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

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2013

For calendar year 2013, or tax year beginning , 2013, and ending ,

THE LAWRENCE & NANCY PADFIELD FOUNDATION  
11106 FALCONWING DRIVE  
THE WOODLANDS, TX 77381-4491

A Employer identification number  
27-2798913

B Telephone number (see the instructions)  
(281) 370-0297

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

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

I Fair market value of all assets at end of year  
(from Part II, column (c), line 16)  
\$ 3,512,719.

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

C If exemption application is pending, check here ☐

D 1 Foreign organizations, check here ☐

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

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

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

## Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)

(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
------------------------------------	---------------------------	-------------------------	---

REVENUE	1 Contributions, gifts, grants, etc., received (att sch)				
	2 Ck <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	19,145.	19,145.		
	4 Dividends and interest from securities	36,499.	36,499.		
	5a Gross rents				
	b Net rental income or (loss)	2,672.			
	6a Net gain/(loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a	1,464,735.			
	7 Capital gain net income (from Part IV, line 2)		2,672.		
	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/(loss) (att sch)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	58,316.	58,316.	0.		
ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc	0.			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach sch) SEE ST 1	8,591.	6,091.		2,500.
	c Other prof fees (attach sch)				
	17 Interest				
	18 Taxes (attach schedule) (see instrs) SEE STM 2	1,134.	1,134.		
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) SEE STATEMENT 3	18,098.	18,098.		
	24 Total operating and administrative expenses. Add lines 13 through 23	27,823.	25,323.		2,500.
	25 Contributions, gifts, grants paid PART XV	140,686.			140,686.
26 Total expenses and disbursements. Add lines 24 and 25	168,509.	25,323.	0.	143,186.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-110,193.				
b Net investment income (if negative, enter -0-)		32,993.			
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		2,792,283.	94,593.	94,593.
	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 sch)				
		Less allowance for doubtful accounts				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments — U.S. and state government obligations (attach schedule)				
	b	Investments — corporate stock (attach schedule) STATEMENT 4		1,941,926.	2,141,474.	
	c	Investments — corporate bonds (attach schedule) STATEMENT 5		1,278,667.	1,276,652.	
	11	Investments — land, buildings, and equipment basis				
	Less accumulated depreciation (attach schedule)					
12	Investments — mortgage loans					
13	Investments — other (attach schedule)		620,593.			
14	Land, buildings, and equipment basis					
	Less accumulated depreciation (attach schedule)					
15	Other assets (describe )		12,503.			
16	<b>Total assets</b> (to be completed by all filers — see the instructions. Also, see page 1, item I)		3,425,379.	3,315,186.	3,512,719.	
LIABILITIES	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, & other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe )				
	23	<b>Total liabilities</b> (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.			X		
	27	Capital stock, trust principal, or current funds		3,425,379.	3,315,186.	
	28	Paid-in or capital surplus, or land, building, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	<b>Total net assets or fund balances</b> (see instructions)		3,425,379.	3,315,186.	
	31	<b>Total liabilities and net assets/fund balances</b> (see instructions)		3,425,379.	3,315,186.	

## 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	3,425,379.
2	Enter amount from Part I, line 27a	2	-110,193.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	3,315,186.
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	3,315,186.

**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 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
<b>1 a PUBLICLY TRADED SECURITIES</b>		P		
<b>b CAPITAL GAIN DIVIDENDS</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				

(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 1,463,784.		1,462,063.	1,721.
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			1,721.
b			951.
c			
d			
e			

2 Capital gain net income or (net capital loss)	<div style="border: 1px solid black; padding: 2px;">           If gain, also enter in Part I, line 7            If (loss), enter -0- in Part I, line 7         </div>		2	2,672.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	<div style="border: 1px solid black; padding: 2px;">           If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0-            in Part I, line 8         </div>		3	0.

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

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

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

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

☐ Yes☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2012	47,045.	1,027,059.	0.045806
2011	46,540.	966,565.	0.048150
2010		985,000.	
2009			
2008			

2 Total of line 1, column (d)	2	0.093956
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	0.046978
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	3,396,611.
5 Multiply line 4 by line 3	5	159,566.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	330.
7 Add lines 5 and 6	7	159,896.
8 Enter qualifying distributions from Part XII, line 4	8	143,186.

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)**

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line i Date of ruling or determination letter _____ (attach copy of letter if necessary – see instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here. <input type="checkbox"/> and enter 1% of Part I, line 27b		1	660.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (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	660.
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	660.
6 Credits/Payments			
a 2013 estimated tax pmts and 2012 overpayment credited to 2013	6 a	592.	
b Exempt foreign organizations – tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c	490.	
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments. Add lines 6a through 6d	7	1,082.	
8 Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 <b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0.	
10 <b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	422.	
11 Enter the amount of line 10 to be <b>Credited to 2014 estimated tax</b> <input type="checkbox"/> <b>Refunded</b> <input type="checkbox"/>	11	0.	

**Part VII-A Statements Regarding Activities**

	Yes	No
1 a 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 the instructions for definition)? <i>If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		X
c Did the foundation file <b>Form 1120-POL</b> for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities</i>		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? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a 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 <b>Form 990-T</b> for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> TX		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G</i> ? <i>If 'No,' attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

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

11	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? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>LAWRENCE J. PADFIELD</u> Telephone no <u>(281) 370-0297</u> Located at <u>11106 FALCONWING DRIVE THE WOODLANDS TX</u> ZIP + 4 <u>77381-4491</u>			
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 <u>N/A</u>	15		N/A
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		X

See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If 'Yes,' enter the name of the foreign country

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

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

	Yes	No
1 a 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)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1 b	N/A
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?	1 c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? If 'Yes,' list the years <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b Are there any years listed in 2a for which the foundation is <b>not</b> 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.)	2 b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>		
3 a 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.)	3 b	N/A
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	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?	4 b	X

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**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)?

5 b N/A

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?

6 b 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

7 b

**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
LAWRENCE JAMES PADFIELD 11106 FALCONWING DRIVE THE WOODLANDS, TX 77381-4491	PRESIDENT 3.00	0.	0.	0.
NANCY JEAN PADFIELD 11106 FALCONWING DRIVE THE WOODLANDS, TX 77381-4491	VICE PRES 1.00	0.	0.	0.
RAE ANN PADFIELD 1532 BLUE BELL LANE ST. LOUIS, MO 63119	TREASURER 0.50	0.	0.	0.

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

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

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

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	1 a	2,313,871.
b	Average of monthly cash balances	1 b	1,134,465.
c	Fair market value of all other assets (see instructions)	1 c	
d	<b>Total</b> (add lines 1a, b, and c)	1 d	3,448,336.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	3,448,336.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	51,725.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,396,611.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	169,831.

**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	169,831.
2a	Tax on investment income for 2013 from Part VI, line 5	2 a	660.
b	Income tax for 2013 (This does not include the tax from Part VI)	2 b	
c	Add lines 2a and 2b	2 c	660.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	169,171.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	169,171.
6	Deduction from distributable amount (see instructions)	6	
7	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	169,171.

**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	1 a	143,186.
b	Program-related investments — total from Part IX-B	1 b	
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)	3 a	
b	Cash distribution test (attach the required schedule)	3 b	
4	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	143,186.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	143,186.

**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				169,171.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			49,341.	
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				
a Applied to 2012, but not more than line 2a			49,341.	
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				93,845.
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				75,326.
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				

N/A

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

- 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

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

## 1 Information Regarding Foundation Managers:

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

SEE STATEMENT 6

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

NONE

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

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

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

SEE STATEMENT 7

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

SEE STATEMENT FOR LINE 2A

- c Any submission deadlines

SEE STATEMENT FOR LINE 2A

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

SEE STATEMENT FOR LINE 2A

**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
<i>a</i> Paid during the year SEE STATEMENT 8				
<b>Total</b>				<b>3 a</b> 140,686.
<i>b</i> Approved for future payment				
<b>Total</b>				<b>3 b</b>





2013

## FEDERAL STATEMENTS

PAGE 1

CLIENT 10025

THE LAWRENCE &amp; NANCY PADFIELD FOUNDATION

27-2798913

11/03/14

11 05AM

**STATEMENT 1**  
**FORM 990-PF, PART I, LINE 16B**  
**ACCOUNTING FEES**

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	\$ 8,591.	\$ 6,091.		\$ 2,500.
TOTAL	\$ 8,591.	\$ 6,091.	\$ 0.	\$ 2,500.

**STATEMENT 2**  
**FORM 990-PF, PART I, LINE 18**  
**TAXES**

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES PAID	\$ 1,134.	\$ 1,134.		
TOTAL	\$ 1,134.	\$ 1,134.	\$ 0.	\$ 0.

**STATEMENT 3**  
**FORM 990-PF, PART I, LINE 23**  
**OTHER EXPENSES**

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	\$ 18,098.	\$ 18,098.		
TOTAL	\$ 18,098.	\$ 18,098.	\$ 0.	\$ 0.

**STATEMENT 4**  
**FORM 990-PF, PART II, LINE 10B**  
**INVESTMENTS - CORPORATE STOCKS**

CORPORATE STOCKS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK - SEE DETAIL	COST	\$ 1,941,926.	\$ 2,141,474.
	TOTAL	\$ 1,941,926.	\$ 2,141,474.

CLIENT 10025

THE LAWRENCE &amp; NANCY PADFIELD FOUNDATION

27-2798913

11/03/14

11 05AM

**STATEMENT 5**  
**FORM 990-PF, PART II, LINE 10C**  
**INVESTMENTS - CORPORATE BONDS**

<u>CORPORATE BONDS</u>	<u>VALUATION METHOD</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
CORPORATE BONDS - SEE DETAIL	COST	\$ 1,278,667.	\$ 1,276,652.
	TOTAL	<u>\$ 1,278,667.</u>	<u>\$ 1,276,652.</u>

**STATEMENT 6**  
**FORM 990-PF, PART XV, LINE 1A**  
**FOUNDATION MANAGERS - 2% OR MORE CONTRIBUTORS**

LAWRENCE JAMES PADFIELD  
 NANCY JEAN PADFIELD

**STATEMENT 7**  
**FORM 990-PF, PART XV, LINE 2A-D**  
**APPLICATION SUBMISSION INFORMATION**

NAME OF GRANT PROGRAM: LAWRENCE AND NANCY PADFIELD FOUNDATION  
 NAME:  
 CARE OF: LAWRENCE & NANCY PADFIELD  
 STREET ADDRESS: 11106 FALCONWING DRIVE  
 CITY, STATE, ZIP CODE: THE WOODLANDS, TX 77381  
 TELEPHONE: (281) 370-0297  
 E-MAIL ADDRESS:  
 FORM AND CONTENT: SOLICITATIONS OF CHARITABLE NEEDS INCLUDING INTRODUCTORY LETTER OF QUALIFIED ORGANIZATION.  
 SUBMISSION DEADLINES: NONE  
 RESTRICTIONS ON AWARDS: SUPPORT OF CHARITABLE, RELIGIOUS, EDUCATIONAL AND SCIENTIFIC ENDEAVORS OF QUALIFIED ORGANIZATIONS UNDER PROVISIONS OF SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE.

**STATEMENT 8**  
**FORM 990-PF, PART XV, LINE 3A**  
**RECIPIENT PAID DURING THE YEAR**

<u>NAME AND ADDRESS</u>	<u>DONEE RELATIONSHIP</u>	<u>FOUND- ATION STATUS</u>	<u>PURPOSE OF GRANT</u>	<u>AMOUNT</u>
GOLFERS AGAINST CANCER 1700 LAKE KINGWOOD TR. KINGWOOD, TX 77339	NONE	501C-3	CHARITABLE	\$ 15,000.
ROMO FOUNDATION 9832 WHITCOMB LANE SAINT LOUIS, MO 63123	NONE	501C-3	CHARITABLE	20,000.



CLIENT 10025

THE LAWRENCE &amp; NANCY PADFIELD FOUNDATION

27-2798913

11/03/14

11 05AM

STATEMENT 8 (CONTINUED)  
FORM 990-PF, PART XV, LINE 3A  
RECIPIENT PAID DURING THE YEAR

<u>NAME AND ADDRESS</u>	<u>DONEE RELATIONSHIP</u>	<u>FOUND- ATION STATUS</u>	<u>PURPOSE OF GRANT</u>	<u>AMOUNT</u>
NORTHWEST ASSISTANCE MINISTRIES 15555 KUYKENDAHL HOUSTON, TX 77090	NONE	501C-3	CHARITABLE	\$ 6,880.
HOUSTON VA RESEARCH & EDUCATION FD 2002 HOLCOMBE BLVD, BLDG 122 RM 317 HOUSTON, TX 77030	NONE	501C-3	CHARITABLE	50,000.
MEMORIAL HERMANN FOUNDATION 929 GESSNER SUITE 2650 HOUSTON, TX 77024	NONE	501C-3	CHARITABLE	5,000.
MONTGOMERY COUNTY FAIR ASSOCIATION 9201 AIRPORT ROAD CONROE, TX 77303	NONE	501C-3	CHARITABLE	7,350.
SPIRIT GOLF ASSOCIATION 2441 HIGH TIMBERS, STE 430 THE WOODLANDS, TX 77380	NONE	501C-3	CHARITABLE	6,456.
PENFED FOUNDATION 2930 EISENHOWER AVENUE ALEXANDRIA, VA 22314	NONE	501C-3	CHARITABLE	30,000.

TOTAL \$ 140,686.

LAWRENCE & NANCY PADFIELD FOUNDATION  
2013 Form 990-PF  
PAGE 2, PART II, BALANCE SHEETS

EIN 27-2798913

	BEGINNING OF YEAR	END OF YEAR	
	Book Value	Book Value	Fair Market Value
<b>STATEMENT 4 -</b>			
<b>Corporate Stock</b>			
Abbvie Inc	-	19,231	26,405
Altria Group Inc	-	34,037	38,390
Apple Inc	-	32,945	42,077
Astrazeneca PLC Sponsored ADR	-	24,704	29,685
Bank of Nova Scotia	-	29,589	31,205
BHP Billiton PLC Sponsored ADR	-	17,730	18,636
Caterpillar Energy Inc	-	42,858	45,405
Cenovus Energy Inc	-	31,843	28,650
CME Group Inc	-	31,252	39,230
Coca Cola Company	-	39,968	41,310
Freeport McMoran Copper & Gold Inc	-	16,385	18,870
General Electric Co	-	23,105	28,030
GlaxoSmithKline PLC Sponsored ADR	-	22,964	26,695
Hollyfrontier Corporation	-	35,375	34,783
Intel Corp	-	21,177	25,955
Loews Corporation	-	44,247	48,240
McDonalds Corp	-	30,468	29,109
Meadwestvaco Corp	-	43,316	44,316
Merck & Co Inc	-	22,102	25,025
Nestle SA-Sponsored ADR	-	35,791	36,712
Occidental Pete Corp	-	48,277	57,060
Pfizer Inc	-	29,171	30,630
Philip Morris International Inc	-	46,365	43,565
Phillips 66 Com	-	42,419	53,991
Questar Corp	-	48,059	45,980
Rayonier Inc REIT	-	27,800	21,050
Royal Dutch Shell PLC Sponsored ADR	-	34,758	35,635
Ryman Hospitality PPTYS Inc Com	-	42,828	41,780
Southern Co	-	22,726	20,555
Spectra Energy Corp	-	31,029	35,620
Sprott Physical Gold TR Unit	-	26,800	19,960
Superior Uniform Group Inc	-	23,721	30,960
Toll Brothers Inc	-	16,973	18,500
Total SA 1 ADR Representing 1 Ord Shs	-	24,387	30,635
Univest Corporation of PA	-	17,360	20,680
Urstadt Biddle Properties Inc	-	21,506	18,450
Vornado Realty Trust	-	42,440	44,395
Wells Fargo & Co	-	48,798	59,020
Westpac Banking Corporation Sponsored ADR	-	42,405	43,575
Wisconsin Energy Corp	-	21,844	20,670
Bunge Limited 4 875% Pref Shs	-	31,865	32,265
Forestar Group Inc	-	50,000	56,000
Wells Fargo & Co New 7 5% Pfd Ser	-	49,289	44,400
Weyerhaeuser Company Pref Conv	-	25,000	28,020
Praxair Inc	-	11,209	13,003
Anheuser-Busch Inbev SA Sponsor ADR	-	9,768	10,646

LAWRENCE & NANCY PADFIELD FOUNDATION  
2013 Form 990-PF  
PAGE 2, PART II, BALANCE SHEETS

EIN 27-2798913

	BEGINNING OF YEAR	END OF YEAR	
	Book Value	Book Value	Fair Market Value
Church & Dwight Co Inc	-	15,727	16,570
Estee Lauder Companies Inc	-	17,429	20,713
Nestle SA-Sponsored ADR	-	19,772	20,192
Whitewave Foods Company	-	14,130	18,926
Dunkin Brands Group Inc	-	8,149	9,640
L Brands Inc	-	9,758	13,916
Lennar Corp	-	16,856	16,813
Luxottica Group SPA Sponsor ADR	-	8,834	9,436
Toll Brothers Inc	-	15,006	16,650
Antero Resources Corp	-	5,197	6,344
Cabot Oil & Gas Corp	-	11,624	13,566
EOG Res Inc	-	16,175	20,980
FMC Technologies Inc	-	10,543	10,442
Occidental Pete Corp	-	17,731	21,398
Range Resources Corp	-	18,124	18,970
Schlumberger Ltd	-	12,211	14,868
American Express Company	-	10,313	14,063
JPMorgan Chase & Co	-	18,201	21,930
M & T Bank Corp	-	10,507	11,642
Moodys Corp	-	16,785	25,503
C R Bard Inc	-	18,012	23,439
Express Scripts Holding Company	-	11,101	14,048
Johnson & Johnson	-	12,834	14,654
Novartis AG American Depository Shares	-	12,295	14,067
Pfizer Inc	-	16,333	17,612
Sirona Dental Systems Inc	-	16,219	15,795
Danaher Corp	-	12,952	16,212
Dover Corp	-	10,176	14,481
Generac Holdings Inc	-	6,897	11,328
Precision Castparts Corp	-	11,689	16,158
Roper Industries Inc New	-	12,523	13,868
Tyco International Ltd	-	12,429	16,416
Apple Inc	-	17,737	21,880
EMC Corp-Mass	-	15,043	15,719
Fiserv Inc	-	15,879	21,848
International Business Machines Corp	-	10,907	10,316
Intuit Inc	-	10,218	13,356
Sandisk Corp	-	10,128	12,344
	-	1,942,328	2,141,876
Return of Capital		(402)	(402)
Total Corporate Stock	-	1,941,926	2,141,474

STATEMENT 5 -  
Corporate Bonds

Peabody Energy Corp Convert Jr Sub Debts	-	28,200	27,672
Altera Corp Sr Unsecured	-	24,867	24,788
American Greetings Corp Sr Notes	-	24,500	25,062
AT&T Inc Global Nt Fltg Rate	-	25,000	25,190

LAWRENCE & NANCY PADFIELD FOUNDATION  
2013 Form 990-PF  
PAGE 2, PART II, BALANCE SHEETS

EIN 27-2798913

	BEGINNING OF YEAR	END OF YEAR	
	Book Value	Book Value	Fair Market Value
Best Buy Co Inc Snr Unsecured Nts	-	24,999	26,188
Brinker Intl Inc Sr Unsecured	-	24,983	24,607
Cablevision System Corp Sr Unsecured	-	24,969	23,937
Citigroup Inc Sub Notes	-	20,125	19,389
Donnelley R R & Sons Co Registered Nts	-	25,000	26,875
General Elec Cap Corp Med Term Nts	-	23,000	22,581
General Elec Cap Corp VR	-	24,938	24,847
Goldman Sachs Group Inc	-	25,000	25,059
Hospira Inc NT	-	24,916	25,824
International Game Technology	-	24,966	25,740
International Lease Finance Corp Sr Unsec	-	25,000	25,125
Iron Mountain Inc Corp Sr Unsecured	-	23,094	23,188
Iron Mtn Inc Del Sr Unsecured	-	25,000	25,625
KB Home Registered Sr Notes	-	25,000	26,063
Laboratory Corp of America Holdings	-	24,979	24,656
Merrill Lynch & Co Inc Sub Nt	-	21,437	21,508
MGM Resorts Intl Senior Notes	-	25,000	24,813
Nustar Logistics LP	-	25,000	25,798
Petrobras Global Finance Sr Unsecured	-	24,838	23,396
Petrobras Global Finance Dated 5/20/13	-	25,000	24,500
Regal Entertainment Group Reg Sr Notes	-	25,000	24,562
Rio Tinto Fin Usa PLC	-	24,771	24,877
Ryland Group Inc	-	24,281	23,750
Sasol Fing Intl Plc	-	23,844	23,250
United Contl Hldings Inc Sr Unsecured	-	25,000	26,125
US Steel Corp	-	25,000	26,312
Airgas Inc Nt	-	10,516	10,379
American Express Cr Corp	-	15,728	15,523
AT&T Inc	-	15,566	15,401
Bank of America Corp Notes	-	15,924	15,693
Bunge LTD Finance Co	-	16,048	15,839
Entergy Corp Sr Unsecured	-	16,289	16,128
Exelon Corp	-	15,955	15,815
General Elec Cap Corp Mtn Be Sr Nt	-	15,527	15,394
Goldman Sachs Group Inc Sr Unsecured	-	15,671	15,455
Lincoln Natl Corp Ind	-	10,686	10,484
Medco Health Solutions Inc	-	15,633	15,484
Metlife Inc	-	16,341	15,921
Morgan Stanley	-	15,943	15,867
Nasdaq Stk Mkt Inc Sr Notes	-	16,224	16,272
Petrobras Intl Fin Co	-	15,698	15,442
Potash Corp Sask Inc	-	16,054	15,728
Raymond James Finl Inc Sr Nt	-	16,039	15,867
Rio Tinto Finance USA LTD	-	15,700	15,469
Wells Fargo Bank NA Sub Bank Notes	-	16,073	15,674
Western Un Co	-	15,285	15,349
Williams Partners LP Sr Nt	-	15,812	15,497
Willis Group Hldgs Pub Ltd Co Sr Nt	-	15,948	15,703

LAWRENCE & NANCY PADFIELD FOUNDATION  
2013 Form 990-PF  
PAGE 2, PART II, BALANCE SHEETS

EIN 27-2798913

	BEGINNING OF YEAR	END OF YEAR	
	Book Value	Book Value	Fair Market Value
Alcoa Inc Nt	-	16,247	15,982
Amerigas Partners LP SR NT	-	10,719	10,675
Anixter Inc	-	10,460	10,475
Arcelormittal SA Luxembourg Nt	-	10,894	10,980
Ball Corp Sr Nt	-	10,860	10,525
CNH Cap LLC Sr Nt	-	10,325	10,325
Denbury Res Inc Del	-	11,030	11,012
R R Donnelley & Sons Sr Unsecured	-	10,946	10,900
Equinix Inc Senior Notes	-	10,525	9,950
Hanesbrands Inc Sr Nt	-	10,900	10,924
Kinder Morgan Finance Corp	-	10,763	10,741
Limited Brand Inc Senior Nts	-	10,900	10,975
Range Res Corp Sr Nts	-	10,883	10,663
Regency Energy Partners LP SR NT	-	10,925	10,725
SLM Corp Medium Term Note	-	10,050	9,798
United Rentals North Amer Inc	-	10,873	10,688
US Steel Corp	-	10,000	10,525
Citigroup Inc NT	-	15,000	15,098
Total Corporate Bonds	-	1,278,667	1,276,652

INVESTMENTS-

Beg of Year Book Value

Equity Funds:

Profunds Precious Metals	21,751	-	-
Profunds Rising Rates	30,933	-	-
Profunds Short Small Cap	21,801	-	-
Profunds Ultrashort (China)	22,397	-	-
Profunds Ultrashort (Japan)	26,813	-	-
Profunds Ultrashort Intl	21,630	-	-
	145,325	-	-

Other Funds

Profunds Rising Rates	31,390	-	-
	31,390	-	-

Other Assets

Ishares TR DJ US Finl	111,399	-	-
Sector SPDR Consumer FD	110,613	-	-
Sector SPDR Health Fund	110,459	-	-
Sector SPDR Tr Con Stpls	111,407	-	-
	443,878	-	-

Total Investments

620,593	3,220,593	3,418,126
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- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒

**Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1)

**Part II : Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print  File by the extended due date for filing your return. See instructions	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	THE LAWRENCE & NANCY PADFIELD FOUNDATION	27-2798913
	Number, street, and room or suite number. If a P.O. box, see instructions	Social security number (SSN)
	ROSENTHAL & CO., P.C. 3900 ESSEX LANE, SUITE 1120	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	HOUSTON, TX 77027	

Enter the Return code for the return that this application is for (file a separate application for each return)

04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (section 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

**STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.**

- The books are in care of ▶ LAWRENCE J. PADFIELD  
Telephone No ▶ (281) 370-0297 Fax No ▶ \_\_\_\_\_
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) \_\_\_\_\_ If this is for the whole group, check this box ☐ If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

- I request an additional 3-month extension of time until 11/15, 20 14
- For calendar year 2013, or other tax year beginning \_\_\_\_\_, 20 \_\_\_\_\_, and ending \_\_\_\_\_, 20 \_\_\_\_\_
- If the tax year entered in line 5 is for less than 12 months, check reason ☐ Initial return ☐ Final return  
☐ Change in accounting period
- State in detail why you need the extension TAXPAYER RESPECTFULLY REQUESTS ADDITIONAL TIME TO GATHER INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE TAX RETURN.

8a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a \$	668.
8b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b \$	1,082.
8c <b>Balance due.</b> Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c \$	0.

**Signature and Verification must be completed for Part II only.**

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ▶ Leah A. Meyer Title ▶ CFA Date ▶ 8/12/2014  
BAA FIFZ0502L 12/31/13 Form 8868 (Rev 1-2014)