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Return of Private Foundation

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

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

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning

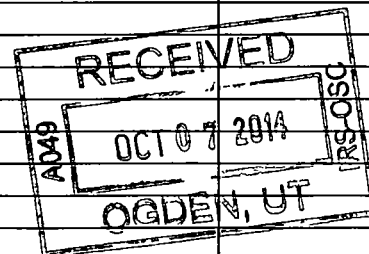
, 2013, and ending

, 20

Name of foundation THE TERRY FOUNDATION		A Employer identification number 31-1551093
Number and street (or P O box number if mail is not delivered to street address) 3104 EDLOE	Room/suite 300	B Telephone number (see instructions) (713) 552-0002 EXT 0004
City or town, state or province, country, and ZIP or foreign postal code HOUSTON, TX 77027		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply	Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/>	D 1. Foreign organizations, check here <input type="checkbox"/> 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 <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) \$ 282,412,848.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <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)
1 Contributions, gifts, grants, etc., received (attach schedule)	63,927,411.			
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	5,420,253.	5,420,253.		ATCH 1
5a Gross rents				
b Net rental income or (loss)	27,798,053.			
6a Net gain or (loss) from sale of assets not on line 10				
b Gross sales price for all assets on line 6a 235,032,861.				
7 Capital gain net income (from Part IV, line 2)		27,798,053.		
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) ATCH 2	1,411,489.	1,411,489.		
12 Total. Add lines 1 through 11	98,557,206.	34,629,795.		
13 Compensation of officers, directors, trustees, etc.	609,481.	207,213.		402,268.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule) ATCH 3	14,514.	7,257.		7,257.
b Accounting fees (attach schedule) ATCH 4	33,800.	33,800.		
c Other professional fees (attach schedule) *	760,997.	760,997.		
17 Interest ATCH 6	60.	60.		
18 Taxes (attach schedule) (see instructions) ATCH 7	404,264.	22,783.		
19 Depreciation (attach schedule) and depletion	4,555.	4,555.		
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) ATCH 8	1,837,218.	4,410.		1,832,808.
24 Total operating and administrative expenses. Add lines 13 through 23	3,664,889.	1,041,075.		2,242,333.
25 Contributions, gifts, grants paid	14,462,900.			14,462,900.
26 Total expenses and disbursements. Add lines 24 and 25	18,127,789.	1,041,075.	0	16,705,233.
27 Subtract line 26 from line 12	80,429,417.			
a Excess of revenue over expenses and disbursements		33,588,720.		
b Net investment income (if negative, enter -0-)				
c Adjusted net income (if negative, enter -0-)				



SCANNED OCT 09 2014

Operating and Administrative Expenses

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

Beginning of year

End of year

(a) Book Value

(b) Book Value

(c) Fair Market Value

Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	4,846,981.	9,005,550.	9,005,550.
	3	Accounts receivable ▶ 207,481.		207,481.	207,481.
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule) .			
	b	Investments - corporate stock (attach schedule) ATCH 9	165,667,927.	181,807,953.	190,344,369.
	c	Investments - corporate bonds (attach schedule) ATCH 10	19,534,219.	31,875,745.	35,273,633.
	Liabilities	11	Investments - land, buildings, and equipment basis ▶		
		Less: accumulated depreciation ▶ (attach schedule)			
12		Investments - mortgage loans			
13		Investments - other (attach schedule) ATCH 11		47,486,105.	47,486,105.
14		Land, buildings, and equipment basis ▶			
		Less: accumulated depreciation ▶ (attach schedule)			
15		Other assets (describe ▶ ATCH 12)		95,710.	95,710.
16		Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	190,049,127.	270,478,544.	282,412,848.
17		Accounts payable and accrued expenses			
18		Grants payable			
Net Assets or Fund Balances	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons .			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)	0	0	
Foundations that follow SFAS 117, check here . ▶ <input type="checkbox"/> 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, . . . ▶ <input checked="" type="checkbox"/> check here and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	167,077,462.	230,991,833.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds . .	22,971,665.	39,486,711.	
	30	Total net assets or fund balances (see instructions)	190,049,127.	270,478,544.	
	31	Total liabilities and net assets/fund balances (see instructions)	190,049,127.	270,478,544.	

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	190,049,127.
2	Enter amount from Part I, line 27a	2	80,429,417.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	270,478,544.
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	270,478,544.

Form 990-PF (2013)

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 PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	27,798,053.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8			3	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 (col. (b) divided by col. (c))
2012	11,414,844.	117,353,487.	0.097269
2011	11,026,854.	103,236,730.	0.106811
2010	10,083,192.	92,283,422.	0.109263
2009	10,192,203.	78,643,978.	0.129599
2008	10,093,085.	100,841,062.	0.100089
2 Total of line 1, column (d)			2 0.543031
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 0.108606
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 253,193,129.
5 Multiply line 4 by line 3			5 27,498,293.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 335,887.
7 Add lines 5 and 6			7 27,834,180.
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 16,705,233.

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 type="checkbox"/> and enter 1% of Part I, line 27b.	1	671,774.
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	
3	Add lines 1 and 2.	3	671,774.
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	671,774.
6	Credits/Payments:		
a	2013 estimated tax payments and 2012 overpayment credited to 2013.	6a	280,000.
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 TAX PAID WITH ORIGINAL RETURN.	6d	400,268.
7	Total credits and payments. Add lines 6a through 6d.	7	680,268.
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached.	8	8,494.
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed.	9	NONE
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.	10	
11	Enter the amount of line 10 to be: Credited to 2014 estimated tax <input type="checkbox"/> Refunded <input 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)? 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: (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? 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? 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) <input type="checkbox"/> TX, _____		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? 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. ATCH 13	X	

Form 990-PF (2013)

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?	13	X	
Website address WWW.TERRYFOUNDATION.ORG				
14	The books are in care of STORMS & CRITZ Telephone no. (281) 497-0332			
	Located at 1202A DAIRY ASHFORD, HOUSTON, TX ZIP+4 77079-3004			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> 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?	16	Yes	No
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country			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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	1c	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		
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.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	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		
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.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	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

Form 990-PF (2013)

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

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

5b

Organizations relying on a current notice regarding disaster assistance check here ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 14		609,481.	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		0	0	0

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

Form 990-PF (2013)

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		
3	N/A	
Total. Add lines 1 through 3		

Form 990-PF (2013)

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	203,579,970.
b	Average of monthly cash balances	1b	23,706,159.
c	Fair market value of all other assets (see instructions)	1c	29,762,733.
d	Total (add lines 1a, b, and c)	1d	257,048,862.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	257,048,862.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	3,855,733.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	253,193,129.
6	Minimum investment return. Enter 5% of line 5	6	12,659,656.

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	12,659,656.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	671,774.
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	671,774.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	11,987,882.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	11,987,882.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	11,987,882.

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	16,705,233.
b	Program-related investments - total from Part IX-B	1b	
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	16,705,233.
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	16,705,233.

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				11,987,882.
2 Undistributed income, if any, as of the end of 2013:				
a Enter amount for 2012 only				
b Total for prior years 20 <u>11</u> , 20 <u>10</u> , 20 <u>09</u>				
3 Excess distributions carryover, if any, to 2013:				
a From 2008 5,175,234.				
b From 2009 6,306,360.				
c From 2010 5,592,183.				
d From 2011 5,958,941.				
e From 2012 5,698,496.				
f Total of lines 3a through e	28,731,214.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ <u>16,705,233.</u>				
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2013 distributable amount				11,987,882.
e Remaining amount distributed out of corpus	4,717,351.			
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:	33,448,565.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2012. Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	5,175,234.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	28,273,331.			
10 Analysis of line 9				
a Excess from 2009 6,306,360.				
b Excess from 2010 5,592,183.				
c Excess from 2011 5,958,941.				
d Excess from 2012 5,698,496.				
e Excess from 2013 4,717,351.				

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

NOT APPLICABLE

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 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))

ATTACHMENT 15

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.

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

c Any submission deadlines:

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
ATCH 16				
Total			3a	14,462,900.
b Approved for future payment				
Total			3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue:					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities			14	5,420,253.	
5	Net rental income or (loss) from real estate:					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property .					
7	Other investment income			15	13,961.	
8	Gain or (loss) from sales of assets other than inventory			18	27,798,053.	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory . . .					
11	Other revenue: a					
b	ATCH 17					1,397,528.
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)				33,232,267.	1,397,528.
13	Total. Add line 12, columns (b), (d), and (e)				33,232,267.	34,629,795.

(See worksheet in line 13 instructions to verify calculations.)

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

[illegible]

Schedule B(Form 990, 990-EZ,
or 990-PF)
Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

OMB No 1545-0047

2013

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990.

Name of the organization

THE TERRY FOUNDATION

Employer identification number

31-1551093

Organization type (check one).

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- ☒
- For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐
- For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

- ☐
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use
- exclusively*
- for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

- ☐
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use
- exclusively*
- for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an
- exclusively*
- religious, charitable, etc., purpose. Do not complete any of the parts unless the
- General Rule**
- applies to this organization because it received
- nonexclusively*
- religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization THE TERRY FOUNDATION

Employer identification number
31-1551093**Part I Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	VARIOUS TERRY SCHOLAR ALUMNI 3104 EDLOE, SUITE 300 HOUSTON, TX 77027	\$ 13,040.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
2	H. L. TERRY & NANCY M. TERRY ESTATES 3104 EDLOE, SUITE 300 HOUSTON, TX 77027	\$ 35,645,903.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
3	H. L. TERRY & NANCY M. TERRY ESTATES 3104 EDLOE, SUITE 300 HOUSTON, TX 77027	\$ 28,268,468.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Employer identification number

31-1551093

Part II

[illegible]

Name of organization THE TERRY FOUNDATION

Employer identification number

31-1551093

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry.

For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once See instructions.) ▶ \$

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
---	----- ----- -----	----- ----- -----	----- ----- -----
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
----- ----- -----		----- ----- -----	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
---	----- ----- -----	----- ----- -----	----- ----- -----
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
----- ----- -----		----- ----- -----	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
---	----- ----- -----	----- ----- -----	----- ----- -----
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
----- ----- -----		----- ----- -----	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
---	----- ----- -----	----- ----- -----	----- ----- -----
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
----- ----- -----		----- ----- -----	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
5,363,616.		DEUTSCHE BANK-VARIOUS SECURITIES PROPERTY TYPE: SECURITIES 5,012,581.				VARIOUS 351,035.	VARIOUS
75755013.		UBS FINANCIAL SERVICES-VARIOUS SECURITIES PROPERTY TYPE: SECURITIES 73165507.				VARIOUS 2,589,506.	VARIOUS
1,570,523.		H. L. TERRY & NANCY M. TERRY ESTATES-FOR PROPERTY TYPE: SECURITIES				VARIOUS 1,570,523.	VARIOUS
20040333.		DEUTSCHE BANK-VARIOUS SECURITIES PROPERTY TYPE: SECURITIES 18219367.				VARIOUS 1,820,966.	VARIOUS
126640201.		UBS FINANCIAL SERVICES-VARIOUS SECURITIES 110607334.				VARIOUS 16032867.	VARIOUS
4,955,694.		H. L. TERRY & NANCY M. TERRY ESTATES-FOR PROPERTY TYPE: SECURITIES				VARIOUS 4,955,694.	VARIOUS
707,481.		HARVEST VOLATILITY ALPHA FUND-FORM 1065 PROPERTY TYPE: OTHER				PRE 2012 707,481.	04/05/2013
		CSAM IV CAPITAL BALANCE-WORTHLESS PROPERTY TYPE: OTHER 230,019.				VARIOUS -230,019.	12/31/2013
TOTAL GAIN (LOSS)						<u>27798053.</u>	

ATTACHMENT 1FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
DEUTSCHE BANK-INTEREST	111,603.	111,603.
DEUTSCHE BANK-DIVIDENDS	679,413.	679,413.
UBS-INTEREST	624,815.	624,815.
UBS-DIVIDENDS	3,457,294.	3,457,294.
BARCLAYS-INTEREST	37,871.	37,871.
UBS-OID	68,317.	68,317.
H.L. TERRY & NANCY M. TERRY ESTATES-INT.	182,073.	182,073.
H.L. TERRY & NANCY M. TERRY ESTATES-DIV.	254,071.	254,071.
US CAPITAL-DIVIDENDS	3.	3.
B. TERRY - INTEREST	1,266.	1,266.
LONE STAR-INTEREST	3,527.	3,527.
TOTAL	<u>5,420,253.</u>	<u>5,420,253.</u>

ATTACHMENT 2FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ROYALTIES-CHEVRON/ENERVEST PARTNERSHIPS	13,961. 926,374.	13,961. 926,374.
PARALLEL FUND "A" GP HLDGS.	95,940.	95,940.
PETRO LAND GRP-LEASE BONUS INCOME	292,571.	292,571.
OTHER INVESTMENT INCOME	82,643.	82,643.
TOTALS	<u>1,411,489.</u>	<u>1,411,489.</u>

ATTACHMENT 3FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
THOMPSON & KNIGHT	14,514.	7,257.		7,257.
TOTALS	<u>14,514.</u>	<u>7,257.</u>		<u>7,257.</u>

ATTACHMENT 4FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
STORMS & CRITZ - 2012 990PF	9,800.	9,800.		
STORMS & CRITZ-ACCOUNTING	24,000.	24,000.		
TOTALS	<u>33,800.</u>	<u>33,800.</u>		

ATTACHMENT 5FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INVESTMENT FEES-DEUTSCHE/UBS	760,997.	760,997.
TOTALS	<u>760,997.</u>	<u>760,997.</u>

ATTACHMENT 6FORM 990PF, PART I - INTEREST EXPENSE

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
DEUTSCHE BANK-MARGIN INTEREST	60.	60.
TOTALS	<u>60.</u>	<u>60.</u>

ATTACHMENT 7FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
FEDERAL EXCISE TAX	381,481.	
FOREIGN TAXES	22,383.	22,383.
PRODUCTION TAXES	400.	400.
TOTALS	<u>404,264.</u>	<u>22,783.</u>

ATTACHMENT 8FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
STUDENT INTERVIEW EXPENSES	213,337.		213,337.
ORIENTATION EXPENSES	25,436.		25,436.
STUDENT ASSOCIATION EXPENSES	30,007.		30,007.
INSPERITY-PERSONNEL LEASING	1,317,170.		1,317,170.
STUDENT AWARDS/GIFTS	44,453.		44,453.
STUDENT CAMPUS DINNERS/PICNIC	120,339.		120,339.
DUES & SUBSCRIPTIONS	2,225.		2,225.
ANNUAL REPORT EXPENSE	17,250.		17,250.
DIRECTOR/ALUMNI EXPENSES	9,098.		9,098.
INSURANCE EXPENSE	1,318.		1,318.
OFFICE SUPPLIES ETAL	4,708.	1,177.	3,531.
STUDENT/STAFF-DEV. & MISC.	3,020.		3,020.
CONSULTING FEES	10,754.		10,754.
CONTRACT SERVICES	28,900.		28,900.
PROGRAM DEV.-NEW UNIVERSITY	5,865.		5,865.
MINERAL TRANSPORTATION EXPENSE	3,233.	3,233.	
MISCELLANEOUS EXPENSES	105.		105.
TOTALS	<u>1,837,218.</u>	<u>4,410.</u>	<u>1,832,808.</u>

ATTACHMENT 9FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SEE SCHEDULE ATTACHED	165,667,927.	181,807,953.	190,344,369.
TOTALS	<u>165,667,927.</u>	<u>181,807,953.</u>	<u>190,344,369.</u>

ATTACHMENT 10FORM 990PF, PART II - CORPORATE BONDS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SEE SCHEDULE ATTACHED	19,534,219.	31,875,745.	35,273,633.
TOTALS	<u>19,534,219.</u>	<u>31,875,745.</u>	<u>35,273,633.</u>

ATTACHMENT 11FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
PARTNERSHIPS/PFIC ENTITIES		47,486,105.	47,486,105.
TOTALS		<u>47,486,105.</u>	<u>47,486,105.</u>

ATTACHMENT 12FORM 990PF, PART II - OTHER ASSETS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
ROYALTY INTERESTS (NET)		68,319.	68,319.
N/R-OTHER		27,391.	27,391.
TOTALS		<u>95,710.</u>	<u>95,710.</u>

FORM 990PF, PART VII-A, LINE 10 - NEW SUBSTANTIAL CONTRIBUTORS

ATTACHMENT 13

NAME AND ADDRESS

H. L. TERRY & NANCY M. TERRY ESTATES
3104 EDLOE, SUITE 300
HOUSTON, TX 77027

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 14

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>
RHETT CAMPBELL 333 CLAY, SUITE 3300 HOUSTON, TX 77002	CEO/CHAIRMAN 25.00	166,394.
CARTER OVERTON 4265 SAN FELIPE, SUITE 1040 HOUSTON, TX 77027	DIRECTOR 1.00	0
JOHN W. STORMS 1202A DAIRY ASHFORD HOUSTON, TX 77079	TREASURER/DIRECTOR 1.00	0
EDWARD T. COTHAM 3104 EDLOE, SUITE 205 HOUSTON, TX 77027	PRESIDENT/DIRECTOR 25.00	137,796.
JAMES DAVIS 10000 N. CENTRAL EXPRESSWAY SUITE 1500 DALLAS, TX 75231	DIRECTOR 1.00	0
YVONNE R. MOODY 526 MAGNA VISTA CT. SAN ANTONIO, TX 78258	V.P./EXEC. DIRECTOR/DIRECTOR 50.00	80,917.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 14 (CONT'D)

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>
JEFF STICHLER 223 TUPELO CONROE, TX 77304	DIRECTOR 1.00	0
GAYLE STINSON 6 SHORE HAVEN HICKORY CREEK, TX 75065	DIRECTOR 1.00	0
BRIAN YARBROUGH 3201 HIGHLAND TERRACE WEST AUSTIN, TX 78731	DIRECTOR 1.00	0
DR. ELIZABETH R. KEELER 3925 SOUTHWESTERN STREET HOUSTON, TX 77005	DIRECTOR 1.00	0
ROBERT L. PARKER 3104 EDLOE, SUITE 205 HOUSTON, TX 77027	V.P. ADMINISTRATION 50.00	224,374.
GRAND TOTALS		<u>609,481.</u>

FORM 990PF, PART XV - INFORMATION REGARDING FOUNDATION MANAGERS

HOWARD L. & NANCY M. TERRY
3104 EDLOE, SUITE 300
HOUSTON, TEXAS 77027
HOWARD L. TERRY ESTATE
NANCY M. TERRY ESTATE
3104 EDLOE, SUITE 300
HOUSTON, TEXAS 77027

FORM 990FF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 16

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
THE UNIVERSITY OF TEXAS AUSTIN, TEXAS AUSTIN, TX	NONE PC		ACADEMIC SCHOLARSHIPS	3,843,150.
TEXAS A&M UNIVERSITY COLLEGE STATION, TEXAS COLLEGE STATION, TX	NONE PC		ACADEMIC SCHOLARSHIPS	3,021,550.
THE UNIVERSITY OF HOUSTON HOUSTON, TEXAS HOUSTON, TX	NONE PC		ACADEMIC SCHOLARSHIPS	1,035,550.
TEXAS STATE UNIVERSITY SAN MARCOS, TEXAS SAN MARCOS, TX	NONE PC		ACADEMIC SCHOLARSHIPS	1,151,100.
UNIVERSITY OF TEXAS-DALLAS DALLAS, TEXAS DALLAS, TX	NONE PC		ACADEMIC SCHOLARSHIPS	1,388,700.
UNIVERSITY OF TEXAS-SAN ANTONIO SAN ANTONIO, TEXAS SAN ANTONIO, TX	NONE PC		ACADEMIC SCHOLARSHIPS	1,171,900.

FORM 990EF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 16 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
UNIVERSITY OF NORTH TEXAS DENTON, TEXAS DENTON, TX	NONE PC		ACADEMIC SCHOLARSHIPS	1,217,550.
UNIVERSITY OF TEXAS HEALTH SCIENCE CENTER SAN ANTONIO, TEXAS SAN ANTONIO, TX	NONE PC		ACADEMIC SCHOLARSHIPS	79,250.
TEXAS TECH UNIVERSITY LUBBOCK, TEXAS LUBBOCK, TX	NONE PC		ACADEMIC SCHOLARSHIPS	1,265,900.
TEXAS A&M HEALTH SCIENCE CENTER HOUSTON, TEXAS HOUSTON, TX	NONE PC		ACADEMIC SCHOLARSHIPS	46,650.
TEXAS WOMAN'S UNIVERSITY DENTON, TEXAS DENTON, TX	NONE PC		ACADEMIC SCHOLARSHIPS	241,600.
TOTAL CONTRIBUTIONS PAID				<u>14,462,900.</u>

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUEATTACHMENT 17

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
PARTNERSHIP/PFIC ENTITIES			14		1,022,314.
LEASE BONUS					292,571.
OTHER INVESTMENT INCOME					82,643.
TOTALS					<u>1,397,528.</u>

FEDERAL FOOTNOTES

TAXPAYER IS FILING AN AMENDED RETURN SOLEY TO INCLUDE FORM 8865
(RETURN OF U.S.
PERSONS WITH RESPECT TO CERTAIN FOREIGN PARTNERSHIPS) TO REPORT
TAXPAYER'S
TRNSFER OF CASH TO A FOREIGN PARTNERSHIP FOR AN INTEREST THEREIN ON
4/12/13.
THIS DATA WAS NOT AVAILABLE WHEN THE TAXPAYER FILED ITS ORIGINAL
RETURN IN EARLY MAY 2014.