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Return of Private Foundation

2013

Department of the Treasury
Internal Revenue Service

or Section 4947(a)(1) Trust Treated as Private Foundation
Do not enter Social Security numbers on this form as it may be made public.
Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

Open to Public Inspection

For calendar year 2013 or tax year beginning , and ending

Name of foundation
THE FRILL FOUNDATION

Number and street (or P O box number if mail is not delivered to street address) Room/suite
5120 WOODWAY DRIVE 6000

City or town, state or province, country, and ZIP or foreign postal code
HOUSTON, TX 77056

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, col. (c), line 16) **\$ 5,580,108.** (Part I, column (d) must be on cash basis.)

J Accounting method: Cash Accrual
 Other (specify)

A Employer identification number
31-1505628

B Telephone number
713-333-2200

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))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received	0.		N/A	
2	Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	15,014.	15,014.		STATEMENT 1
4	Dividends and interest from securities	102,093.	102,093.		STATEMENT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	237,853.			
b	Gross sales price for all assets on line 6a 538,705.				
7	Capital gain net income (from Part IV, line 2)		237,853.		
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)				
11	Other income	59,891.	2,792.		STATEMENT 3
12	Total. Add lines 1 through 11	414,851.	357,752.		
13	Compensation of officers, directors, trustees, etc	0.	0.		0.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees				
b	Accounting fees STMT 4	2,000.	1,000.		1,000.
c	Other professional fees STMT 5	39,781.	23,869.		15,912.
17	Interest				
18	Taxes STMT 6	5,762.	587.		0.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses STMT 7	14,131.	7,088.		7,043.
24	Total operating and administrative expenses. Add lines 13 through 23	61,674.	32,544.		23,955.
25	Contributions, gifts, grants paid	265,000.			265,000.
26	Total expenses and disbursements. Add lines 24 and 25	326,674.	32,544.		288,955.
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	88,177.			
b	Net investment income (if negative, enter -0-)		325,208.		
c	Adjusted net income (if negative, enter -0-)			N/A	

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OGDEN, UT

SCANNED MAY 28 2014 Revenue Operating and Administrative Expenses

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	56,391.	25,217.	25,217.
	2 Savings and temporary cash investments	57,694.	93,430.	93,430.
	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			
	7 Other notes and loans receivable			
	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 STMT 8	176,550.	161,766.	171,594.
	b Investments - corporate stock STMT 9	2,039,011.	2,218,277.	4,020,650.
	c Investments - corporate bonds STMT 10	54,968.	47,115.	53,828.
	11 Investments - land, buildings, and equipment: basis			
Less: accumulated depreciation				
12 Investments - mortgage loans				
13 Investments - other STMT 11	1,080,700.	1,007,686.	1,215,389.	
14 Land, buildings, and equipment: basis				
Less: accumulated depreciation				
15 Other assets (describe)				
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)	3,465,314.	3,553,491.	5,580,108.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe)			
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input checked="" type="checkbox"/>			
	24 Unrestricted	3,465,314.	3,553,491.	
	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			
	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	3,465,314.	3,553,491.		
31 Total liabilities and net assets/fund balances	3,465,314.	3,553,491.		

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	3,465,314.
2 Enter amount from Part I, line 27a	2	88,177.
3 Other increases not included in line 2 (itemize)	3	0.
4 Add lines 1, 2, and 3	4	3,553,491.
5 Decreases not included in line 2 (itemize)	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,553,491.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE STATEMENT D-1	P	VARIOUS	VARIOUS
b SEE STATEMENT D-1	P	VARIOUS	VARIOUS
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 19.		14.	5.
b 538,686.		300,838.	237,848.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) FMV. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			5.
b			237,848.
c			
d			
e			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	237,853.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	250,386.	4,610,990.	.054302
2011	254,193.	4,485,623.	.056668
2010	238,930.	4,349,141.	.054937
2009	203,883.	3,961,182.	.051470
2008	279,217.	5,138,760.	.054335

2 Total of line 1, column (d)	2	.271712
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	.054342
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	5,243,845.
5 Multiply line 4 by line 3	5	284,961.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3,252.
7 Add lines 5 and 6	7	288,213.
8 Enter qualifying distributions from Part XII, line 4 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	8	288,955.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)			
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	3,252.
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	3,252.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	3,252.
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	3,800.	
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	3,800.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	548.	
11 Enter the amount of line 10 to be Credited to 2014 estimated tax	11	0.	

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
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? 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
1c 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: (1) On the foundation. $\$$ 0. (2) On foundation managers $\$$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers $\$$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		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? N/A		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? 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 • 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? 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) <u>TX</u>		
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	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)? 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

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)			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)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	X		
14	The books are in care of ▶ GREATER HOUSTON COMMUNITY FOUNDATIO Telephone no. ▶ 713-333-2200 Located at ▶ 5120 WOODWAY DRIVE, SUITE 6000, HOUSTON, TX ZIP+4 ▶ 77056			
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	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? 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 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)? Organizations relying on a current notice regarding disaster assistance check here		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?		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)		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 ▶		
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
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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?		X

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

3 Five highest-paid independent contractors for professional services. 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 0

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

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	
3 All other program-related investments See instructions.	

Total. Add lines 1 through 3 0.

Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	5,280,377.
b	Average of monthly cash balances	1b	43,324.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	5,323,701.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	5,323,701.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	79,856.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,243,845.
6	Minimum investment return. Enter 5% of line 5	6	262,192.

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	262,192.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	3,252.
b	Income tax for 2013 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	3,252.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	258,940.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	258,940.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	258,940.

Part XII

Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	288,955.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	288,955.
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	5	3,252.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	285,703.

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				258,940.
2 Undistributed Income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2013				
a From 2008	23,717.			
b From 2009	7,054.			
c From 2010	25,237.			
d From 2011	34,636.			
e From 2012	27,386.			
f Total of lines 3a through e	118,030.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$	288,955.			
a Applied to 2012, but not more than line 2a			0.	
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	30,015.			258,940.
e Remaining amount distributed out of corpus	0.			0.
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:	148,045.			
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5				
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 instr			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	23,717.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	124,328.			
10 Analysis of line 9				
a Excess from 2009	7,054.			
b Excess from 2010	25,237.			
c Excess from 2011	34,636.			
d Excess from 2012	27,386.			
e Excess from 2013	30,015.			

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling ▶ _____
 b Check box to indicate whether the foundation is a private operating foundation described in section _____ 4942(j)(3) or 4942(j)(5)

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

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

1 **Information Regarding Foundation Managers:**
 a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2))
 NONE
 b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.
 NONE

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**
 Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.
 a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed

SEE STATEMENT 12
 b The form in which applications should be submitted and information and materials they should include
 c Any submission deadlines
 d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<i>a Paid during the year</i>				
BARTH SYNDROME FOUNDATION, P.O. BOX 618 LARCHMONT, NY 10538 P.O. BOX 618 LARCHMONT, NY 10538	UNRELATED	501C3	TO FURTHER THEIR EXCLUSIVELY CHARITABLE PURPOSES	15,000.
BAYLOR COLLEGE OF MEDICINE, OFFICE OF DEVELOPMENT AND ADVANCEMENT ONE BAYLOR ONE BAYLOR PLAZA, BCM MS 160 HOUSTON, TX 77030	UNRELATED	501C3	TO FURTHER THEIR EXCLUSIVELY CHARITABLE PURPOSES	25,000.
BO'S PLACE, 10050 BUFFALO SPEEDWAY HOUSTON, TX 77054 10050 BUFFALO SPEEDWAY HOUSTON, TX 77054	UNRELATED	501C3	TO FURTHER THEIR EXCLUSIVELY CHARITABLE PURPOSES	20,000.
CAMP FOR ALL FOUNDATION, 10500 NORTHWEST FREEWAY, SUITE 220 HOUSTON, TX 770 10500 NORTHWEST FREEWAY, SUITE 220 HOUSTON, TX 77092	UNRELATED	501C3	TO FURTHER THEIR EXCLUSIVELY CHARITABLE PURPOSES	20,000.
EPISCOPAL HIGH SCHOOL, 1200 N. QUAKER LANE ALEXANDRIA, VA 22302 1200 N. QUAKER LANE ALEXANDRIA, VA 22302	UNRELATED	501C3	TO FURTHER THEIR EXCLUSIVELY CHARITABLE PURPOSES	15,000.
Total	SEE CONTINUATION SHEET (S)			265,000.
<i>b Approved for future payment</i>				
NONE				
Total				0.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
GILL CHILDREN'S SERVICES, 555 HEMPHILL STREET, SUITE 200 FORT WORTH, TX 761555 HEMPHILL STREET, SUITE 200 FORT WORTH, TX 76104	UNRELATED	501C3	TO FURTHER THEIR EXCLUSIVELY CHARITABLE PURPOSES	10,000.
GLENWOOD CEMETERY HISTORIC PRESERVATION FOUNDATION, 2525 WASHINGTON AVENUE 2525 WASHINGTON AVENUE HOUSTON, TX 77007	UNRELATED	501C3	TO FURTHER THEIR EXCLUSIVELY CHARITABLE PURPOSES	10,000.
MOTHERS MILK BANK OF NORTH TEXAS, 600 WEST MAGNOLIA AVENUE FORT WORTH, TX 76007 WEST MAGNOLIA AVENUE FORT WORTH, TX 76104	UNRELATED	501C3	TO FURTHER THEIR EXCLUSIVELY CHARITABLE PURPOSES	5,000.
RANCH HAND RESCUE, 8827 HIGHWAY 377 SOUTH ARGYLE, TX 76226 8827 HIGHWAY 377 SOUTH ARGYLE, TX 76226	UNRELATED	501C3	TO FURTHER THEIR EXCLUSIVELY CHARITABLE PURPOSES	5,000.
RECTOR AND VISITORS OF THE UNIVERSITY OF VIRGINIA, OFFICE OF ADVANCEMENT P.O. BOX 400807 CHARLOTTESVILLE, VA 22904	UNRELATED	501C3	TO FURTHER THEIR EXCLUSIVELY CHARITABLE PURPOSES	25,000.
SHRINERS HOSPITALS FOR CHILDREN, 6977 MAIN STREET HOUSTON, TX 77030-3701 6977 MAIN STREET HOUSTON, TX 77030	UNRELATED	501C3	TO FURTHER THEIR EXCLUSIVELY CHARITABLE PURPOSES	5,000.
ST. JOHN'S SCHOOL, 2401 CLAREMONT LANE HOUSTON, TX 77019 2401 CLAREMONT LANE HOUSTON, TX 77019	UNRELATED	501C3	TO FURTHER THEIR EXCLUSIVELY CHARITABLE PURPOSES	20,000.
TEXAS BALLET THEATER, PORT WORTH ADMINISTRATIVE OFFICE & STUDIOS 1540 MALL C 1540 MALL CIRCLE PORT WORTH, TX 76116	UNRELATED	501C3	TO FURTHER THEIR EXCLUSIVELY CHARITABLE PURPOSES	7,500.
THE COUNCIL ON ALCOHOL AND DRUGS HOUSTON, P.O. BOX 2768 HOUSTON, TX 77252-2 P.O. BOX 2768 HOUSTON, TX 77252	UNRELATED	501C3	TO FURTHER THEIR EXCLUSIVELY CHARITABLE PURPOSES	5,000.
TRINITY VALLEY SCHOOL, 7500 DUTCH BRANCH ROAD FORT WORTH, TX 76132 7500 DUTCH BRANCH ROAD FORT WORTH, TX 76132	UNRELATED	501C3	TO FURTHER THEIR EXCLUSIVELY CHARITABLE PURPOSES	19,000.
Total from continuation sheets				170,000.



Realized Gains and Losses By Category
Fiscal Year Ending 12/31/2013

The Frill Foundation

Short Term Capital Gains and Losses

<u>Description</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Quantity</u>	<u>Net Proceeds</u>	<u>Cost</u>	<u>Short Term Gains</u>
Science Applications	02/27/2013	09/27/2013	0.571	19.49	14.41	5.08
Short Term Gains (Sales)						5.08

Long Term Capital Gains and Losses

<u>Description</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Quantity</u>	<u>Net Proceeds</u>	<u>Cost</u>	<u>Long Term Gains</u>
Abbie Inc	07/15/2005	07/01/2013	800.000	33,371.84	19,545.74	13,826.10
Abbie Inc	04/18/2008	07/01/2013	1,000.000	41,714.81	26,355.26	15,359.55
Abbie Inc	08/12/2009	07/01/2013	200.000	8,342.95	4,577.64	3,765.31
Long Term Capital Gains and Losses						32,950.96
Amern Tower Corp Class A	12/04/2002	07/18/2013	100.000	7,458.54	41.00	7,417.54
Amern Tower Corp Class A	12/04/2002	07/18/2013	500.000	37,292.72	205.00	37,087.72
Amern Tower Corp Class A	12/04/2002	07/18/2013	75.000	5,593.91	30.75	5,563.16
Amern Tower Corp Class A	12/04/2002	10/29/2013	750.000	59,863.26	307.50	59,555.76
Long Term Capital Gains and Losses						109,624.18
Erie Cnty N Y Tob	08/10/2009	06/01/2013	10,000.000	10,000.00	7,852.50	2,147.50
06/01/2028 6.00%						
Harris Cnty-Hous	12/03/2009	11/15/2013	10,000.000	10,000.00	10,005.00	(5.00)
11/15/2017 6.75%						

Realized Gains and Losses By Category
Fiscal Year Ending 12/31/2013

The Frill Foundation

Long Term Capital Gains and Losses

<u>Description</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Quantity</u>	<u>Net Proceeds</u>	<u>Cost</u>	<u>Long Term Gains</u>
New Jersey Econo 02/15/2030 5.25%	10/26/2009	02/15/2013	5,000.000	5,000.00	4,779.55	220.45
Procter & Gamble Co. Procter & Gamble Co.	12/04/2002 06/19/2007	02/20/2013 02/20/2013	775.000 425.000	59,799.86 32,793.48	29,763.97 26,304.70	30,035.89 6,488.78
			1,200.000	92,593.34	56,068.67	36,524.67
SPDR Gold Trust	05/28/2010	12/19/2013	620.000	71,475.81	73,012.55	(1,536.74)
Thermo Fisher Scientific Thermo Fisher Scientific Thermo Fisher Scientific	12/14/2006 01/22/2008 09/07/2010	04/16/2013 04/16/2013 04/16/2013	850.000 300.000 100.000	69,432.86 24,505.71 8,168.57	38,684.95 14,739.95 4,491.79	30,747.91 9,765.76 3,676.78
			1,250.000	102,107.14	57,916.69	44,190.45
Vodafone Group PLC ADR Vodafone Group PLC ADR	10/18/2010 03/23/2011	10/17/2013 10/17/2013	700.000 750.000	26,007.23 27,864.88	18,801.20 21,338.95	7,206.03 6,525.93
			1,450.000	53,872.11	40,140.15	13,731.96
Long Term Gains (Sales)				538,686.43	300,838.00	237,848.43
Total Gains (Sales)				538,705.92	300,852.41	237,853.51
Total Short Term Gains						5.08
Total Long Term Gains						237,848.43
Total Gains						237,853.51

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
CHARLES SCHWAB & CO, INC.	15,014.	15,014.	
TOTAL TO PART I, LINE 3	15,014.	15,014.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
BLACK STONE MINERALS CO. L.P.	962.	0.	962.	962.	
BLACK STONE NATURAL RESOURCES, L.L.C.	15.	0.	15.	15.	
CHARLES SCHWAB & CO, INC	101,116.	0.	101,116.	101,116.	
TO PART I, LINE 4	102,093.	0.	102,093.	102,093.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
BLACK STONE NATURAL RESOURCES, L.L.C. - ORDINARY INCOME FROM SCH K-1	0.	<537.>	
BLACK STONE NATURAL RESOURCES, L.L.C. - ROYALTY INCOME FROM SCH K-1	458.	458.	
BLACK STONE NATURAL RESOURCES, L.L.C. - ROYALTY INCOME- BOOK INCOME	<473.>	0.	
BLACK STONE MINERALS CO. L.P. - ORDINARY INCOME FROM SCH K-1	0.	<43,603.>	
BLACK STONE MINERALS CO. L.P. - ROYALTY INCOME FROM SCH K-1	46,474.	46,474.	
BLACK STONE MINERALS CO. L.P. - ROYALTY INCOME- BOOK INCOME	7,639.	0.	

BLACKSTONE NATURAL RESOURCES III -
ROYALTY INCOME- BOOK INCOME

5,793.

0.

TOTAL TO FORM 990-PF, PART I, LINE 11

59,891.

2,792.

FORM 990-PF

ACCOUNTING FEES

STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PROFESSIONAL FEES	2,000.	1,000.		1,000.
TO FORM 990-PF, PG 1, LN 16B	2,000.	1,000.		1,000.

FORM 990-PF

OTHER PROFESSIONAL FEES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	39,781.	23,869.		15,912.
TO FORM 990-PF, PG 1, LN 16C	39,781.	23,869.		15,912.

FORM 990-PF

TAXES

STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX ON DIVIDENDS	587.	587.		0.
SEC 4940 EXCISE TAX	5,175.	0.		0.
TO FORM 990-PF, PG 1, LN 18	5,762.	587.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	7
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OTHER INVESTMENT FEES	131.	88.		43.
FOUNDATION ADMINISTRATIVE FEES	14,000.	7,000.		7,000.
TO FORM 990-PF, PG 1, LN 23	14,131.	7,088.		7,043.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	8
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
MUNICIPAL BONDS - STMT 13		X	161,766.	171,594.
TOTAL U.S. GOVERNMENT OBLIGATIONS				
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			161,766.	171,594.
TOTAL TO FORM 990-PF, PART II, LINE 10A			161,766.	171,594.

FORM 990-PF	CORPORATE STOCK	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK - STMT 13	2,218,277.	4,020,650.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,218,277.	4,020,650.

FORM 990-PF CORPORATE BONDS STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BOND FUNDS - STMT 13	47,115.	53,828.
TOTAL TO FORM 990-PF, PART II, LINE 10C	47,115.	53,828.

FORM 990-PF OTHER INVESTMENTS STATEMENT 11

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
BLACK STONE MINERALS CO. L.P. - STMT 13	COST	1,007,686.	1,215,389.
BLACK STONE NATURAL RESOURCES III-B, LP	COST	0.	0.
SPDR GOLD TRUST	COST	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,007,686.	1,215,389.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 12

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

SRUTI BASU
5120 WOODWAY DRIVE, SUITE 6000
HOUSTON, TX 77056

TELEPHONE NUMBER

713-333-2200

FORM AND CONTENT OF APPLICATIONS

WRITTEN FORM WITH DESCRIPTION OF CHARITY, TAX-EXEMPT STATUS AND MISSION STATEMENTS.

ANY SUBMISSION DEADLINES

OCTOBER 1

RESTRICTIONS AND LIMITATIONS ON AWARDS

NONE



Portfolio Holdings

As of 12/31/2013

The Frill Foundation

Description	Trade Date	Quantity	Cost Basis	Current Value	Symbol	Weight
Private Equities						
Black Stone Minerals Co L P.	04/17/2008	717,679 000	1,007,686 34	1,215,389 39	BSN	21 9%
Domestic Equities						
Apple Computer Inc	01/26/2010	400.000	85,463.90	224,408.00	AAPL	4 0%
Abbott Labs	07/15/2005	3,000 000	80,618.16	114,990 00	ABT	2.1%
Automatic Data Processing Corp	11/05/2003	650 000	21,651 95	52,519 35	ADP	0 9%
Aspen Insurance Holdings	10/27/2010	1,550 000	48,632 45	64,030 50	AHL	1 2%
American International Group	10/25/2012	1,850.000	64,554 12	94,442 50	AIG	1 7%
Amern Tower Corp Class A	12/04/2002	4,075 000	1,670.75	325,266.50	AMT	5 9%
Bemis Co Inc	12/04/2003	2,600 000	64,941.32	106,496 00	BMS	1 9%
Berkshire Hathaway Cl B	11/23/2005	1,500 000	104,586.69	177,840 00	BRKB	3 2%
Capitol Fed Finl Inc New	02/08/2011	5,270.000	63,618 79	63,819 70	CFFN	1 1%
Cullen Frost Bankers	07/16/2003	1,000.000	43,495 50	74,430 00	CFR	1.3%
Charter Financial Cp New	09/26/2013	2,400.000	25,966.87	25,848 00	CHFN	0.5%
Compass Minerals Intl	01/29/2013	700 000	50,225.40	56,035.00	CMP	1 0%
Rockwell Collins Inc	08/27/2008	1,000.000	51,566.55	73,920.00	COL	1 3%
Conocophillips	05/22/2003	1,750 000	40,028.87	123,637.50	COP	2.2%
First Financial Bancshares, Inc	02/07/2003	999 000	14,295.63	66,043 89	FFIN	1.2%
General Dynamics Corp	01/22/2003	1,500 000	52,445 34	143,325.00	GD	2.6%
Greenhill & Co Inc	04/09/2012	1,635 000	63,012 30	94,731.90	GHL	1 7%
Johnson & Johnson	12/04/2002	2,200.000	120,417 00	201,498.00	JNJ	3 6%
Coca Cola Co	12/04/2002	3,050.000	73,946.45	125,995.50	KO	2.3%
Leidos Holdings Inc	02/27/2013	1,100.000	38,248 82	51,139.00	LDOS	0.9%
Lowes Companies Inc	07/06/2011	1,400.000	32,544.67	69,370 00	LOW	1.2%
Microsoft Corp	05/23/2006	4,500 000	122,313 80	168,345.00	MSFT	3 0%
Matador Resources Co	02/28/2012	7,300.000	73,880 90	136,072 00	MTDR	2 4%
Oracle Corp	07/01/2013	1,725.000	56,489.43	65,998.50	ORCL	1.2%
Pepsico Incorporated	12/04/2002	1,750.000	73,893.90	145,145.00	PEP	2 6%
Procter & Gamble Co	12/04/2002	1,200 000	45,411.13	97,692.00	PG	1 8%
Science Applications	02/27/2013	628 000	17,433.43	20,767 96	SAIC	0 4%
The Charles Schwab Corp	01/12/2012	2,000 000	24,888.15	52,000 00	SCHW	0 9%
Schlumberger Ltd	12/04/2002	1,400 000	35,206 93	126,154 00	SLB	2 3%
Sysco Corp	08/11/2008	3,000 000	84,717.90	108,300.00	SYX	1.9%
Target Corporation	12/04/2002	2,000.000	73,695.25	126,540.00	TGT	2.3%
Thermo Fisher Scientific	11/15/2006	1,250.000	55,292.11	139,187.50	TMO	2.5%
Wpx Energy Inc	05/14/2013	5,000 000	94,334.85	101,900.00	WPX	1.8%
			1,899,489.31	3,617,888.30		65.1%
Foreign Equities						
Hargreaves Svcs Plc OrdF	06/18/2013	2,455.000	32,984.89	34,175.81	G4394K104	0 6%
Lancashire Holdings OrdF	10/02/2009	8,750.000	63,695.04	117,460.00	LCSHF	2 1%
Magna International, Inc.	03/20/2013	450.000	25,843.45	36,927.00	MGA	0 7%
Teva Pharm Inds Ltd Adrf	07/23/2010	2,500.000	124,406.05	100,200.00	TEVA	1.8%
Vodafone Group PLC ADR	08/24/2010	2,900.000	71,858.50	113,999.00	VOD	2 1%
			318,787.93	402,761.81		7 3%
Corporate Stock			2,218,277.24	4,020,650.11		

Portfolio Holdings

As of 12/31/2013

The Frill Foundation

Description	Trade Date	Quantity	Cost Basis	Current Value	Symbol	Weight
Fixed Income - Taxable						
Erie Cnty N Y Tob 06/01/2028 6 00%	CBF	08/10/2009	60,000.000	47,115.00	53,528.40	295095BF9 1.0%
Accrued Interest				300.00		
Garza Cnty Tex Pu 10/01/2020 6 20%	M	03/29/2012	35,000.000	35,021.87	35,796.60	367080AT5 0.7%
Accrued Interest				542.50		
Harris Cnty-Hous 11/15/2017 6 75%	M	12/03/2009	20,000.000	20,010.00	19,704.80	413893BG2 0.4%
Accrued Interest				172.50		
New Jersey Econo 02/15/2030 5 25%	M	10/26/2009	45,000.000	43,015.95	45,014.85	6459162E6 0.8%
Accrued Interest				892.50		
Tobacco Settlemen 06/01/2023 6 50%	M	12/07/2009	45,000.000	38,947.50	43,689.60	888805AP3 0.8%
Accrued Interest				243.75		
Van Buren Cnty Ark 11/01/2035 6 00%	M	09/17/2010	25,000.000	24,770.83	25,286.75	920603CF2 0.5%
Accrued Interest				250.00		
			<u>208,881.15</u>	<u>225,422.25</u>		<u>4.1%</u>
Cash						
Schwab Government Money Fund			93,429.70	93,429.70	SWGXX	1.7%
			<u>23,528,274.43</u>	<u>5,524,902.00</u>		<u>100.0%</u>
Total Accrued Interest					<u>2,401.25</u>	
					<u>5,554,891.45</u>	<u>100.0%</u>

Cash	93,429.70	93,429.70
Blackstone Minerals Company	1,007,686.34	1,215,389.39
Corporate Stock	\$ 2,218,277.24	\$ 4,020,650.11
Corporate Bond Fund	47,115.00	53,828.40
Municipal Bonds	<u>161,766.15</u>	<u>171,593.85</u>
	<u>\$ 3,528,274.43</u>	<u>\$ 5,554,891.45</u>