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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 WEATHERSPOON CHARITABLE FOUNDATION ATTN MOLLY SCARBROUGH		A Employer identification number 42-1324028
Number and street (or P O box number if mail is not delivered to street address) 2100 FOREST TRAIL	Room/suite	B Telephone number (see instructions) (512) 810-9775
City or town, state or province, country, and ZIP or foreign postal code AUSTIN, TX 78703		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input checked="" type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 4,681,293	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> 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 <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</small>		(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 <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	137,379	137,379		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	61,794			
	b Gross sales price for all assets on line 6a 380,976				
	7 Capital gain net income (from Part IV, line 2)		61,794		
	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	199,173	199,173			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest	63	63		0
	18 Taxes (attach schedule) (see instructions) <input checked="" type="checkbox"/>	2,498	421		0
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) <input checked="" type="checkbox"/>	6,389	4,227		2,150
	24 Total operating and administrative expenses. Add lines 13 through 23	8,950	4,711		2,150
	25 Contributions, gifts, grants paid	222,444			222,444
26 Total expenses and disbursements. Add lines 24 and 25	231,394	4,711		224,594	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-32,221				
b Net investment income (if negative, enter -0-)		194,462			
c Adjusted net income (if negative, enter -0-)					

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

Part II Balance Sheets		Beginning of year		End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1 Cash—non-interest-bearing				
	2 Savings and temporary cash investments	216,116	367,915	367,915	
	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				
	10a Investments—U S and state government obligations (attach schedule)				
	b Investments—corporate stock (attach schedule)	1,575,579 <input checked="" type="checkbox"/>	1,439,981	3,555,073	
	c Investments—corporate bonds (attach schedule).	150,412 <input checked="" type="checkbox"/>	150,287	158,049	
	11 Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____				
	12 Investments—mortgage loans				
	13 Investments—other (attach schedule)	477,329 <input checked="" type="checkbox"/>	428,951	600,256	
	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)	2,419,436	2,387,134	4,681,293		
Liabilities	17 Accounts payable and accrued expenses				
	18 Grants payable				
	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable (attach schedule)				
	22 Other liabilities (describe ▶ _____)				
	23 Total liabilities (add lines 17 through 22)	0	0		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <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, check here <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds	0	0		
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	0	0		
	29 Retained earnings, accumulated income, endowment, or other funds	2,419,436	2,387,134		
30 Total net assets or fund balances (see page 17 of the instructions)	2,419,436	2,387,134			
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	2,419,436	2,387,134			

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	2,419,436
2	Enter amount from Part I, line 27a	2	-32,221
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	2,387,215
5	Decreases not included in line 2 (itemize) ▶ _____ <input checked="" type="checkbox"/>	5	81
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	2,387,134

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 PUBLICLY TRADED SECURITIES	P		
b K-1 ENERGY TRANSFER PARTNERS LP - NET SEC 1231	P		
c K-1 ENERGY TRANSFER PARTNERS LP - LTCG	P		
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 380,976		319,421	61,555
b			59
c			180
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			61,555
b			59
c			180
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	61,794
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	95,955	3,874,359	0.024767
2011	99,816	3,346,502	0.029827
2010	180,065	2,973,174	0.060563
2009	164,189	2,497,239	0.065748
2008	189,446	3,248,930	0.058310

2 Total of line 1, column (d).	2	0.239215
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	0.047843
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	4,183,646
5 Multiply line 4 by line 3.	5	200,158
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	1,945
7 Add lines 5 and 6.	7	202,103
8 Enter qualifying distributions from Part XII, line 4.	8	224,594

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

Table with 11 rows for excise tax calculations. Includes categories like 'Exempt operating foundations', 'Domestic foundations', 'Tax under section 511', and 'Tax due'. Total tax due is 1,988.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about influencing legislation, political expenditures, and state reporting. Includes 'Yes' and 'No' columns.

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 N/A	13	Yes	
14 The books are in care of MOLLY SCARBROUGH Telephone no (512) 810-9775 Located at 2100 FOREST TRAIL AUSTIN TX ZIP +4 78703			
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year 15			
16 At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country N/A	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? <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 checked="" type="checkbox"/> Yes <input 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 page 20 of the instructions)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	1b			No
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	1c			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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	2b			
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 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? <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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.</i>) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	3b			
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a			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)

<p>5a During the year did the foundation pay or incur any amount to</p> <p>(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(3) Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(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). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>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</p> <p>Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/></p> <p>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? <input type="checkbox"/> Yes <input type="checkbox"/> No If "Yes," attach the statement required by Regulations section 53.4945–5(d).</p> <p>6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>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.</p> <p>7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? 7b</p>	
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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
See Additional Data Table				

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. **0**

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. **0**

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 NONE	0
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 NONE	0
2	
All other program-related investments. See page 24 of the instructions	
3	

Total. Add lines 1 through 3 **0**

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	4,028,502
b	Average of monthly cash balances.	1b	218,854
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	4,247,356
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	4,247,356
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	63,710
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	4,183,646
6	Minimum investment return. Enter 5% of line 5.	6	209,182

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	209,182
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	1,945
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	1,945
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	207,237
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	207,237
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	207,237

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	224,594
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	224,594
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	1,945
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	222,649

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				207,237
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			61,962	
b Total for prior years 20___, 20___, 20___		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 ▶ \$ <u>224,594</u>				
a Applied to 2012, but not more than line 2a			61,962	
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.				162,632
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2013 <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
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 instructions			0	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				44,605
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).	0			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions).	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.				

Part XIV Private 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)

	Tax year	Prior 3 years			(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
2a 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 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

MOLLY SCARBROUGH
2100 FOREST TRAIL
AUSTIN, TX 78703
(512) 810-9775

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

NO REQUIREMENTS

c Any submission deadlines

NONE

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
a <i>Paid during the year</i> See Additional Data Table				
Total				▶ 3a 222,444
b <i>Approved for future payment</i>				
Total				▶ 3b 0

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(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
SUSAN STEVENSON 2100 FOREST TRAIL AUSTIN, TX 78703	PRESIDENT 1 00	0	0	0
JENNIE REYNOLDS 2100 FOREST TRAIL AUSTIN, TX 78703	VICE PRESIDENT 1 00	0	0	0
JAMES BOWDEN 2100 FOREST TRAIL AUSTIN, TX 78703	SECRETARY 1 00	0	0	0
KRISTEN MACDONALD 2100 FOREST TRAIL AUSTIN, TX 78703	TREASURER 1 00	0	0	0
STEVE CHRISTIE 2100 FOREST TRAIL AUSTIN, TX 78703	BOARD MEMBER 1 00	0	0	0
JACQUELINE REINEKE 2100 FOREST TRAIL AUSTIN, TX 78703	BOARD MEMBER 1 00	0	0	0
MARY BOWDEN 2100 FOREST TRAIL AUSTIN, TX 78703	BOARD MEMBER 1 00	0	0	0
MARTHA STEVENSON 2100 FOREST TRAIL AUSTIN, TX 78703	BOARD MEMBER 1 00	0	0	0
JOANNA ANDERSON 2100 FOREST TRAIL AUSTIN, TX 78703	BOARD MEMBER 1 00	0	0	0
MOLLY SCARBROUGH 2100 FOREST TRAIL AUSTIN, TX 78703	BOARD MEMBER 1 00	0	0	0
ANDREW MACDONALD 2100 FOREST TRAIL AUSTIN, TX 78703	BOARD MEMBER 1 00	0	0	0
SARA CHRISTIE 2100 FOREST TRAIL AUSTIN, TX 78703	BOARD MEMBER 1 00	0	0	0

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>				
AMIGOS DE LAS AMERICAS 5618 STAR LANE HOUSTON, TX 77057	NONE	PUBLIC CHARITY	GENERAL OPERATING BUDGET	9,114
BETHESDA LUTHERAN CHURCH 1517 NORTHWESTERN AVE AMES, IA 50010	NONE	PUBLIC CHARITY	FOOD PANTRY	5,000
CARITAS OF AUSTIN PO BOX 1947 AUSTIN, TX 78752	NONE	PUBLIC CHARITY	GENERAL OPERATING BUDGET	8,000
EL BUEN PASTOR EARLY CHILDHOOD EDUCATION CENTER 1208 WILLOW STREET AUSTIN, TX 78702	NONE	PUBLIC CHARITY	GENERAL OPERATING BUDGET	19,000
FAITH PRESBYTERIAN CHURCH 1314 E OLTORF AUSTIN, TX 78704	NONE	PUBLIC CHARITY	FAITH FOOD PANTRY	1,500
FAMILY YOUNG MENS CHRISTIAN ASSOCIATION OF MARION & POLK COUNTY 685 COURT ST NE SALEM, OR 97301	NONE	PUBLIC CHARITY	GENERAL OPERATING BUDGET	10,300
FELLOWS ELEMENTARY SCHOOL 1400 MCKINLEY DR AMES, IA 50010	NONE	PUBLIC CHARITY	GENERAL OPERATING BUDGET	5,000
IOWA STATE UNIVERSITY FOUNDATION 2505 UNIVERSITY BLVD PO BOX 2230 AMES, IA 50010	NONE	PUBLIC CHARITY	GENERAL OPERATING BUDGET	4,000
JOHNSTON COMMUNITY SCHOOL FOUNDATION PO BOX 10 JOHNSTON, IA 50131	NONE	PUBLIC CHARITY	GENERAL OPERATING BUDGET	6,000
JOHNSTON PARTNERSHIP FOR A HEALTHY COMMUNITY INC PO BOX 975 JOHNSTON, IA 50131	NONE	PUBLIC CHARITY	GENERAL OPERATING BUDGET	6,000
JOHNSTON STATION HISTORICAL SOCIETY 6161 NORTHGLENN DRIVE JOHNSTON, IA 50131	NONE	PUBLIC CHARITY	GENERAL OPERATING BUDGET	6,000
JUVENILE DIABETES RESEARCH FOUNDATION 26 BROADWAY 14TH FLOOR NEW YORK, NY 10004	NONE	PUBLIC CHARITY	GENERAL OPERATING BUDGET	10,000
LINCOLN COUNTY CHILD AND FAMILY DAY TREATMENT CENTER DBA OLALLA CENTER 805 NE RESERVOIR LANE TOLEDO, OR 97391	NONE	PUBLIC CHARITY	GENERAL OPERATING BUDGET	14,214
MANOS DE CRISTO INC 1201 E CESAR CHAVEZ ST AUSTIN, TX 78702	NONE	PUBLIC CHARITY	GENERAL OPERATING BUDGET	1,500
MARY GREELEY MEDICAL CENTER FOUNDATION 1111 DUFF AVE AMES, IA 50010	NONE	PUBLIC CHARITY	GENERAL OPERATING BUDGET	2,750
Total				222,444

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>				
MULTNOMAH EDUCATION SERVICE DISTRICT FOUNDATION PO BOX 20728 PORTLAND, OR 97294	NONE	PUBLIC CHARITY	GENERAL OPERATING BUDGET	314
NAHANT VILLAGE CHURCH PO BOX 77 NAHANT, MA 01908	NONE	PUBLIC CHARITY	GENERAL OPERATING BUDGET	3,428
NEVADA COMMUNITY SCHOOL FOUNDATION 1035 FIFTEENTH ST NEVADA, IA 50201	NONE	PUBLIC CHARITY	CENTRAL ELEMENTARY	2,000
NORTH SHORE ELDER SERVICES INC 152 SYLVAN ST DANVERS, MA 01923	NONE	PUBLIC CHARITY	GENERAL OPERATING BUDGET	4,000
OREGON STATE UNIVERSITY FOUNDATION 850 SW 35TH ST CORVALLIS, OR 97333	NONE	PUBLIC CHARITY	GENERAL OPERATING BUDGET	2,500
PEOPLE'S COMMUNITY CLINIC INC 2909 NORTH IH-35 AUSTIN, TX 78722	NONE	PUBLIC CHARITY	GENERAL OPERATING BUDGET	5,000
PINES & PRAIRIES LAND TRUST 106 CONFERENCE DRIVE BASTROP, TX 78602	NONE	PUBLIC CHARITY	GENERAL OPERATING BUDGET	4,547
PORTLAND RESCUE MISSION PO BOX 3713 PORTLAND, OR 97208	NONE	PUBLIC CHARITY	GENERAL OPERATING BUDGET	14,214
PROJECT NORMALIZATION OPEN DOOR PRESCHOOLS 3804 CHERRYWOOD RD AUSTIN, TX 78722	NONE	PUBLIC CHARITY	GENERAL OPERATING BUDGET	3,000
RAWART WORKS INC 37 CENTRAL SQUARE LYNN, MA 01901	NONE	PUBLIC CHARITY	GENERAL OPERATING BUDGET	4,000
SWAMPSCOTT PATRONS OF PERFORMING STUDENTS INC 6 ESTABROKK RD SWAMPSCOTT, MA 01907	NONE	PUBLIC CHARITY	GENERAL OPERATING BUDGET	2,000
CASCADIA BEHAVIORAL HEALTHCARE INC 847 NE 19TH AVE 100 PORTLAND, OR 97232	NONE	PUBLIC CHARITY	GENERAL OPERATING BUDGET	23,333
NATIONAL MULTIPLE SCLEROSIS SOCIETY 8187 UNIVERSITY BLVD CLIVE, IA 50325	NONE	PUBLIC CHARITY	GENERAL OPERATING BUDGET	8,000
THE GREATER BOSTON FOOD BANK 70 S BAY AVE BOSTON, MA 02118	NONE	PUBLIC CHARITY	GENERAL OPERATING BUDGET	8,833
GREEN DOORS HOUSING PO BOX 685065 AUSTIN, TX 78768	NONE	PUBLIC CHARITY	GENERAL OPERATING BUDGET	2,000
Total				222,444

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>				
MEALS ON WHEELS ASSOCIATION OF AMERICAN 413 N LEE STREET ALEXANDRIA, VA 22314	NONE	PUBLIC CHARITY	GENERAL OPERATING BUDGET	3,750
ADVENTURE THEATRE INC 7300 MACARTHUR BLVD GLEN ECHO, MA 20812	NONE	PUBLIC CHARITY	GENERAL OPERATING BUDGET	1,000
THE CLARK SCHOOL 14 FOREST RIDGE DRIVE ROWLEY, MA 01969	NONE	PUBLIC CHARITY	GENERAL OPERATING BUDGET	1,000
NAHANT PRESERVATION TRUST 300 NAHANT MASSACHUSETTS, MA 01908	NONE	PUBLIC CHARITY	GENERAL OPERATING BUDGET	1,000
MASSACHUSETTS GENERAL HOSPITAL 55 FRUIT ST BOSTON, MA 02114	NONE	PUBLIC CHARITY	GENERAL OPERATING BUDGET	3,000
MARRIAGE BOOT CAMP 733 CLAY DR MURPHY, TX 75094	NONE	PUBLIC CHARITY	GENERAL OPERATING BUDGET	3,000
CHILDREN AND FAMILY URBAN MOVEMENT 1548 8TH ST DES MOINES, IA 50314	NONE	PUBLIC CHARITY	GENERAL OPERATING BUDGET	2,214
PIVEN THEATER 927 NOYES ST EVANSTON, IL 60201	NONE	PUBLIC CHARITY	GENERAL OPERATING BUDGET	1,000
PLAYWORKS EDUCATION ENERGIZED - WASHINGTON DC 600 PENNSYLVANIA AVE SE SUITE 100 WASHINGTON, DC 20003	NONE	PUBLIC CHARITY	GENERAL OPERATING BUDGET	2,100
ZACH'S VOICE 9824 RIAS WAY AUSTIN, TX 78717	NONE	PUBLIC CHARITY	GENERAL OPERATING BUDGET	2,500
EMERGENCY RESIDENCE PROJECT 225 S KELLOGG AVE AMES, IA 50010	NONE	PUBLIC CHARITY	GENERAL OPERATING BUDGET	4,333
POLK COUNTY DOMESTIC ABUSE COORDINATING COUNCIL 206 6TH AVE DES MOINES, IA 50309	NONE	PUBLIC CHARITY	GENERAL OPERATING BUDGET	2,000
Total				222,444

**TY 2013 Investments Corporate
Bonds Schedule**

Name: WEATHERSPOON CHARITABLE FOUNDATION
ATTN MOLLY SCARBROUGH

EIN: 42-1324028

Name of Bond	End of Year Book Value	End of Year Fair Market Value
LPL FINANCIAL CORPORATE BONDS	0	0
UBS FINANCIAL CORPORATE BONDS	150,287	158,049

**TY 2013 Investments Corporate
Stock Schedule**

Name: WEATHERSPOON CHARITABLE FOUNDATION
ATTN MOLLY SCARBROUGH

EIN: 42-1324028

Name of Stock	End of Year Book Value	End of Year Fair Market Value
LPL FINANCIAL EQUITIES	0	0
UBS FINANCIAL CORPORATE STOCK	1,439,981	3,555,073

TY 2013 Investments - Other Schedule

Name: WEATHERSPOON CHARITABLE FOUNDATION
 ATTN MOLLY SCARBROUGH

EIN: 42-1324028

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
LPL FINANCIAL MUTUAL FUNDS	FMV	0	0
LPL FINANCIAL OTHER SECURITIES	FMV	0	0
UBS FINANCIAL MUTUAL FUNDS	FMV	424,261	572,032
UBS FINANCIAL OTHER SECURITIES	FMV	4,690	28,224

TY 2013 Other Decreases Schedule

Name: WEATHERSPOON CHARITABLE FOUNDATION

ATTN MOLLY SCARBROUGH

EIN: 42-1324028

Description	Amount
ADJUST COST OF INVESTMENTS TO ACTUAL	81

TY 2013 Other Expenses Schedule

Name: WEATHERSPOON CHARITABLE FOUNDATION

ATTN MOLLY SCARBROUGH

EIN: 42-1324028

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BOARD TRAVEL	4,300	2,150		2,150
MISCELLANEOUS EXP	11	0		0
K-1 ENERGY TRANSFER PARTNERS LP - ORDINARY LOSS	1,832	1,832		0
BANK FEES	245	245		0
K-1 ENERGY TRANSFER PARTNERS LP - CHARITABLE DEDUCTIONS	1	0		0

TY 2013 Taxes Schedule

Name: WEATHERSPOON CHARITABLE FOUNDATION

ATTN MOLLY SCARBROUGH

EIN: 42-1324028

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAX WITHHELD	421	421		0
EXCISE TAX - 2012 BALANCE DUE	827	0		0
EXCISE TAX - 2011 BALANCE DUE	1,250	0		0