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EXTENSION GRANTED TO 11/17/2013  
**Return of Private Foundation**

OMB No 1545-0052

**2013**

Open to Public Inspection

Form **990-PF**

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).

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

Name of foundation <b>KCL FOUNDATION C/O KARYN BUCHANAN</b>		A Employer identification number <b>74-2707482</b>
Number and street (or P O box number if mail is not delivered to street address) <b>600 CONGRESS AVENUE, SUITE 200</b>		Room/suite
City or town, state or province, country, and ZIP or foreign postal code <b>AUSTIN, TX 78701</b>		B Telephone number <b>(512) 505-4121</b>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		C If exemption application is pending, check here <input type="checkbox"/> D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ <b>4,282,109.</b> (Part I, column (d) must be on cash basis.)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</i>					
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		2.	2.		STATEMENT 1
4 Dividends and interest from securities		57,842.	57,842.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		22,101.			
b Gross sales price for all assets on line 6a		849,019.			
7 Capital gain net income (from Part IV, line 2)			22,101.		
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		34.	34.		STATEMENT 3
12 Total. Add lines 1 through 11		79,979.	79,979.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages				666	
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 4		4,138.	2,069.		2,069.
c Other professional fees STMT 5		8,894.	8,894.		0.
17 Interest					
18 Taxes STMT 6		2,130.	1,261.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 7		1,730.	0.		1,730.
24 Total operating and administrative expenses. Add lines 13 through 23		16,892.	12,224.		3,799.
25 Contributions, gifts, grants paid		195,000.			195,000.
26 Total expenses and disbursements. Add lines 24 and 25		211,892.	12,224.		198,799.
27 Subtract line 26 from line 12		-131,913.			
a Excess of revenue over expenses and disbursements			67,755.		
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)				N/A	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only			
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	263,199.	208,042.	208,042.
	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	1,562,077.	1,566,051.	2,060,352.
	c	Investments - corporate bonds STMT 9	750,001.	669,271.	687,491.
	11	Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 10	1,134,576.	1,134,576.	1,326,224.
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation ▶			
15	Other assets (describe ▶)				
16	<b>Total assets</b> (to be completed by all filers - see the instructions Also, see page 1, item 1)	<b>3,709,853.</b>	<b>3,577,940.</b>	<b>4,282,109.</b>	
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	<b>Total liabilities</b> (add lines 17 through 22)	<b>0.</b>	<b>0.</b>		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input type="checkbox"/>				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <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	3,709,853.	3,577,940.	
30	<b>Total net assets or fund balances</b>	<b>3,709,853.</b>	<b>3,577,940.</b>		
31	<b>Total liabilities and net assets/fund balances</b>	<b>3,709,853.</b>	<b>3,577,940.</b>		

**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	3,709,853.
2	Enter amount from Part I, line 27a	2	-131,913.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	3,577,940.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	<b>Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30</b>	6	<b>3,577,940.</b>

**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	849,019.	826,918.	22,101.		
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any			
a					
b					
c					
d					
e			22,101.		
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	22,101.
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	183,559.	3,875,006.	.047370
2011	199,875.	4,007,778.	.049872
2010	198,000.	3,863,448.	.051250
2009	178,763.	3,511,609.	.050906
2008	262,248.	4,456,546.	.058846
2 Total of line 1, column (d)			2 .258244
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 .051649
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 4,084,346.
5 Multiply line 4 by line 3			5 210,952.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 678.
7 Add lines 5 and 6			7 211,630.
8 Enter qualifying distributions from Part XII, line 4			8 198,799.

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 <input type="checkbox"/> 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 <input type="checkbox"/> and enter 1% of Part I, line 27b	1	1,355.
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	1,355.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-	5	1,355.
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	1,355.
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	1,355.
8	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>	9	0.
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	10	
11	Enter the amount of line 10 to be <b>Credited to 2014 estimated tax</b> <input type="checkbox"/> <b>Refunded</b> <input type="checkbox"/>	11	

**Part VII-A Statements Regarding Activities**

	Yes	No
1a		X
1b		X
1c		X
d		
e		
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		X

N/A

**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)			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)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	X		
14	The books are in care of ▶ KARYN BUCHANAN Telephone no ▶ 512-505-4121 Located at ▶ 600 CONGRESS AVE., STE. 200, AUSTIN, TX ZIP+4 ▶ 78701			
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 ▶		Yes	No
		16		X

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

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

		Yes	No
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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1b	X
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 propoganda, 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)?  Yes  No  
Organizations relying on a current notice regarding disaster assistance check here N/A

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). N/A

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?  Yes  No  
If "Yes" to 6b, file Form 8870.

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?  Yes  No

**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		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."

(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.)

<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>	3,939,324.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	207,220.
<b>c</b>	Fair market value of all other assets	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	4,146,544.
<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>	4,146,544.
<b>4</b>	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	62,198.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	<b>5</b>	4,084,346.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	204,217.

**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>	204,217.
<b>2a</b>	Tax on investment income for 2013 from Part VI, line 5	<b>2a</b>	1,355.
<b>b</b>	Income tax for 2013 (This does not include the tax from Part VI)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	1,355.
<b>3</b>	Distributable amount before adjustments Subtract line 2c from line 1	<b>3</b>	202,862.
<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>	202,862.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	0.
<b>7</b>	<b>Distributable amount as adjusted</b> Subtract line 6 from line 5 Enter here and on Part XIII, line 1	<b>7</b>	202,862.

**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>	198,799.
<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>	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	198,799.
<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>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	198,799.

**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
<b>1</b> Distributable amount for 2013 from Part XI, line 7				202,862.
<b>2</b> Undistributed income, if any, as of the end of 2013				
<b>a</b> Enter amount for 2012 only			0.	
<b>b</b> Total for prior years		0.		
<b>3</b> Excess distributions carryover, if any, to 2013				
<b>a</b> From 2008	35,857.			
<b>b</b> From 2009	4,199.			
<b>c</b> From 2010	6,256.			
<b>d</b> From 2011	2,381.			
<b>e</b> From 2012				
<b>f</b> Total of lines 3a through e	48,693.			
<b>4</b> Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 198,799.				
<b>a</b> Applied to 2012, but not more than line 2a			0.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions)		0.		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions)	0.			
<b>d</b> Applied to 2013 distributable amount				198,799.
<b>e</b> Remaining amount distributed out of corpus	0.			
<b>5</b> Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	4,063.			4,063.
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	44,630.			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b		0.		
<b>c</b> 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.		
<b>d</b> Subtract line 6c from line 6b Taxable amount - see instructions		0.		
<b>e</b> Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instr			0.	
<b>f</b> Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				0.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
<b>8</b> Excess distributions carryover from 2008 not applied on line 5 or line 7	31,794.			
<b>9</b> Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	12,836.			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2009	4,199.			
<b>b</b> Excess from 2010	6,256.			
<b>c</b> Excess from 2011	2,381.			
<b>d</b> Excess from 2012				
<b>e</b> 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				(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
<b>2 a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
<b>b</b> 85% of line 2a					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon					
<b>a</b> "Assets" alternative test - enter					
<b>(1)</b> Value of all assets					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)					
<b>b</b> "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
<b>c</b> "Support" alternative test - enter					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
<b>(3)</b> Largest amount of support from an exempt organization					
<b>(4)</b> 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) )

SEE STATEMENT 12

**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

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

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- c** Any submission deadlines

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







**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 262 SHS ISHARES CORE S&P ETF	P	12/07/09	08/21/13
b 500 SHS POWERSHS EXCH TRAD FD TR	P	VARIOUS	08/21/13
c 100 SHS POWERSHS EXCH TRAD FD TR	P	08/26/10	08/21/13
d 75 SHS POWERSHS EXCH TRAD FD TR	P	02/16/11	08/21/13
e 1,486 SHS POWERSHS EXCH TRAD FD TR	P	08/26/10	11/21/13
f 10,191.551 SHS JPMORGAN HIGHBRIDGE	P	VARIOUS	10/25/13
g 1,546.097 SHS JPMORGAN RESEARCH MARKET	P	08/16/12	05/23/13
h 5,227.964 SHS LOOMIS SAYLES STRATEGIC	P	VARIOUS	10/25/13
i 36,452.882 SHS PIMCO LOW DURATION FUND	P	VARIOUS	09/10/13
j 1,313.715 SHS ROYCE SELECT FUND I	P	12/07/09	08/21/13
k TEMPLETON GLOBAL BOND BASIS ADJUSTMENT			
l CAPITAL GAINS DIVIDENDS			
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 24,983.		13,801.	11,182.
b 37,118.		29,421.	7,697.
c 7,424.		4,667.	2,757.
d 5,568.		4,476.	1,092.
e 119,965.		69,354.	50,611.
f 123,700.		205,585.	-81,885.
g 23,352.		23,000.	352.
h 85,975.		74,236.	11,739.
i 371,430.		380,000.	-8,570.
j 24,975.		22,378.	2,597.
k 1,506.			1,506.
l 23,023.			23,023.
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			11,182.
b			7,697.
c			2,757.
d			1,092.
e			50,611.
f			-81,885.
g			352.
h			11,739.
i			-8,570.
j			2,597.
k			1,506.
l			23,023.
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	22,101.
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 INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
JPMORGAN CHASE	2.	2.	
TOTAL TO PART I, LINE 3	2.	2.	

## FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
CHARLES SCHWAB	80,865.	23,023.	57,842.	57,842.	
TO PART I, LINE 4	80,865.	23,023.	57,842.	57,842.	

## FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
DELL LITIGATION SETTLEMENT	16.	16.	
CIT GROUP LITIGATION SETTLEMENT	18.	18.	
TOTAL TO FORM 990-PF, PART I, LINE 11	34.	34.	

## FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	4,138.	2,069.		2,069.
TO FORM 990-PF, PG 1, LN 16B	4,138.	2,069.		2,069.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FINANCIAL ADVISORY FEES	8,894.	8,894.		0.
TO FORM 990-PF, PG 1, LN 16C	8,894.	8,894.		0.

FORM 990-PF	TAXES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAXES - FOREIGN	1,261.	1,261.		0.
TAXES - FORM 990	869.	0.		0.
TO FORM 990-PF, PG 1, LN 18	2,130.	1,261.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INSURANCE	725.	0.		725.
DUES	1,000.	0.		1,000.
OFFICE EXPENSE	5.	0.		5.
TO FORM 990-PF, PG 1, LN 23	1,730.	0.		1,730.

FORM 990-PF	CORPORATE STOCK		STATEMENT 8
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
ABERDEEN EMERGING MARKETS	154,000.	166,265.	
ALPS CORE COMMODITY (FKA JEFFERIES ASSET MGMT)	138,866.	109,143.	
CALDWELL & ORKIN MARKET OPPORTUNITY FUND	25,025.	26,293.	
DFA EMERGING MARKETS SMALL CAP	84,029.	127,205.	
FIRST EAGLE OVERSEAS	203,608.	252,553.	

GOTHAM ABSOLUTE RETURN INST	25,000.	27,528.
HARBOR INTERNATIONAL	193,084.	246,627.
ISHARES S&P MID CAP 400	30,275.	57,538.
ISHARES S&P SMALL CAP 600 GROWTH	55,203.	114,368.
JPMORGAN HIGHBRIDGE DYNAMIC COMMODITY	0.	0.
JPMORGAN RESEARCH MARKET NEUTRAL I	0.	0.
POWERSHARES FTSE RAFI ETF	224,489.	398,941.
ROBECO BOSTON PARTNERS L/S EQUITY	32,000.	32,053.
ROYCE SELECT I	72,005.	83,719.
SALIENT MLP & ENERGY INFRAS II	253,480.	267,957.
TOUCHSTONE SMALL CAP CORE	74,987.	150,162.
<b>TOTAL TO FORM 990-PF, PART II, LINE 10B</b>	<b>1,566,051.</b>	<b>2,060,352.</b>

FORM 990-PF CORPORATE BONDS STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
BBH LIMITED DURATION FD CL I	372,000.	371,975.
LOOMIS SAYLES STRATEGIC INCOME	108,233.	124,622.
PIMCO LOW DURATION FUND	0.	0.
TEMPLETON GLOBAL	189,038.	190,894.
<b>TOTAL TO FORM 990-PF, PART II, LINE 10C</b>	<b>669,271.</b>	<b>687,491.</b>

FORM 990-PF OTHER INVESTMENTS STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ALTERNATIVE INVESTMENTS	FMV	500,000.	571,698.
IRONWOOD INTERNATIONAL LTD.	FMV	634,576.	754,526.
<b>TOTAL TO FORM 990-PF, PART II, LINE 13</b>		<b>1,134,576.</b>	<b>1,326,224.</b>

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
ROBERT W. HUGHES 600 CONGRESS AVE., STE. 200 AUSTIN, TX 78701	PRESIDENT 0.25	0.	0.	0.
KYLE L. HUGHES 600 CONGRESS AVE., STE. 200 AUSTIN, TX 78701	VICE PRESIDENT 0.25	0.	0.	0.
CRAIG HUGHES 600 CONGRESS AVE., STE. 200 AUSTIN, TX 78701	VICE PRESIDENT 0.25	0.	0.	0.
M. GAIL HUGHES 600 CONGRESS AVE., STE. 200 AUSTIN, TX 78701	SECRETARY 0.25	0.	0.	0.
KARYN BUCHANAN 600 CONGRESS AVE., STE. 200 AUSTIN, TX 78701	TREASURER 0.50	0.	0.	0.
LEE WALKER 600 CONGRESS AVE., STE. 200 AUSTIN, TX 78701	VICE PRESIDENT 0.25	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF

PART XV - LINE 1A  
LIST OF FOUNDATION MANAGERS

STATEMENT 12

NAME OF MANAGER

ROBERT W. HUGHES  
M. GAIL HUGHES

## GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR-2013

STATEMENT 13

Recipient Name and Address	Recipient Status	Recipient Relationship	Purpose of Grant	Total
A Legacy of Giving 4315 Guadalupe, Suite 300 Austin, TX 78751	PC	N/A	To support organization's purposes	\$ 5,250
All Blind Children of Texas 1100 W 45th St Austin, TX 78756	PC	N/A	To support organization's purposes	\$ 1,000
Alzheimer's Association 3429 Executive Center Dr Austin, TX 78731	PC	N/A	To support organization's purposes	\$ 1,500
American Youthworks 1901 E. Ben White Blvd. Austin, TX 78741	PC	N/A	To support organization's purposes	\$ 1,500
Any Baby Can 1121 E. 7th St Austin, TX 78702	PC	N/A	To support organization's purposes	\$ 2,000
Austin Bridge Builders Alliance P O Box 26825 Austin, TX 78755	PC	N/A	To support organization's purposes	\$ 2,500
Austin Child Guidance Center 810 W. 45th St Austin, TX 78751	PC	N/A	To support organization's purposes	\$ 2,000
Austin Children's Shelter 4800 Manor Rd Austin, TX 78723-5471	PC	N/A	To support organization's purposes	\$ 7,000
Austin Clubhouse P O Box 300568 Austin, TX 78703	PC	N/A	To support organization's purposes	\$ 8,000
Austin Community Foundation P.O. Box 5159 Austin, TX 78763	PC	N/A	To support organization's purposes	\$ 3,500
Austin Habitat for Humanity 310 Comal St, Suite 100 Austin, TX 78702	PC	N/A	To support organization's purposes	\$ 1,000
Austin Humane Society 124 W Anderson Ln Austin, TX 78752	PC	N/A	To support organization's purposes	\$ 15,000
Austin Pets Alive 1156 West Cesar Chavez Austin, TX 78703	PC	N/A	To support organization's purposes	\$ 1,000
Austin Sunshine Camp P.O. Box 684980 Austin, TX 78768	PC	N/A	To support organization's purposes	\$ 7,000

## GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR-2013

## STATEMENT 13

Recipient Name and Address	Recipient Status	Recipient Relationship	Purpose of Grant	Total
Boys & Girls Club of Austin 5407 N IH35, Suite 400 Austin, TX 78723	PC	N/A	To support organization's purposes	\$ 1,000
Capital Area Food Bank 8201 S Congress Ave. Austin, TX 78745-7305	PC	N/A	To support organization's purposes	\$ 13,000
Capitol Area Council-Boy Scouts 7540 Ed Bluestein Blvd Austin, TX 78723	PC	N/A	To support organization's purposes	\$ 15,250
Caritas P.O Box 1947 Austin, TX 78767	PC	N/A	To support organization's purposes	\$ 3,500
CASA of Travis County 7701 N. Lamar #301 Austin, TX 78752	PC	N/A	To support organization's purposes	\$ 2,500
Center for Child Protection 1110 E 32nd St Austin, TX 78722	PC	N/A	To support organization's purposes	\$ 1,000
Citizen Generation P O. Box 160564 Austin, TX 78716	PC	N/A	To support organization's purposes	\$ 1,000
Coalition of Texans with Disabilities 316 W. 12th St , Suite 405 Austin, TX 78701	PC	N/A	To support organization's purposes	\$ 5,500
Colin's Hope PMG 147, 3267 Bee Cave Rd., Suite 107 Austin, TX 78746	PC	N/A	To support organization's purposes	\$ 750
Duke University (Central TX Scholarship) P.O. Box 90581 Durham, NC 27708	PC	N/A	To support organization's purposes	\$ 10,000
Eanes Education Foundation 601 Camp Craft Rd Austin, TX 78746	PC	N/A	To support organization's purposes	\$ 500
Elizabeth Ann Seton Board c/o The Seton Fund, 1201 W. 38th St Austin, TX 78705	PC	N/A	To support organization's purposes	\$ 5,500
Entrepreneurs Foundation of Central TX P O Box 684826 Austin, TX 78768	PC	N/A	To support organization's purposes	\$ 1,000
Explore Austin P.O. Box 50470 Austin, TX 78763	PC	N/A	To support organization's purposes	\$ 1,000
Fellowship of Christian Athletes 211 W Koenig Austin, TX 78751	PC	N/A	To support organization's purposes	\$ 5,000

## GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR-2013

STATEMENT 13

Recipient Name and Address	Recipient Status	Recipient Relationship	Purpose of Grant	Total
Foster Angels of Central Texas P O. Box 152575 Austin, TX 78715	PC	N/A	To support organization's purposes	\$ 2,375
Foundation Communities 3036 S. 1st Austin, TX 78704	PC	N/A	To support organization's purposes	\$ 500
GenAustin P.O Box 3122 Austin, TX 78704	PC	N/A	To support organization's purposes	\$ 5,000
Greater Austin Crime Commission P.O Box 27016 Austin, TX 78755	PC	N/A	To support organization's purposes	\$ 1,250
Guadalupe Neighborhood Development Corp 813 E. 8th St Austin, TX 78702	PC	N/A	To support organization's purposes	\$ 2,000
Helping Hand Home for Children 3804 Avenue B Austin, TX 78751	PC	N/A	To support organization's purposes	\$ 3,000
Hill Country Conservancy P.O. Box 163125 Austin, TX 78716	PC	N/A	To support organization's purposes	\$ 1,000
Hospice Austin 4107 Spicewood Springs Rd , Suite 100 Austin, TX 78759	PC	N/A	To support organization's purposes	\$ 3,000
I Live Here I Give Here 98 San Jacinto Blvd, Suite 1200 Austin, TX 78701	PC	N/A	To support organization's purposes	\$ 1,000
Jeremiah Program P O Box 50590 Austin, TX 78763	PC	N/A	To support organization's purposes	\$ 3,500
Make a Wish Foundation 2224 Walsh Tarlton Ln Suite 200 Austin, TX 78746	PC	N/A	To support organization's purposes	\$ 3,000
Manos de Cristo 4911 Harmon Austin, TX 78762	PC	N/A	To support organization's purposes	\$ 500
Meals on Wheels 3227 E. 5th St Austin, TX 78702	PC	N/A	To support organization's purposes	\$ 1,875
Mobile Loaves & Fishes 903 S. Capital of TX Hwy Austin, TX 78746	PC	N/A	To support organization's purposes	\$ 500

## GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR-2013

## STATEMENT 13

Recipient Name and Address	Recipient Status	Recipient Relationship	Purpose of Grant	Total
National Ovarian Cancer Coalition P O Box 170147 Austin, TX 78717	PC	N/A	To support organization's purposes	\$ 500
Open Door Preschool 3804 Cherrywood Rd Austin, TX 78723	PC	N/A	To support organization's purposes	\$ 2,500
Operation Blue Santa P O. Box 689001 Austin, TX 78768	PC	N/A	To support organization's purposes	\$ 2,000
Peoples Community Clinic 2909 N IH35 Austin, TX 78722	PC	N/A	To support organization's purposes	\$ 1,000
Pflugerville Pets Alive 17508 Kessler Dr Pflugerville, TX 78660	PC	N/A	To support organization's purposes	\$ 1,000
Presbyterian Children's Homes P O Box 140888 Austin, TX 78714	PC	N/A	To support organization's purposes	\$ 2,000
Ronald McDonald House 1315 Barbara Jordan Blvd Austin, TX 78723	PC	N/A	To support organization's purposes	\$ 1,000
Safe Place P.O. Box 19454 Austin, TX 78760	PC	N/A	To support organization's purposes	\$ 3,500
St. Andrews Episcopal School 1112 W. 31st St Austin, TX 78705	PC	N/A	To support organization's purposes	\$ 14,500
Search Ministries P.O Box 17088 Baltimore, MD 21297	PC	N/A	To support organization's purposes	\$ 1,500
Seedling Foundation 221 W. 6th St. #2000 Austin, TX 78701	PC	N/A	To support organization's purposes	\$ 1,250
SIMS Foundation P.O. Box 2152 Austin, TX 78768	PC	N/A	To support organization's purposes	\$ 2,000
STARTOUT 201 W. 21st St , Suite 5G New York, NY 10011	PC	N/A	To support organization's purposes	\$ 1,000
The Nature Conservancy 4245 N. Fairfax Dr., Suite 100 Arlington, VA 22203	PC	N/A	To support organization's purposes	\$ 1,000
The Seton Fund 1201 W. 38th St. Austin, TX 78705	PC	N/A	To support organization's purposes	\$ 1,000

## GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR-2013

STATEMENT 13

<u>Recipient Name and Address</u>	<u>Recipient Status</u>	<u>Recipient Relationship</u>	<u>Purpose of Grant</u>	<u>Total</u>
Therapy Pet Pals of TX 3930 Bee Caves Rd. #C Austin, TX 78746	PC	N/A	To support organization's purposes	\$ 1,500
Town Lake Trail Foundation P.O Box 5195 Austin, TX 78763	PC	N/A	To support organization's purposes	\$ 1,000
Waller Creek Conservancy P.O Box 12363 Austin, TX 78711	PC	N/A	To support organization's purposes	\$ 1,000
Wonders & Worries 923 Westbank Dr., Suite C Austin, TX 78746	PC	N/A	To support organization's purposes	\$ 2,500
<b>TOTAL</b>			<b>TOTAL TO FORM 990-PF, PART XV, LINE 3</b>	<b>\$ 195,000</b>

## Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**  
▶ Information about Form 8868 and its instructions is at [www.irs.gov/form8868](http://www.irs.gov/form8868).

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

**Do not complete Part II unless** you have already been granted an automatic 3-month extension on a previously filed Form 8868.

**Electronic filing (e-file).** You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit [www.irs.gov/efile](http://www.irs.gov/efile) and click on *e-file for Charities & Nonprofits*.

**Part I Automatic 3-Month Extension of Time.** Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension—check this box and complete Part I only

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Enter filer's identifying number, see instructions

<b>Type or print</b>  <small>File by the due date for filing your return. See instructions.</small>	Name of exempt organization or other filer, see instructions. KCL FOUNDATION	Employer identification number (EIN) or 74-2707482
	Number, street, and room or suite no. If a P.O. box, see instructions. 600 CONGRESS AVE., SUITE 200	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. AUSTIN, TX 78701	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ KARYN BUCHANAN

Telephone No. ▶ 512-505-4121 Fax No. ▶ 512-320-4048

- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) \_\_\_\_\_ . If this is for the whole group, check this box  . If it is for part of the group, check this box  and attach a list with the names and EINs of all members the extension is for.

**1** I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15**, 20 **14**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:  
▶  calendar year 20 13 or

▶  tax year beginning \_\_\_\_\_, 20\_\_\_\_, and ending \_\_\_\_\_, 20\_\_\_\_.

**2** If the tax year entered in line 1 is for less than 12 months, check reason:  Initial return  Final return  
 Change in accounting period

<b>3a</b> If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	<b>3a</b>	\$
<b>b</b> If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	<b>3b</b>	\$
<b>c</b> <b>Balance due.</b> Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	<b>3c</b>	\$

**Caution.** If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box  **Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

**Part II Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

<b>Type or print</b>  File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions <b>KCL FOUNDATION</b>	Enter filer's identifying number, see instructions Employer identification number (EIN) or <b>74-2707482</b>
	Number, street, and room or suite no. If a P.O. box, see instructions. <b>600 CONGRESS AVE , SUITE 200</b>	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. <b>AUSTIN TX 78701</b>	

Enter the Return code for the return that this application is for (file a separate application for each return) 04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

**STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.**

- The books are in the care of **KARYN BUCHANAN**  
 Telephone No. **512-505-4121** Fax No. **512-320-4048**
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) \_\_\_\_\_ . If this is for the whole group, check this box  . If it is for part of the group, check this box  and attach a list with the names and EINs of all members the extension is for.

- I request an additional 3-month extension of time until **November 15**, 20**14**.
- For calendar year 2013, or other tax year beginning \_\_\_\_\_, 20\_\_\_\_, and ending \_\_\_\_\_, 20\_\_\_\_.
- If the tax year entered in line 5 is for less than 12 months, check reason:  Initial return  Final return  
 Change in accounting period
- State in detail why you need the extension **WAITING ON THIRD PARTY INFORMATION IN ORDER TO FILE A COMPLETE AND ACCURATE RETURN**

<b>8a</b> If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	<b>8a</b> \$	1,355
<b>b</b> If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	<b>8b</b> \$	1,355
<b>c</b> <b>Balance due.</b> Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	<b>8c</b> \$	-0-

**Signature and Verification must be completed for Part II only.**

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature Karyn Buchanan Title Controller Date 8/7/14