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Form

990-PF

Department of the Treasury
Internal Revenue Service

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 instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 01-01-2013 , and ending 12-31-2013

Name of foundation SEQUOR FOUNDATION C/O BDO USA LLP % BDO USA LLP		A Employer identification number 36-3783683	
Number and street (or P O box number if mail is not delivered to street address) 9901 IH-10 Suite 500		B Telephone number (see instructions) (210) 342-8000	
City or town, state or province, country, and ZIP or foreign postal code SAN ANTONIO, TX 78230		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ☒ \$ 2,996,835	J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	0			
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	3	3		
	4 Dividends and interest from securities.	75,424	75,424		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	9,348			
	b Gross sales price for all assets on line 6a 251,183				
	7 Capital gain net income (from Part IV, line 2)		9,348		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
Operating and Administrative Expenses	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	84,775	84,775		
	13 Compensation of officers, directors, trustees, etc	43,200	8,640		34,560
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	26,400	13,200	0	13,200
	c Other professional fees (attach schedule)	28,808	28,808		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	1,040	483		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	11,482	5,741		5,741
	22 Printing and publications				
	23 Other expenses (attach schedule)	31	31		
	24 Total operating and administrative expenses. Add lines 13 through 23	110,961	56,903	0	53,501
	25 Contributions, gifts, grants paid	44,000			44,000
	26 Total expenses and disbursements. Add lines 24 and 25	154,961	56,903	0	97,501
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-70,186			
	b Net investment income (if negative, enter -0-)		27,872		
	c Adjusted net income (if negative, enter -0-)				

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	49,439	54,569	54,569
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	3,045	2,488	2,488
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	1,644,349 	1,582,381	2,040,018
	c	Investments—corporate bonds (attach schedule).	1,003,703 	917,335	899,760
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
Liabilities	15	Other assets (describe ▶ _____)			
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	2,700,536	2,556,773	2,996,835
	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
Net Assets or Fund Balances	22	Other liabilities (describe ▶ _____)	 73,577		
	23	Total liabilities (add lines 17 through 22)	73,577	0	
		Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	2,626,959	2,556,773	
	30	Total net assets or fund balances (see page 17 of the instructions)	2,626,959	2,556,773	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	2,700,536	2,556,773	

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	2,626,959
2	Enter amount from Part I, line 27a	2	-70,186
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	2,556,773
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	2,556,773

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)
1 a	WELLS FARGO (LT COVERED)	P	2012-01-01	2013-12-31
b	WELLS FARGO (LT NON COVERED)	P	2012-01-01	2013-12-31
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 24,164		17,032	7,132
b 227,019		224,803	2,216
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) 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			7,132
b			2,216
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	9,348
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	

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 page 18 of 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	175,721	2,782,067	0 063162
2011	111,123	2,873,732	0 038669
2010	112,647	2,763,166	0 040767
2009	166,600	2,676,294	0 06225
2008	82,607	2,978,973	0 02773

2	Total of line 1, column (d).	2	0 232578
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 046516
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	2,864,538
5	Multiply line 4 by line 3.	5	133,247
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	279
7	Add lines 5 and 6.	7	133,526
8	Enter qualifying distributions from Part XII, line 4.	8	97,501

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

Part VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a		Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1		1	557
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 ☐ and enter 1% of Part I, line 27b		2	557
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-).		4	
5		Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	557
6		Credits/Payments		7	3,045
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	3,045		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c			
d	Backup withholding erroneously withheld	6d			
7		Total credits and payments. Add lines 6a through 6d.		7	3,045
8		Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached.		8	
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	2,488
11		Enter the amount of line 10 to be Credited to 2014 estimated tax 2,488 Refunded		11	

Part VII-AStatements 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	Yes	No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
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-POL for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation \$ (2) On foundation managers \$			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$			
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.	2		No
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 ☒	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T. ☒	5		No
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?	6		No
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	Yes	
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 .	8b	Yes	
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	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses.	10		No

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ WWW.THESEQUORFOUNDATION.ORG	13	Yes	
14	The books are in care of ▶ BDO USA LLP Telephone no ▶ (210) 342-8000 Located at ▶ 9901 IH-10 STE 500 San Antonio TX ZIP +4 ▶ 78230			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year ▶ 15			
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country ▶	16	Yes	No

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? ☐ Yes ☒ No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. ☐ Yes ☒ No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ 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)?. ☐ Yes ☒ 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). ☐ Yes ☒ 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 page 20 of the instructions)?. . . Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐	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?.	1c		No
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?. ☐ Yes ☒ No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
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).	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 ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?. ☐ Yes ☒ 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.</i>).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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		No
	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
ARTHUR MILBERGER	PRESIDENT	43,200		
P O BOX 350	20			
BAY CITY,TX 77404				
SUE KRENEK MILBERGER	SECRETARY	0		
P O BOX 350	05			
BAY CITY,TX 77404				
JAINE E FRASER	MEMBER	0		
6324 WAGGONER DR	05			
Dallas,TX 75230				
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
Total number of other employees paid over \$50,000.				

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
ARTHUR J MILBERGER P O BOX 350 BAY CITY,TX 77404	CONSULTING	43,200
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	
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	
2	
All other program-related investments. See page 24 of the instructions	
3	
Total. Add lines 1 through 3	

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	2,854,807
b	Average of monthly cash balances.	1b	53,353
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	2,908,160
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	0
3	Subtract line 2 from line 1d.	3	2,908,160
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	43,622
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,864,538
6	Minimum investment return. Enter 5% of line 5.	6	143,227

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	143,227
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	557
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	557
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	142,670
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	142,670
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	142,670

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	97,501
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	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	97,501
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	97,501
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			
2	Undistributed income, if any, as of the end of 2013			
a	Enter amount for 2012 only.			
b	Total for prior years 2011 , 2010 , 2009			
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.			
4	Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 97,501			
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.			
e	Remaining amount distributed out of corpus			
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:			
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). . . .			
9	Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a			
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. . . . 0			

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

1a

If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling.

b

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

☐ 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 XVSupplementary Information (Complete this part only if the organization 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))

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

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

SEQUOR FOUNDATION RICHARD ANDERSON
P O BOX 550
MARSHALL, TX 75671
(903) 938-8373

b

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

INCLUDE PROGRAM PURPOSE, PROGRAM STRUCTURE AND SYNERGY, AND PROGRAM OUTCOMES

c

Any submission deadlines

MOST SUITABLE PROPOSALS SHOULD BE RECEIVED BETWEEN JUNE 1 AND AUGUST 31

d

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

THE FOUNDATION GRANTS SUPPORT WORK IN THE FIELDS OF INNOVATIVE AND LIFE ENRICHMENT ACTIVITIES FOR AT-RISK CHILDREN IN THE STATE OF TEXAS

Part XV

Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			▶ 3a	44,000
b Approved for future payment				
Total			▶ 3b	

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2013)

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
TEXAS MUSIC PROJECT 1009 WOODBRIAR DRIVE GRAPEVINE,TX 76051	NONE	PC	TO BRING MUSIC AWARENESS AND EDUCATION	5,000
LONE STAR WIND ORCHESTRA P O BOX 803042 DALLAS,TX 75380	noNE	PC	To help at youths grow artisticly	7,000
Holy Cross Catholic School 2001 Katy Avenue bay City,TX 77414	noNE	PC	Educational and tuition assistance for underpriviledged children	15,000
Vogel Alcove childcare center for the homeless 7557 rambler road suite 262 dallas,TX 75231	noNE	PC	To help at risk youth to reduce negative behavior	15,000
COLORADO RIVER FOUNDATION P O BOX 50029 AUSTIN,TX 78763	NONE	PC	TRIBUTARY LEAGUE	2,000
Total			3a	44,000

TY 2013 Accounting Fees Schedule**Name:** SEQUOR FOUNDATION

C/O BDO USA LLP

EIN: 36-3783683

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	26,400	13,200		13,200

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2013 Depreciation Schedule

Name: SEQUOR FOUNDATION
C/O BDO USA LLP

EIN: 36-3783683

**TY 2013 Investments Corporate
Bonds Schedule**

Name: SEQUOR FOUNDATION
C/O BDO USA LLP

EIN: 36-3783683

Name of Bond	End of Year Book Value	End of Year Fair Market Value
WELLS FARGO BONDS	917,335	899,760

**TY 2013 Investments Corporate
Stock Schedule**

Name: SEQUOR FOUNDATION
C/O BDO USA LLP

EIN: 36-3783683

Name of Stock	End of Year Book Value	End of Year Fair Market Value
WELLS FARGO STOCK	1,224,382	1,676,838
WELLS FARGO COMPLEMENTARY STRA	111,797	99,260
WELLS FARGO REAL ASSET FUNDS	246,202	263,920

TY 2013 Investments - Land Schedule**Name:** SEQUOR FOUNDATION

C/O BDO USA LLP

EIN: 36-3783683

TY 2013 Land, Etc. Schedule**Name:** SEQUOR FOUNDATION

C/O BDO USA LLP

EIN: 36-3783683

TY 2013 Other Expenses Schedule

Name: SEQUOR FOUNDATION
C/O BDO USA LLP
EIN: 36-3783683

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BANK FEES	31	31		

TY 2013 Other Liabilities Schedule

Name: SEQUOR FOUNDATION

C/O BDO USA LLP

EIN: 36-3783683

Description	Beginning of Year - Book Value	End of Year - Book Value
Outstanding checks	73,577	

TY 2013 Other Professional Fees Schedule**Name:** SEQUOR FOUNDATION

C/O BDO USA LLP

EIN: 36-3783683

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT FEES	28,808	28,808		

TY 2013 Taxes Schedule

Name: SEQUOR FOUNDATION
C/O BDO USA LLP
EIN: 36-3783683

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES PAID	483	483		
FEDERAL INCOME TAX	557			



SEQUOR FOUNDATON - MDP

2013 Form 1099

Account Number 82783900

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Forms 1099 for 2013**1099-B Proceeds From Broker and Barter Exchange Transactions (OMB No. 1545-0715)****Copy B, For Recipient**

A schedule of your net gains and losses is shown below. Although we have shown quantity sold on the sales with either two decimal places, as a whole number, or as a fractional share, all of these amounts will be filed with the IRS as whole numbers per IRS publication 1220. Please note that if you have sold an asset for which we do not have cost basis information, it is either shown separately in the section entitled Cost Not Available or it may appear with a zero tax cost. Please review these carefully when preparing your return. Note also that an asterisk symbol (*) next to tax cost indicates that the tax cost has been adjusted for current year's return of capital. If applicable, we have shown IRC Section 988 translation gains and losses separately within the sales sections. Please note these gains or losses are not entitled to capital gains treatment. Rather, under IRC Section 988, they are either ordinary income or loss.

Proceeds from Long Term Covered Security Transactions

This category includes transactions that are long-term gain or loss on Form 1099-B, Box 1c. Form 1099-B, Box 6b is checked because this category includes only sales of covered securities. If applicable, transactions subject to wash sale are shown separately. If wash sales are not shown separately, your account has no wash sales in this category. For individual taxpayers, these transactions are reportable on Form 8949, Part II, Box D.

Long Term Covered Security Transactions (Form 8949, Part II, Box D)

Description (Box 8)	Symbol (Box 1d)	Cusip	Quantity sold (Box 1e)	Date of acquisition (Box 1b)	Sale date (Box 1a)	Sales price less commissions (Box 2a)	Cost or other basis (Box 3)	Net gain or loss
GILEAD SCIENCES INC	GILD	375558103	48	12/08/11	04/03/13	\$2,281 19	\$935 32	\$1,345 87
THERMO FISHER SCIENTIFIC INC	TMO	883556102	30	04/13/11	07/03/13	\$2,557 86	\$1,651 98	\$905 88
CHEVRON CORP	CVX	166764100	20	02/07/12	07/03/13	\$2,380 27	\$2,139 37	\$240 90
TEVA PHARMACEUTICAL INDUSTRIE	TEVA	881624209	65	04/13/11	08/19/13	\$2,579 06	\$3,220 81	\$-641 75
THERMO FISHER SCIENTIFIC INC	TMO	883556102	28	04/13/11	08/30/13	\$2,483 67	\$1,541 85	\$941 82
JOHNSON CONTROLS INC	JCI	478366107	45	07/11/11	11/14/13	\$2,208 93	\$1,856 39	\$352 54
JOHNSON CONTROLS INC	JCI	478366107	90	03/17/11	11/14/13	\$4,417 85	\$3,632 41	\$785 44
MCKESSON CORP	MCK	58155Q103	12	11/07/12	12/16/13	\$1,892 80	\$1,137 58	\$755 22



SEQUOR FOUNDATON - MDP

Long Term Covered Security Transactions (Form 8949, Part II, Box D)

Description (Box 8)	Symbol (Box 1d)	Cusip	Quantity sold (Box 1e)	Date of acquisition (Box 1b)	Sale date (Box 1a)	Sales price less commissions (Box 2a)	Cost or other basis (Box 3)	Net gain or loss
GILEAD SCIENCES INC	GILD	375558103	47	12/08/11	12/16/13	\$3,362 13	\$915 84	\$2,446 29
Total long term gain/loss from covered security transactions not subject to wash sale:						\$24,163 76	\$17,031 55	\$7,132 21
Total long term gain/loss from covered security transactions:			Gross Proceeds	Tax Cost	Gain or Loss	Loss Disallowed	Net Gain or Loss	
Report each transaction on Form 8949, Part II, Box D			\$24,163.76	\$17,031.55	\$7,132.21	\$0.00	\$7,132.21	

Proceeds from Long Term Noncovered Security Transactions

This category includes transactions that are long-term gain or loss. Form 1099-B, Box 6a is checked because this category includes only sales of non-covered securities. For sales of noncovered securities we report security description, symbol, cusip, quantity sold, sale date, federal income tax withheld and gross proceeds to the Internal Revenue Service but we do not report acquisition date, tax cost, wash sale loss disallowed and type of gain or loss. If applicable, transactions subject to wash sale are shown separately. If wash sales are not shown separately, your account has no wash sales in this category. For individual taxpayers, these transactions are reportable on Form 8949, Part II, Box E.

Long Term Noncovered Security Transactions (Form 8949, Part II, Box E)

Description (Box 8)	Symbol (Box 1d)	Cusip	Quantity sold (Box 1e)	Date of acquisition	Sale date (Box 1a)	Sales price less commissions (Box 2a)	Cost or other basis	Net gain or loss
VODAFONE GROUP PLC NEW ADR	VOD	92857W209	264	11/18/10	01/09/13	\$6,948 74	\$7,116 73	\$-167 99
NOVARTIS AG - ADR	NVS	66987V109	115	11/18/10	01/29/13	\$7,790 97	\$6,528 54	\$1,262 43
WELLS FARGO INTL ADV FUND-IS 4	ESICX	94985D582	3475 24	09/24/10	02/07/13	\$40,000 00	\$41,285 84	\$-1,285 84
WF ADV GOVT SECURITIES- I 3101	SGVIX	949917579	4065 04	09/24/10	02/07/13	\$45,000 00	\$45,081 30	\$-81 30
ISHARES TR SMALLCAP 600 INDEX	IJR	464287804	579	11/18/10	02/07/13	\$48,322 32	\$36,697 02	\$11,625 30
AFFILIATED MANAGERS GROUP INC	AMG	008252108	35	11/18/10	02/25/13	\$5,017 40	\$3,109 73	\$1,907 67
INTEL CORP	INTC	458140100	388	11/18/10	06/18/13	\$9,857 86	\$8,170 23	\$1,687 63
CHEVRON CORP	CVX	166764100	23	11/18/10	07/03/13	\$2,737 31	\$1,925 27	\$812 04
UNION PACIFIC CORP	UNP	907818108	34	11/18/10	07/03/13	\$5,273 92	\$3,118 05	\$2,155 87
TEVA PHARMACEUTICAL INDUSTRIE	TEVA	881624209	153	11/18/10	08/19/13	\$6,070 70	\$7,804 12	\$-1,733 42

2013 Form 1099

Account Number 82783900

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**WELLS
FARGO**

SEQUOR FOUNDATON - MDP

Long Term Noncovered Security Transactions (Form 8949, Part II, Box E)

Description (Box 8)	Symbol (Box 1d)	Cusip	Quantity sold (Box 1e)	Date of acquisition	Sale date (Box 1a)	Sales price less commissions (Box 2a)	Cost or other basis	Net gain or loss
HUSSMAN STRATEGIC GROWTH FUI HSGFX		448108100	4970 18	11/18/10	12/10/13	\$50,000 00	\$63,966 20	\$-13,966 20
Total long term gain/loss from noncovered security transactions not subject to wash sale:						\$227,019 22	\$224,803 03	\$2,216 19
Total long term gain/loss from noncovered security transactions:			Gross Proceeds	Tax Cost	Gain or Loss	Loss Disallowed	Net Gain or Loss	
Report each transaction on Form 8949, Part II, Box E			\$227,019.22	\$224,803.03	\$2,216.19	\$0.00	\$2,216.19	
Total proceeds reported to IRS on Form 1099-B						\$251,182.98		