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

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

2013

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

John D. and Allie Lea Orton Foundation
P. O. Box 4886
Houston, TX 77210-4886

A Employer identification number
45-6781856

B Telephone number (see the instructions)
(713) 831-5702

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity
☐ Final return ☐ Amended return
☐ Address change ☐ Name change

H Check type of organization ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, column (c), line 16)
\$ 1,153,580.
J Accounting method ☒ Cash ☐ Accrual
☐ Other (specify) _____
(Part I, column (d) must be on cash basis)

C If exemption application is pending, check here ☐

D 1 Foreign organizations, check here ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ☐

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 (att sch)
2 Ck ☒ if the foundn is not req to att Sch B
3 Interest on savings and temporary cash investments
4 Dividends and interest from securities
5a Gross rents
b Net rental income or (loss)
6a Net gain/(loss) from sale of assets not on line 10
b Gross sales price for all assets on line 6a 381,665.
7 Capital gain net income (from Part IV, line 2)
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/(loss) (att sch)
11 Other income (attach schedule)

12 Total. Add lines 1 through 11

ADMINISTRATIVE AND EXPENSES

- 13 Compensation of officers, directors, trustees, etc.
14 Other employee salaries and wages
15 Pension plans, employee benefits
16a Legal fees (attach schedule) See St 1
b Accounting fees (attach sch) See St 2
c Other prof fees (attach sch)
17 Interest
18 Taxes (attach schedule X see instrs)
19 Depreciation (attach sch) and depletion
20 Occupancy
21 Travel, conferences, and meetings
22 Printing and publications
23 Other expenses (attach schedule)

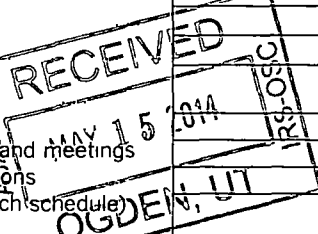
24 Total operating and administrative expenses. Add lines 13 through 23

25 Contributions, gifts, grants paid Part XV

26 Total expenses and disbursements. Add lines 24 and 25

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements
b Net investment income (if negative, enter -0-)
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	23,291.	38,229.	38,229.
	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 sch)			
		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)	929,962.	932,991.	1,115,351.
	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)	953,253.	971,220.	1,153,580.	
LIABILITIES	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & 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 and complete lines 24 through 26 and lines 30 and 31. <input checked="" type="checkbox"/>				
	24	Unrestricted	953,253.	971,220.	
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see instructions)	953,253.	971,220.	
	31	Total liabilities and net assets/fund balances (see instructions)	953,253.	971,220.	

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	953,253.
2	Enter amount from Part I, line 27a	2	18,102.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	971,355.
5	Decreases not included in line 2 (itemize) <u>See Statement 3</u>	5	135.
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	971,220.

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 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a See Statement 4				
b				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(j) Fair Market Value as of 12/31/69	(i) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div>		2	39,254.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 </div>		3	5,407.

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 N/A

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 (column (b) divided by column (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	
5 Multiply line 4 by line 3	5	
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	
7 Add lines 5 and 6	7	
8 Enter qualifying distributions from Part XII, line 4	8	

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 V Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 – see instructions)

1 a 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 instrs)		
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	930.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)		
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3 Add lines 1 and 2	3	930.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	930.
6 Credits/Payments		
a 2013 estimated tax pmts and 2012 overpayment credited to 2013	6 a	
b Exempt foreign organizations – tax withheld at source	6 b	
c Tax paid with application for extension of time to file (Form 8868)	6 c	
d Backup withholding erroneously withheld	6 d	
7 Total credits and payments. Add lines 6a through 6d	7	0.
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	3.
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	933.
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 VI A Statements Regarding Activities

	Yes	No
1 a 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
1 b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for 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
1 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"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0.		
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
4 a 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?		N/A
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, column (c), and Part XV</i>	X	
8 a 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? <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

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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 <u>N/A</u>	13	X	
14	The books are in care of <u>Virginia Simons</u> Telephone no <u>(713) 831-5791</u> Located at <u>2200 Post Oak Blvd Floor 19 Houston TX</u> ZIP + 4 <u>77056</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <u>N/A</u> and enter the amount of tax-exempt interest received or accrued during the year <u>15</u> <u>N/A</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 <u></u>	16		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
1 a 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	
1 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 <u></u>	1 b	N/A
1 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?	1 c	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? If 'Yes,' list the years <u>20</u> <u></u> <u>20</u> <u></u> <u>20</u> <u></u> <u>20</u> <u></u>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see instructions)	2 b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20</u> <u></u> <u>20</u> <u></u> <u>20</u> <u></u> <u>20</u> <u></u>		
3 a 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.)	3 b	N/A
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	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?	4 b	X

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Part VII Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5 a** 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)?

5 b N/A

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?N/A ☐ Yes ☐ No

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

6 a 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?

6 b X

If 'Yes' to 6b, file Form 8870

7 a 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?

N/A

7 b

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
Kenneth Cummings 2732 Maple Creek Dr Fort Worth, TX 76177	Co-Trustee 0	1,475.	0.	0.
Rodney Koenig 1301 McKinney Ste 5100 Houston, TX 77010-3095	Co-Trustee 0	0.	0.	0.
BBVA Compass Bank 2200 Post Oak Blvd, 19th Floor Houston, TX 77056	Fnd Mgr 0	13,555.	0.	0.

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

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

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

0

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

Part IX-A Summary of Direct Charitable Activities

Expenses

Part IX-B Summary of Program-Related Investments (see instructions)

Amount

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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	1 a	1,038,520.
b	Average of monthly cash balances	1 b	30,760.
c	Fair market value of all other assets (see instructions)	1 c	
d	Total (add lines 1a, b, and c)	1 d	1,069,280.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	1,069,280.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	16,039.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,053,241.
6	Minimum investment return. Enter 5% of line 5	6	52,662.

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	52,662.
2a	Tax on investment income for 2013 from Part VI, line 5	2 a	930.
b	Income tax for 2013 (This does not include the tax from Part VI)	2 b	
c	Add lines 2a and 2b	2 c	930.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	51,732.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	51,732.
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	51,732.

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	1 a	28,377.
b	Program-related investments — total from Part IX-B	1 b	
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)	3 a	
b	Cash distribution test (attach the required schedule)	3 b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	28,377.
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	28,377.

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				51,732.
2 Undistributed income, if any, as of the end of 2013:				
a Enter amount for 2012 only			24,122.	
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 ▶ \$ 28,377.				
a Applied to 2012, but not more than line 2a			24,122.	
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				4,255.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
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				47,477.
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 XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
Main Street Theater 2540 Times Blvd Houston , TX 77005	none	501 (3) (c)	Educational	5,000.
Houston Ear Research Fnd 7737 Southwest Freeway Ste 630 Houston , TX 77074	none	501 (3) (c)	Charity and Educational	5,000.
Bethesda Christian School 4700 N. Beach St Fort Worth, TX 76137	none	501 (3) (c)	Charity and Educational	5,000.
CT Church 9701 Almeda Genoa Houston , TX 77075	none	501 (3) (c)	Charity and Educational	5,000.
Round Top Festival Insitute P. O. Box 89 Round Top, TX 78954	none	501 (3) (c)	Educational	5,000.
Total			3 a	25,000.
b Approved for future payment				
Total			3 b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1	Program service revenue					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments.					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities			14	25,813.	
5	Net rental income or (loss) from real estate					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory					39,254.
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue					
a						
b						
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)				25,813.	39,254.
13	Total. Add line 12, columns (b), (d), and (e)				13	65,067.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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Statement 1
Form 990-PF, Part I, Line 16a
Legal Fees

	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Legal Fees	\$ 2,214.			\$ 2,214.
Total	<u>\$ 2,214.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>	<u>\$ 2,214.</u>

Statement 2
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Accounting Fees	\$ 4,395.	\$ 4,395.		
Total	<u>\$ 4,395.</u>	<u>\$ 4,395.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

Statement 3
Form 990-PF, Part III, Line 5
Other Decreases

990PF 2012 excise				\$ 135.
Total				<u>\$ 135.</u>

Statement 4
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold
1	1898.797 U Wells Fargo Adv Hi	Purchased	12/31/2012	3/13/2013
2	643 U Financial Sector SPDR	Purchased	12/31/2012	3/18/2013
3	134 shs H J Heinz	Purchased	12/31/2012	3/18/2013
4	159 shs Hewlett Packard Co	Purchased	12/31/2012	3/18/2013
5	23 U Ishares S & P N Amer	Purchased	12/31/2012	3/18/2013
6	182 shs St Jude Medical	Purchased	12/31/2012	3/18/2013
7	693 U Vanguard Intermediate Bond	Purchased	12/31/2012	3/18/2013
8	Vanguard Intermediate Bond -LCGD	Purchased	1/01/2000	4/05/2013
9	170 U Vanguard Intermediate Bond	Purchased	12/31/2012	5/14/2013
10	.7778 Shs CST Brands Inc	Purchased	4/04/2012	6/13/2013
11	1672.648 U Wells Fargo Adv Hi	Purchased	4/04/2012	8/01/2013
12	194 shs Abbvie Inc	Purchased	4/04/2012	8/05/2013
13	Abbvie Inc	Purchased	6/05/2013	8/05/2013
14	58 shs Accenture PLC	Purchased	4/04/2012	8/05/2013
15	Accenture PLC	Purchased	6/05/2013	8/05/2013
16	221 shs Alcoa Inc	Purchased	6/05/2013	8/05/2013
17	45 shs Allstate Corp	Purchased	4/04/2012	8/05/2013
18	44 shs American Express	Purchased	4/04/2012	8/05/2013
19	33 shs Amgen Inc	Purchased	4/04/2012	8/05/2013

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Statement 4 (continued)
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold
20	14 shs Apple Inc	Purchased	4/04/2012	8/05/2013
21	80 shs At &T	Purchased	12/10/2012	8/05/2013
22	115 shs Bank of New York	Purchased	4/04/2012	8/05/2013
23	37 shs Becton Dickinson	Purchased	4/04/2012	8/05/2013
24	35 shs Caterpillar	Purchased	4/04/2012	8/05/2013
25	Caterpillar	Purchased	7/01/2013	8/05/2013
26	34 shs Chevron	Purchased	4/04/2012	8/05/2013
27	95 shs Cisco Systems	Purchased	4/04/2012	8/05/2013
28	107 shs Coca Cola	Purchased	4/04/2012	8/05/2013
29	38 shs Conocophillips	Purchased	4/04/2012	8/05/2013
30	42 shs Con Edison	Purchased	1/05/2013	8/05/2013
31	36 shs CST Brands Inc	Purchased	4/04/2012	8/05/2013
32	71 shs CVS Caremark	Purchased	4/04/2012	8/05/2013
33	36 shs DTE Energy	Purchased	4/04/2012	8/05/2013
34	67 shs Exxonmobil	Purchased	4/04/2012	8/05/2013
35	443 U Financial Sector SPDR	Purchased	4/04/2012	8/05/2013
36	163 shs General Electric	Purchased	4/04/2012	8/05/2013
37	156 shs Intel Corp	Purchased	4/04/2012	8/05/2013
38	27 shs IBM	Purchased	4/04/2012	8/05/2013
39	IBM	Purchased	1/15/2013	8/05/2013
40	94 U Ishares N A Tech	Purchased	4/04/2012	8/05/2013
41	52 shs Johnson & Johnson	Purchased	4/04/2012	8/05/2013
42	106 shs Lowe's Co	Purchased	4/04/2012	8/05/2013
43	51 shs Marathon Oil	Purchased	4/04/2012	8/05/2013
44	43 shs McDonalds	Purchased	4/04/2012	8/05/2013
45	McDonalds	Purchased	7/15/2013	8/05/2013
46	221 shs McGraw Hill	Purchased	4/04/2012	8/05/2013
47	McGraw Hill	Purchased	7/05/2013	8/05/2013
48	22 shs Monsanto	Purchased	4/04/2012	8/05/2013
49	39 shs Northrop Grumman	Purchased	4/04/2012	8/05/2013
50	93 shs Oracle	Purchased	4/04/2012	8/05/2013
51	35 shs pepsico	Purchased	4/04/2012	8/05/2013
52	26 shs Praxair	Purchased	4/04/2012	8/05/2013
53	41 shs Procter & Gamble	Purchased	4/04/2012	8/05/2013
54	56 shs Qualcomm	Purchased	4/04/2012	8/05/2013
55	Qualcomm	Purchased	7/05/2013	8/05/2013
56	45 shs Southern Co	Purchased	4/04/2012	8/05/2013
57	36 shs Stryker	Purchased	4/04/2012	8/05/2013
58	54 shs Target	Purchased	4/04/2012	8/05/2013
59	88 shs Walt Disney	Purchased	4/04/2012	8/05/2013
60	64 shs Valero	Purchased	4/04/2012	8/05/2013
61	274 U Vanguard Inter Term Bd Fnd	Purchased	4/04/2012	8/05/2013
62	72 shs Verizon Communications	Purchased	4/04/2012	8/05/2013
63	40 shs Wal-Mart	Purchased	4/04/2012	8/05/2013
64	53 shs Yum Brands	Purchased	4/04/2012	8/05/2013
65	28 shs 3m Co	Purchased	4/04/2012	8/05/2013
66	761 shs Alcoa Inc	Purchased	4/04/2012	10/31/2013
67	Alcoa Inc	Purchased	1/15/2013	10/31/2013
68	232 shs Corning Incorp	Purchased	4/04/2012	10/31/2013
69	123 shs DTE Energy	Purchased	4/04/2012	10/31/2013
70	DTE Energy	Purchased	1/15/2013	10/31/2013
71	81 shs JPMorgan Chase	Purchased	4/04/2012	10/31/2013
72	75 shs Lowe's Co	Purchased	4/04/2012	10/31/2013
73	54 shs Walt Disney	Purchased	4/04/2012	10/31/2013
74	70 shs Verizon Communications	Purchased	4/04/2012	10/31/2013
75	WF Adv Hi -LTCGD	Purchased	4/04/2012	12/31/2013

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Statement 4 (continued)
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold					
76	VI-T bond - LTCGD	Purchased	4/04/2012	1/23/2013					
Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i) - (j)	(l) Gain (Loss)	
1	14,925.		14,762.	163.				\$	163.
2	11,725.		9,063.	2,662.					2,662.
3	9,710.		7,537.	2,173.					2,173.
4	3,365.		3,518.	-153.					-153.
5	1,671.		1,461.	210.					210.
6	7,792.		6,996.	796.					796.
7	60,300.		62,599.	-2,299.					-2,299.
8	523.		0.	523.					523.
9	14,974.		15,320.	-346.					-346.
10	25.		13.	12.					12.
11	12,879.		12,679.	200.					200.
12	6,690.		5,660.	1,030.					1,030.
13	2,165.		1,030.	1,135.					1,135.
14	4,142.		3,989.	153.					153.
15	153.		335.	-182.					-182.
16	1,743.		1,902.	-159.					-159.
17	2,296.		1,482.	814.					814.
18	3,242.		2,583.	659.					659.
19	3,582.		2,556.	1,026.					1,026.
20	6,325.		7,476.	-1,151.					-1,151.
21	2,815.		2,842.	-27.					-27.
22	3,619.		2,513.	1,106.					1,106.
23	3,829.		2,777.	1,052.					1,052.
24	0.		21.	-21.					-21.
25	2,903.		3,111.	-208.					-208.
26	4,278.		3,640.	638.					638.
27	2,425.		1,589.	836.					836.
28	4,293.		4,092.	201.					201.
29	2,470.		2,110.	360.					360.
30	2,507.		2,541.	-34.					-34.
31	1,180.		581.	599.					599.
32	4,360.		3,418.	942.					942.
33	2,536.		2,169.	367.					367.
34	6,268.		5,711.	557.					557.
35	9,073.		6,244.	2,829.					2,829.
36	3,978.		3,196.	782.					782.
37	3,628.		4,103.	-475.					-475.
38	0.		112.	-112.					-112.
39	5,261.		5,278.	-17.					-17.
40	7,280.		6,055.	1,225.					1,225.
41	4,868.		3,570.	1,298.					1,298.
42	4,712.		3,035.	1,677.					1,677.
43	1,849.		1,250.	599.					599.
44	239.		0.	239.					239.
45	3,961.		3,962.	-1.					-1.
46	3,237.		0.	3,237.					3,237.
47	10,458.		10,163.	295.					295.
48	2,180.		1,885.	295.					295.
49	3,589.		2,481.	1,108.					1,108.
50	3,004.		2,757.	247.					247.

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Statement 4 (continued)
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i) - (j)	(l) Gain (Loss)
51	2,946.		2,466.	480.				\$ 480.
52	3,137.		2,786.	351.				351.
53	3,319.		2,666.	653.				653.
54	3,607.		3,579.	28.				28.
55	0.		126.	-126.				-126.
56	1,995.		2,139.	-144.				-144.
57	2,544.		1,908.	636.				636.
58	3,853.		3,339.	514.				514.
59	5,676.		4,221.	1,455.				1,455.
60	2,279.		1,277.	1,002.				1,002.
61	22,842.		24,637.	-1,795.				-1,795.
62	3,566.		3,261.	305.				305.
63	3,118.		2,921.	197.				197.
64	3,858.		3,628.	230.				230.
65	3,288.		2,476.	812.				812.
66	6,991.		6,528.	463.				463.
67	212.		0.	212.				212.
68	3,987.		3,156.	831.				831.
69	7,987.		7,489.	498.				498.
70	559.		0.	559.				559.
71	4,278.		3,432.	846.				846.
72	3,741.		2,444.	1,297.				1,297.
73	3,730.		2,590.	1,140.				1,140.
74	3,523.		3,175.	348.				348.
75	848.		0.	848.				848.
76	754.		0.	754.				754.
Total								\$ 39,254.

Statement 5
Form 990-PF, Part XV, Line 2a-d
Application Submission Information

Name of Grant Program: John D. & Allie Lea Orton Foundation
Name: Virginia Simons
Care Of: BBVA Compass Bank
Street Address: 2001 Kirby Dr., 4th Floor
City, State, Zip Code: Houston, TX 77019
Telephone: (713) 831-5791
E-Mail Address: Virginia.simons@bbvacompass.com
Form and Content: Written request, including Internal Revenue Service 501(c)(3) designation, most recent Form 990 and current Financial Statements
Submission Deadlines: No
Restrictions on Awards: Awards are limited to Religious, Charitable or Educational in nature.