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Form 990-PF

Return of Private Foundation

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

Do not enter Social Security numbers on this form as it may be made public.

OMB No 1545-0052

Department of the Treasury ▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf. Internal Revenue Service For calendar year 2013 or tax year beginning and ending Name of foundation A Employer identification number JOHN & MILDRED HOLMES FAMILY FOUNDATION C/O LEGACY TRUST CO. 31-1645204 Number and street (or P O box number if mail is not delivered to street address) Boom/suite Telephone number 600 JEFFERSON 350 713-651-8800 City or town, state or province, country, and ZIP or foreign postal code C if exemption application is pending, check here HOUSTON, TX 77002 G Check all that apply: Initial return Initial return of a former public charity D 1 Foreign organizations, check here Final return Amended return 2. Foreign organizations meeting the 85% test, check here and attach computation Address change Name change H Check type of organization: X Section 501(c)(3) exempt private foundation E If private foundation status was terminated Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation under section 507(b)(1)(A), check here I Fair market value of all assets at end of year | J Accounting method: X Cash Accrual If the foundation is in a 60-month termination Other (specify) (from Part II, col (c), line 16) under section 507(b)(1)(B), check here 4,765,655. (Part I, column (d) must be on cash basis.) ▶\$ Part 1 Analysis of Revenue and Expenses (b) Net investment (c) Adjusted net (d) Disbursements for charitable purposes (a) Revenue and (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a)) expenses per books income income (cash basis only) Contributions, gifts, grants, etc., received 2 Check X if the foundation is not required to attach Sch. B Interest on savings and temporary cash investments 137,965. 137,965 4 Dividends and interest from securities STATEMENT 5a Gross rents b Net rental income or (loss) <13,389. 6a Net gain or (loss) from sale of assets not on line 10 b Gross sales price for all assets on line 6a 461,951. 0. 7 Capital gain net income (from Part IV, line 2) 8 Net short-term capital main EIV
9 Income modifications 10a Gross sales less eturns 8 b Less Cost orgods soldAY 2, 0
c Gross profit of (loss) SE 11 Other income Total. Add lines 1 through 11 124,576 137.965 0 0 Compensation of officers, directors, trustees, etc. 14 Other employee salaries and wages 15 Pension plans, employee benefits 16a Legal fees b Accounting fees STMT 2,750. 1,375 0. 1,375. STMT 3 7,576 7,576 0. c Other professional fees 0. 17 Interest 18 Taxes STMT 4 4,811 268 0. 0. SCANNED MAY 2 19 Depreciation and depletion 20 Occupancy 21 Travel, conferences, and meetings 5,659 2,830. 0. 2,829. 22 Printing and publications 193. 193. 0. 0. STMT 5 500 500 0. 0. 23 Other expenses 24 Total operating and administrative 0. 22,489 13,742 4,204. expenses. Add lines 13 through 23 25 Contributions, gifts, grants paid 225,000 225,000. 26 Total expenses and disbursements. Add lines 24 and 25 <u>247,489</u> 13,742 0. 229,204. Subtract line 26 from line 12: <122,913. 8 Excess of revenue over expenses and disbursements 124,223 b Net investment income (if negative, enter -0-)

LHA For Paperwork Reduction Act Notice, see instructions.

c Adjusted net income (if negative, enter -0-)

Form **990-PF** (2013)

0.



JOHN & MILDRED HOLMES FAMILY FOUNDATION C/O LEGACY TRUST CO.

<u>Fo</u>	rm 99	90-PF (2013) C/O LEGACY TRUST CO.		31-:	1645204 Page
F	art	Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of	year
<u>-</u>		column should be for end-of-year amounts only	(a) Book Value	(b) Book Value	(c) Fair Market Value
	1	Cash - non-interest-bearing	1,669.	3,153.	3,153.
	2	Savings and temporary cash investments	128,860.	145,526.	145,526.
	3	Accounts receivable ► 2,087.			
		Less: allowance for doubtful accounts	806.	2,087.	2,087.
	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			
s	R	Inventories for sale or use			
Assets	9				
As	l	Investments - U.S. and state government obligations			
	l	Investments - corporate stock STMT 6	1,707,961.	1,565,617.	4,273,998.
	l	Investments - corporate bonds STMT 7	330,000.	330,000.	340,891.
	l	Investments - land, buildings, and equipment basis	330,000.	330,000.	340,031.
	' '	Less accumulated depreciation			
	12	Investments - mortgage loans			
	13	Investments - other			
	14	Land, buildings, and equipment: basis			
	14	Less accumulated depreciation			
	15	Other assets (describe			
		` 			
	10	Total assets (to be completed by all filers - see the	2,169,296.	2,046,383.	A 765 655
_	17	Instructions. Also, see page 1, item 1)	2,109,490.	4,040,363.	4,765,655.
		Accounts payable and accrued expenses			
	18	Grants payable Deferred revenue			
Liabilities	19				
Ξ	20	Loans from officers, directors, trustees, and other disqualified persons Mortgages and other notes payable			
Ξ.	21	Other liabilities (describe)			
	22	Other Habilities (describe			
	22	Total liabilities (add lines 17 through 22)	0.	0.	
_	23	Foundations that follow SFAS 117, check here			
		and complete lines 24 through 26 and lines 30 and 31.			
S	24	Unrestricted			
Š	24	F			
ala	25	Temporarily restricted			
ğ	20	Permanently restricted Foundations that do not follow SFAS 117, check here			
Fu					
ō	27	and complete lines 27 through 31.	1,848,417.	1 040 417	
ets	27 28	Capital stock, trust principal, or current funds Paid-in or capital surplus, or land, bldg., and equipment fund	0.	1,848,417.	
Ass	29	Retained earnings, accumulated income, endowment, or other funds	320,879.	197,966.	
Net Assets or Fund Balances	l	Total net assets or fund balances	2,169,296.	2,046,383.	
Z	30	Total liet assets of fully paralless	2,109,290.	2,040,303.	
	21	Total liabilities and net assets/fund balances	2,169,296.	2,046,383.	
_				2,040,303.	
<u>P</u>	<u>art</u>	III Analysis of Changes in Net Assets or Fund Ba	lances		
1	Total	I net assets or fund balances at beginning of year - Part II, column (a), line 3	0		
•		st agree with end-of-year figure reported on prior year's return)	-	1	2,169,296.
2		r amount from Part I, line 27a		2	<122,913.
		r increases not included in line 2 (itemize)		3	0.
		lines 1, 2, and 3		4	2,046,383.
		eases not included in line 2 (itemize)		5	0.
		I net assets or fund balances at end of year (line 4 minus line 5) - Part II, col	umn (b), line 30	6	2,046,383.
					Form 990-PF (2013)

(a) L 2-st	ist and describe the ory brick warehous	kınd(s) of property sold (e.g e; or common stock, 200 sha	., real estate, s. MLC Co.)		H (a) H P - D -	low ac · Purch · Dona	lase i	(c) Date (mo., d	acquired lay, yr.)	(d) Date sold (mo., day, yr.)
1a MARKETABL	E SECURI	TIES					P			
b CAPITAL G					_		P			
c LITIGATIO	N SETTLE	MENT					P			
<u>d</u>						_				
_e	14) Depreciation allowed	(a) Co.	at ar ather heave	<u> </u>		<u> </u>	(1) (· · · · · · · · · · · · · · · · · · ·
(e) Gross sales p	1100	(or allowable)		st or other basis expense of sale					ain or (loss s (f) minus (
	,000.			475,34	0.					<15,340.
	,912.	<u> </u>								1,912.
<u>. c </u>	39.				_					39.
d					-					
Complete only for as	sets showing gain i	n column (h) and owned by	the foundation	on 12/31/60				Causa /C	Cal (b) says	
Complete only for as	socia anowing gain i	(j) Adjusted basis		cess of col. (i)	-				iol. (h) gain not less thar	
(i) F.M.V. as of 12/	31/69	as of 12/31/69		col. (j), if any				Losses	(from col. (h))
a										<15,340.
b					\neg					1,912.
C										39.
d										
е										
		s) { If gain, also enter s) {	ın Part I, line	7	1					
2 Capital gain net incon	ne or (net capital los	s) $\int \mathbf{f}$ (loss), enter -0-	- ın Part I, lıne	7	ノト	2				<u><13,389.</u>
		fined in sections 1222(5) an	ıd (6):			ŀ				
if gain, also enter in P		(c).			 				37 / 3	
Part V Qualific		Section 4940(e) for	Reduced	Tax on Net	Inve	3 stm	ent Inco	me	<u> N/A</u>	
f "Yes," the foundation de	for the section 494 ses not qualify unde	2 tax on the distributable am r section 4940(e). Do not co	mplete this pa	ert.		·				Yes X No
		umn for each year; see the ir	nstructions bei	fore making any er	ntries.		_			<i>(</i> 3)
(a) Base perioc Calendar year (or tax y	l years ear beginning in)	(b) Adjusted qualifying dis	tributions	Net value of nor	(c) ncharit	table-L	use assets		Dıstrıb (col. (b) dıv	(d) ution ratio ided by col. (c))
2012		21	0,959.		4,	00	7,543	,		.052640
2011			6,011.		3,	898	8,014			.055416
2010			8,909.				5,615			.057147
2009			3,034.				5,101			.062747
2008			6,304.		4,	064	4,458	!		.055679
2 Total of line 1, columi	n (d)							2		.283629
		ase period - divide the total c	on line 2 by 5.	or by the number	of vea	rs				
the foundation has be				,	- , ,			_3		.056726
4 Enter the net value of	noncharitable-use a	ssets for 2013 from Part X, I	line 5					4		4,409,641.
5 Multiply line 4 by line	3							5		250,141.
6 Enter 1% of net inves	tment income (1% o	of Part I, line 27b)						6	···	1,242.
7 Add lines 5 and 6								7		251,383.
B Enter qualifying distrit	outions from Part XI	I, line 4						8		229,204.
If line 8 is equal to or See the Part VI instru		check the box in Part VI, line	1b, and comp	lete that part using	3 a 1%	tax ra	ate.			

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(a)(2), check here
Date of ruling or determination letter:
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here
of Part I, line 27b 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-) 3. Add lines 1 and 2 4. Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) 5. Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- 6. Credits/Payments: a 2013 estimated tax payments and 2012 overpayment credited to 2013 b. Exempt foreign organizations - tax withheld at source c. Tax paid with application for extension of time to file (Form 8868) d. Backup withholding erroneously withheld 7. Total credits and payments. Add lines 6a through 6d 8. Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached 9. Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed 10. Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid 11. Enter the amount of line 10 to be: Credited to 2014 estimated tax. ► 12. 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? 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 1 a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities c. Did the foundation. ► \$ 0. (2) On foundation managers. ► \$ 0. 10. 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. 2. Has the foundation manager and any pactivities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activitie
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-) 3 Add lines 1 and 2 4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) 5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- 6 Credits/Payments: a 2013 estimated tax payments and 2012 overpayment credited to 2013 b Exempt foreign organizations - tax withheld at source c Tax paid with application for extension of time to file (Form 8868) d Backup withholding erroneously withheld 7 Total credits and payments. Add lines 5a through 6d 8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached 9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed 10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid 11 Enter the amount of line 10 to be: Credited to 2014 estimated tax ▶ 12 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? 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 Ta or 1b, attach a defailed description of the activities c Did the foundation hypotation attach a defailed description of the activities c Did the foundation hypotation attach a payment of the activities 1 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? 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 Ta or 1b, attach a defailed description of the activi
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7 Total credits and payments. Add lines 6a through 6d 8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached 9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed 10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid 11 Enter the amount of line 10 to be: Credited to 2014 estimated tax ▶ 476 . Refunded ▶ 10 476 . 12 Part VII-A Statements Regarding Activities 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? 1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? 1b 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 2 Did the foundation file Form 1120-POL for this year? 3 Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: 10 On the foundation. ▶ \$ 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0
8 Enter any penalty for underpayment of estimated tax. Check here
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed 10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid 11 Enter the amount of line 10 to be: Credited to 2014 estimated tax 476. Refunded 11 0. Part VII-A Statements Regarding Activities 1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? 1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? 1a X b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? 1b X If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities c Did the foundation file Form 1120-PDL for this year? d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$\infty\$ 0. 2 Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$\infty\$ 0. 2 Has the foundation engaged in any activities that have not previously been reported to the IRS? 2 X If "Yes," attach a detailed description of the activities 3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or
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1 1 1
bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?
b If "Yes," has it filed a tax return on Form 990-T for this year? N/A 4b
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?
If "Yes," attach the statement required by General Instruction T
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?
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV 7 X
8a Enter the states to which the foundation reports or with which it is registered (see instructions)
TX
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate)
of each state as required by General Instruction G? If "No," attach explanation
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
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses 10 X

	n 990-PF (2013) C/O LEGACY TRUST CO.	31-1645	204		Page 5
	art 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	orivileges?			
	If "Yes," attach statement (see instructions)		12		<u> </u>
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?		13	Х	
	Website address ►N/A				
14		► <u>713-65</u>			
	Located at ► 600 JEFFERSON SUITE 350, HOUSTON, TX	ZIP+4 ▶ 77	<u>002</u>		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here				
	and enter the amount of tax-exempt interest received or accrued during the year	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,	,	ı	Yes	No
	securities, or other financial account in a foreign country?		_ 16		<u> </u>
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign				
Ds	country ► art VII-B Statements Regarding Activities for Which Form 4720 May Be Required			[
				Yes	No
10	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies. During the year did the foundation (either directly or indirectly):			162	140
16		es X No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from)	ES LAL 140		İ	
	<u> </u>	es X No			
		es X No		ĺ	
		es D No		ľ	
	(5) Transfer any income or assets to a disqualified person (or make any of either available				
		es 🗶 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				
		es 🗶 No			
ь	of any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations			- 1	
	section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		1b		Х
	Organizations relying on a current notice regarding disaster assistance check here				
C	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected				
	before the first day of the tax year beginning in 2013?		1c	1	Х
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));			- 1	
а	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				
		es 🗶 No	- 1		
	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 incorrec				
	valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attack	 		ŀ	
	statement - see instructions.)	N/A	2b		
	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.				
	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time			- 1	
3a				ł	
		es 🗶 No			
b	of "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons af				
	May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to commissioner under section 4943				
	of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C				
	Form 4720, to determine if the foundation had excess business holdings in 2013)	N/A	3b		
	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	- 41-4	4a		<u>X</u>
D	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpos	इ साधर			v
	had not been removed from jeopardy before the first day of the tax year beginning in 2013?		4b		<u>X</u>

JOHN & MILDRED HOLMES FA Form 990-PF (2013) C/O LEGACY TRUST CO.			31-16452	204	Page 6
Part VII-B Statements Regarding Activities for Which	orm 4720 May Be	Required (contin	ued)		
5a During the year did the foundation pay or incur any amount to:	<u> </u>				Ĭ
(1) Carry on propaganda, or otherwise attempt to influence legislation (section	1 4945(e))?	Y	es X No		
(2) Influence the outcome of any specific public election (see section 4955); of	r to carry on, directly or indir				
any voter registration drive?	, , , , , , , , , , , , , , , , , , , ,		es X No		
(3) Provide a grant to an individual for travel, study, or other similar purposes	?		es X No		
(4) Provide a grant to an organization other than a charitable, etc., organization		··	22 140		
509(a)(1), (2), or (3), or section 4940(d)(2)?	i described in section		es X No		
(5) Provide for any purpose other than religious, charitable, scientific, literary,	ar adventional aurages or		ו או גבו ציי		
	or educational purposes, or		es X No	1	
the prevention of cruelty to children or animals?			es LALINO		
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify und	•	in Regulations	37/3		1
section 53.4945 or in a current notice regarding disaster assistance (see instru	•		N/A	5b	
Organizations relying on a current notice regarding disaster assistance check h					
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption for					
expenditure responsibility for the grant?	Ŋ	1/A	es No		
If "Yes," attach the statement required by Regulations section 53 4945	5-5(d).				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to	pay premiums on				
a personal benefit contract?		Ye	es X No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a p	ersonal benefit contract?			6b	X
If "Yes" to 6b, file Form 8870					
7a At any time during the tax year, was the foundation a party to a prohibited tax s	helter transaction?	☐ Y€	es X No		
b If "Yes," did the foundation receive any proceeds or have any net income attribu			_	7b	
Part VIII Information About Officers, Directors, Trustone Paid Employees, and Contractors		nagers, Highly		 .	
1 List all officers, directors, trustees, foundation managers and their		(a) Componention	(d) Contributions to	() [
	(b) Title, and average	(c) Compensation	(a) continuutions to	(e) t x	pense
(a) Name and address	hours per week devoted		employee benefit plans	accoun	t. other
(a) Name and address	hòurs per week devoted to position	(If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	accoun	t, other ances
(a) Name and address	hours per week devoted	(If not paid.	and deferred compensation	accoun	t, other ances
	hours per week devoted	(If not paid.	employee benefit plans and deferred compensation	accoun	t, other ances
(a) Name and address SEE STATEMENT 8	hours per week devoted	(If not paid.	employee benefit plans and deferred compensation	accoun	t, other ances
	hours per week devoted	(If not paid, enter -0-)	compensation	accoun	ances
	hours per week devoted	(If not paid, enter -0-)	compensation	accoun	ances
	hours per week devoted	(If not paid, enter -0-)	compensation	accoun	ances
	hours per week devoted	(If not paid, enter -0-)	compensation	accoun	ances
	hours per week devoted	(If not paid, enter -0-)	compensation	accoun	ances
	hours per week devoted	(If not paid, enter -0-)	compensation	accoun	ances
	hours per week devoted	(If not paid, enter -0-)	compensation	accoun	ances
	hours per week devoted	(If not paid, enter -0-)	compensation	accoun	ances
	hours per week devoted	(If not paid, enter -0-)	compensation	accoun	ances
SEE STATEMENT 8	hours per week devoted to position	(If not paid, enter -0-)	compensation	accoun	ances
	hours per week devoted to position	(If not paid, enter -0-)	O .	accoun	O.
SEE STATEMENT 8	luded on line 1). If none, (b) Title, and average hours per week	(If not paid, enter -0-)	O .	accoun allow	pense
SEE STATEMENT 8 2 Compensation of five highest-paid employees (other than those inc. (a) Name and address of each employee paid more than \$50,000	hours per week devoted to position luded on line 1). If none,	enter "NONE."	O .	accoun allow	pense
SEE STATEMENT 8 2 Compensation of five highest-paid employees (other than those inc	luded on line 1). If none, (b) Title, and average hours per week	enter "NONE."	(d) Contributions to employee benefit plans and detered	accoun allow	pense
SEE STATEMENT 8 2 Compensation of five highest-paid employees (other than those inc. (a) Name and address of each employee paid more than \$50,000	luded on line 1). If none, (b) Title, and average hours per week	enter "NONE."	(d) Contributions to employee benefit plans and detered	accoun allow	pense
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SEE STATEMENT 8 2 Compensation of five highest-paid employees (other than those inc. (a) Name and address of each employee paid more than \$50,000	luded on line 1). If none, (b) Title, and average hours per week	enter "NONE."	(d) Contributions to employee benefit plans and detered	accoun allow	pense
SEE STATEMENT 8 2 Compensation of five highest-paid employees (other than those inc. (a) Name and address of each employee paid more than \$50,000	luded on line 1). If none, (b) Title, and average hours per week	enter "NONE."	(d) Contributions to employee benefit plans and detered	accoun allow	pense
SEE STATEMENT 8 2 Compensation of five highest-paid employees (other than those inc. (a) Name and address of each employee paid more than \$50,000	luded on line 1). If none, (b) Title, and average hours per week	enter "NONE."	(d) Contributions to employee benefit plans and detered	accoun allow	pense
SEE STATEMENT 8 2 Compensation of five highest-paid employees (other than those inc. (a) Name and address of each employee paid more than \$50,000	luded on line 1). If none, (b) Title, and average hours per week	enter "NONE."	(d) Contributions to employee benefit plans and detered	accoun allow	pense
SEE STATEMENT 8 2 Compensation of five highest-paid employees (other than those inc. (a) Name and address of each employee paid more than \$50,000	luded on line 1). If none, (b) Title, and average hours per week	enter "NONE."	(d) Contributions to employee benefit plans and detered	accoun allow	pense
SEE STATEMENT 8 2 Compensation of five highest-paid employees (other than those inc. (a) Name and address of each employee paid more than \$50,000	luded on line 1). If none, (b) Title, and average hours per week	enter "NONE."	(d) Contributions to employee benefit plans and detered	accoun allow	pense

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

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Part VIII Information About Officers, Directors, Trustees, Founda Paid Employees, and Contractors (continued)	tion Managers, Highly	
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 Part IX-A Summary of Direct Charitable Activities		▶ 0
List the foundation's four largest direct charitable activities during the tax year. Include relevant statist number of organizations and other beneficiaries served, conferences convened, research papers produced to the conference of the convened of the	ical information such as the uced, 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	luce 1 and 2	Amount
1	illes I aliu Z.	Amount
2		
All other program-related investments. See instructions. 3 N/A		
Total. Add lines 1 through 3	>	0.

L	Minimum Investment Return (All domestic foundations must complete this part. Foreign four	ndations	, see instructions)
1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
8	Average monthly fair market value of securities	1a	4,358,590.
b	Average of monthly cash balances	1b	116,116.
C	Fair market value of all other assets	1c	2,087.
đ	Total (add lines 1a, b, and c)	1d	4,476,793.
е	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	4,476,793.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	67,152.
5	Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,409,641.
6	Minimum investment return Enter 5% of line 5	6	220,482.
P	art XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations an foreign organizations check here and do not complete this part.)	d certain	
1	Minimum investment return from Part X, line 6	1	220,482.
2a	Tax on investment income for 2013 from Part VI, line 5		
Ь	Income tax for 2013. (This does not include the tax from Part VI.)		
C	Add lines 2a and 2b	2c	2,484.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	217,998.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	217,998.
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	217,998.
	Qualifying Distributions (see instructions)		
1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		000 004
	Expenses, contributions, gifts, etc total from Part I, column (d), line 26	_1a	229,204.
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:		
	Suitability test (prior IRS approval required)	3a	
	Cash distribution test (attach the required schedule)	3b	000 004
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	229,204.
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	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	229,204.
	Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation q	jualifies fo	or the section

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4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a)	(b)	(c)	(d)
	Corpus	Years prior to 2012	2012	2013
1 Distributable amount for 2013 from Part XI,				
line 7				217,998.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			54,918.	
b Total for prior years:				
,		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2013 from				
Part XII, line 4: ►\$ 229,204.			İ	
a Applied to 2012, but not more than line 2a			54,918.	
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				174,286.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
	0.			
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				43,712.
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	0.			
9 Excess distributions carryover to 2014.				
Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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			II-A, question 9)	N/A	
	A				
	XIV Private Operating Foundations (see instructions and Part VII.4, question 9) N/A				
	In the reversed a ruling or determination letter that it is a private operating for the determination letter that it is a private operating to the ruling is detected the 70.21 (a. faith the date of the ruling of the date of the ruling is detected for 2013, and the date of the ruling of the date of the ruling of the date of the ruling of the date of the ruling of the date of the ruling of the date of the ruling of the date of the ruling of the date of the ruling of the date of the ruling of the date of the ruling of the date of the ruling of the date of the ruling of the date of the ruling of the date of the ruling of the date of the ruling of the date of the ruling of the date of the ruling of the date of the ruling of t				
		a private operating foundation described in section 4942(j)(3) or 4942(j)(5) Tax year Prior 3 years			
income from Part I or the minimum	(a) 2013	(b) 2012	(c) 2011	(d) 2010	(e) Total
investment return from Part X for	or indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5) osser of the adjusted net in Part I or the minimum return from Part X for sted 2a istributions from Part XII, ch year listed cluded in line 2c not y for active conduct of wities istributions made directly onduct of exempt activities. e 2d from line 2c a, b, or c for the est relied upon: rinative test - enter: if all assets if assets qualifying section 4942(j)(3)(B)(i) tt alternative test - enter num investment return art X, line 6 for each year				
each year listed	Part Ing Foundations (see instructions and Part VII-A, question 9) N/A red a ruling or determination letter that it is a private operating selfective for 2013, enter the date of the ruling her the foundation is a private operating foundation described in section Tax year Prior 3 years (a) 2013 (b) 2012 (c) 2011 (d) 2010 (e) Total (1 Young or Prior 3) years (a) 2013 (b) 2012 (c) 2011 (d) 2010 (e) Total (1 Young or Prior 3) years (a) 2013 (b) 2012 (c) 2011 (d) 2010 (e) Total (d)				
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		·			
(2) Value of assets qualifying					
b "Endowment" alternative test - enter					
shown in Part X, line 6 for each year					
c "Support" alternative test - enter:					
• •					
investment income (interest,					
and 5 or more exempt					
• •					
e Dualifying distributions from Part XI, line 4 for each year Island 4 mounts mucked in line 2c not used directly for active conduct of several activities e Dualifying distributions made directly for active conduct of several activities subtract line 2c from line 2c consisting active of several activities Subtract line 2c from line 2c subtract line 2c subtrac					
			ii tile loulluation	11124 40,000 01 1110	ne in assets
1 Information Regarding Foundatio	n Managers:			·	
	=	than 2% of the total con	tributions received by the	foundation before the clos	se of any tax
year (but only if they have contributed in	nore than \$5,000). (See s	ection 507(d)(2).)			
NONE					
			(or an equally large porti	on of the ownership of a pa	rtnership or
- /	s a 10% of greater interes	SI.			
		<u> </u>			
	XIV Private Operating Foundations (see instructions and Part VIIA, question 9) N/A				
	ter Operating Foundations (see instructions and Part VIA, question 9) se received a ruling or deferminant letter that it is a private operating or deferminant letter that it is a private operating benefit to receive the foundation is a private operating benefit and the advised in the 20 not introduced or developed in the 20 not introduced in t				
	determination (exter that it is a private operating determination letter that it is a private operating determination letter that it is a private operating dutil, anter the date of the ruling ton is a private operating foundation described in section. Tax years Tax years (a) 2013 (b) 2012 (c) 2011 (d) 2010 (e) Total mattion (Complete this part only if the foundation had \$5,000 or more in assets eyear-see instructions.) Managers: have contributed more than 2% of the total contributions received by the foundation before the close of any tax re than \$5,000.) (See section \$57(d)(2).) when 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or 10% or greater interest. In, Grant, Gift, Loan, Scholarship, etc., Programs: y makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If see instructions to preselected charitable organizations under other conditions, complete items 2a, b, c, and d. To e-mail address of the person to whom applications under other conditions, complete items 2a, b, c, and d. To e-mail address of the person to whom applications and sudressed: LEGACY TRUST, 713 - 651 - 8800 350, HOUSTON, TX 77002 Submitted and information and materials they should include: REFOR FORM				
				sseu.	
		-			
b The form in which applications should b	e submitted and informat	tion and materials they s			
	ER FOR FORM				
NONE					
	s, such as by geographica	al areas, charitable fields	, kınds of institutions, or	other factors:	
NONE					

Form 990-PF (2013) C/O LEGACY TRUST CO
Part XV Supplementary Information (continued)

C/O LEGACY TRUST CO. 31-1645204 Page 11

3 Grants and Contributions Paid During the Year or Approved for Future Payment If recipient is an individual, Recipient Purpose of grant or contribution Foundation show any relationship to any foundation manager or substantial contributor status of recipient Amount Name and address (home or business) a Paid during the year SEE STATEMENT A 225,000. ➤ 3a Total 225 000 b Approved for future payment NONE Total

Part XVI-A **Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated.	Unrelat	ed business income	Exclu	ided by section 512, 513, or 514	(e)
	(a) Business	(b)	(c) Exclu-	(d)	Related or exempt
1 Program service revenue:	Business code	Amount	sion	Amount	function income
	Code				
å			 -		
b					<u> </u>
C					
d					
e					
f					i
g Fees and contracts from government agencies					
2 Membership dues and assessments					
•				-	
3 Interest on savings and temporary cash					
investments				10-01-	
4 Dividends and interest from securities			14	137,965.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property			1		
b Not debt-financed property					
6 Net rental income or (loss) from personal	-				
property					
7 Other investment income					
8 Gain or (loss) from sales of assets other	į				
than inventory			18	<13,389.	>
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory			_		
11 Other revenue:					<u> </u>
					
b	_			-	
<u> </u>					
d		****			
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		124,576.	0.
13 Total. Add line 12, columns (b), (d), and (e)				13	124,576.
(See worksheet in line 13 instructions to verify calculations.)					
Part XVI-B Relationship of Activities to	the Acc	omplichment of Ex	omn	t Purposes	
rait AVI-B helationship of Activities to	IIIE ACCI	ompusiment of Ex	emp	t Furposes	
Line No. Explain below how each activity for which incom	ne is reported	in column (e) of Part XVI-A	contrit	outed importantly to the accord	nolishment of
the foundation's exempt purposes (other than b					.,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,
N/A	3.1	, , , , , , , , , , , , , , , , , , , ,			
M/A					
				<u> </u>	
				· · · · · · · · · · · · · · · · · · ·	·
					
	·				
323621 10-10-13					Form 990-PF (2013)
					60rm WWI I-PF (2012)

Form 990-PF (2013) C/O LEGACY TRUST CO.

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

S1-1645204 Page 13

Exempt Organizations

1	Did the or	rganization directly or indir	rectly engage in any	of the following	ig with any other organizati	on described in sec	tion 501(c) of		Yes	No
	the Code	(other than section 501(c)	(3) organizations) o	r in section 52	?7, relating to political orgai	nizations?				
8	Transfers	from the reporting founda	ation to a noncharita	ble exempt or	ganization of:					
	(1) Cash	1						1a(1)		X
	(2) Other	r assets						1a(2)		X
b	Other tran	nsactions:								
	(1) Sales	s of assets to a noncharital	ble exempt organizat	tion				1b(1)		X _
	(2) Purcl	hases of assets from a nor	ncharitable exempt o	rganization				1b(2)		X
	(3) Renta	al of facilities, equipment, (or other assets					1b(3)		X
	(4) Reim	bursement arrangements						1b(4)		X
	(5) Loan	s or loan guarantees						1b(5)		X
	(6) Perfo	ormance of services or me	mbership or fundrais	sing solicitatio	ins			1b(6)		X
C	Sharing o	of facilities, equipment, mai	ılıng lısts, other asse	ts, or paid em	ployees			1c		X
d	If the answ	wer to any of the above is	"Yes," complete the f	following sche	dule. Column (b) should al	ways show the fair i	market value of the god	ods, other ass	ets,	
					ed less than fair market val					
	column (c	d) the value of the goods, (other assets, or serv	ices received.						
a) L	ine no	(b) Amount involved	(c) Name of	noncharitable	e exempt organization	(d) Description	n of transfers, transactions	, and sharing an	angeme	nts
				N/A						
			,					•		
					 -					
			-	•						
				•						
			· · · · · · · · · · · · · · · · · · ·							
						· ·				
							· · ·			
2a	Is the four	ndation directly or indirect	ly affiliated with, or r	elated to, one	or more tax-exempt organ	izations described	•			
		501(c) of the Code (other	-	-	•			Yes	X	No
b	If "Yes," co	omplete the following sche	edule.							
	,	(a) Name of org			(b) Type of organization		(c) Description of relat	ionship		
		N/A								
					g accompanying schedules and n taxpayer) is based on all inform			May the iRS o	iscuss t	his
Się	gn 👠	eller, it is true, correct, and corr	piete Declaration of pre	eparer (other thai	taxpayer) is based on all inform	nation of which prepare	r nas any knowledge	return with the shown below		
He	re	C/m D L	entung 4	<u> </u>	5-14-15	TREASU	JRER	X Yes	`	No
	Sigr	nature of officer or trustee			Date	Title		L		
		Print/Type preparer's na	me	Preparer's s	gnature	Date	Check ıf P	TIN		
				P .	401		self- employed			
Pa		CONNIE EST	OPINAL	Connie	L. Istosinal	5-10-2014		P00150	<u>005</u>	
	eparer	Firm's name ► MOH	LE ADAMS				Firm's EIN ► 74	-10676	01	
Us	e Only									
		Firm's address ► 39	00 ESSEX	LANE,	SUITE 1000					
				77027			Phone no. 713	-629-1	381	
								Eorm QQC		20121

FORM 990-PF D	IVIDENDS	AND INTER	EST FRO	M SECUR	ITIES S'	PATEMENT 1
	GROSS AMOUNT	CAPITAL GAINS DIVIDEND	RE	(A) VENUE BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
LEGACY TRUST COMPANY	137,965.		0. 1:	37,965.	137,965.	137,965.
TO PART I, LINE 4	137,965.			37,965.	137,965.	137,965.
FORM 990-PF		ACCOUNTI	NG FEES		Si	PATEMENT 2
DESCRIPTION		(A) EXPENSES PER BOOKS	(B NET IN MENT II	VEST-	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEE		2,750.	:	1,375.	0.	1,375.
TO FORM 990-PF, PG 1,	LN 16B	2,750.		1,375.	0.	1,375.
FORM 990-PF	OTI	HER PROFES	SIONAL 1	FEES	Si	PATEMENT 3
DESCRIPTION		(A) EXPENSES PER BOOKS	(B NET IN MENT II	VEST-	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TRUSTEE FEE INVESTMENT ADVISOR FEE		7,470. 106.	•	7,470.	0.	0.
TO FORM 990-PF, PG 1,	LN 16C	7,576.	-	7,576.	0.	0.
FORM 990-PF		TAX	ES		Si	CATEMENT 4
DESCRIPTION		(A) EXPENSES PER BOOKS	(B NET IN MENT II	VEST-	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES EXCISE TAX		268. 4,543.		268.	0.	0.
TO FORM 990-PF, PG 1,	LN 18	4,811.		268.	0.	0.

FORM 990-PF	OTHER E	XPENSES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVES MENT INCO		(C) ADJUSTEI NET INCOM		
OFFICE/COMPUTER SUPPLIES	1,500.	1,5	500.		0.	0.
TO FORM 990-PF, PG 1, LN 23	1,500.	1,500.		0.		0.
FORM 990-PF	CORPORAT	E STOCK			STATEMENT	6
DESCRIPTION			вос	OK VALUE	FAIR MARK	ET
SEE STATEMENT B		_	1	,565,617.	4,273,	998.
TOTAL TO FORM 990-PF, PART II	I, LINE 10B	=	1	,565,617.	4,273,	998.
FORM 990-PF	CORPORAT	E BONDS			STATEMENT	7
DESCRIPTION			вос	K VALUE	FAIR MARKI VALUE	ET
SEE STATEMENT B		_		330,000.	340,	891.
TOTAL TO FORM 990-PF, PART II	, LINE 10C	_		330,000.	340,	891.

	T OF OFFICERS, D		STAT	EMENT 8
NAME AND ADDRESS	TITLE AND AVRG HRS/WK		EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
ELEANOR JOHNSON C/O LEGACY TRUST 600 JEFFERSON	DIRECTOR			
#350 HOUSTON, TX 77002	1.00	0.	0.	0 .
LUCY H. ORENS C/O LEGACY TRUST 600 JEFFERSON	DIRECTOR			
#350 HOUSTON, TX 77002	1.00	0.	0.	0.
JOE D. UNTERMEYER	SECRETARY / TR	EASURER		
C/O LEGACY TRUST 600 JEFFERSON #350 HOUSTON, TX 77002	1.00	0.	0.	0.
CARTER CRITES	DIRECTOR			
C/O LEGACY TRUST 600 JEFFERSON #350 HOUSTON, TX 77002	1.00	0.	0.	0 .
BETTY HOLMES	VICE PRESIDENT	/ DIRECTOR		
C/O LEGACY TRUST 600 JEFFERSON #350 HOUSTON, TX 77002	1.00	0.	0.	0 .
JOHN B. HOLMES, III C/O LEGACY TRUST 600 JEFFERSON	DIRECTOR			
#350 HOUSTON, TX 77002	1.00	0.	0.	0.
MILDRED H. BRIDGES C/O LEGACY TRUST 600 JEFFERSON	PRESIDENT / DI	RECTOR		
#350 HOUSTON, TX 77002	1.00	0.	0.	0.
JENNIFER G. HOLMES C/O LEGACY TRUST 600 JEFFERSON	DIRECTOR			
#350 HOUSTON, TX 77002	1.00	0.	0.	0.
KATHERINE CRITES C/O LEGACY TRUST 600 JEFFERSON	DIRECTOR			
#350 HOUSTON, TX 77002	1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6	, PART VIII	0.	0.	0.

EIN: 31-1645204

JOHN AND MILDRED HOLMES FOUNDATION 2013 FORM 990-PF

PART XV - GRANTS PAID DURING THE YEAR

Organization Name	Relationship	<u>Status</u>	Grant Description	Grant <u>Amount</u>
Youth and Family Alliance 3700 South 1st St. Austin, TX 78704	None	509(a)(1)	General Use	\$ 12,500
The Bellville Volunteer Fire Dept. P.O. Box 1109 Bellville, TX 77418	None	509(a)(1)	Kenney Station	4,500
Ronald McDonald House Austin 1315 Barbara Jordan Blvd. Austin, TX 78723	None	509(a)(1)	General Use	8,000
Mono Council for the Arts P.O. Box 56 Mammoth Lakes, CA 93546	None	509(a)(1)	General Use	15,000
Mammoth Lakes Swim Team P.O. Box 9241 Mammoth Lakes, CA 93546-9241	None	509(a)(1)	General Use	5,000
Mammoth Lakes Repertory Theatre 100 College Parkway Mammoth Lakes, CA 93546	None	509(a)(1)	General Use	5,000
NOLS 284 Lincoln Street Lander, NY 82520	None	509(a)(1)	General Use	5,000
The Murie Center P.O. Box 399 Moose, WY 77210	None	509(a)(1)	General Use	15,000
DUMB Friends League 2080 S. Quebec St. Denver, CO 80231-3298	None	509(a)(2)	General Use	2,500
Colorado Public Radio 7409 S. Alton Court Centennial, CO 80112	None	509(a)(1)	General Use	2,500
ASPCA 520 8th Avenue, 7th Floor New York, NY 10018	None	509(a)(1)	General Use	5,000

UNICEF 125 Maiden Lane New York, NY 10038	None	509(a)(1)	General Use	5,000
Good Shepherd Episcopal School 2006 Exposition Blvd. Austin, TX 78703	None	509(a)(1)	General Use	30,000
Developing Families Center 801 17th Street NE Washington, DC 20002-7200	None	509(a)(1)	General Use	7,000
Center Modern Psychoanalytic Studies 16 West 10th St. New York, NY 10011	None	509(a)(1)	General Operating	5,000
The Center for the Advancement of Group Studies 1841 Broadway Suite 1118 New York, NY 10023	None	509(a)(1)	General Use	5,000
Group Foundation For Advancing Mental Health 25 East 21st Street New York, NY 10010	None	509(a)(1)	General Use	1,000
Houston Zen Center 1605 Heights Blvd. Houston, TX 77008	None	509(a)(1)	General Use	5,000
The Natural Dharma Fellowship 123 Weston Rd. Lincoln, MA 01773	None	509(a)(1)	Wonderwall Mountain Refuge	10,000
Epic Experience P.O. Box 753 Arvada, CO 80001-0753	None	509(a)(1)	General Use	12,500
The Nature Conservancy 2424 Spruce St. Boulder, CO 80302	None	509(a)(1)	General use	5,000
Foundation for Active Compassion RFD #1 Box 92 7 Small Meadow lane Putney, VT 05346	None	509(a)(1)	General use	5,000
Anders-Larson Torch Fund P.O. Box 839 Woodstock, NY 12498	None	509(a)(2)	General Use	5,000
Developing Families Center	None	509(a)(1)	General Use	7,500

1507 Benning Rd
Washington, DC 20002

Island Academy International School P.O. Box W 1884 St. John's , Antigua W.I.	None	509(a)(1)	General Use	1,000
The Old Road Fund P.O. Box 494 St. Johns Antigua, W.I.	None	509(a)(1)	General Use	10,000
Lynn Cutrer Angel Scholarship Award Attn: Guiseppe Wasurdo, MD U.T. Health School Ctr 6431 Fannin St. MSBG 150 Houston, TX 77030	None	509(a)(1)	General Use	23,500
Riverside Park Conservancy 475 Riverside Drive #455 New York, NY 10015	None	509(a)(1)	General Use	2,500
American Cancer Society P.O. Box 22718 Oklahoma City, OK 73123	None	509(a)(1)	Research	5,000
				\$ 225,000

LEGACY STRUST

STATEMENT B

A PRIVATE TRUST COMPANY

PRINCIPAL PORTFOLIO

JOHN & MILDRED HOLMES FAMILY FOUNDATION UNDER AGREEMENT DATED 3/19/99, LEGACY TRUST COMPANY, CUSTODIAN

AS OF 12/31/13

m

56-0441-00

YLD AT MKT EST. ANNUAL INCOME

COST

MARKET

DESCRIPTION

PAR VALUE/ SHARES

FIXED INCOME - TAXABLE

U.S. INCOME MUTUAL FUNDS-TAX

PIMCO TOTAL RETURN FUND 31888.733

TOTAL

TOTAL FIXED INCOME - TAXABLE

330,000.00

340,890.56

2.58

8,801.29

330,000.00

340,890.56

340,890.56

330,000.00

2.58

8,801.29

2.58

8,801.29

232,587.40 197,900.00

6.79

13,440.00

CULLEN/FROST BANKERS INC 5.375% PREFERRED SERIES A CALLABLE

10000

TOTAL

U.S. PREFERRED STOCK

U. S. EQUITIES

232,587.40

197,900.00

6.19

13,440.00

Page 1 of 6

A PRIVATE TRUST COMPANY

PRINCIPAL PORTFOLIO

AS OF 12/31/13				
JOHN & MILDRED HOLMES FAMILY	FOUNDATION UNDER AGREEMENT	DATED 3/19/99, LEGACY TRUST	COMPANY, CUSTODIAN	
441-00				

-	56-0441-00	JOHN & MILDRED HOLMES FAMILY FOUNDATION UNDER AGREEMENT DATED 3/19/99, LEGACY TRUST COMPANY, CUSTODIAN	AMILY ÆNT RUST	AS OF 12/31/13	./13	41
DESCRIPTION	Ţ	ON	MARKET	COST	EST. ANNUAL INCOME	YLD AT MKT
U.S. COMMON STOCK	SI					
AT & T INC	•		175,800.00	23,672.52	9,200.00	5.23
AUTOMATIC DATA	eT:	AUTOMATIC DATA PROCESSING INC	161,598.00	42,603.65	3,840.00	2.38
BANK AMER CORP	14	0.	7,785.00	24,470.00	20.00	0.26
BERKSHIRE HATI	117	BERKSHIRE HATHAWAY INC-CL B	118,560.00	55,560.00	0.00	00.00
BROADRIDGE FIN		BROADRIDGE FINL SOLUTIONS INC	15,808.00	2,320.35	336.00	2.13
CATERPILLAR INC		Ç	45,405.00	40,693.00	1,200.00	2.64
CHEVRON CORPORATION		WIION	62,455.00	29,360.00	2,000.00	3.20
COCA COLA CO			82,620.00	4,640.00	2,240.00	2.71
CONOCOPHILLIPS		-	70,650.00	29,563.22	2,760.00	3.91
EMERSON ELEC CO	U	8	70,180.00	30,245.00	1,720.00	2.45
EXXON MOBIL CORP	())RP	354,200.00	39,557.91	8,820.00	2.49
GENERAL ELEC CO	U	8	168,180.00	12,245.00	5,280.00	3.14

A PRIVATE TRUST COMPANY

PRINCIPAL PORTFOLIO

AS OF 12/31/13 JOHN & MILDRED HOLMES FAMILY 56-0441-00

S

	FOUNDATION UNDER AGREEMENT DATED 3/19/99, LEGACY TRUST COMPANY, CUSTODIAN	ENT RUST			
PAR VALUE/ SHARES	DESCRIPTION	MARKET	COST	EST. ANNUAL INCOME	YLD AT MKT
500	HOME DEPOT INC	41,170.00	19,814.00	780.00	1.89
2000	J.P. MORGAN CHASE & CO	116,960.00	37,922.59	3,040.00	2.60
3500	JOHNSON & JOHNSON	320,565.00	38,456.25	9,240.00	2.88
1000	MARSH & MCLENNAN COS INC	48,360.00	48,630.00	1,000.00	2.07
2500	MCDONALDS CORP	242,575.00	18,364.96	8,100.00	3.34
1000	MCGRAW HILL FINANCIAL INC	78,200.00	26,487.50	1,120.00	1.43
1000	MICROSOFT CORP	37,410.00	42,643.75	1,120.00	2.99
1500	PEPSICO INC	124,410.00	16,567.52	3,405.00	2.74
1000	PFIZER INC	30,630.00	36,270.00	1,040.00	3.40
200	PHILLIPS 66	38,565.00	9,321.78	780.00	2.02
1000	PROCTER & GAMBLE CO	81,410.00	18,838.87	2,406.00	2.96
3000	SYSCO CORP	108,300.00	9,920.98	3,480.00	3.21
1500	THE HERSHEY COMPANY	145,845.00	11,138.12	2,910.00	2.00
200	UNITED PARCEL SERVICE INC	52,540.00	28,625.00	1,240.00	2.36

STATEMENT B

A PRIVATE TRUST COMPANY

PRINCIPAL PORTFOLIO

1/13	EST. ANNUAL INCOME	1,180.00	8,460.00	6,930.00	93,647.00		6,444.80
AS OF 12/31/13	COST	36,719.95	13,283.43	15,522.09	763,457.44		100,408.24
JOHN & MILDRED^HOLMES FAMILY FOUNDATION UNDER AGREEMENT DATED 3/19/99, LEGACY TRUST COMPANY, CUSTODIAN	MARKET	56,900.00	354,105.00	315,920.00	3,527,106.00		97,599.50
56-0441-00 JOHN & MILDRED^HOLI FOUNDATION UNDER AC DATED 3/19/99, LEG COMPANY, CUSTODIAN	DESCRIPTION	UNITED TECHNOLOGIES CORP	WAL MART STORES INC	WALGREEN CO	TOTAL	CLOSED END MUTUAL FUNDS	ISHARES S&P PREF STK ETF
56-04	PAR VALUE/ SHARES	200	4500	5500			2650

2.39

2.19

2.66

2.07

2.97

3,822,605.50 1,096,453.08 113,531.80

TOTAL U. S. EQUITIES

TOTAL

6.60

6,444.80

100,408.24

97,599.50

6.60

YLD AT MKT

A PRIVATE TRUST COMPANY

PRINCIPAL PORTFOLIO

۲	YLD AT MKT		8.01	8.01	4.35	4.35	1.78	1.78
13	EST. ANNUAL INCOME		8,124.00	8,124.00	1,699.20	1,699.20	5,529.20	5,529.20
AS OF 12/31/13	COST		100,000.00	100,000.00	43,055.41	43,055.41	326,108.17	326,108.17
AMILY Ent RUST	MARKET		101,480.00	101,480.00	39,032.04	39,032.04	310,880.10	310,880.10
56-0441-00 JOHN & MILDRED^HOLMES FAMILY FOUNDATION UNDER AGREEMENT DATED 3/19/99, LEGACY TRUST COMPANY, CUSTODIAN	DESCRIPTION	FOREIGN EQUITIES	FOREIGN PREFERRED STOCK	TOTAL	FOREIGN COMMON STOCK	TOTAL FOREIGN MUTUAL FUNDS	MORGAN STANLEY INSTITUTIONAL FUND INTERNATIONAL EQUITY PORTFOLIO	TOTAL
56 - 04	PAR VALUE/ SHARES	•	0004		708		18308.604	

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A PRIVATE TRUST (EST. ANNUAL INCOME	15,352.40
A PRIVA		AS OF 12/31/13	COST	469,163.58 1
	PRINCIPAL PORTFOLIO	HOLMES FAMILY R AGREEMENT LEGACY TRUST	MARKET	451,392.14
LEGACY STRUST		JOHN & MILDRED HOLMES FAMILY FOUNDATION UNDER AGREEMENT DATED 3/19/99, LEGACY TRUST COMPANY, CUSTODIAN	DESCRIPTION	total foreign equities
LEGAC		56-0441-00	PAR VALUE/ SHARES D	TOTAL

3.40

YLD AT MKT

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