Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter Social Security numbers on this form as it may be made public.

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning , and ending

Name of foundation
THE RALPH H. AND RUTH J. MCCULLOUGH
FOUNDATION

A Employer identification number
74-2177193

Number and street (or P O box number if mail is not delivered to street address)
1300 POST OAK BLVD

Room/suite
2000

B Telephone number
713-986-7000

City or town, state or province, country, and ZIP or foreign postal code
HOUSTON, TX 77056

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 foundation

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 15,340,539.

J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify)
(Part I, column (d) must be on cash basis)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

Part I **Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(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 ▶ ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	142.	142.		STATEMENT 1
	4 Dividends and interest from securities	381,702.	381,702.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	664,467.			
	b Gross sales price for all assets on line 6a 2,646,581.				
	7 Capital gain net income (from Part IV, line 2)		664,467.		
	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)				
	11 Other income	199,723.	199,723.		STATEMENT 3
	12 **Total.** Add lines 1 through 11	1,246,034.	1,246,034.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	86,250.	34,500.		51,750.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 4	53,981.	21,592.		32,389.
	b Accounting fees STMT 5	17,763.	7,105.		10,658.
	c Other professional fees STMT 6	48,942.	48,942.		0.
	17 Interest				
	18 Taxes STMT 7	10,778.	4,365.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses				
	24 **Total operating and administrative expenses** Add lines 13 through 23	217,714.	116,504.		94,797.
	25 Contributions, gifts, grants paid	605,000.			605,000.
	26 **Total expenses and disbursements.** Add lines 24 and 25	822,714.	116,504.		699,797.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	423,320.			
	b **Net investment income** (if negative, enter -0-)		1,129,530.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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10-10-13 LHA **For Paperwork Reduction Act Notice, see instructions.**

Part II Balance Sheets

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	12,821.	8,225.	8,225.
	2	Savings and temporary cash investments	735,374.	158,011.	158,011.
	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			
	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 STMT 8	6,581,844.	6,811,429.	9,016,353.
	c	Investments - corporate bonds STMT 9	3,917,109.	4,597,828.	5,022,653.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other			
	14	Land, buildings, and equipment: basis ▶			
		Less accumulated depreciation ▶			
	15	Other assets (describe ▶ STATEMENT 10)	848,159.	943,134.	1,135,297.
	16	**Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	12,095,307.	12,518,627.	15,340,539.
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			
	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.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	12,095,307.	12,518,627.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30	**Total net assets or fund balances**	12,095,307.	12,518,627.	
	31	**Total liabilities and net assets/fund balances**	12,095,307.	12,518,627.	

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	12,095,307.
2	Enter amount from Part I, line 27a	2	423,320.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	12,518,627.
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	12,518,627.

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	A/C #Q01912007 PUBLICLY TRADED SECURITIES	P	VARIOUS	VARIOUS
b	A/C #Q01913005 PUBLICLY TRADED SECURITIES	P	VARIOUS	VARIOUS
c	CAPITAL GAINS DIVIDENDS			
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	1,946,330.		1,620,461.	325,869.
b	459,484.		361,653.	97,831.
c	240,767.			240,767.
d				
e				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				325,869.
b				97,831.
c				240,767.
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 } 2 664,467.

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

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	696,513.	13,726,689.	.050742
2011	700,557.	13,545,596.	.051718
2010	634,676.	13,681,172.	.046390
2009	768,684.	12,507,321.	.061459
2008	792,490.	15,806,305.	.050138

2	**Total** of line 1, column (d)	2	.260447
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	.052089
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	14,551,011.
5	Multiply line 4 by line 3	5	757,948.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	11,295.
7	Add lines 5 and 6	7	769,243.
8	Enter qualifying distributions from Part XII, line 4	8	699,797.

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 instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ____________ **(attach copy of letter if necessary-see instructions)**				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	22,591.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)				
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	0.
3 Add lines 1 and 2			3	22,591.
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	22,591.
6 Credits/Payments:				
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	9,200.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c	16,000.		
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	25,200.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	14.
9 **Tax due** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	2,595.
11 Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶	2,595.	**Refunded** ▶	11	0.

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?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?	1b		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 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.*	2		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*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		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?	6	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*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ TX			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	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*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
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?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ JOSEPH W. ROYCE Telephone no. ▶ 713-986-7212

Located at ▶ 1300 POST OAK BLVD STE 2000, HOUSTON, TX ZIP+4 ▶ 77056

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

			Yes	No
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?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
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? ☐ Yes ☒ 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? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2013 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(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)? N/A **5b**

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** X (No)

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? 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
SEE STATEMENT 11		86,250.	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."

(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 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See 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	14,442,388.
b	Average of monthly cash balances			1b	319,125.
c	Fair market value of all other assets			1c	11,087.
d	**Total** (add lines 1a, b, and c)			1d	14,772,600.
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	14,772,600.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)			4	221,589.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3. Enter here and on Part V, line 4			5	14,551,011.
6	**Minimum investment return.** Enter 5% of line 5			6	727,551.

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	727,551.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	22,591.		
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	22,591.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	704,960.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	704,960.
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	704,960.

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	699,797.
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	699,797.
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	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	699,797.

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				704,960.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			603,655.	
b Total for prior years: ______ , ______ , ______		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: ▶ $ 699,797.				
a Applied to 2012, but not more than line 2a			603,655.	
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				96,142.
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 instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				608,818.
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	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) N/A

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

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
a *Paid during the year* SEE STATEMENT A				605,000.
Total			▶ **3a**	605,000.
b *Approved for future payment* THE ALLEY THEATER 615 TEXAS AVE HOUSTON, TX 77002	NONE	EXEMPT	RESTRICTED GRANT FOR CAPITAL CAMPAIGN PAYABLE IN $20,000 INCREMENTS 9/2014 AND 9/2015	40,000.
Total			▶ **3b**	40,000.

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) Exclusion 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			14	142.	
4 Dividends and interest from securities			14	381,702.	
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			18	664,467.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a PARTNERSHIP INVESTMENT					
b INCOME			14	187,105.	
c ROYALTY INCOME			15	12,615.	
d ROUNDING			14	3.	
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		1,246,034.	0.

13 **Total** Add line 12, columns (b), (d), and (e) 13 1,246,034.

(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).
	N/A

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**
a Transfers from the reporting foundation to a noncharitable exempt organization of:			
(1) Cash	**1a(1)**		X
(2) Other assets	**1a(2)**		X
b Other transactions:			
(1) Sales of assets to a noncharitable exempt organization	**1b(1)**		X
(2) Purchases of assets from a noncharitable exempt organization	**1b(2)**		X
(3) Rental of facilities, equipment, or other assets	**1b(3)**		X
(4) Reimbursement arrangements	**1b(4)**		X
(5) Loans or loan guarantees	**1b(5)**		X
(6) Performance of services or membership or fundraising solicitations	**1b(6)**		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	**1c**		X

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.

(a) Line no	**(b)** Amount involved	**(c)** Name of noncharitable exempt organization	**(d)** Description of transfers, transactions, and sharing arrangements
		N/A	

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		

Sign Here

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

Signature of officer or trustee

Date: 9/10/2014

Title: TRUSTEE & SECRETARY

May the IRS discuss this return with the preparer shown below (see instr)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
RONALD L SODEK	Ronald L Sodek	8/13/2014		P00144492

Firm's name ▶ MOHLE ADAMS

Firm's EIN ▶ 74-1067601

Firm's address ▶ 3900 ESSEX LANE, SUITE 1000
HOUSTON, TX 77027

Phone no. 713-629-1381

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
ACL ALTERNATIVE FUND	109.	109.	
DRIEHAUS SMALL CAP RECOVERY FUND	1.	1.	
JPMORGAN CHASE, N.A. - Q01912007	20.	20.	
JPMORGAN CHASE, N.A. - Q01913005	12.	12.	
TOTAL TO PART I, LINE 3	142.	142.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
DRIEHAUS SMALL CAP RECOVERY FUND	1,060.	0.	1,060.	1,060.	
JPMORGAN CHASE, N.A. - Q01912007	430,025.	147,699.	282,326.	282,326.	
JPMORGAN CHASE, N.A. - Q01912007	25,554.	0.	25,554.	25,554.	
LEUTHOLD CORE INSTITUTIONAL FUND	84,250.	48,581.	35,669.	35,669.	
LEUTHOLD GLOBAL FUND	81,580.	44,487.	37,093.	37,093.	
TO PART I, LINE 4	622,469.	240,767.	381,702.	381,702.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
PARTNERSHIP INVESTMENT INCOME	187,105.	187,105.	
ROYALTY INCOME	12,615.	12,615.	
ROUNDING	3.	3.	
TOTAL TO FORM 990-PF, PART I, LINE 11	199,723.	199,723.	

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LOOPER REED & MCGRAW	53,981.	21,592.		32,389.
TO FM 990-PF, PG 1, LN 16A	53,981.	21,592.		32,389.

FORM 990-PF ACCOUNTING FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
JAMES T. MCCULLOUGH	10,163.	4,065.		6,098.
MOHLE ADAMS	7,600.	3,040.		4,560.
TO FORM 990-PF, PG 1, LN 16B	17,763.	7,105.		10,658.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
AON ASSOCIATES	4,211.	4,211.		0.
JPMORGAN CHASE BANK	14,878.	14,878.		0.
LOWERY ASSET CONSULTING	14,740.	14,740.		0.
THE MITCHELL GROUP	15,113.	15,113.		0.
TO FORM 990-PF, PG 1, LN 16C	48,942.	48,942.		0.

FORM 990-PF TAXES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX W/H	3,184.	3,184.		0.
ROYALTY TAXES	1,181.	1,181.		0.
FEDERAL EXCISE TAXES	6,413.	0.		0.
TO FORM 990-PF, PG 1, LN 18	10,778.	4,365.		0.

FORM 990-PF CORPORATE STOCK STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
JPMC - Q01912007 EQUITIES - STMT B	3,380,152.	5,064,517.
JPMC - Q01913005 EQUITIES - STMT D	1,411,378.	2,094,771.
LEUTHOLD CORE INSTITUTIONAL CLASS (YE UNITS = 55,904.561)	1,212,632.	1,016,904.
LEUTHOLD GLOBAL FUND INSTITUTIONAL (YE UNITS = 75,486.172)	807,267.	840,161.
TOTAL TO FORM 990-PF, PART II, LINE 10B	6,811,429.	9,016,353.

FORM 990-PF CORPORATE BONDS STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
JPMC - Q01912007 FIXED INCOME - STMT C	4,597,828.	5,022,653.
TOTAL TO FORM 990-PF, PART II, LINE 10C	4,597,828.	5,022,653.

FORM 990-PF OTHER ASSETS STATEMENT 10

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
OIL & GAS PROPERTIES	7,652.	7,652.	11,087.
PARTNERSHIP INTEREST: DRIEHAUS SMALL CAP RECOVERY FUND, L.P.	461,776.	651,553.	854,112.
HEDGE FUND: ACL ALTERNATIVE FUND SAC LTD.	286,723.	283,929.	270,098.
HEDGE FUND: BRENCOURT LV FUND REDEMPTION RECEIVABLE	92,008.	0.	0.
TO FORM 990-PF, PART II, LINE 15	848,159.	943,134.	1,135,297.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 11

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
JOE E. COLEMAN 1300 POST OAK BLV, SUITE 2000 HOUSTON, TX 77056	TRUSTEE, MANAGER, PRESIDEN 3.00	16,500.	0.	0.
ANNE M. SHALLENBERGER 7807 ELLA LEEE LANE HOUSTON, TX 77063	TRUSTEE & VICE PRESIDENT 3.00	15,500.	0.	0.
JOSEPH W. ROYCE 1300 POST OAK BLV, SUITE 2000 HOUSTON, TX 77056	TRUSTEE & SECRETARY 3.00	15,500.	0.	0.
DEE S. OSBORNE 4400 POST OAK PKWY, SUITE 2240 HOUSTON, TX 77027	TRUSTEE 3.00	15,500.	0.	0.
H. MICHAEL TYSON 3701 KIRBY DRIVE, SUITE 1196 HOUSTON, TX 77098	TRUSTEE 3.00	15,500.	0.	0.
JAMES T. MCCULLOUGH PO BOX 8457 THE WOODLANDS, TX 77387	TRUSTEE 3.00	7,750.	0.	0.

KATHERINE M. WADE 2000 LAKEHILL COURT ARLINGTON, TX 76012	TRUSTEE 3.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		86,250.	0.	0.

STATEMENT A

THE RALPH H AND RUTH J MCCULLOUGH FOUNDATION
EIN 74-2177193 FYE 12/31/2013

PART XV, LINE 3(A) - GRANTS AND CONTRIBUTIONS PAID
DURING THE YEAR

RECIPIENT	RELATIONSHIP TO FDN MGR OR SUBSTANTIAL CONTRIBUTOR	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT	AMOUNT	
A D PLAYERS 2710 W ALABAMA ST HOUSTON, TX 77098	NONE	EXEMPT	BUILDING CAMPAIGN	10,000	5/9/2013
AMAZING PLACE 3735 DREXEL HOUSTON, TX 77027	NONE	EXEMPT	UNRESTRICTED	10,000	5/9/2013
AMERICAN CANCER SOCIETY ATTN SANDY BIGGERS 6301 RICHMOND AVENUE HOUSTON, TEXAS 77057	NONE	EXEMPT	HOPE LODGE HOUSTON CAPITAL CAMPAIGN	25,000	2/14/2013
AMERICAN HERITAGE EDUCATON FOUNDATIOI 3501 W ALABAMA HOUSTON, TX 77027	NONE	EXEMPT	UNRESTRICTED	7,500	12/9/2013
BAYLOR UNIVERSITY BU BOX 5582 WACO, TX 76798	NONE	EXEMPT	GUINN SCHOLARSHIP FUND COLEMAN FREESTONE COUNTY SCHOLARSHIP FUND	25,000 25,000	12/9/2013 12/9/2013
BOY SCOUTS OF AM , SAM HOUS AREA COUN 2225 NORTH LOOP WEST HOUSTON, TX 77008	NONE	EXEMPT	URBAN SCOUTING PROGRAM	10,000	5/9/2013
BOYS & GIRLS CLUB OF ARLINGTON 608 N ELM ST ARLINGTON, TX 76011	NONE	EXEMPT	UNRESTRICTED UNRESTRICTED	20,000 2,000	2/14/2013 9/6/2013
BOYS & GIRLS CLUB OF AUSTIN 5407 NORTH IH-35, SUITE 400 AUSTIN, TX 78723	NONE	EXEMPT	UNRESTRICTED	20,000	9/6/2013
BRIARWOOD-BROOKWOOD, INC 1752 FM 1489 ROAD BROOKSHIRE, TX 77423	NONE	EXEMPT	UNRESTRICTED	10,000	12/9/2013
BRIDGES TO LIFE 12727 KIMBERLY HOUSTON, TX 77024	NONE	EXEMPT	UNRESTRICTED	6,500	12/9/2013
CHILDREN'S CANCER FUND OF DALLAS, INC 12720 HILLCREST RD, STE 120 DALLAS, TX 75230	NONE	EXEMPT	UNRESTRICTED UNRESTRICTED	5,000 10,000	2/14/2013 9/6/2013
DEPELCHIN CHILDREN'S CENTER 4950 MEMORIAL DR HOUSTON, TX 77007	NONE	EXEMPT	UNRESTRICTED	5,000	12/9/2013

STATEMENT A

GREENVILLE COUNTY SCHOOLS FOUNDATION 201 NORTH TRYON STREET, SUITE 3000 CHARLOTTE, NORTH CAROLINA 28202	NONE	EXEMPT	SARA COLLINS PTA	10,000	5/9/2013
HOLOCAUST MUSEUM HOUSTON 5401 CAROLINE ST HOUSTON, TX 77004	NONE	EXEMPT	UNRESTRICTED	1,500	12/9/2013
HOUSTON APHASIA RECOVERY CENTER 3701 BRIARPAR DRIVE, SUITE 310 HOUSTON, TEXAS 77042	NONE	EXEMPT	UNRESTRICTED	2,500	2/14/2013
HOUSTON LIVESTOCK SHOW AND RODEO PO BOX 20070 HOUSTON, TX 77225	NONE	EXEMPT	SCHOLARSHIP FUND	36,000	9/6/2013
HOUSTON MARITIME MUSEUM 2205 DORRINGTON HOUSTON, TEXAS 77030	NONE	EXEMPT	CAPITAL CAMPAIGN HOUSTON FOR MUSEUM PURCHASE OF A CARGO VAN	25,000 15,000	2/14/2013 12/9/2013
HOUSTON MUSEUM OF NATURAL SCIENCE 5555 HERMANN PARK DR HOUSTON, TX 77030	NONE	EXEMPT	UNRESTRICTED	10,000	12/9/2013
JOHN P McGOVERN MUS OF HEALTH & MED 1515 HERMANN DR HOUSTON, TX 77004	NONE	EXEMPT	SCHOOL FIELD EXPERIENCE PROGRAM	7,500	2/14/2013
LEUKEMIA AND LYMPHOMA SOCIETY 1200 SUMMIT AVE, STE 440 FORT WORTH, TX 76102	NONE	EXEMPT	UNRESTRICTED	3,000	9/6/2013
MICHAEL J FOX FOUNDATION GRAND CENTRAL STATION, P O BOX 4777 NEW YORK, NY 10163-4777	NONE	EXEMPT	UNRESTRICTED	5,000	12/9/2013
MINISTERIO INTERNACIONAL ESPIRITU DE GRACIA, INC 240 E SAN FRANCIS BROWNSVILLE, TX 78521	NONE	EXEMPT	UNRESTRICTED UNRESTRICTED	5,000 10,000	9/6/2013 12/9/2013
MUSEUM OF FINE ARTS, HOUSTON 1001 BISSONNET HOUSTON, TX 77005	NONE	EXEMPT	BAYOU BEND COLLECTION AND GARDENS	20,000	9/6/2013
NORTHWEST STARS FOR THE MENTALLY DISABLED 12106 SILVER CREEK DR HOUSTON, TX 77070-2208	NONE	EXEMPT	UNRESTRICTED	2,500	5/9/2013
PHI DELTA THETA FOUNDATION 2 SOUTH CAMPUS AVE OXFORD, OH 45056	NONE	EXEMPT	THE WHOLE MAN PROGRAM	26,000	2/14/2013
REASONING MIND, INC 3050 POST OAK BLVD, STE 1200 HOUSTON, TX 77056	NONE	EXEMPT	UNRESTRICTED	4,250	12/9/2013
SAN JACINTO MUSEUM OF HISTORY ONE MONUMENT CIRCLE LA PORTE, TEXAS 77571	NONE	EXEMPT	CAPITAL CAMPAIGN	5,000	9/6/2013
SCOTT & WHITE HOSPITAL 2401 SOUTH 31ST ST	NONE	EXEMPT	THE DRAYTON MCLAIN CHAIR	25,000	9/6/2013

STATEMENT A

TEMPLE, TX 76508					
SOUTHWESTERN UNIVERSITY 1001 E UNIVERSITY AVE GEORGETOWN, TX 78626	NONE	EXEMPT	BASEBALL LOCKER ROOM	20,000	2/14/2013
			PIRATE FUND	6,000	9/6/2013
STEPHEN F AUSTIN HIGH SCHOOL ALUMNI AS 1700 DUMBLE ST HOUSTON, TX 77023	NONE	EXEMPT	UNRESTRICTED	3,000	2/14/2013
TEXAS HEART INSTITUTE 6770 BERTNER AVE HOUSTON, TX 77030	NONE	EXEMPT	UNRESTRICTED	4,250	12/9/2013
TEXAS INSTITUTE FOR EDUCATION REFORM 1300 POST OAK BLVD, STE 350 HOUSTON, TX 77056	NONE	EXEMPT	UNRESTRICTED	5,000	9/6/2013
THE ALLEY THEATRE 615 TEXAS AVE HOUSTON, TX 77002	NONE	EXEMPT	CAPITAL CAMPAIGN	20,000	12/9/2013
THE BLUE BIRD CIRCLE 615 W ALABAMA HOUSTON, TX 77006	NONE	EXEMPT	FUNDRAISING GALA	10,000	5/9/2013
THE BRENDA & JOHN H DUNCAN RISE SCHOOL 8080 NORTH STADIUM DRIVE HOUSTON, TX 77054	NONE	EXEMPT	UNRESTRICTED	20,000	9/6/2013
THE MISSION SOCIETY 6234 CROOKED CREEK RD NW NORCOSS, GA 30092	NONE	EXEMPT	SUZANNE BUCHELE MISSION	2,500	9/6/2013
THE NEW KEY SCHOOL, INC 3947 EAST LOOP 820 SOUTH FORT WORTH, TX 76119	NONE	EXEMPT	UNRESTRICTED	10,000	2/14/2013
THE WOODLANDS DOG PARK CLUB PO BOX 130175 THE WOODLANDS, TX 77393	NONE	EXEMPT	SPAY/NEUTER PROGRAM AND SAVE OUR SOUTHERN LABS PROGRAM	25,000	2/14/2013
UNITERSITY OF ST THOMAS 3800 MONTROSE BLVD HOUSTON, TX 77006	NONE	EXEMPT	SCHOOL OF NURSING	12,500	5/9/2013
UNIVERSITY OF TEXAS AT AUSTIN ONE UNIVERSITY STATION AUSTIN, TX 78712	NONE	EXEMPT	THE CENTER FOR AMERICAN HISTORY	25,000	2/14/2013
			BLANTON MUSEUM OF ART	10,000	9/6/2013
			CHANCELLOR'S COUNCIL	10,000	12/9/2013
			UT HEALTH SCIENCE CENTER AT HOUSTON & PEDIATRIC DERMATOLOGY RESEARCH	5,000	12/9/2013
			DOBIE PAISANO PROJECT	10,000	12/9/2013
YOUNG LIFE P O BOX 520 COLORAGO SPRINGS, CO 80901	NONE	EXEMP	FLOWER MOUND/LEWISVILLE CHAPTER	2,500	12/9/2013
				605,000	

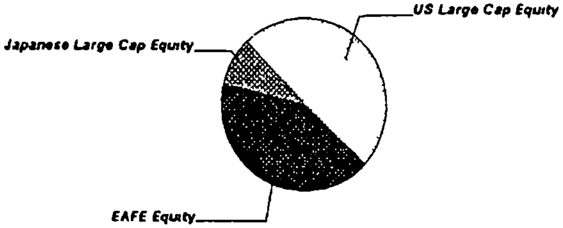
J.P. Morgan

MCCULLOUGH FOUNDATION CUSTODY ACCT. Q01912007
For the Period 12/1/13 to 12/31/13

Equity Summary

Asset Categories	Beginning Market Value	Ending Market Value	Change In Value	Current Allocation
US Large Cap Equity	2,996,518.82	2,222,973 61	(773,545 21)	22%
EAFE Equity	1,894,547.01	1,915,011.66	20,464.65	19%
Japanese Large Cap Equity	428,943.06	433,461.84	4,518 78	4%
Total Value	**$5,320,008.89**	**$4,571,447.11**	**($748,561.78)**	**45%**

Asset Categories



Equity as a percentage of your portfolio - 45 %

Market Value/Cost	Current Period Value
Market Value	4,571,447.11
Tax Cost	2,981,376.42
Unrealized Gain/Loss	1,590,070.69
Estimated Annual Income	72,454 76
Yield	1.58%

Equity Detail

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Inc. Accrued Div	Yield
US Large Cap Equity							
VANGUARD DIVIDEND GROWTH-INV 921908-60-4 VDIG X	21.36	104,071.798	2,222,973.61	1,530,910.72	692,062.89	39,963.57	1.80%

J.P. Morgan

MCCULLOUGH FOUNDATION CUSTODY ACCT. Q01912007
For the Period 12/1/13 to 12/31/13

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Inc. Accrued Div.	Yield
EAFE Equity							
MANNING & NAPIER OVERSEAS OVERSEAS SER 563821-50-3 EXOS X	26.31	72,786 456	1,915,011 66	1,100,495 28	814,516.38	27,222.13	1 42%
Japanese Large Cap Equity							
WISDOMTREE JAPAN HEDGED EQUITY FUND 97717W-85-1 DXJ	50 84	8,526.000	433,461 84	349,970 42	83,491 42	5,269 06	1.22%
JP MORGAN ALERIAN MLP INDEX ETN		10,638	493,071 3	398776 07	94,295.23	23286 58	4.72%

MCCULLOUGH FOUNDATION CUSTODY ACCT. Q01912007
For the Period 12/1/13 to 12/31/13

US Fixed Income

VANGUARD CONVERTIBLE SECURITIES FUND 922023-10-6	13 67	60,554.74	827,783 23	609,293.56	218,489.67	26,038.53	3.15%
METROPOLITAN WEST FDS TOTAL RET BD 592905-10-3	10 55	145,208.80	1,531,952 88	1,404,134.79	127,818.09	47,047 65	3.07%
Total US Fixed Income			**$2,359,736.11**	**$2,013,428.35**	**$346,307.76**	**$73,086.18**	**3.10%**

Global Fixed Income

CREDIT SUISSE WARBURG PINCS HIGH INCM COMM 22540S-83-6	6.95	232,209.77	1,613,857.88	1,609,231.67	4,626.21	73,378 28	4 55%

MCCULLOUGH FOUNDATION CUSTODY ACCT. Q01912007
For the Period 12/1/13 to 12/31/13

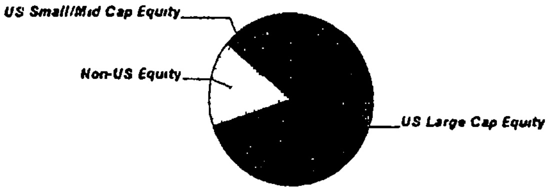
	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Income Accrued Interest	Yield
Global Fixed Income							
LEGG MASON GLOBAL ASSET MMG LM BW GW OPPT IS 524686-31-8	10 79	97,225.12	1,049,059 02	975,167 93	73,891 09	45,306 90	4 32%
Total Global Fixed Income			**$2,662,916.90**	**$2,584,399.60**	**$78,517.30**	**$118,685.18**	**4.46%**

MCCULLOUGH FOUNDATION-MITCHELL ACCT. Q01913005
For the Period 12/1/13 to 12/31/13

Equity Summary

Asset Categories	Beginning Market Value	Ending Market Value	Change In Value	Current Allocation
US Large Cap Equity	1,740,615.82	1,710,285 44	(30,330.38)	79%
US Small/Mid Cap Equity	59,332.00	54,040 00	(5,292.00)	2%
Non-US Equity	318,126 00	330,446 00	12,320.00	15%
Total Value	**$2,118,073.82**	**$2,094,771.44**	**($23,302.38)**	**96%**

Asset Categories



Equity as a percentage of your portfolio - 96 %

Market Value/Cost	Current Period Value
Market Value	2,094,771.44
Tax Cost	1,411,378.22
Unrealized Gain/Loss	683,393.22
Estimated Annual Income	28,965.88
Accrued Dividends	1,459 80
Yield	1.38 %

Equity Detail

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Inc Accrued Div	Yield
US Large Cap Equity							
ANADARKO PETROLEUM CORP 032511-10-7 APC	79 32	700.000	55,524.00	49,111 44	6,412 56	504 00	0 91 %
APACHE CORP 037411-10-5 APA	85.94	700.000	60,158.00	32,559 21	27,598.79	560 00	0.93%

J.P. Morgan

MCCULLOUGH FOUNDATION-MITCHELL ACCT. Q01913005
For the Period 12/1/13 to 12/31/13

US Large Cap Equity

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc Accrued Div	Yield
BAKER HUGHES INC 057224-10-7 BHI	55 26	1,000 000	55,260 00	46,495 90	8,764 10	600 00	1 09%
CABOT OIL & GAS CORP **CL A** 127097-10-3 COG	38.76	2,400 000	93,024 00	22,101 60	70,922.40	192 00	0.21%
CAMERON INTERNATIONAL CORPORATION 13342B-10-5 CAM	59.53	1,200 000	71,436.00	53,658.31	17,777.69		
CHEVRON CORP 166764-10-0 CVX	124.91	528.000	65,952.48	22,987.13	42,965.35	2,112 00	3.20%
DEVON ENERGY CORP 25179M-10-3 DVN	61.87	1,400.000	86,618.00	48,550.65	38,067.35	1,232.00	1 42%
ENERGEN CORP 29265N-10-8 EGN	70.75	900.000	63,675 00	68,229 63	(4,554.63)	522.00	0.82%
EOG RESOURCES INC 26875P-10-1 EOG	167.84	450.000	75,528.00	41,047 33	34,480.67	337.50	0 45%
EQT CORPORATION 26884L-10-9 EQT	89.78	1,100.000	98,758 00	68,696.29	30,061.71	132.00	0 13%
HALLIBURTON CO 406216-10-1 HAL	50.75	1,800.000	91,350 00	67,101.05	24,248 95	1,080.00	1 18%
HESS CORP 42809H-10-7 HES	83 00	900.000	74,700 00	13,629 01	61,070 99	900.00	1.20%
MARATHON OIL CORP 565849-10-6 MRO	35.30	2,300 000	81,190 00	67,404.64	13,785 36	1,748.00	2.15%
NABORS INDUSTRIES LTD G6359F-10-3 NBR	16 99	2,200.000	37,378 00	66,369 14	(28,991.14)	352 00	0 94%
NATIONAL-OILWELL VARCO INC 637071-10-1 NOV	79 53	782 000	62,192 46	7,837.32	54,355 14	813.28	1.31%

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MCCULLOUGH FOUNDATION-MITCHELL ACCT. Q01913005
For the Period 12/1/13 to 12/31/13

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Inc Accrued Div	Yield
US Large Cap Equity							
NATIONAL FUEL GAS CO 636180-10-1 NFG	71 40	1,100 000	78,540.00	38,275.60	40,264 40	1,650 00 412.50	2.10%
NEWFIELD EXPLORATION CO 651290-10-8 NFX	24.63	3,100.000	76,353.00	122,825.54	(46,472.54)		
NOBLE ENERGY INC 655044-10-5 NBL	68 11	1,500.000	102,165 00	31,792.58	70,372.42	840.00	0.82%
OCCIDENTAL PETROLEUM CORP 674599-10-5 OXY	95 10	600 000	57,060 00	9,863.49	47,196 51	1,536.00 384.00	2.69%
PIONEER NATURAL RESOURCES CO 723787-10-7 PXD	184.07	350.000	64,424.50	18,392.32	46,032.18	28.00	0 04%
QEP RESOURCES INC 74733V-10-0 QEP	30.65	2,200.000	67,430.00	65,586.10	1,843 90	176.00	0 26%
SCHLUMBERGER LTD 806857-10-8 SLB	90.11	1,100.000	99,121.00	73,039.88	26,081.12	1,375 00 343.75	1.39%
SUPERIOR ENERGY SERVICES INC 868157-10-8 SPN	26 61	1,300 000	34,593 00	30,814.42	3,778 58	416.00	1 20%
WILLIAMS COMPANIES INC 969457-10-0 WMB	38 57	1,500 000	57,855 00	11,799 70	46,055.30	2,280.00	3 94%
Total US Large Cap Equity			**$1,710,285.44**	**$1,078,168.28**	**$632,117.16**	**$19,385.78** **$1,140.25**	**1.13%**
US Small/Mid Cap Equity							
APPROACH RESOURCES INC 03834A-10-3 AREX	19.30	2,800 000	54,040.00	62,985 53	(8,945.53)		

MCCULLOUCH FOUNDATION-MITCHELL ACCT. Q01913005
For the Period 12/1/13 to 12/31/13

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc Accrued Div.	Yield
Non-US Equity							
CANADIAN NATURAL RESOURCES LTD 136385-10-1 CNQ	33.84	2,000.000	67,680.00	25,971.46	41,708.54	1,536 00 319 55	2 27%
ENSCO PLC G3157S-10-6 ESV	57.18	700 000	40,026 00	33,653.77	6,372.23	1,575.00	3 93%
ROWAN COMPANIES PLC G7665A-10-1 RDC	35.36	1,700 000	60,112.00	59,969 01	142.99		
ROYAL DUTCH SHELL PLC ADR 780259-20-6 RDS A	71.27	1,300 000	92,651 00	86,928.77	5,722.23	3,978 00	4 29%
STATOIL ASA SPONS ADR 85771P-10-2 STO	24.13	2,900.000	69,977.00	63,701.40	6,275.60	2,491.10	3.56%
Total Non-US Equity			**$330,446.00**	**$270,224.41**	**$60,221.59**	**$9,580.10** **$319.55**	**2.90%**