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## Return of Private Foundation

OMB No 1545-0052

Department of the Treasury  
Internal Revenue Service

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](http://www.irs.gov/form990pf).

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning

, and ending

Name of foundation

A Employer identification number

GEORGE E. SEAY, III FOUNDATION

73-1645127

Number and street (or P O box number if mail is not delivered to street address)

Room/suite

325 N ST. PAUL, SUITE 3500

B Telephone number

214-752-7244

City or town, state or province, country, and ZIP or foreign postal code

DALLAS, TX 75201

C If exemption application is pending, check here ☐

G Check all that apply

☐

Initial return

☐

Initial return of a former public charity

☐

Final return

☐

Amended return

☐

Address change

☐

Name change

D 1 Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test, check here and attach computation ☐

H Check type of organization

☒

Section 501(c)(3) exempt private foundation

☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundationE If private foundation status was terminated under section 507(b)(1)(A), check here ☐

I Fair market value of all assets at end of year (from Part II, col (c), line 16)

\$ 9,738,440 (Part I, column (d) must be on cash basis)

J Accounting method

☒

Cash

☐

Accrual

☐ Other (specify)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))

(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			N/A	
	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	208,144.	208,144.		STATEMENT 1
	5a	Gross rents	49,776.	49,776.		STATEMENT 2
	b	Net rental income or (loss)	49,776.			
	6a	Net gain or (loss) from sale of assets not on line 10	279,034.			
	b	Gross sales price for all assets on line 6a	400,917.			
	7	Capital gain net income (from Part IV, line 2)		279,034.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
Operating and Administrative Expenses	b	Less Cost of goods sold				
	c	Gross profit or (loss)				
	11	Other income	330,774.	330,752.		STATEMENT 3
	12	Total Add lines 1 through 11	867,728.	867,706.		
	13	Compensation of officers, directors, trustees, etc	0.	0.		0.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees				
	b	Accounting fees STMT 4	6,325.	6,325.		0.
	c	Other professional fees				
	17	Interest				
	18	Taxes STMT 5	13,376.	3,827.		0.
	19	Depreciation and depletion	26,559.	26,559.		
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses STMT 6	232,775.	232,425.		0.
	24	Total operating and administrative expenses. Add lines 13 through 23	279,035.	269,136.		0.
	25	Contributions, gifts, grants paid	994,660.			994,660.
	26	Total expenses and disbursements. Add lines 24 and 25	1,273,695.	269,136.		994,660.
	27	Subtract line 26 from line 12	-405,967.			
	a	Excess of revenue over expenses and disbursements				
	b	Net investment income (if negative, enter -0-)		598,570.		
	c	Adjusted net income (if negative, enter -0-)			N/A	

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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	96,586.	177,430.	177,430.	
	2 Savings and temporary cash investments	1,270,400.	1,270,400.	1,270,400.	
	3 Accounts receivable ▶ 5,332.				
	Less: allowance for doubtful accounts ▶	42,727.	5,332.	5,332.	
	4 Pledges receivable ▶				
	Less: allowance for doubtful accounts ▶				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons				
	7 Other notes and loans receivable ▶				
	Less: allowance for doubtful accounts ▶				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments - U S and state government obligations				
	b Investments - corporate stock				
	c Investments - corporate bonds				
	Liabilities	11 Investments - land, buildings, and equipment basis ▶			
Less: accumulated depreciation ▶					
12 Investments - mortgage loans					
13 Investments - other					
14 Land, buildings, and equipment basis ▶ 133,929.					
Less: accumulated depreciation ▶		133,929.	133,929.	133,929.	
15 Other assets (describe ▶ STATEMENT 7 )		8,140,249.	7,956,966.	8,151,349.	
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)		9,683,891.	9,544,057.	9,738,440.	
17 Accounts payable and accrued expenses					
18 Grants payable					
Liabilities	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable				
	22 Other liabilities (describe ▶ STATEMENT 8 )	3,952.	270,085.		
23 Total liabilities (add lines 17 through 22)	3,952.	270,085.			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>				
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>				
	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	9,679,939.	9,273,972.		
	30 Total net assets or fund balances	9,679,939.	9,273,972.		
	31 Total liabilities and net assets/fund balances	9,683,891.	9,544,057.		

## 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	9,679,939.
2 Enter amount from Part I, line 27a	2	-405,967.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	9,273,972.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	9,273,972.

**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			
b SEE ATTACHED STATEMENT			
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 400,917.		121,883.	279,034.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(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	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			
b			
c			
d			
e			279,034.

  

2 Capital gain net income or (net capital loss)	<div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; padding-left: 5px;">           If gain, also enter in Part I, line 7            If (loss), enter -0- in Part I, line 7         </div> <div style="margin-left: 10px;">           279,034.         </div> </div>
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) If (loss), enter -0- in Part I, line 8	N/A

**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	442,787.	9,158,202.	.048349
2011	777,371.	3,746,326.	.207502
2010	556,000.	315,601.	1.761718
2009	307,650.	73,760.	4.170960
2008	264,159.	49,345.	5.353308

  

2 Total of line 1, column (d)	11.541837
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	2.308367
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	8,691,097.
5 Multiply line 4 by line 3	20,062,242.
6 Enter 1% of net investment income (1% of Part I, line 27b)	5,986.
7 Add lines 5 and 6	20,068,228.
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	994,660.

**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	11,971.
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	0.
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	3	11,971.
3	Add lines 1 and 2	4	0.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	5	11,971.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	
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	0.
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	269.
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	12,240.
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
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 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		X
1c 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? If "Yes," attach a detailed description of the activities		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? If "Yes," attach a conformed copy of the changes		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? If "Yes," attach the statement required by General Instruction T.		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? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> TX		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	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)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		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 ► N/A	13	X	
14	The books are in care of ► <u>GEORGE E. SEAY, III</u> Telephone no ► <u>214-752-7240</u> Located at ► <u>325 N. ST. PAUL, SUITE 3500, DALLAS, TX</u> ZIP+4 ► <u>75201</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A			
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, 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"/> N/A	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) N/A	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) N/A	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)?

☒ 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

X

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?

If "Yes" to 6b, file Form 8870.

6b

X

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?

N/A

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.

(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
GEORGE E. SEAY, III	DIRECTOR			
325 N. ST. PAUL, SUITE 3500				
DALLAS, TX 75205	10.00	0.	0.	0.
DAVID EPPERSON	SECRETARY			
700 NORTH PEARL STREET, SUITE 1100				
DALLAS, TX 75201	2.00	0.	0.	0.
NANCY CLEMENTS SEAY				
6007 ST. ANDREWS				
DALLAS, TX 75205	0.00	0.	0.	0.

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

[illegible]

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

0

Part IX-A	Summary of Direct Charitable Activities
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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	N/A	
2		
3		
4		

<b>Part IX-B</b>	<b>Summary of Program-Related Investments</b>
------------------	---

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

Amount

<p>Describe the two largest program related investments made by the foundation during the reporting period.</p>		Amount
1	N/A	
2		

All other program-related investments See instructions

3	

**Total.** Add lines 1 through 3

0.

Form 990-PF (2013)



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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	1,270,400.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	136,864.
<b>c</b>	Fair market value of all other assets	<b>1c</b>	7,416,185.
<b>d</b>	Total (add lines 1a, b, and c)	<b>1d</b>	8,823,449.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0.
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	8,823,449.
<b>4</b>	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	132,352.
<b>5</b>	Net value of noncharitable-use assets Subtract line 4 from line 3 Enter here and on Part V, line 4	<b>5</b>	8,691,097.
<b>6</b>	Minimum investment return Enter 5% of line 5	<b>6</b>	434,555.

**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)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	434,555.
<b>2a</b>	Tax on investment income for 2013 from Part VI, line 5	<b>2a</b>	11,971.
<b>b</b>	Income tax for 2013 (This does not include the tax from Part VI)	<b>2b</b>	7,672.
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	19,643.
<b>3</b>	Distributable amount before adjustments Subtract line 2c from line 1	<b>3</b>	414,912.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	0.
<b>5</b>	Add lines 3 and 4	<b>5</b>	414,912.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	0.
<b>7</b>	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	<b>7</b>	414,912.

**Part XII****Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	994,660.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	0.
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	Qualifying distributions Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	994,660.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b	<b>5</b>	0.
<b>6</b>	Adjusted qualifying distributions. Subtract line 5 from line 4	<b>6</b>	994,660.

**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				414,912.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2013				
a From 2008	261,692.			
b From 2009	303,962.			
c From 2010	540,277.			
d From 2011	593,589.			
e From 2012				
f Total of lines 3a through e	1,699,520.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$	994,660.			
a Applied to 2012, but not more than line 2a			0.	
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				414,912.
e Remaining amount distributed out of corpus	579,748.			
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	2,279,268.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	261,692.			
9 Excess distributions carryover to 2014 Subtract lines 7 and 8 from line 6a	2,017,576.			
10 Analysis of line 9.				
a Excess from 2009	303,962.			
b Excess from 2010	540,277.			
c Excess from 2011	593,589.			
d Excess from 2012				
e Excess from 2013	579,748.			

## 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)

- 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

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

- c Any submission deadlines**

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

**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
<b>a Paid during the year</b>				
SEE ATTACHED STATEMENT			RELIGIOUS AND EDUCATIONAL	994,660.
<b>Total</b>			<b>3a</b>	994,660.
<b>b Approved for future payment</b>				
NONE				
<b>Total</b>			<b>3b</b>	0.

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

Enter gross amounts unless otherwise indicated

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(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	208,144.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property			14	49,776.	
6 Net rental income or (loss) from personal property					
7 Other investment income			14	330,774.	
8 Gain or (loss) from sales of assets other than inventory			18	279,034.	
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)		0.		867,728.	0.
13 Total. Add line 12, columns (b), (d), and (e)				13 867,728.	

(See worksheet in line 13 instructions to verify calculations.)

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

Line No. Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes)

NOT APPLICABLE

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

- | 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?   |  | Yes | No |
|---|--|-----|----|
| <b>a Transfers from the reporting foundation to a noncharitable exempt organization of:</b>   |  |     |    |
| (1) Cash  |  |     | X  |
| (2) Other assets  |  |     | X  |
| <b>b Other transactions:</b>  |  |     |    |
| (1) Sales of assets to a noncharitable exempt organization  |  |     | X  |
| (2) Purchases of assets from a noncharitable exempt organization  |  |     | X  |
| (3) Rental of facilities, equipment, or other assets  |  |     | X  |
| (4) Reimbursement arrangements  |  |     | X  |
| (5) Loans or loan guarantees  |  |     | X  |
| (6) Performance of services or membership or fundraising solicitations  |  |     | X  |
| <b>c Sharing of facilities, equipment, mailing lists, other assets, or paid employees</b>   |  |     | X  |
| <b>d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.</b> |  |     |    |

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No
- b** If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

**Sign  
Here**

Signature of officer or trustee K. E. Thre Date 11-16-14 Title Officer

May the IHS discuss this return with the preparer shown below (see instr.)?

☒ Yes ☐ No

**Paid  
Preparer  
Use Only**

Print/Type preparer's name <b>DAVID EPPERSON, CPA</b>	Preparer's signature <i>David Epperson CPA</i>	Date <b>11-14-14</b>	Check <input type="checkbox"/> if self-employed	PTIN <b>P00158801</b>
Firm's name ▶ <b>SAVILLE DODGEN &amp; COMPANY</b>			Firm's EIN ▶ <b>90-0525804</b>	
Firm's address ▶ <b>700 N. PEARL STREET, SUITE 1100 DALLAS, TX 75201</b>			Phone no. <b>(214) 922-9727</b>	

GEORGE E. SEAY, III FOUNDATION

**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	CENTENNIAL MINERAL HOLDINGS, LLC	P	VARIOUS	VARIOUS
b	CENTENNIAL MINERAL HOLDINGS, LLC	P	VARIOUS	VARIOUS
c	ANNANDALE GLOBAL SELECT STRATEGIES FUND, LP	P	VARIOUS	VARIOUS
d	ANNANDALE GLOBAL SELECT STRATEGIES FUND, LP	P	VARIOUS	VARIOUS
e	ANNANDALE GLOBAL SELECT STRATEGIES FUND, LP	P	VARIOUS	VARIOUS
f	GREENHILL CAPITAL PARTNERS	P	VARIOUS	VARIOUS
g	SECTION 1231 - VELOCIS FUND FEEDER	P	VARIOUS	VARIOUS
h	DISPOSITION OF INVESTMENT IN FAIRMOUNT RIDGE PART	P	VARIOUS	04/10/13
i				
j				
k				
l				
m				
n				
o				

(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 1,052.			1,052.
b 99.			99.
c 2,223.			2,223.
d 256,219.			256,219.
e -13.			-13.
f -1,667.			-1,667.
g 12,442.			12,442.
h 130,562.		121,883.	8,679.
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(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	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			1,052.
b			99.
c			2,223.
d			256,219.
e			-13.
f			-1,667.
g			12,442.
h			8,679.
i			
j			
k			
l			
m			
n			
o			

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	279,034.
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) If (loss), enter "-0-" in Part I, line 8 }	3	N/A

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ANB CORPORATION	1,541.	0.	1,541.	1,541.	
ANNANDALE GLOBAL SELECT STRATEGIES FUND, LP	172,862.	0.	172,862.	172,862.	
CHARLES SCHWAB INSTITUTIONAL	9.	0.	9.	9.	
CIC III, LP	1.	0.	1.	1.	
DESERT PARTNERS V	1.	0.	1.	1.	
GREENHILL CAPITAL PARTNERS III, LP	5.	0.	5.	5.	
VALESCO COMMERCE STREET CAPITAL LP	4,184.	0.	4,184.	4,184.	
VELOCIS FUND LP	9,541.	0.	9,541.	9,541.	
WHITNEY INTERNATIONAL UNIVERSITY	20,000.	0.	20,000.	20,000.	
TO PART I, LINE 4	208,144.	0.	208,144.	208,144.	

FORM 990-PF RENTAL INCOME STATEMENT 2

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
DENTON COUNTY - LAND	1	
VALESCO COMMERCE STREET CAPITAL, LP - TEXAS	2	-19.
VELOCIS FUND FEEDER I, LP - TEXAS	3	49,795.
TOTAL TO FORM 990-PF, PART I, LINE 5A		49,776.



FORM 990-PF

OTHER INCOME

STATEMENT

3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
CENTENNIAL MINERAL HOLDINGS INVESTMENTS	6,682.	6,682.	
CENTENNIAL MINERAL HOLDINGS INVESTMENTS	61,684.	61,684.	
CIC III, LP	-436.	-436.	
CIC III, LP	32.	32.	
CIC III, LP	-22.	-22.	
FAIRMOUNT RIDGE PARTNERS, LP	27,039.	27,039.	
GREENHILL CAPITAL PARTNERS III, LP	7,992.	7,992.	
GREENHILL CAPITAL PARTNERS III, LP	3.	3.	
VALESCO COMMERCE STREET CAPITAL ORDINARY LOSS	-1,220.	-1,220.	
VELOCIS FUND FEEDER I, LP	12,918.	12,918.	
ANNANDALE GLOBAL SELECT STRATEGIES FUND, LP	600.	600.	
ANNANDALE GLOBAL SELECT STRATEGIES FUND, LP	113,603.	113,603.	
ANNANDALE GLOBAL SELECT STRATEGIES FUND, LP	8.	8.	
ANNANDALE GLOBAL SELECT STRATEGIES FUND, LP	22.	0.	
DEVON ENERGY PRODUCTION CO LP ROYALTY INCOME	85,080.	85,080.	
DESERT PARTNERS V	2,113.	2,113.	
DESERT PARTNERS V	1,793.	1,793.	
MONTEGO CAPITAL FUND I LTD	5,835.	5,835.	
MONTEGO CAPITAL FUND I LTD	7,048.	7,048.	
TOTAL TO FORM 990-PF, PART I, LINE 11	330,774.	330,752.	

FORM 990-PF

ACCOUNTING FEES

STATEMENT

4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PROFESSIONAL FEES	6,325.	6,325.		0.
TO FORM 990-PF, PG 1, LN 16B	6,325.	6,325.		0.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PROPERTY TAXES	541.	541.		0.
FOREIGN TAXES	3,286.	3,286.		0.
FEDERAL INCOME TAX	9,549.	0.		0.
TO FORM 990-PF, PG 1, LN 18	13,376.	3,827.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OTHER PASSTHROUGH EXPENSES	81,762.	81,762.		0.
INVESTMENT INTEREST EXPENSE	37,517.	37,517.		0.
ROYALTY DEDUCTIONS	43,823.	43,823.		0.
ADVISORY FEES	69,323.	69,323.		0.
NON-DEDUCTIBLE EXPENSES	350.	0.		0.
TO FORM 990-PF, PG 1, LN 23	232,775.	232,425.		0.

FORM 990-PF OTHER ASSETS STATEMENT 7

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ROYALTY INTEREST - DENTON COUNTY	514,286.	514,286.	514,286.
INVESTMENT IN ANNANDALE GLOBAL			
SELECT STRATEGIES FUND, LP	6,551,089.	5,952,601.	6,236,833.
INVESTMENT IN CENTENNIAL MINERAL			
HOLDINGS, LLC	242,810.	264,391.	264,393.
INVESTMENT IN CIC III, LP	79,614.	84,413.	81,823.
INVESTMENT IN FAIRMOUNT RIDGE			
PARTNERS, LP	97,025.	0.	0.
INVESTMENT IN VALES CO COMMERCE			
STREET CAPITAL, LP	44,483.	47,358.	42,863.
INVESTMENT IN VELOCIS FUND FEEDER			
I, LP	359,110.	515,182.	367,521.
INVESTMENT IN TREE HOUSE, INC	90,670.	90,670.	90,670.
INVESTMENT IN GREENHILL CAPITAL			
PARTNERS	151,162.	200,580.	265,475.

INVESTMENT IN DESERT PARTNERS V, LP	0.	79,033.	79,033.
INVESTMENT IN MONTEGO CAPITAL FUND I LTD .	0.	198,452.	198,452.
REIMBURSEMENTS	10,000.	10,000.	10,000.
TO FORM 990-PF, PART II, LINE 15	8,140,249.	7,956,966.	8,151,349.

FORM 990-PF	OTHER LIABILITIES	STATEMENT	8
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DESCRIPTION	BOY AMOUNT	EOY AMOUNT
DUE TO VELOCIS FUND, LP	2,654.	232,787.
RENTAL DEPOSIT - DENTON FARM	1,298.	1,298.
UNCLEARED CONTRIBUTIONS	0.	36,000.
TOTAL TO FORM 990-PF, PART II, LINE 22	3,952.	270,085.

George E. Seay, III Foundation  
Tax Year Ended 12/31/2013  
2013 Grants and Contributions Paid

Organization	Address	City	State	Zip	Amount	Purpose
ACT					5,500	
Antioch Ministry International	505 N. 20th Street	Waco	TX	76707	1,000	Religious
Bravelove	3100 Monticello Avenue	Dallas	TX	75205	10,000	Family Services
Camp John Marc Foundation, Inc	2824 Swiss Avenue	Dallas	TX	75204	390	Special Needs Services
Christian Union					35,000	Religious
China Aid Association, Inc	PO Box 8513	Midland	TX	79708	5,000	Religious
CIA Officers Memorial Foundation	2251 Coporate Park Drive, 3rd Floor	Herndon	VA	20171	2,000	Government Employee Assistance
Council for Life	4516 Lovers Lane, Pmb 103	Dallas	TX	75225	10,000	Family Assistance
Covenant College	14049 Scenic Highway	Lookout Mountain	GA	30750	1,000	Education
Campus Crusade for Life	100 Lake Hart Dr 2200	Orlando	FL	32832	12,000	Religious
Cystic Fibrosis Foundation	6931 Arlington Road, Suite 200	Bathesda	MD	20814	500	Medical Research
Dallas Mission of Life	1100 Cadiz Street	Dallas	TX	75215	10,000	Family Assistance
Dallas Life Inc (DBA Dallas Pregnancy Center)	12959 Jupiter Road, Suite 260	Dallas	TX	75238	5,000	Family Assistance
Dance for All					1,000	Therapy Services
Shepherd's Call, The	PO Box 1835	Spring Hill	TN	37174	1,000	Religious
DOORS					2,500	
Educational Radio Foundation of East Texas (a k a Encourag	PO Box 8525	Tyler	TX	75711	10,000	Religious
Family Legacy Missions International	5005 W. Royal Lane, Ste. 252	Irving	TX	75063	5,635	Family Services
Hope Through Healing Hands	2908 Poston Avenue	Nashville	TN	37203	10,000	Medical Services
Highland Park ISD Educational Foundation	4201 Grassmere Lane	Dallas	TX	75205	10,500	Education
Highland Park Sports Club	5016 McKinney Ave, #100	Dallas	TX	75205	5,000	Youth Sports
Jackson Consulting					10,000	Education
Leukemia and Lymphoma Society, The	1311 Mamaroneck Avenue, Suite 310	White Plains	NY	10605	250	Medical Research
Medisend International	9244 Markville Drive	Dallas	TX	75243	500	Medical Services
Mi Escuela Preschool, Inc	4231 Maple Avenue	Dallas	TX	75219	2,500	Education
Mike Gallagher Show Charitable Foundation	PO Box 268	Taylor	SC	29687	2,500	Government Employee Assistance
Mississippi Children's Museum	PO Box 55409	Jackson	MS	39296	5,000	Education
Need Him National Media Outreach, Inc	2001 West Plano Parkway	Plano	TX	75075	20,000	Religious
New Friends New Life	P O Box 192378	Dallas	TX	75219	1,000	Religious
PLFM Pay it Forward Ministries Corp	1 Haven for Hope Way, Bldg 3 #3 455	San Antonio	TX	78207	1,000	Religious
Park Cities Presbyterian Church	4124 Oak Lawn Avenue	Dallas	TX	75219	1,400	Religious
Peoples Ministry Baptist Church					15,000	Religious
Pine Cove	PO Box 9055	Tyler	TX	75711	2,500	Education
Redeemer City of City	1359 Broadway 11th Floor No 1102	New York	NY	10018	25,000	Religious
Salvation Army	PO Box 1428	Alexandria	VA	22313	10,000	Family Services
Scots Baseball Club, Inc	4848 Lemmon Avenue	Dallas	TX	75219	500	Youth Sports
Scottish Rite Hospital for Crippled Children	2222 Welborn Street	Dallas	TX	75219	22,500	Medical Services
Shelter Ministries of Dallas	PO Box 151085	Dallas	TX	75315	5,000	Family Services
Sky Ranch	24657 Country Road 448	Van	TX	75790	10,000	Religious
Sweetheart Ball, Inc., The	8819 McCraw	Dallas	TX	75209	10,000	Medical Research
Tarrant Area Food Bank	2600 Cullen Street	Fort Worth	TX	76107	2,500	Family Services
Texas Biomedical Research Institute	7620 NW Loop 410	San Antonio	TX	78227	1,250	Medical Research
Texas Exes	PO Box 7278	Austin	TX	78713	300	Education
Tom Lea Institute	201 E Main Dr	El Paso	TX	79901	1,000	Education
Trinity Christian	17001 Addison Road	Addison	TX	75001	2,500	Education
University of Houston	4543 Post Oak Place Ste 250	Houston	TX	77227	2,500	Education
University of Texas at Austin	1 University Station	Austin	TX	78712	280,503	Education
US Supreme Court Foundation					15,000	Education
Ute Trail Ranch Foundation	325 N. St. Paul St., Ste. 3500	Dallas	TX	75201	355,359	Religious
Wedgewood Foundation	3300 36th Street SE	Grand Rapids	MI	49518	2,500	Religious
Wycliffe Bible Translators International	7500 W Camp Wisdom Road	Dallas	TX	75236	1,000	Religious
Youth With A Mission	PO Box 8503	Madison	WI	53708	4,985	Religious
Clements Center					37,500	Religious
Charitable Distributions from Passthrough Investments					88	
Total Gifts					994,660	