |
|  | 2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B |                                    |                           |                         |   |
|  | 3 Interest on savings and temporary cash investments   | 13                                 | 13                        |                         |   |
|  | 4 Dividends and interest from securities   | 92,385                             | 92,385                    |                         |   |
|  | 5a Gross rents   |                                    |                           |                         |   |
|  | b Net rental income or (loss)  |                                    |                           |                         |   |
|  | 6a Net gain or (loss) from sale of assets not on line 10 Stmt 1                                | 97,348                             |                           |                         |   |
|  | b Gross sales price for all assets on line 6a 1,526,530  |                                    |                           |                         |   |
|  | 7 Capital gain net income (from Part IV, line 2)   |                                    | 6,839                     |                         |   |
|  | 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) Stmt 2   | 50,275   | 50,275                             |                           |                         |   |
| 12 Total. Add lines 1 through 11   | 240,021  | 149,512                            | 0                         |                         |   |
| Operating and Administrative Expenses  | 13 Compensation of officers, directors, trustees, etc  | 48,208                             | 29,890                    |                         | 18,318  |
|  | 14 Other employee salaries and wages   |                                    |                           |                         |   |
|  | 15 Pension plans, employee benefits  | 12,699                             | 9,023                     |                         | 3,676   |
|  | 16a Legal fees (attach schedule)   |                                    |                           |                         |   |
|  | b Accounting fees (attach schedule) Stmt 3   | 2,143                              | 1,072                     |                         | 1,071   |
|  | c Other professional fees (attach schedule) Stmt 4   | 26,802                             | 26,600                    |                         | 202   |
|  | 17 Interest  |                                    |                           |                         |   |
|  | 18 Taxes (attach schedule) (see instructions) Stmt 5   | 3,701                              | 3,701                     |                         |   |
|  | 19 Depreciation (attach schedule) and depletion  | 7,484                              | 7,484                     |                         |   |
|  | 20 Occupancy   |                                    |                           |                         |   |
|  | 21 Travel, conferences, and meetings   |                                    |                           |                         |   |
|  | 22 Printing and publications   |                                    |                           |                         |   |
|  | 23 Other expenses (att sch) Stmt 6   | 11,186                             | 10,138                    |                         | 1,048   |
|  | 24 Total operating and administrative expenses. Add lines 13 through 23                        | 112,223                            | 87,908                    | 0                       | 24,315  |
|  | 25 Contributions, gifts, grants paid   | 349,906                            |                           |                         | 349,906   |
| 26 Total expenses and disbursements. Add lines 24 and 25   | 462,129  | 87,908                             | 0                         | 374,221                 |   |
| 27 Subtract line 26 from line 12   |  |                                    |                           |                         |   |
| a Excess of revenue over expenses and disbursements  | -222,108   |                                    |                           |                         |   |
| b Net investment income (if negative, enter -0-)   |  | 61,604                             |                           |                         |   |
| c Adjusted net income (if negative, enter -0-)   |  |                                    | 0                         |                         |   |

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| 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  | 44,288            | 36,189         | 36,189                |
|                             | 2   | Savings and temporary cash investments   | 51,876            | 112,738        | 112,738               |
|                             | 3   | Accounts receivable ▶<br>Less: allowance for doubtful accounts ▶   |                   |                |                       |
|                             | 4   | Pledges receivable ▶<br>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 (att. schedule) ▶ See Wrk 3,874<br>Less: allowance for doubtful accounts ▶ 0                            | 8,512             | 3,874          | 3,874                 |
|                             | 8   | Inventories for sale or use  |                   |                |                       |
|                             | 9   | Prepaid expenses and deferred charges  |                   |                |                       |
|                             | 10a | Investments – U.S. and state government obligations (attach schedule)  |                   |                |                       |
|                             | b   | Investments – corporate stock (attach schedule) See Stmt 7   | 3,979,915         | 3,731,486      | 4,226,022             |
|                             | c   | Investments – corporate bonds (attach schedule)  |                   |                |                       |
|                             | 11  | Investments – land, buildings, and equipment basis ▶ 60,106<br>Less: accumulated depreciation (attach sch.) ▶ Stmt 8 20,476              | 47,104            | 39,630         | 60,106                |
|                             | 12  | Investments – mortgage loans   |                   |                |                       |
|                             | 13  | Investments – other (attach schedule)  |                   |                |                       |
| Liabilities                 | 14  | Land, buildings, and equipment basis ▶<br>Less: accumulated depreciation (attach sch.) ▶   |                   |                |                       |
|                             | 15  | Other assets (describe ▶ See Statement 9 )   | 3,041             | 1,619          | 1,619                 |
|                             | 16  | Total assets (to be completed by all filers – see the instructions Also, see page 1, item I)   | 4,134,736         | 3,925,536      | 4,440,548             |
|                             | 17  | Accounts payable and accrued expenses  | 12,298            | 14,937         |                       |
| Liabilities                 | 18  | Grants payable   |                   |                |                       |
|                             | 19  | Deferred revenue   |                   |                |                       |
|                             | 20  | Loans from officers, directors, trustees, and other disqualified persons   |                   |                |                       |
|                             | 21  | Mortgages and other notes payable (attach schedule)  |                   |                |                       |
| Net Assets or Fund Balances | 22  | Other liabilities (describe ▶ )  |                   |                |                       |
|                             | 23  | Total liabilities (add lines 17 through 22)  | 12,298            | 14,937         |                       |
|                             |     | Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input checked="" type="checkbox"/> |                   |                |                       |
|                             | 24  | Unrestricted   | 4,122,438         | 3,910,599      |                       |
| Net Assets or Fund Balances | 25  | Temporarily restricted   |                   |                |                       |
|                             | 26  | Permanently restricted   |                   |                |                       |
|                             |     | Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input type="checkbox"/>                         |                   |                |                       |
|                             | 27  | Capital stock, trust principal, or current funds   |                   |                |                       |
| Net Assets or Fund Balances | 28  | Paid-in or capital surplus, or land, bldg, and equipment fund  |                   |                |                       |
|                             | 29  | Retained earnings, accumulated income, endowment, or other funds   |                   |                |                       |
|                             | 30  | Total net assets or fund balances (see instructions)   | 4,122,438         | 3,910,599      |                       |
|                             | 31  | Total liabilities and net assets/fund balances (see instructions)  | 4,134,736         | 3,925,536      |                       |

## 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 | 4,122,438 |
| 2 | Enter amount from Part I, line 27a   | 2 | -222,108  |
| 3 | Other increases not included in line 2 (itemize) ▶ See Statement 10  | 3 | 10,269    |
| 4 | Add lines 1, 2, and 3  | 4 | 3,910,599 |
| 5 | Decreases not included in line 2 (itemize) ▶   | 5 |           |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30  | 6 | 3,910,599 |

**Part IV Capital Gains and Losses for Tax on Investment Income**

| (a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.) | (b) How acquired<br>P - Purchase<br>D - Donation | (c) Date acquired<br>(mo., day, yr.) | (d) Date sold<br>(mo., day, yr.) |
|--|--|--------------------------------------|----------------------------------|
| <b>1a Pershing Advisor #QW4-002194</b>   |  |                                      |                                  |
| <b>b Pershing Advisor #N6I-002306</b>  |  |                                      |                                  |
| <b>c PVR Partners LP--Section 1231</b>   |  |                                      |                                  |
| <b>d Alliance Resource Pt-Sec 1231</b>   |  |                                      |                                  |
| <b>e</b>   |  |                                      |                                  |

| (e) Gross sales price | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g) |
|-----------------------|--|---|--|
| <b>a 6,442</b>        |  |   | <b>6,442</b>                                 |
| <b>b 380</b>          |  |   | <b>380</b>                                   |
| <b>c 12</b>           |  |   | <b>12</b>                                    |
| <b>d 5</b>            |  |   | <b>5</b>                                     |
| <b>e</b>              |  |   |  |

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<br>as of 12/31/69 | (k) Excess of col. (i)<br>over col. (j), if any | (l) Gains (Col. (h) gain minus<br>col. (k), but not less than -0-) or<br>Losses (from col. (h)) |
|------------------------|--------------------------------------|---|---|
| <b>a</b>               |                                      |   | <b>6,442</b>  |
| <b>b</b>               |                                      |   | <b>380</b>  |
| <b>c</b>               |                                      |   | <b>12</b>   |
| <b>d</b>               |                                      |   | <b>5</b>  |
| <b>e</b>               |                                      |   |   |

|   |  |          |              |
|---|--|----------|--------------|
| <b>2 Capital gain net income or (net capital loss)</b>                                | <div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>                                | <b>2</b> | <b>6,839</b> |
| <b>3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)</b> | <div> <div>If gain, also enter in Part I, line 8, column (c) (see instructions)</div> <div>If (loss), enter -0- in Part I, line 8</div> </div> | <b>3</b> |              |

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

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

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

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

☐ Yes ☒ No

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

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

| (a)<br>Base period years<br>Calendar year (or tax year beginning in) | (b)<br>Adjusted qualifying distributions | (c)<br>Net value of noncharitable-use assets | (d)<br>Distribution ratio<br>(col. (b) divided by col. (c)) |
|--|--|--|---|
| 2012   | 288,896                                  | 4,290,962                                    | 0.067327  |
| 2011   | 200,815                                  | 4,466,177                                    | 0.044964  |
| 2010   |  |  |   |
| 2009   |  |  |   |
| 2008   |  |  |   |

|   |          |                  |
|---|----------|------------------|
| <b>2 Total of line 1, column (d)</b>  | <b>2</b> | <b>0.112291</b>  |
| <b>3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years</b> | <b>3</b> | <b>0.056146</b>  |
| <b>4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5</b>   | <b>4</b> | <b>4,408,960</b> |
| <b>5 Multiply line 4 by line 3</b>  | <b>5</b> | <b>247,545</b>   |
| <b>6 Enter 1% of net investment income (1% of Part I, line 27b)</b>   | <b>6</b> | <b>616</b>       |
| <b>7 Add lines 5 and 6</b>  | <b>7</b> | <b>248,161</b>   |
| <b>8 Enter qualifying distributions from Part XII, line 4</b>   | <b>8</b> | <b>374,221</b>   |

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

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

|    |   |    |     |
|----|---|----|-----|
| 1a | Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1<br>Date of ruling or determination letter (attach copy of letter if necessary—see instructions) |    |     |
| b  | Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b  | 1  | 616 |
| 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  | 616 |
| 4  | Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)   | 4  | 0   |
| 5  | <b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-  | 5  | 616 |
| 6  | <b>Credits/Payments</b>   |    |     |
| a  | 2013 estimated tax payments and 2012 overpayment credited to 2013   | 6a | 220 |
| b  | Exempt foreign organizations – tax withheld at source   | 6b |     |
| c  | Tax paid with application for extension of time to file (Form 8868)   | 6c |     |
| d  | Backup withholding erroneously withheld   | 6d |     |
| 7  | Total credits and payments. Add lines 6a through 6d   | 7  | 220 |
| 8  | Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached  | 8  | 7   |
| 9  | <b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter amount owed  | 9  | 403 |
| 10 | <b>Overpayment.</b> 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 <b>Credited to 2014 estimated tax</b> <input type="checkbox"/> <b>Refunded</b> <input checked="" type="checkbox"/>  | 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?  |     | X  |
| b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?<br>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities |     | X  |
| c Did the foundation file Form 1120-POL for this year?   |     | X  |
| d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:<br>(1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____   |     |    |
| e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ _____  |     |    |
| 2 Has the foundation engaged in any activities that have not previously been reported to the IRS?<br>If "Yes," attach a detailed description of the activities   |     | X  |
| 3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes   |     | X  |
| 4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?   |     | X  |
| b If "Yes," has it filed a tax return on Form 990-T for this year?   |     |    |
| 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?<br>If "Yes," attach the statement required by General Instruction T   |     | X  |
| 6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:<br>• By language in the governing instrument, or<br>• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?         | X   |    |
| 7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV   | X   |    |
| 8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> <b>None</b>   |     |    |
| 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  |     |    |
| 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   |     | X  |
| 10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses  |     | X  |

N/A

N/A

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

|    |  |  |     |         |
|----|--|--|-----|---------|
| 11 | At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)  | 11   |     | X       |
| 12 | Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)   | 12   |     | X       |
| 13 | Did the foundation comply with the public inspection requirements for its annual returns and exemption application?<br>Website address ► <b>N/A</b>  | 13   | X   |         |
| 14 | The books are in care of ► <b>Jill C. Bee, Trustee</b><br><b>5600 W Lovers Lane</b><br>Located at ► <b>Dallas</b>  | Telephone no ► <b>214-361-9207</b><br>TX ZIP+4 ► <b>75209-4360</b> |     |         |
| 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   |     |         |
| 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?<br>See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ► | 16   | Yes | No<br>X |

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

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

|     |   | Yes | No |
|-----|---|-----|----|
| 1a  | During the year did the foundation (either directly or indirectly)  |     |    |
| (1) | Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No  |     |    |
| (2) | Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No  |     |    |
| (3) | Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No  |     |    |
| (4) | Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No   |     |    |
| (6) | Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No  |     |    |
| b   | If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?<br>Organizations relying on a current notice regarding disaster assistance check here<br>N/A <input type="checkbox"/> 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?<br>N/A 1c   |     |    |
| 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?<br>If "Yes," list the years ► 20 , 20 , 20 , 20 <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No   |     |    |
| 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) N/A 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<br>► 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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) N/A 3b |     |    |
| 4a  | Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a  |     | X  |
| b   | Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013? 4b  |     | X  |

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

**5a** During the year did the foundation pay or incur any amount to

(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)? **N/A** ☐ **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? **N/A** ☐ 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** ☒ **X**

If "Yes" to 6b, file Form 8870

**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **N/A** **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 |
|--|---|---|---|---------------------------------------|
| Jill C Bee<br>PO Box 25016<br>Dallas TX 75225              | Trustee<br>20.00  | 28,925                                    | 8,834   | 0                                     |
| Ross B Bee<br>5223-B Mount Bonnell Road<br>Austin TX 78731 | Trustee<br>10.00  | 19,283                                    | 0   | 0                                     |
|  |   |   |   |                                       |
|  |   |   |   |                                       |

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

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

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

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 |
|---|---------------------|------------------|
| NONE  |                     |                  |
|   |                     |                  |
|   |                     |                  |
|   |                     |                  |
|   |                     |                  |

Total number of others receiving over \$50,000 for professional services ▶**Part IX-A Summary of Direct Charitable Activities**

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

|       | Expenses |
|-------|----------|
| 1 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 N/A   |        |
| 2   |        |
| All other program-related investments See instructions<br>3 |        |

Total. Add lines 1 through 3 ▶



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

|          |   |           |                  |
|----------|---|-----------|------------------|
| <b>1</b> | Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes  |           |                  |
| <b>a</b> | Average monthly fair market value of securities   | <b>1a</b> | <b>4,266,509</b> |
| <b>b</b> | Average of monthly cash balances  | <b>1b</b> | <b>149,487</b>   |
| <b>c</b> | Fair market value of all other assets (see instructions)  | <b>1c</b> | <b>60,106</b>    |
| <b>d</b> | <b>Total</b> (add lines 1a, b, and c)   | <b>1d</b> | <b>4,476,102</b> |
| <b>e</b> | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)   | <b>1e</b> | <b>0</b>         |
| <b>2</b> | Acquisition indebtedness applicable to line 1 assets  | <b>2</b>  | <b>0</b>         |
| <b>3</b> | Subtract line 2 from line 1d  | <b>3</b>  | <b>4,476,102</b> |
| <b>4</b> | Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)      | <b>4</b>  | <b>67,142</b>    |
| <b>5</b> | <b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4 | <b>5</b>  | <b>4,408,960</b> |
| <b>6</b> | <b>Minimum investment return.</b> Enter 5% of line 5  | <b>6</b>  | <b>220,448</b>   |

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

|           |   |           |                |
|-----------|---|-----------|----------------|
| <b>1</b>  | Minimum investment return from Part X, line 6   | <b>1</b>  | <b>220,448</b> |
| <b>2a</b> | Tax on investment income for 2013 from Part VI, line 5  | <b>2a</b> | <b>616</b>     |
| <b>b</b>  | Income tax for 2013 (This does not include the tax from Part VI.)   | <b>2b</b> |                |
| <b>c</b>  | Add lines 2a and 2b   | <b>2c</b> | <b>616</b>     |
| <b>3</b>  | Distributable amount before adjustments. Subtract line 2c from line 1                                     | <b>3</b>  | <b>219,832</b> |
| <b>4</b>  | Recoveries of amounts treated as qualifying distributions   | <b>4</b>  |                |
| <b>5</b>  | Add lines 3 and 4   | <b>5</b>  | <b>219,832</b> |
| <b>6</b>  | Deduction from distributable amount (see instructions)  | <b>6</b>  |                |
| <b>7</b>  | <b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | <b>7</b>  | <b>219,832</b> |

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

|          |  |           |                |
|----------|--|-----------|----------------|
| <b>1</b> | Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes  |           |                |
| <b>a</b> | Expenses, contributions, gifts, etc. – total from Part I, column (d), line 26  | <b>1a</b> | <b>374,221</b> |
| <b>b</b> | Program-related investments – total from Part IX-B   | <b>1b</b> |                |
| <b>2</b> | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes  | <b>2</b>  |                |
| <b>3</b> | Amounts set aside for specific charitable projects that satisfy the  |           |                |
| <b>a</b> | Suitability test (prior IRS approval required)   | <b>3a</b> |                |
| <b>b</b> | Cash distribution test (attach the required schedule)  | <b>3b</b> |                |
| <b>4</b> | <b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4                                    | <b>4</b>  | <b>374,221</b> |
| <b>5</b> | Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions) | <b>5</b>  | <b>616</b>     |
| <b>6</b> | <b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4  | <b>6</b>  | <b>373,605</b> |

**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)<br>Corpus  | (b)<br>Years prior to 2012 | (c)<br>2012 | (d)<br>2013    |
|---|----------------|----------------------------|-------------|----------------|
| <b>1</b> Distributable amount for 2013 from Part XI, line 7   |                |                            |             | <b>219,832</b> |
| <b>2</b> Undistributed income, if any, as of the end of 2013  |                |                            |             |                |
| <b>a</b> Enter amount for 2012 only   |                |                            |             |                |
| <b>b</b> Total for prior years 20____, 20____, 20____   |                |                            |             |                |
| <b>3</b> Excess distributions carryover, if any, to 2013  |                |                            |             |                |
| <b>a</b> From 2008  |                |                            |             |                |
| <b>b</b> From 2009  |                |                            |             |                |
| <b>c</b> From 2010  |                |                            |             |                |
| <b>d</b> From 2011  |                |                            |             |                |
| <b>e</b> From 2012  |                |                            |             | <b>54,686</b>  |
| <b>f</b> Total of lines 3a through e  | <b>54,686</b>  |                            |             |                |
| <b>4</b> Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ <b>374,221</b>  |                |                            |             |                |
| <b>a</b> Applied to 2012, but not more than line 2a   |                |                            |             |                |
| <b>b</b> Applied to undistributed income of prior years (Election required – see instructions)  |                |                            |             |                |
| <b>c</b> Treated as distributions out of corpus (Election required – see instructions)  |                |                            |             |                |
| <b>d</b> Applied to 2013 distributable amount   |                |                            |             | <b>219,832</b> |
| <b>e</b> Remaining amount distributed out of corpus   | <b>154,389</b> |                            |             |                |
| <b>5</b> Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a) )  |                |                            |             |                |
| <b>6</b> Enter the net total of each column as indicated below:   |                |                            |             |                |
| <b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5  | <b>209,075</b> |                            |             |                |
| <b>b</b> Prior years' undistributed income Subtract line 4b from line 2b  |                |                            |             |                |
| <b>c</b> 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 |                |                            |             |                |
| <b>d</b> Subtract line 6c from line 6b Taxable amount – see instructions  |                |                            |             |                |
| <b>e</b> Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount – see instructions  |                |                            |             |                |
| <b>f</b> Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014  |                |                            |             | <b>0</b>       |
| <b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)                                  |                |                            |             |                |
| <b>8</b> Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)  |                |                            |             |                |
| <b>9</b> Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a  | <b>209,075</b> |                            |             |                |
| <b>10</b> Analysis of line 9  |                |                            |             |                |
| <b>a</b> Excess from 2009   |                |                            |             |                |
| <b>b</b> Excess from 2010   |                |                            |             |                |
| <b>c</b> Excess from 2011   |                |                            |             |                |
| <b>d</b> Excess from 2012   |                |                            |             | <b>54,686</b>  |
| <b>e</b> Excess from 2013   |                |                            |             | <b>154,389</b> |

**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 foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 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

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

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

**1 Information Regarding Foundation Managers:**

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

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

**2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**  
Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

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

**c** Any submission deadlines  
**N/A**

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

**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)                      |   |                                |                                  |                |
| <b>a</b> Paid during the year<br><b>See Statement 11</b> |   |                                |                                  | <b>349,906</b> |
| <b>Total</b>   |   |                                | <b>▶ 3a</b>                      | <b>349,906</b> |
| <b>b</b> Approved for future payment<br><b>N/A</b>       |   |                                |                                  |                |
| <b>Total</b>   |   |                                | <b>▶ 3b</b>                      |                |





# Federal Statements

5/12/2014 7:49 AM

## Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets

| Whom Sold                            | Description | Date Acquired | Date Sold | How Received |                     | Cost       | Expense | Depreciation | Net Gain / Loss |
|--------------------------------------|-------------|---------------|-----------|--------------|---------------------|------------|---------|--------------|-----------------|
|                                      |             |               |           | Sale Price   | Purchase            |            |         |              |                 |
| 10399.723 sh Ridgeworth SEIX High Yd |             | 6/27/12       | 1/24/13   | \$           | Purchase 107,117 \$ | 100,015 \$ |         | \$           | 7,102           |
| 125 sh Enbridge Energy Partners      |             | 9/06/12       | 1/02/13   |              | Purchase 3,601      | 3,424      |         |              | 177             |
| 115 units PVR Parnters LP            |             | 11/09/12      | 10/10/13  |              | Purchase 2,980      | 2,616      |         |              | 364             |
| 4599.816 sh Doubleline Total Return  |             | 11/18/10      | 8/19/13   |              | Purchase 50,000     | 51,150     |         |              | -1,150          |
| 26997.84 sh Ridgeworth SEIX High Yd  |             | 10/18/11      | 1/24/13   |              | Purchase 278,078    | 250,000    |         |              | 28,078          |
| 21953.676 sh TCW Total Return Bond   |             | 4/13/11       | 5/10/13   |              | Purchase 227,864    | 216,688    |         |              | 11,176          |
| 245 units Enbridge Energy Partners   |             | 12/12/11      | 1/02/13   |              | Purchase 7,058      | 6,708      |         |              | 350             |
| 305 units PVR Parnters LP            |             | 12/12/11      | 7/26/13   |              | Purchase 8,074      | 7,212      |         |              | 862             |
| 235 units PVR Parnters LP            |             | 12/12/11      | 10/10/13  |              | Purchase 6,090      | 5,531      |         |              | 559             |
| 10050.251sh Ridgeworth SEIX High Yd  |             | 9/11/12       | 1/24/13   |              | Purchase 103,518    | 100,000    |         |              | 3,518           |
| 21166.307 sh Performance Trust Total |             | 1/24/13       | 9/13/13   |              | Purchase 464,379    | 490,015    |         |              | -25,636         |
| 55 sh Seagate Technology             |             | 6/22/12       | 6/11/13   |              | Purchase 2,439      | 1,283      |         |              | 1,156           |
| 45 sh Garmin Ltd                     |             | 2/01/13       | 10/21/13  |              | Purchase 2,196      | 1,734      |         |              | 462             |
| 55 sh LyondellBasell Industries      |             | 9/04/12       | 1/25/13   |              | Purchase 3,428      | 2,588      |         |              | 840             |
| 265 sh Tronox Ltd                    |             | 3/05/13       | 11/25/13  |              | Purchase 5,549      | 5,623      |         |              | -74             |
| 185 sh H&R Block Inc                 |             | 9/28/12       | 2/06/13   |              | Purchase 4,394      | 3,204      |         |              | 1,190           |
| 140 sh H&R Block Inc                 |             | 9/28/12       | 3/07/13   |              | Purchase 3,499      | 2,424      |         |              | 1,075           |

## Federal Statements

## Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

| Description                          |               |           | How Received |                | Cost  | Expense | Depreciation | Net Gain / Loss |
|--------------------------------------|---------------|-----------|--------------|----------------|-------|---------|--------------|-----------------|
| Whom Sold                            | Date Acquired | Date Sold | Sale Price   | Purchase Price |       |         |              |                 |
| 140 sh Conagra Foods Inc             | 4/17/12       | 4/03/13   | \$           | Purchase 4,929 | 3,664 | \$      | \$           | 1,265           |
| 500 sh Cypress Semiconductor         | 2/01/13       | 9/24/13   |              | Purchase 4,905 | 5,091 |         |              | -186            |
| 45 sh Cypress Semiconductor          | 2/01/13       | 10/17/13  |              | Purchase 414   | 453   |         |              | -39             |
| 530 sh Cypress Semiconductor         | 2/26/13       | 10/17/13  |              | Purchase 4,872 | 5,160 |         |              | -288            |
| 60 sh Freeport-McMoran Copper & Gold | 5/31/12       | 1/18/13   |              | Purchase 2,022 | 1,927 |         |              | 95              |
| 60 sh Gamestop Corp                  | 3/08/13       | 5/03/13   |              | Purchase 2,214 | 1,475 |         |              | 739             |
| 165 sh Gamestop Corp                 | 3/08/13       | 6/25/13   |              | Purchase 6,611 | 4,055 |         |              | 2,556           |
| 115 sh Grief Inc                     | 12/17/12      | 5/17/13   |              | Purchase 5,899 | 5,066 |         |              | 833             |
| 95 sh HJ Heinz Company               | 6/22/12       | 2/14/13   |              | Purchase 6,883 | 5,110 |         |              | 1,773           |
| 140 sh Plum Creek Timber Co          | 2/06/12       | 1/29/13   |              | Purchase 6,830 | 5,585 |         |              | 1,245           |
| 105 sh Rayonier Inc                  | 2/29/12       | 1/08/13   |              | Purchase 5,561 | 4,705 |         |              | 856             |
| 115 sh Seagate Technology            | 6/22/12       | 10/22/13  |              | Purchase 5,716 | 2,682 |         |              | 3,034           |
| 195 sh H&R Block Inc                 | 9/28/12       | 9/30/13   |              | Purchase 5,190 | 3,377 |         |              | 1,813           |
| 80 sh H&R Block Inc                  | 9/28/12       | 10/30/13  |              | Purchase 2,276 | 1,385 |         |              | 891             |
| 160 sh H&R Block Inc                 | 10/12/12      | 10/30/13  |              | Purchase 4,552 | 2,730 |         |              | 1,822           |
| 230 sh Cinemark Holdings             | 12/12/11      | 2/07/13   |              | Purchase 6,550 | 4,589 |         |              | 1,961           |
| 180 sh Cinemark Holdings             | 12/12/11      | 5/08/13   |              | Purchase 5,474 | 3,591 |         |              | 1,883           |



## Federal Statements

**Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)**

| Description                          |               |           | How Received |                | Cost  | Expense | Depreciation | Net Gain / Loss |
|--------------------------------------|---------------|-----------|--------------|----------------|-------|---------|--------------|-----------------|
| Whom Sold                            | Date Acquired | Date Sold | Sale Price   | Purchase       |       |         |              |                 |
| 65 sh Conagra Foods Inc              | 12/12/11      | 4/03/13   | \$           | Purchase 2,288 | 1,657 | \$      | \$           | 631             |
| 50 sh Conagra Foods Inc              | 12/12/11      | 4/03/13   |              | Purchase 1,760 | 1,326 |         |              | 434             |
| 85 sh ConocoPhillips                 | 12/12/11      | 11/19/13  |              | Purchase 6,135 | 4,648 |         |              | 1,487           |
| 125 sh Dupont E I De Nemours & Co    | 12/12/11      | 11/25/13  |              | Purchase 7,697 | 5,539 |         |              | 2,158           |
| 30 sh Freeport-McMoran Copper & Gold | 12/12/11      | 1/18/13   |              | Purchase 1,011 | 1,153 |         |              | -142            |
| 65 sh Freeport-McMoran Copper & Gold | 1/11/12       | 1/18/13   |              | Purchase 2,191 | 2,651 |         |              | -460            |
| 200 sh Arthur J Gallagher & Co       | 12/12/11      | 6/04/13   |              | Purchase 8,598 | 6,429 |         |              | 2,169           |
| 90 sh Arthur J Gallagher & Co        | 12/12/11      | 9/16/13   |              | Purchase 3,969 | 2,893 |         |              | 1,076           |
| 50 sh Arthur J Gallagher & Co        | 12/12/11      | 9/16/13   |              | Purchase 2,205 | 1,683 |         |              | 522             |
| 150 sh Hasbro Inc                    | 2/06/12       | 6/10/13   |              | Purchase 6,745 | 5,510 |         |              | 1,235           |
| 120 sh Hasbro Inc                    | 2/06/12       | 9/13/13   |              | Purchase 5,605 | 4,408 |         |              | 1,197           |
| 10 sh Hasbro Inc                     | 2/29/12       | 9/13/13   |              | Purchase 467   | 355   |         |              | 112             |
| 135 sh Hasbro Inc                    | 2/29/12       | 11/08/13  |              | Purchase 6,788 | 4,788 |         |              | 2,000           |
| 90 sh HJ Heinz Company               | 12/12/11      | 2/13/13   |              | Purchase 5,463 | 4,736 |         |              | 727             |
| 85 sh HJ Heinz Company               | 12/12/11      | 2/14/13   |              | Purchase 6,159 | 4,473 |         |              | 1,686           |
| 100 sh Leggett & Platt Inc           | 12/12/11      | 1/28/13   |              | Purchase 2,915 | 2,267 |         |              | 648             |
| 115 sh Leggett & Platt Inc           | 12/12/11      | 3/26/13   |              | Purchase 3,806 | 2,607 |         |              | 1,199           |

## Federal Statements

## Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

| Whom Sold                     | Description | Date Acquired | Date Sold | How Received   |          | Cost  | Expense | Depreciation | Net Gain / Loss |
|-------------------------------|-------------|---------------|-----------|----------------|----------|-------|---------|--------------|-----------------|
|                               |             |               |           | Sale Price     | Purchase |       |         |              |                 |
| 75 sh Leggett & Platt Inc     | 12/12/11    | 5/20/13       | \$        | Purchase 2,532 | \$       | 1,700 | \$      | \$           | 832             |
| 85 sh Lockheed Martin Corp    | 12/12/11    | 6/03/13       |           | Purchase 8,936 |          | 6,516 |         |              | 2,420           |
| 15 sh Lockheed Martin Corp    | 12/12/11    | 10/21/13      |           | Purchase 1,873 |          | 1,150 |         |              | 723             |
| 60 sh Lockheed Martin Corp    | 12/12/11    | 12/03/13      |           | Purchase 8,300 |          | 4,600 |         |              | 3,700           |
| 165 sh Meredith Corp          | 12/12/11    | 2/15/13       |           | Purchase 6,859 |          | 5,036 |         |              | 1,823           |
| 50 sh Meredith Corp           | 12/12/11    | 5/22/13       |           | Purchase 2,106 |          | 1,526 |         |              | 580             |
| 90 sh Meredith Corp           | 12/12/11    | 6/27/13       |           | Purchase 4,314 |          | 2,747 |         |              | 1,567           |
| 100 sh Meredith Corp          | 12/12/11    | 8/26/13       |           | Purchase 4,508 |          | 3,052 |         |              | 1,456           |
| 25 sh Meredith Corp           | 8/23/12     | 8/26/13       |           | Purchase 1,127 |          | 831   |         |              | 296             |
| 155 sh National Cinemedia Inc | 12/12/11    | 10/28/13      |           | Purchase 2,859 |          | 1,758 |         |              | 1,101           |
| 150 sh Nucor Corp             | 12/12/11    | 11/13/13      |           | Purchase 7,840 |          | 5,949 |         |              | 1,891           |
| 45 sh Plum Creek Timber Co    | 2/06/12     | 5/23/13       |           | Purchase 2,361 |          | 1,795 |         |              | 566             |
| 70 sh Plum Creek Timber Co    | 5/01/12     | 5/23/13       |           | Purchase 3,673 |          | 2,804 |         |              | 869             |
| 95 sh RPM Intl Inc            | 12/12/11    | 1/10/13       |           | Purchase 2,880 |          | 2,209 |         |              | 671             |
| 55 sh RPM Intl Inc            | 12/12/11    | 1/10/13       |           | Purchase 1,684 |          | 1,279 |         |              | 405             |
| 205 sh RPM Intl Inc           | 12/12/11    | 1/10/13       |           | Purchase 6,275 |          | 4,848 |         |              | 1,427           |
| 130 sh Sunoco Products        | 12/12/11    | 11/27/13      |           | Purchase 5,222 |          | 4,174 |         |              | 1,048           |

## Federal Statements

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Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

| Description                  | Whom Sold | Date Acquired | Date Sold | How Received |              | Cost | Expense | Depreciation | Net Gain / Loss |
|------------------------------|-----------|---------------|-----------|--------------|--------------|------|---------|--------------|-----------------|
|                              |           |               |           | Sale Price   | Purchase     |      |         |              |                 |
| 145 sh Unilever PLC Spon ADR |           | 12/12/11      | 2/26/13   | \$ 5,658     | \$ 4,777     | \$   | \$      | \$           | 881             |
| 135 sh Unilever PLC Spon ADR |           | 12/12/11      | 6/04/13   | \$ 5,720     | \$ 4,448     |      |         |              | 1,272           |
| Total                        |           |               |           | \$ 1,519,691 | \$ 1,429,182 | \$ 0 | \$ 0    | \$ 0         | \$ 90,509       |

Statement 2 - Form 990-PF, Part I, Line 11 - Other Income

| Description                   | Revenue per Books | Net Investment Income | Adjusted Net Income |
|-------------------------------|-------------------|-----------------------|---------------------|
| Alliance Resource Ptr-Ord Inc | \$ 83             | \$ 83                 | \$                  |
| Enbridge Energy Ptr-Ord Inc   | -88               | -88                   |                     |
| Enbridge Energy-Ord Gain Sale | 604               | 604                   |                     |
| PVR Partners-Ord Inc/Loss     | -1,481            | -1,481                |                     |
| PVR Partners-Other Net Rental | 10                | 10                    |                     |
| PVR Partners-Ord Gain on Sale | 4,069             | 4,069                 |                     |
| Alliance Resource-PAL Allowed | -88               | -88                   |                     |
| Enbridge Energy-PAL Allowed   | -1,353            | -1,353                |                     |
| PVR Partners-PAL Allowed      | -1,360            | -1,360                |                     |
| ConocoPhillips Company        | 727               | 727                   |                     |
| Cross Timbers Energy LLC      | 14,721            | 14,721                |                     |
| Enduro Royalty Trust          | 838               | 838                   |                     |
| PVR Partners Royalty Income   | 50                | 50                    |                     |
| XTO Energy                    | 33,543            | 33,543                |                     |
| Total                         | \$ 50,275         | \$ 50,275             | \$ 0                |

**Federal Statements****Statement 3 - Form 990-PF, Part I, Line 16b - Accounting Fees**

| Description    | Total    | Net<br>Investment | Adjusted<br>Net | Charitable<br>Purpose |
|----------------|----------|-------------------|-----------------|-----------------------|
| Gail Wills CPA | \$ 2,143 | \$ 1,072          | \$              | \$ 1,071              |
| Total          | \$ 2,143 | \$ 1,072          | \$ 0            | \$ 1,071              |

**Statement 4 - Form 990-PF, Part I, Line 16c - Other Professional Fees**

| Description                | Total     | Net<br>Investment | Adjusted<br>Net | Charitable<br>Purpose |
|----------------------------|-----------|-------------------|-----------------|-----------------------|
| Pershing Advisor Solutions | \$ 26,399 | \$ 26,399         | \$              | \$ 202                |
| Jackson Walker Legal Fees  | 403       | 201               |                 |                       |
| Total                      | \$ 26,802 | \$ 26,600         | \$ 0            | \$ 202                |

**Statement 5 - Form 990-PF, Part I, Line 18 - Taxes**

| Description                      | Total    | Net<br>Investment | Adjusted<br>Net | Charitable<br>Purpose |
|----------------------------------|----------|-------------------|-----------------|-----------------------|
| Foreign Taxes Pershing #N6I-0023 | \$ 606   | \$ 606            | \$              |                       |
| Foreign Taxes Pershing #QW4-0021 | 261      | 261               |                 |                       |
| New Mexico Royalty Taxes         | 251      | 251               |                 |                       |
| Property Taxes                   | 75       | 75                |                 |                       |
| Royalty Production Taxes         | 2,508    | 2,508             |                 |                       |
| Total                            | \$ 3,701 | \$ 3,701          | \$ 0            | \$ 0                  |

## Federal Statements

## Statement 6 - Form 990-PF, Part I, Line 23 - Other Expenses

| Description           | Total  | Net Investment | Adjusted Net | Charitable Purpose |
|-----------------------|--------|----------------|--------------|--------------------|
| Expenses              |        |                |              |                    |
| Meals                 | 863    |                |              | 863                |
| Office Supplies       | 338    | 169            |              | 169                |
| Other Royalty Expense | 9,954  | 9,954          |              |                    |
| Postage               | 31     | 15             |              | 16                 |
| Total                 | 11,186 | 10,138         | 0            | 1,048              |

## Statement 7 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

| Description                          | Beginning of Year | End of Year | Basis of Valuation | Fair Market Value |
|--------------------------------------|-------------------|-------------|--------------------|-------------------|
| 415 sh Abbvie Inc                    |                   | \$ 15,722   | Cost               | \$ 21,916         |
| 550 sh AT&T Inc                      | 14,804            | 18,192      | Cost               | 19,338            |
| 230 units Alliance Resource Partners | 15,128            | 14,876      | Cost               | 17,710            |
| 395 sh Baytex Energy Corp            | 10,128            | 17,866      | Cost               | 15,468            |
| 310 sh BCE Inc                       |                   | 13,687      | Cost               | 13,420            |
| 975 units Canadian Oil Sands Ltd     | 13,204            | 19,271      | Cost               | 18,338            |
| 290 sh Cinemark Holdings Inc         | 14,018            | 5,838       | Cost               | 9,666             |
| 255 sh Conagra Foods Inc             | 6,646             |             | Cost               |                   |
| 185 sh Conoco Phillips               | 14,817            | 10,089      | Cost               | 13,070            |
| 415 Sh Diebold Inc                   | 5,002             | 12,337      | Cost               | 13,699            |
| 520 sh Dow Chemical Co               |                   | 17,014      | Cost               | 23,088            |
| 270 sh DuPont E I De Nemours & Co    | 17,545            | 12,005      | Cost               | 17,542            |
| 255 sh Eaton Corp                    | 13,236            | 13,236      | Cost               | 19,411            |
| 370 units Enbridge Energy Partner LP | 11,008            |             | Cost               |                   |
| 690 units Enduro Rty Trust           | 8,700             | 11,706      | Cost               | 8,342             |
| 1585 sh F N B Corp                   | 14,426            | 18,026      | Cost               | 20,003            |
| 780 sh Exelis Inc                    | 5,185             | 8,337       | Cost               | 14,867            |
| 520 sh Federated Invs Inc            |                   | 12,390      | Cost               | 14,976            |
| 155 sh Freeport McMoran Copper/Gold  | 5,732             |             | Cost               |                   |
| 340 sh Arthur J Gallagher & Co       | 11,005            | 9,910       | Cost               | 12,248            |
| 265 sh Garmin Ltd                    |                   | 6,960       | Cost               | 8,430             |
| 750 Giant Interactive Group          |                   |             |                    |                   |

## Federal Statements

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## Statement 7 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)

| Description                          | Beginning<br>of Year | End of<br>Year | Basis of<br>Valuation | Fair Market<br>Value |
|--------------------------------------|----------------------|----------------|-----------------------|----------------------|
|                                      | \$                   | \$             |                       | \$                   |
| 115 sh Greif Inc                     | 5,066                |                | Cost                  |                      |
| 760 sh H&R Block Inc                 | 13,121               |                | Cost                  |                      |
| 415 sh Hasbro Inc                    | 15,060               |                | Cost                  |                      |
| 270 sh H J Heinz Company             | 14,319               |                | Cost                  |                      |
| 790 sh Intel Corp                    | 19,023               | 19,023         | Cost                  | 20,504               |
| 245 Kraft Foods                      |                      | 13,085         | Cost                  | 13,208               |
| 435 sh Leggett & Platt Inc           | 12,602               | 11,008         | Cost                  | 13,459               |
| 95 sh Lockheed Martin                | 12,649               | 8,264          | Cost                  | 14,123               |
| 260 sh Lyondell Basell Industries    | 15,226               | 12,593         | Cost                  | 20,873               |
| 435 sh Merck & Co Inc                | 11,782               | 16,051         | Cost                  | 21,772               |
| 430 sh Meredith Corp                 | 13,191               |                | Cost                  |                      |
| 490 sh Microchip Technology Inc      | 4,941                | 16,623         | Cost                  | 21,928               |
| 530 sh National Cinemedia Inc        | 8,673                | 6,710          | Cost                  | 10,579               |
| 250 sh Nucor Corp                    | 14,005               | 10,264         | Cost                  | 13,345               |
| 1270 sh Peoples United Financial Inc | 15,369               | 15,369         | Cost                  | 19,202               |
| 420 sh POT ASH Saskatchewan          |                      | 13,347         | Cost                  | 13,843               |
| 580 sh Public Service Enterprises    |                      | 19,729         | Cost                  | 18,583               |
| 655 units PVR Partners LP            | 16,088               |                | Cost                  |                      |
| 355 sh RPM Intl                      | 8,335                |                | Cost                  |                      |
| 295 sh Seagate Technology            | 12,000               | 8,036          | Cost                  | 16,567               |
| 260 units Suburban Propane Partners  |                      | 10,756         | Cost                  | 12,194               |
| 405 sh Sunoco Products Co            | 17,160               | 12,987         | Cost                  | 16,897               |
| 400 sh Thomson Reuters Corp          |                      | 13,054         | Cost                  | 15,128               |
| 280 sh Unilever PLC Spon             | 9,225                |                | Cost                  |                      |
| 175 sh Vermillion Energy Inc         |                      | 9,800          | Cost                  | 10,271               |
| 320 sh Glaxo Smith Kline PLC         | 14,492               | 14,492         | Cost                  | 17,085               |
| 550 Corrections Corporation of Amer  |                      | 19,084         | Cost                  | 17,639               |
| 610 sh Hospitality Pptys Trust       | 13,330               | 13,330         | Cost                  | 16,488               |
| 290 sh Plum Creek Timber Co Inc      | 14,791               | 12,555         | Cost                  | 13,488               |
| 540 Ryman Hospitality Properties     |                      | 19,329         | Cost                  | 22,561               |
| 105 sh Rayonier Inc                  | 4,705                |                | Cost                  |                      |
| 41081.05 Doubleline Total Rtn Bd     | 506,757              | 455,607        | Cost                  | 442,854              |
| 24727.99 Driehaus Select Credit Fund |                      | 250,000        | Cost                  | 251,484              |
| 20155.48 Mainstay Floating Rate Fd   | 191,808              | 191,808        | Cost                  | 193,291              |
| 41628.959 Famco MLP & Energy Inc Fd  | 460,015              | 460,015        | Cost                  | 523,276              |
| 47447.814 Ridgeworth Seix High Yield | 450,015              |                | Cost                  |                      |
| 21953.676 TCW Total Return Bond Fund | 218,015              |                | Cost                  |                      |

**Federal Statements****Statement 7 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)**

| Description                          | Beginning<br>of Year | End of<br>Year | Basis of<br>Valuation | Fair Market<br>Value |
|--------------------------------------|----------------------|----------------|-----------------------|----------------------|
| 4456.825 Matthews Asian Growth & Inc | \$ 80,015            | \$ 80,015      | Cost                  | \$ 84,234            |
| 16581.82 Templeton Global Fund       |                      | 228,000        | Cost                  | 217,056              |
| 2000 MSquare Brazil Value Lo Us Fdr  | 200,000              | 200,000        | Cost                  | 236,650              |
| 14787.28 Edge Discovery Offshore Ltd | 1,407,553            | 1,337,456      | Cost                  | 1,635,908            |
| PTP Differences                      |                      | -4,366         | Cost                  |                      |
| Total                                | \$ 3,979,915         | \$ 3,731,486   |                       | \$ 4,226,022         |

**Statement 8 - Form 990-PF, Part II, Line 11 - Land, Building, and Equipment Investments**

| Description                 | Beginning<br>Net Book | End<br>Cost / Basis | End Accumulated<br>Depreciation | Net<br>FMV |
|-----------------------------|-----------------------|---------------------|---------------------------------|------------|
| Lot 2 Aransas Pass          | \$ 2,800              | \$ 2,800            | \$                              | \$ 2,800   |
| Mineral Interest New Mexico | 44,304                | 57,306              | 20,476                          | 57,306     |
| Total                       | \$ 47,104             | \$ 60,106           | \$ 20,476                       | \$ 60,106  |

## Federal Statements

### Statement 9 - Form 990-PF, Part II, Line 15 - Other Assets

| <u>Description</u>                 | <u>Beginning<br/>of Year</u> | <u>End of<br/>Year</u> | <u>Fair Market<br/>Value</u> |
|------------------------------------|------------------------------|------------------------|------------------------------|
| Publically Traded Ptsp Suspnd Loss | \$ 3,041                     | \$ 1,619               | \$ 1,619                     |
| Total                              | \$ 3,041                     | \$ 1,619               | \$ 1,619                     |

### Statement 10 - Form 990-PF, Part III, Line 3 - Other Increases

| <u>Description</u>            | <u>Amount</u> |
|-------------------------------|---------------|
| 2012 Dividends Deposited 2013 | \$ 8,512      |
| PTP Non-Taxable Activity      | 1,757         |
| Total                         | \$ 10,269     |



## Federal Statements

**Statement 11 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the**Year

| Name   |                          | Address |                                      | Purpose | Amount |
|--|--------------------------|---------|--------------------------------------|---------|--------|
| Address  | Relationship             | Status  |                                      |         |        |
| ALS Association<br>Irving TX 75038                       | 1231 Greenway Drive      | Paid    | ALS Research                         | 2,500   |        |
| American Foundation Suicide Prevent<br>New York NY 10005 | 120 Wall Street          | Paid    | Suicide Prevention                   | 2,500   |        |
| AT&T Performing Arts Center<br>Dallas TX 75201           | 2403 Flora Street        | Paid    | Cultural Arts District               | 5,000   |        |
| Austin Community Foundation<br>Austin TX 78751           | 4315 Guadalupe           | Paid    | Connect Donors with Causes           | 5,000   |        |
| Austin Jazz Workshop<br>Austin TX 78704                  | PO Box 41052             | Paid    | Jazz Musicians in Public Schools     | 3,000   |        |
| Austin Parks Foundation<br>Austin TX 78703               | PO Box 300369            | Paid    | Parks & Wildlife                     | 4,000   |        |
| Austin Table Tennis Association<br>Austin TX 78758       | 8956 Research Blvd       | Paid    | Education & Advancement Table Tennis | 6,000   |        |
| Austin Youth River Watch<br>Austin TX 78704              | PO Box 40351             | Paid    | Student Environmental Stewardship    | 5,000   |        |
| Casa Marianella<br>Austin TX 78702                       | 821 Gunter Street        | Paid    | Serves immigrants from Latin America | 4,000   |        |
| Center for Biological Diversity<br>Tucson AZ 85702       | PO Box 710               | Paid    | Secure Future of All Species         | 5,000   |        |
| Center for Maximum Potential Bldg<br>Austin TX 78724     | 8604 FM 969              | Paid    | Life cycle planning & design         | 3,000   |        |
| Communities Foundation of Texas<br>Dallas TX 75225       | 5500 Caruth Haven Lane   | Paid    | Community support of diverse donors  | 138,500 |        |
| Crow Collection<br>Dallas TX 75201                       | 2010 Flora Street        | Paid    | Museum                               | 2,500   |        |
| Crystal Charity Ball<br>Dallas TX 75205-2791             | 30 Highland Park Village | Paid    | Aid & Support Children's Charities   | 800     |        |
| Dallas Arboretum<br>Dallas TX 75218                      | 8525 Garland Road        | Paid    | Outdoor gardens & learning center    | 2,000   |        |
| Dallas Woman's Club Foundation<br>Dallas TX 75225        | 7000 Park Lane           | Paid    | College Scholarships                 | 100     |        |
| Duck Team 6<br>Richardson TX 75081                       | 908 Audelia Road         | Paid    | Reduce street dog population         | 2,500   |        |

## Federal Statements

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**Statement 11 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the  
Year (continued)**

| Name  |  | Address                  |      | Relationship | Status | Purpose                            | Amount  |
|---|--|--------------------------|------|--------------|--------|------------------------------------|---------|
| Forklift Danceworks<br>Austin TX 78767                  |  | PO Box 1304              | Paid |              |        | Community dance outreach           | 6,000   |
| Friends of Balcones Canyonlands<br>Lago Vista TX 78645  |  | PO Box 4678              | Paid |              |        | National wildlife refuge           | 2,500   |
| Highland Park High School Band<br>Dallas TX 75205       |  | 4220 Emerson             | Paid |              |        | Music                              | 250     |
| International Crane Foundation<br>Baraboo WI 53913      |  | E-11376 Shady Lane Rd    | Paid |              |        | Protect whooping cranes            | 5,000   |
| Meals on Wheels<br>Dallas TX 75247                      |  | 1440 W Mockingbird Ln    | Paid |              |        | Nutritious Home Delivered Meals    | 3,000   |
| Multicultural Refugee Center Austin<br>Austin TX 78704  |  | PO Box 41566             | Paid |              |        | Support refugees                   | 4,000   |
| National Disaster Recovery Fund<br>Tallahessee FL 32301 |  | 516 North Adams Street   | Paid |              |        | Long Term Rebuilding Post Disaster | 20,000  |
| Native Prairies Association of TX<br>Austin TX 78705    |  | 2002-A Guadalupe St      | Paid |              |        | Conserve & Restore Native Prairies | 4,000   |
| Nature Conservancy<br>Arlington VA 22203                |  | 4245 North Fairfax Drive | Paid |              |        | Conserve Land & Water              | 5,000   |
| North Highlands Bible Church<br>Dallas TX 75238         |  | 9626 Chruch Road         | Paid |              |        | Promote Strong Faith, Hope & Love  | 10,000  |
| Population Connection<br>Washington DC 20077            |  | PO Box 97129             | Paid |              |        | Voice for Population Stabilization | 4,000   |
| Refund Friends of Dallas Public Lib<br>Dallas TX 75202  |  | Main Street              | Paid |              |        | Library                            | -16,000 |
| REVEL<br>Round Rock TX 78681                            |  | 4117 Whitecrest Cove     | Paid |              |        | Classical Music                    | 3,000   |
| Santa Fe Opera<br>Santa Fe NM 87506-2823                |  | 301 Opera Drive          | Paid |              |        | Promote Opera into the Future      | 3,500   |
| Sierra Club<br>San Francisco CA 94105                   |  | 85 Second Street         | Paid |              |        | Explore, Enjoy, Protect the Planet | 4,000   |
| SMU<br>Dallas TX 75275                                  |  | PO Box 750100            | Paid |              |        | Research Repository                | 1,000   |
| Sustainable Food Center<br>Austin TX 78723              |  | 1106 Clayton Lane        | Paid |              |        | Promote healthy good choices       | 3,000   |

# Federal Statements

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## Statement 11 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

| Name   |  | Address                  |      | Status | Relationship | Purpose                              | Amount |
|--|--|--------------------------|------|--------|--------------|--------------------------------------|--------|
| Address  |  |                          |      |        |              |                                      |        |
| TCU Ranch Management<br>Fort Worth TX 76129                  |  | 2800 Stadium Drive       | Paid |        |              | Agricultural Resource Mgmt Education | 20,000 |
| Texas Land Conservancy<br>Austin TX 78716                    |  | PO Box 162481            | Paid |        |              | Protect Natural Areas in Texas       | 5,000  |
| Texas Low Income Housing<br>Austin TX 78703                  |  | 508 Powell Street        | Paid |        |              | Helping low income community orgs    | 3,000  |
| Texas Scottish Rite Hospital<br>Dallas TX 75219              |  | 2222 Welborn St          | Paid |        |              | Children's Hospital                  | 250    |
| The Contemporary Austin Art School<br>Austin TX 78703        |  | 3809 West 35th Street    | Paid |        |              | Art School                           | 2,500  |
| The Foundation at Shield Ranch<br>Austin TX 78701            |  | 707 West 10th Street     | Paid |        |              | Youth Development Programs           | 3,000  |
| The Harpswell Foundation<br>Concord MA 01742                 |  | PO Box 163               | Paid |        |              | Empower women leaders                | 1,500  |
| The V Foundation<br>Cary NC 27513                            |  | 106 Towerview Court      | Paid |        |              | Cancer Reserach                      | 25,000 |
| Travis Audobon Society<br>Austin TX 78705                    |  | 3710 Cedar St #5         | Paid |        |              | Inspire Conservation through Birding | 6,000  |
| Union of Concerned Scientists<br>Cambridge MA 02138          |  | 2 Brattle Square         | Paid |        |              | Science Based Healthy Environment    | 3,500  |
| Urban Roots<br>Austin TX 78702                               |  | 2921 E 17th Street       | Paid |        |              | Urban sustainable farms              | 3,500  |
| Vail Valley Foundation<br>Avon CO 81620                      |  | 90 Benchmark Road        | Paid |        |              | Promote Performing Arts in Vail Area | 5,000  |
| Visiting Nurses Association<br>Dallas TX 75235               |  | 1600 Viceroy Drive       | Paid |        |              | Healthcare & Nutrition Services      | 2,000  |
| Westcave Outdoor Discovery Center<br>Round Mountain TX 78663 |  | 24814 Hamilton Pool Road | Paid |        |              | Protect wildlife for children        | 3,000  |
| Westminster Presbyterian Church<br>Dallas TX 75209           |  | 8200 Devonshire Drive    | Paid |        |              | Religion                             | 5,000  |
| Weston Volunteer Fire Department<br>Weston TX 79097          |  | 203 Main Street          | Paid |        |              | Supplies Supporting Fire Dept        | 3,000  |
| Women & Their Work<br>Austin TX 78701                        |  | 1710 Lavaca Street       | Paid |        |              | Promote Women in Art                 | 5,000  |

611PF PHILIP THEODORE BEE

27-2006474

FYE: 12/31/2013

## Federal Statements

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### Statement 11 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

| Name                           |  | Address        |  | Relationship | Status | Purpose                 | Amount  |
|--------------------------------|--|----------------|--|--------------|--------|-------------------------|---------|
| Pass Through Alliance Res Ptrs |  | Tulsa OK 74121 |  | PO Box 22027 | Paid   | Pass Through Charitable | 6       |
| Total                          |  |                |  |              |        |                         | 349,906 |