



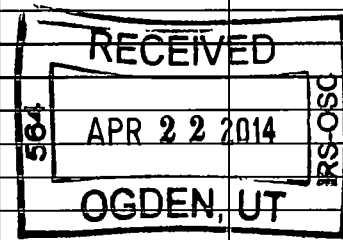
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For calendar year 2013 or tax year beginning , 2013, and ending , 20

Name of foundation Quanex Foundation		A Employer identification number 36-6065490
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions) (713) 961-4600
1800 West Loop South	1500	
City or town, state or province, country, and ZIP or foreign postal code Houston, TX 77027		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply:		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change	
H Check type of organization <input type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 8,080,002.00	J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	
<i>(Part I, column (d) must be on cash basis)</i>		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	8.00	8.00		
4 Dividends and interest from securities	298,758.00	298,758.00		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	326,513.00			
b Gross sales price for all assets on line 6a 639,800.00				
7 Capital gain net income (from Part IV, line 2)		326,513.00		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	625,279.00	625,279.00		
13 Compensation of officers, directors, trustees, etc.				
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule)	30.00			
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see instructions)	12,505.00			
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)				
24 Total operating and administrative expenses. Add lines 13 through 23	12,535.00			
25 Contributions, gifts, grants paid	380,242.00			380,242.00
26 Total expenses and disbursements. Add lines 24 and 25	392,777.00			380,242.00
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	232,502.00			
b Net investment income (if negative, enter -0-)		625,279.00		
c Adjusted net income (if negative, enter -0-)				



SCANNED MAY 07 2014

Revenue
Operating and Administrative Expenses

[Handwritten signature]

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	341,929.00	174,829.00	174,829.00
	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			
	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule)	4,204,352.00	4,505,564.00	7,905,173.00
	c	Investments - corporate bonds (attach schedule)			
	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)				
15	Other assets (describe ▶)				
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	4,546,281.00	4,680,393.00	8,080,002.00	
Liabilities	17	Accounts payable and accrued expenses	-7,039.00	5,466.00	
	18	Grants payable	201,605.00	90,710.00	
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)	194,566.00	96,176.00	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, . . . ▶ <input type="checkbox"/> 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			
30	Total net assets or fund balances (see instructions)	4,351,715.00	4,584,217.00		
31	Total liabilities and net assets/fund balances (see instructions)	4,546,281.00	4,680,393.00		

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 4,351,715.00
2	Enter amount from Part I, line 27a	2 232,502.00
3	Other increases not included in line 2 (itemize) ▶	3
4	Add lines 1, 2, and 3	4 4,584,217.00
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 4,584,217.00

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	SCHWAB EQUITY FUNDS	P	VARIOUS	VARIOUS
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a 639,800.00		313,287.00	326,513.00	
b				
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			326,513.00	
b				
c				
d				
e				
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	326,513.00
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 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			
2011			
2010			
2009			
2008			
2 Total of line 1, column (d)			2
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
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 7,510,592.49
5 Multiply line 4 by line 3			5
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 6,252.79
7 Add lines 5 and 6			7 6,252.79
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions			8 380,242.00

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)	1	12,505.00
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3 Add lines 1 and 2	3	12,505.00
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	12,505.00
6 Credits/Payments		
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	7,039.00
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	7,039.00
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	5,466.00
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11 Enter the amount of line 10 to be Credited to 2014 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		X
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> <u>TEXAS</u>		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation.</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV.</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ _____	13	X	
14	The books are in care of ▶ <u>QUANEX BUILDING PRODUCTS CORPORATION</u> Telephone no ▶ <u>713-961-4600</u> Located at ▶ <u>1800 WEST LOOP SOUTH, SUITE 1500 HOUSTON, TEXAS</u> ZIP+4 ▶ <u>77027</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶ <u>15</u>			
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶ _____	16	Yes	No X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	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	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ _____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ _____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013)	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b	X

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? Yes No **6b**
If "Yes" to 6b, file Form 8870
- 7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No
- b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No **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
KEVIN P. DELANEY 1800 WEST LOOP SOUTH #1500 HOUSTON, TX 77027	PRESIDENT 0	0.00	0.00	0.00
BRENT L. KORB 1800 WEST LOOP SOUTH #1500 HOUSTON, TX 77027	VP 0	0.00	0.00	0.00

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

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

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

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services ▶

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 -----	
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 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	7,366,587.00
b	Average of monthly cash balances	1b	258,380.00
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	7,624,967.00
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	7,624,967.00
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	114,374.51
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	7,510,592.49
6	Minimum investment return. Enter 5% of line 5	6	375,529.62

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	375,529.62
2a	Tax on investment income for 2013 from Part VI, line 5	2a	12,505.00
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	12,505.00
3	Distributable amount before adjustments Subtract line 2c from line 1	3	363,024.62
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	363,024.62
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	363,024.62

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	380,242.00
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	380,242.00
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	380,242.00

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				363,024.62
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			52,508.70	
b Total for prior years 20____, 20____, 20____				
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 ▶ \$ <u>380,242.00</u>				
a Applied to 2012, but not more than line 2a			52,508.70	
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				327,733.30
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				35,291.32
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				

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

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

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

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

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

QUANEX BUILDING PRODUCTS CORP; 1800 WEST LOOP SOUTH, SUITE 1500, HOUSTON, TX 77027 713-961-4600

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

ANY FORMAT

c Any submission deadlines

OCTOBER 31

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

NONE

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<p>a Paid during the year SEE ATTACHED SCHEDULE</p>				380,242.00
Total ▶ 3a				380,242.00
<p>b Approved for future payment</p>				
Total ▶ 3b				

**THE QUANEX FOUNDATION
INVESTMENT PORTFOLIO**

DECEMBER 31, 2013

	PRINCIPAL AMOUNT OR SHARES	BOOK VALUE	MARKET VALUE
Pimco Total Return FD	71,665.367	\$ 738,394.13	\$ 766,102.77
T. Rowe Price High Yield FD	87,664.799	\$ 453,473.99	\$ 626,803.31
Vanguard Inflation Protected Secs	23,494.792	\$ 427,173.78	\$ 598,412.35
Vanguard ST BD Index Signal	29,141.694	\$ 441,619.98	\$ 305,696.37
Allianz NFJ Small Cap Value FD	14,694.378	\$ 223,243.61	\$ 516,801.27
American FD	34,808.671	\$ 605,188.37	\$ 1,495,032.42
Baron Growth FD	7,814.403	\$ 193,562.76	\$ 565,528.35
Dodge & Cox FD	9,606.975	\$ 530,439.97	\$ 1,622,329.87
EII Global Property Trust	22,453.252	\$ 352,956.80	\$ 375,418.37
Thornburg Intl Value FD	32,222.328	\$ 539,509.53	\$ 1,033,047.84
Total Investment Portfolio	333,566.659	\$ 4,505,562.92	\$ 7,905,172.92

DECEMBER 31, 2012

	PRINCIPAL AMOUNT OR SHARES	BOOK VALUE	MARKET VALUE
Pimco Total Return FD	82,776.478	\$ 852,835.48	\$ 930,407.61
T. Rowe Price High Yield FD	77,728.712	\$ 383,473.99	\$ 542,546.41
Vanguard Inflation Protected Secs	18,386.917	\$ 427,173.78	\$ 524,762.61
Vanguard ST BD Index Signal	0.000	\$ -	\$ -
Allianz NFJ Small Cap Value FD	15,240.980	\$ 231,547.72	\$ 456,314.79
American FD	39,204.010	\$ 681,606.31	\$ 1,344,697.68
Baron Growth FD	9,050.407	\$ 224,178.58	\$ 485,644.84
Dodge & Cox FD	11,119.440	\$ 613,948.19	\$ 1,355,459.25
EII Global Property Trust	19,069.450	\$ 295,078.69	\$ 323,799.24
Thornburg Intl Value FD	30,771.390	\$ 494,509.53	\$ 864,368.35
Total Investment Portfolio	303,347.784	\$ 4,204,352.27	\$ 6,828,000.78

Num	Date	Name	Purpose	Amount
1445	01/14/2013	Houston Livestock Show and Rodeo	Education	-16,000 00
1446	01/21/2013	Heifer Project International	Health/Welfare	-500.00
1447	01/21/2013	21st CENTURY FUND	Education	-25 00
1448	01/21/2013	Family Renewal Shelter	Health/Welfare	-125 00
1449	01/21/2013	Primate Rescue Center	Health/Welfare	-125 00
1450	01/21/2013	Church World Service Inc	Health/Welfare	-21 00
1451	01/21/2013	Christian Appalacian Project	Civic	-20 00
1452	01/21/2013	University of the Cumberlands	Education	-500 00
1453	01/21/2013	Seattle Children's Hosp Foundation	Health/Welfare	-25 00
1454	01/21/2013	Millikin University	Education	-100 00
1455	01/21/2013	Nativity House	Health/Welfare	-25 00
1456	01/21/2013	THE SALVATION ARMY	Health/Welfare	-100 00
1457	01/21/2013	St Vincent de Paul	Health/Welfare	-25 00
1458	01/21/2013	Rebuilding Together NYC	Health/Welfare	-500 00
1459	01/21/2013	Catholic Community Services of Washington	Health/Welfare	-25 00
1460	04/04/2013	Journey Care	Health/Welfare	-5,000 00
1461	04/04/2013	Tony's Prostate Cancer Research	Health/Welfare	-5,000 00
1462	04/04/2013	Lifeshouse of Houston	Health/Welfare	-5,000 00
1464	05/02/2013	St Jude Children's Research Hospital	Health/Welfare	-750 00
1465	05/02/2013	Christian Appalacian Project	Civic	-28 00
1466	05/02/2013	Laurel School	Education	-500.00
1467	05/02/2013	Chrstian Found for Children and Aging	Health/Welfare	-360 00
1468	05/02/2013	Bullseye Dog Rescue	Health/Welfare	-125 00
1469	05/02/2013	St Ambrose University	Education	-2,000 00
1470	05/02/2013	International Messengers	Other	-1,000 00
1471	05/02/2013	American Cancer Society - IL	Health/Welfare	-70 00
1472	05/01/2013	Eastern Kentucky University Foundation	Cultural	-20 00
1473	05/01/2013	Humble ISD Education Fund	Education	-90 00
1474	05/01/2013	Easter Seals Inc	Health/Welfare	-20.00
1475	05/01/2013	Wycliffe Associates	Other	-1,000.00
1476	05/01/2013	Feed the Children Inc	Health/Welfare	-20.00
1477	05/01/2013	Junior Achievement of the Heartland	Other	-120 00
1478	05/01/2013	Bible Study Fellowship	Other	-1,000 00
1479	05/01/2013	Another Chance Equine Rescue, Inc	Civic	-500 00
1480	05/01/2013	Presbyterian School	Education	-500 00
1481	05/01/2013	Joyce Meyer Ministries Inc	Health/Welfare	-20 00
1482	05/01/2013	Rebuilding Together South Sound	Health/Welfare	-250 00
1483	05/01/2013	The Awty International School of Houston	Education	-500.00
1484	05/01/2013	Biblical Ministries Worldwide	Other	-1,000 00
1485	05/01/2013	Junior Achievement of the Heartland	Other	-20 00
1486	06/11/2013	Community Foundation of Sarasota County	Other	-1,000 00
1488	06/12/2013	St Jude Children's Research Hospital	Health/Welfare	-50 00
1489	06/12/2013	Girl Scouts	Civic	-25 00
1490	06/12/2013	American Cancer Society - IL	Health/Welfare	-50 00
1491	06/12/2013	National Wildlife Federation	Health/Welfare	-20 00
1492	06/12/2013	American Cancer Society - IL	Health/Welfare	-150 00
1493	06/12/2013	Covenant House	Health/Welfare	-20.00
1494	06/12/2013	Cleveland Foodbank	Health/Welfare	-100 00
1495	06/12/2013	Rape Abuse and Incest National Network	Health/Welfare	-50 00
1495	06/12/2013	Rape Abuse and Incest National Network	Health/Welfare	-100 00
1496	06/12/2013	Planned Parenthood Federation of America	Health/Welfare	-100 00
1497	06/12/2013	Awty Internatinal School of Houston	Education	-500 00
1498	06/12/2013	The Chehalis Foundation	Other	-2,000 00

1499	06/12/2013 JDRF	Health/Welfare	-20.00
1750	06/12/2013 March of Dimes	Health/Welfare	-30.00
1751	06/12/2013 National Multiple Sclerosis Society	Health/Welfare	-50.00
1752	06/18/2013 Houston Food Bank	Civic	-25,000.00
1753	07/08/2013 Houston Food Bank	Civic	-670.00
1754	08/13/2013 National Merit Scholarship Corp	Education	-2,240.00
1755	08/13/2013 American Heart Association - CA	Health/Welfare	-40.00
1756	08/13/2013 National Multiple Sclerosis Society	Health/Welfare	-25.00
1757	08/13/2013 American Cancer Society - IL	Health/Welfare	-160.00
1758	08/13/2013 America Scores - Cleveland	Education	-500.00
1759	08/13/2013 American Cancer Society-AZ	Health/Welfare	-50.00
1760	08/14/2013 Ruffing Montessori School	Other	-500.00
1761	08/14/2013 American Cancer Society-WI	Health/Welfare	-50.00
1762	08/14/2013 Journey Care	Health/Welfare	-2,000.00
1763	08/14/2013 American Heart Association - CA	Health/Welfare	-100.00
1764	08/14/2013 UW-Eau Claire Foundation	Education	-100.00
1765	08/14/2013 Ball State University Foundation	Education	-50.00
1766	08/14/2013 National Multiple Sclerosis Society-CA	Health/Welfare	-50.00
1767	08/14/2013 Shriners Hospitals for Children	Health/Welfare	-100.00
1768	08/21/2013 Susan G Komen for the Cure Houston	Health/Welfare	-700.00
1769	09/09/2013 Chatsworth Fire District C2	Health/Welfare	-1,000.00
1770	09/09/2013 S E L C A S Ambulance	Health/Welfare	-1,000.00
1771	09/09/2013 Boys & Girls Club of Prairie Central	Education	-1,000.00
1772	09/09/2013 Anthony Garofalo Scholarship Fund	Education	-1,000.00
1773	09/09/2013 Rice Lake Area Scholarship Foundation Inc	Education	-1,000.00
1774	09/09/2013 WITC Foundation Inc	Education	-2,500.00
1775	09/09/2013 Courage Center	Health/Welfare	-1,000.00
1776	09/09/2013 American Cancer Society- MN	Health/Welfare	-1,500.00
1777	09/09/2013 Spring Lake Park Fire Department	Civic	-1,000.00
1778	09/09/2013 Minneapolis Heart Institute Foundation	Health/Welfare	-1,000.00
1779	09/09/2013 PKD Foundation	Health/Welfare	-1,000.00
1780	09/09/2013 Luck Fire Department	Health/Welfare	-1,000.00
1781	09/09/2013 North Land Municipal Ambulance, Inc	Health/Welfare	-1,000.00
1782	09/09/2013 Northwoods Homeless Shelters	Civic	-1,000.00
1783	09/09/2013 Independent Living Center	Civic	-1,000.00
1784	09/09/2013 Boys & Girls Club of Wayne County	Education	-1,000.00
1785	09/09/2013 Camp Courageous of Iowa	Civic	-1,000.00
1786	09/09/2013 Boys & Girls Club of Greater Dubuque	Civic	-1,000.00
1787	09/11/2013 K-9 Kindness Rescue INC	Civic	-1,000.00
1788	09/11/2013 Habitat for Humanity	Civic	-1,500.00
1789	09/11/2013 Habitat for Humanity - Morgan County	Civic	-1,500.00
1790	09/11/2013 Habitat for Humanity - Lake County	Civic	-1,500.00
1791	09/11/2013 Junior Achievement of the Heartland	Other	-2,500.00
1792	09/11/2013 Hospice of Northeast, IL	Civic	-10,000.00
1793	09/11/2013 YMCA - Cambridge, OH	Civic	-10,000.00
1794	09/11/2013 Church of the Risen Christ	Civic	-3,000.00
1795	09/11/2013 Haven of Hope	Civic	-2,300.00
1796	09/11/2013 Hospice of Guernsey Inc	Health/Welfare	-2,400.00
1797	09/11/2013 Big Brothers/Big Sisters	Civic	-2,300.00
1800	09/11/2013 Boys & Girls Clubs of King County	Civic	-3,000.00
1801	09/11/2013 Pediatric Interim Care Center	Health/Welfare	-3,000.00
1802	09/11/2013 American Red Cross - Daniel Boone Chapter	Civic	-3,000.00
1803	09/11/2013 New Opportunity School for Women	Civic	-3,000.00
1804	09/11/2013 American Red Cross - WA	Civic	-2,000.00
1807	09/12/2013 Union Gospel Mission	Civic	-2,000.00

1808	09/12/2013	Lydia Home Association	Civic	-2,000.00
1809	09/12/2013	Northern Illinois Food Bank	Civic	-2,000.00
1810	10/10/2013	Buffalo Specialties Inc	No name type	-458.21
1811	10/28/2013	Susan G Komen for the Cure Houston	Health/Welfare	-1,700.00
1812	10/29/2013	Bellarmino Preparatory School	Education	-25.00
1813	10/29/2013	Nature's Edge Therapy Center	Health/Welfare	-50.00
1814	10/29/2013	Alzheimer's Association - IL	Health/Welfare	-50.00
1815	10/29/2013	University of Houston	Education	-120.00
1816	10/29/2013	American Cancer Society- FL	Health/Welfare	-25.00
1817	10/29/2013	St Francis Cabrini School	Education	-25.00
1818	10/29/2013	Kuemper Catholic School	Education	-20.00
1819	10/29/2013	Mercy Corp	Health/Welfare	-30.00
1820	10/29/2013	Southwestern University	Education	-100.00
1821	10/30/2013	Epilepsy Foundation of Western WI	Health/Welfare	-50.00
1822	10/30/2013	Main Street Theater	Cultural	-125.00
1823	10/30/2013	Eastern Kentucky University Foundation	Cultural	-30.00
1824	10/30/2013	Leap for Lupus Foundation	Health/Welfare	-350.00
1825	11/19/2013	Addi's Faith Foundation	Health/Welfare	-5,000.00
1826	11/19/2013	Memorial Assistance Ministries	Health/Welfare	-5,000.00
1827	11/19/2013	Assistance League of Montgomery County	Civic	-5,000.00
1828	11/19/2013	Suites of Hope	Civic	-2,500.00
1829	11/19/2013	Star of Hope Mission	Health/Welfare	-10,000.00
1830	11/19/2013	Society of St Stephen	Civic	-5,000.00
1832	11/19/2013	American Heart Association - TX	Health/Welfare	-25,000.00
1833	11/19/2013	MD Anderson Cancer Center	Health/Welfare	-25,000.00
1834	11/19/2013	Houston Food Bank	Civic	-25,000.00
1835	11/19/2013	Just Hope Inc	Health/Welfare	-3,000.00
1836	11/19/2013	Leap for Lupus Foundation	Health/Welfare	-3,000.00
1837	11/19/2013	America Scores - Cleveland	Education	-3,000.00
1838	11/20/2013	Youth Reach Houston	Civic	-5,000.00
1839	11/20/2013	Dress for Success Houston	Other	-10,000.00
1840	11/25/2013	Centralia College Foundation	Education	-16,000.00
1841	11/25/2013	The Chehalis Foundation	Other	-4,000.00
1842	12/19/2013	Houston Food Bank	Civic	-475.00
1843	12/19/2013	Michael J Fox Foundation	Health/Welfare	-5,000.00
1844	12/19/2013	Pan American Round Table of Houston	Cultural	-5,000.00
1845	12/19/2013	Alzheimer's Foundation of America	Health/Welfare	-5,000.00
1846	12/19/2013	Building Homes for Heroes	Civic	-50,000.00
1847	12/19/2013	St Jude Children's Research Hospital	Health/Welfare	-2,500.00

-380,242.21