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Open to Public Inspection

For calendar year 2013 or tax year beginning

, and ending

Name of foundation ALBERT & ETHEL HERZSTEIN CHARITABLE FOUNDATION		A Employer identification number 74-6070484
Number and street (or P.O. box number if mail is not delivered to street address) 6131 WESTVIEW	Room/suite	B Telephone number 713-681-7868
City or town, state or province, country, and ZIP or foreign postal code HOUSTON, TX 77055		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 101,922,549.	J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	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 (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	2,335,568.	2,342,432.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	2,641,471.			STATEMENT 1
	b Gross sales price for all assets on line 6a 19,177,327.				
	7 Capital gain net income (from Part IV, line 2)		2,140,727.		
	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	1,833,144.	<596,720.>		STATEMENT 3	
12 Total. Add lines 1 through 11	6,810,183.	3,886,439.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	280,000.	92,000.		188,000.
	14 Other employee salaries and wages	148,036.	64,712.		83,324.
	15 Pension plans, employee benefits	80,774.	32,949.		47,825.
	16a Legal fees STMT 4	29,476.	13,117.		16,359.
	b Accounting fees STMT 5	37,000.	25,160.		11,840.
	c Other professional fees STMT 6	169,567.	169,567.		0.
	17 Interest				
	18 Taxes STMT 7	47,300.	0.		0.
	19 Depreciation and depletion	713,295.	5,034.		
	20 Occupancy	8,547.	0.		8,547.
	21 Travel, conferences, and meetings	28,958.	11,888.		17,070.
	22 Printing and publications	20,854.	5,214.		15,640.
	23 Other expenses STMT 8	672,251.	50,844.		57,391.
	24 Total operating and administrative expenses. Add lines 13 through 23	2,236,058.	470,485.		445,996.
	25 Contributions, gifts, grants paid	4,136,500.			4,136,500.
26 Total expenses and disbursements. Add lines 24 and 25	6,372,558.	470,485.		4,582,496.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	437,625.				
b Net investment income (if negative, enter -0-)		3,415,954.			
c Adjusted net income (if negative, enter -0-)			N/A		

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LHA For Paperwork Reduction Act Notice, see instructions.

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Part II Balance Sheets		Beginning of year		End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1 Cash - non-interest-bearing	266,476.	430,218.	430,218.	
	2 Savings and temporary cash investments	416,257.	5,073,161.	5,073,161.	
	3 Accounts receivable 706,754.				
	Less: allowance for doubtful accounts	1,570,848.	706,754.	706,754.	
	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	91,703.	91,703.	91,703.	
	10a Investments - U.S. and state government obligations STMT 10	242,840.	20,000.	20,000.	
	b Investments - corporate stock STMT 11	33,976,027.	29,229,741.	29,229,741.	
	c Investments - corporate bonds STMT 12	662,067.	574,104.	574,104.	
	Liabilities	11 Investments - land, buildings, and equipment basis			
Less: accumulated depreciation					
12 Investments - mortgage loans					
13 Investments - other					
14 Land, buildings, and equipment basis 96,559.					
Less: accumulated depreciation 80,031.		11,025.	16,528.	16,528.	
15 Other assets (describe STATEMENT 13)		60,599,320.	65,780,340.	65,780,340.	
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)		97,836,563.	101,922,549.	101,922,549.	
17 Accounts payable and accrued expenses		6,265.	18,751.		
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)	6,265.	18,751.			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted	97,830,298.	101,903,798.		
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds				
	28 Paid-in or capital surplus, or land, bldg., and equipment fund				
	29 Retained earnings, accumulated income, endowment, or other funds				
30 Total net assets or fund balances	97,830,298.	101,903,798.			
31 Total liabilities and net assets/fund balances	97,836,563.	101,922,549.			

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	97,830,298.
2 Enter amount from Part I, line 27a	2	437,625.
3 Other increases not included in line 2 (itemize) SEE STATEMENT 9	3	3,635,875.
4 Add lines 1, 2, and 3	4	101,903,798.
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	101,903,798.

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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 INVESTMENT SALES	P		
b			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 19,177,327.		17,036,600.	2,140,727.
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) 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	
a			2,140,727.
b			
c			
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	2,140,727.
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	4,462,077.	92,276,573.	.048355
2011	3,422,180.	89,001,043.	.038451
2010	3,977,027.	81,336,681.	.048896
2009	3,392,779.	78,672,658.	.043125
2008	3,391,522.	86,772,007.	.039085

2 Total of line 1, column (d)	2	.217912
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	.043582
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	99,541,600.
5 Multiply line 4 by line 3	5	4,338,222.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	34,160.
7 Add lines 5 and 6	7	4,372,382.
8 Enter qualifying distributions from Part XII, line 4	8	4,582,496.

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.

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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 checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	34,160.
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	34,160.
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	34,160.
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	102,071.	
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	102,071.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
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	67,911.	
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax	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?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 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?	4b	X
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

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Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	STATEMENT 14 STMT 15	11	X	
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)		12		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► WWW.HERZSTEINFUNDATION.ORG		13	X	
14 The books are in care of ► L. MICHAEL HAJTMAN Telephone no. ► 713-681-7868 Located at ► 6131 WESTVIEW, HOUSTON, TX ZIP+4 ► 77055				
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A		
16 At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No	X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see 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

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☒ Yes ☐ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

5b ☒ X

Organizations relying on a current notice regarding disaster assistance check here

☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

SEE STATEMENT 17

☒ 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 ☒ No6b ☐

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

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

☒ X

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No☐

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b ☐**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 16		280,000.	39,470.	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

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Part VII 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 NO DIRECT CHARITABLE ACTIVITIES; CHARITABLE ACTIVITIES CONSISTED OF CONTRIBUTIONS TO PUBLICLY SUPPORTED 501(C)(3) ORGANIZATIONS AND GOVERNMENTAL ENTITIES.	0.
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	
2	
All other program-related investments. See instructions.	
3 NONE	0.
	0.

Total. Add lines 1 through 3

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Part X

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a Average monthly fair market value of securities	1a	34,820,053.
b Average of monthly cash balances	1b	3,840,798.
c Fair market value of all other assets	1c	62,396,611.
d Total (add lines 1a, b, and c)	1d	101,057,462.
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	101,057,462.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,515,862.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	99,541,600.
6 Minimum investment return. Enter 5% of line 5	6	4,977,080.

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	4,977,080.
2a Tax on investment income for 2013 from Part VI, line 5	2a	34,160.
b Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	34,160.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	4,942,920.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	4,942,920.
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	4,942,920.

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	4,582,496.
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	4,582,496.
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	34,160.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	4,548,336.

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.

Form 990-PF (2013)

ALBERT & ETHEL HERZSTEIN
CHARITABLE FOUNDATION

Form 990-PF (2013)

74-6070484

Page 9

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				4,942,920.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			3,420,582.	
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: ▶ \$ 4,582,496.				
a Applied to 2012, but not more than line 2a			3,420,582.	
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				1,161,914.
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				3,781,006.
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(1)(3)

4942(1)(5)

- 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.

- 3** Subtract line 2d from line 2c
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:

SEE STATEMENT 18

- 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:

ALBERT & ETHEL HERZSTEIN
CHARITABLE FOUNDATION

Form 990-PF (2013)

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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 ATTACHED STATEMENT OF DONATIONS VARIOUS VARIOUS, TX 77055	NONE	501(C)(3)	CHARITABLE	4,136,500.
Total			3a	4,136,500.
b Approved for future payment				
NONE				
Total			3b	0.

Enter gross amounts unless otherwise indicated.

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

- | | | Yes | No |
|---|--|-------|----|
| 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? | | |
| 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. | | |

[illegible]

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

(a) Name of organization	(b) Type of organization	(c) Description of relationship
HERZSTEIN INVESTMENTS, INC.	501(C)(2)	SEE STATEMENT 20

**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 4/3/2014

PRESIDENT
Title

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 <input type="checkbox"/> if self-employed	PTIN
---	------

GREGORY VAUGHN, CPA

Firm's name ► LAPORTE, APAC

Firm's address ► 1770 ST. JAMES PLACE, SUITE 250
HOUSTON, TX 77056-3432

Firm's EIN	72-1088864
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Phone no. (713) 963-8008

Form **990-PF** (2013)

FORM 990-PF	GAIN OR (LOSS) FROM SALE OF ASSETS	STATEMENT	1
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(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
INVESTMENT SALES	PURCHASED			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
19,177,327.	16,535,856.	0.	0.	2,641,471.
CAPITAL GAINS DIVIDENDS FROM PART IV				0.
TOTAL TO FORM 990-PF, PART I, LINE 6A				2,641,471.

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	2
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
DIVIDENDS AND INTEREST	2,335,568.	0.	2,335,568.	2,342,432.	
TO PART I, LINE 4	2,335,568.	0.	2,335,568.	2,342,432.	

FORM 990-PF	OTHER INCOME	STATEMENT	3
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OTHER PARTNERSHIP INCOME	0.	<1,676,058.>	
ROYALTY INCOME	0.	1,079,338.	
OTHER INCOME	1,833,144.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	1,833,144.	<596,720.>	

FORM 990-PF

LEGAL FEES

STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FIZER, BECK, WEBSTER- MISC LEGAL	29,476.	13,117.		16,359.
TO FM 990-PF, PG 1, LN 16A	29,476.	13,117.		16,359.

FORM 990-PF

ACCOUNTING FEES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LAPORTE CPAS AND BUSINESS ADVISORS	37,000.	25,160.		11,840.
TO FORM 990-PF, PG 1, LN 16B	37,000.	25,160.		11,840.

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
INVESTMENT MANAGEMENT FEES	169,567.	169,567.		0.
TO FORM 990-PF, PG 1, LN 16C	169,567.	169,567.		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 TAXES	15,300.	0.		0.
EXCISE TAXES	20,000.	0.		0.
990 T TAXES	12,000.	0.		0.
TO FORM 990-PF, PG 1, LN 18	47,300.	0.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PARTNERSHIP EXPENSES	564,016.	0.		0.
OFFICE EXPENSE	40,646.	14,226.		26,420.
D&O AND OFFICERS INSURANCE	20,370.	9,065.		11,305.
EMPLOYEE HEALTH INSURANCE	15,622.	11,716.		3,905.
SOFTWARE LICENSE FEES	11,992.	5,396.		6,595.
SUBSCRIPTIONS	6,125.	1,531.		4,594.
BANK SERVICE FEES	6,235.	2,494.		3,741.
GIFTS	1,843.	1,843.		0.
MEMBERSHIP FEES & DUES	1,662.	831.		831.
MISCELLANEOUS	3,740.	3,742.		0.
TO FORM 990-PF, PG 1, LN 23	672,251.	50,844.		57,391.

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 9

DESCRIPTION	AMOUNT
UNREALIZED GAIN ON ASSETS	3,632,929.
OTHER INCREASES	2,946.
TOTAL TO FORM 990-PF, PART III, LINE 3	3,635,875.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 10

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
VANGUARD TREASURY FD	X		20,000.	20,000.
TOTAL U.S. GOVERNMENT OBLIGATIONS			20,000.	20,000.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			20,000.	20,000.

FORM 990-PF	CORPORATE STOCK	STATEMENT 11
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
BANCSHARES INC	59,875.	59,875.
VANGUARD STOCK FUNDS	13,719,058.	13,719,058.
STEINBERG FUNDS	2,614,222.	2,614,222.
MATTHEWS PACIFIC TIGER FUND	3,582,796.	3,582,796.
T ROWE PRICE FUNDS	5,448,896.	5,448,896.
FRASER FUNDS	0.	0.
CALAMOS STOCK PORTFOLIO	610,470.	610,470.
SALIENT PARTNERS FUNDS	2,193,364.	2,193,364.
MATRIX INCOME FUNDS	1,001,060.	1,001,060.
MATTHEWS INDIA FUND	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 10B	29,229,741.	29,229,741.

FORM 990-PF	CORPORATE BONDS	STATEMENT 12
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CALAMOS CORPORATE BOND PORTFOLIO	563,528.	563,528.
T ROWE PRICE FUNDS	10,576.	10,576.
TOTAL TO FORM 990-PF, PART II, LINE 10C	574,104.	574,104.

FORM 990-PF	OTHER ASSETS	STATEMENT 13
-------------	--------------	--------------

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
PARTNERSHIPS	32,905,620.	29,400,004.	29,400,004.
INVESTMENT IN HERZSTEIN INVESTMENTS, INC	27,693,700.	36,380,336.	36,380,336.
TO FORM 990-PF, PART II, LINE 15	60,599,320.	65,780,340.	65,780,340.

FORM 990-PF

TRANSFERS FROM CONTROLLED ENTITIES
PART VII-A, LINE 11

STATEMENT 14

NAME OF CONTROLLED ENTITY

EMPLOYER ID NO

HERZSTEIN INVESTMENTS INC

76-0694434

ADDRESS

6131 WESTVIEW
HOUSTON, TX 77055

DESCRIPTION OF TRANSFER

DIVIDEND - DISTRIBUTION OF NET INCOME FROM A SECTION 501(C)(2)
ORGANIZATION.AMOUNT
OF TRANSFER

1,667,601.

TOTAL AMOUNT OF TRANSFERS FROM CONTROLLED ENTITIES

1,667,601.

FORM 990-PF

LIST OF CONTROLLED ENTITIES
PART VII-A, LINE 11

STATEMENT 15

NAME OF CONTROLLED ENTITY

EMPLOYER ID NO

HERZSTEIN INVESTMENTS INC

76-0694434

ADDRESS

EXCESS BUSINESS HOLDING [] YES [X] NO

6131 WESTVIEW
HOUSTON, TX 77055

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 16

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
RICHARD LOEWENSTERN 6131 WESTVIEW HOUSTON, TX 77055	VICE PRESIDENT 5.00	25,000.	0.	0.
GEORGE STRAKE JR 6131 WESTVIEW HOUSTON, TX 77055	CHAIRMAN 5.00	30,000.	0.	0.
L. MICHAEL HAJTMAN 6131 WESTVIEW HOUSTON, TX 77055	PRESIDENT 40.00	160,000.	39,470.	0.
NATHAN TOPEK 6131 WESTVIEW HOUSTON, TX 77055	VICE PRESIDENT 5.00	25,000.	0.	0.
STEVE GOODMAN 6131 WESTVIEW HOUSTON, TX 77055	DIRECTOR 1.00	20,000.	0.	0.
BRYAN MILLER 6131 WESTVIEW HOUSTON, TX 77055	DIRECTOR 1.00	20,000.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		280,000.	39,470.	0.

FORM 990-PF

EXPENDITURE RESPONSIBILITY STATEMENT
PART VII-B, LINE 5C

STATEMENT 17

GRANTEE'S NAME

MONTEFIORE CEMETARY ASSOCIATION INC

GRANTEE'S ADDRESSP.O. BOX 2727
LAS VEGAS, NM 87701

<u>GRANT AMOUNT</u>	<u>DATE OF GRANT</u>	<u>AMOUNT EXPENDED</u>
5,000.	06/03/13	

PURPOSE OF GRANT

SUPPORT FOR DRILLING A WELL AND BUILD PUMP HOUSE TO WATER CEMETARY.

DATES OF REPORTS BY GRANTEE

NONE RECEIVED AS OF 12/31/2013

GRANTEE'S NAME

NEW ULM VOLUNTEER FIRE DEPARTMENT

GRANTEE'S ADDRESSP.O. BOX 14
NEW ULM, TX 78950

<u>GRANT AMOUNT</u>	<u>DATE OF GRANT</u>	<u>AMOUNT EXPENDED</u>
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5,000.	12/13/13	
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PURPOSE OF GRANT

SUPPORT OF GENERAL OPERATIONS

DATES OF REPORTS BY GRANTEE

NONE RECEIVED AS OF 12/31/2013

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 18

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTEDMICHAEL HAJTMAN
6131 WESTVIEW
HOUSTON, TX 77055TELEPHONE NUMBER

(713) 681-7868

FORM AND CONTENT OF APPLICATIONSAMT REQUESTED, CHARITABLE PURPOSE & TAX EXEMPT STATUS OF REQUESTING
ORGANIZATION.ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

NONE

990-PF

INVOLVEMENT WITH NONCHARITABLE ORGANIZATIONS
PART XVII, LINE 1, COLUMN (D)

STATEMENT 19

NAME OF NONCHARITABLE EXEMPT ORGANIZATION

HERZSTEIN INVESTMENTS, INC.

DESCRIPTION OF TRANSFERS, TRANSACTIONS, AND SHARING ARRANGEMENTS

SHARING SPACE AND EMPLOYEES WITH A 501(C)(2) ORGANIZATION

990-PF AFFILIATION WITH TAX-EXEMPT ORGANIZATIONS STATEMENT 20
PART XVII, LINE 2, COLUMN (C)

NAME OF AFFILIATED OR RELATED ORGANIZATION

HERZSTEIN INVESTMENTS, INC.

DESCRIPTION OF RELATIONSHIP WITH AFFILIATED OR RELATED ORGANIZATION

ALBERT & ETHEL HERZSTEIN CHARITABLE FOUNDATION IS THE SOLE OWNER AND MAINTAINS CONTROL OVER HERZSTEIN INVESTMENTS, INC., A TITLE-HOLDING CORPORATION, AS DESCRIBED IN SECTION 501(C)(2) OF THE CODE.

Albert and Ethel Herzstein Charitable Foundation

74-6070484

10/27/2014

Recipient Name & Address	Purpose of Grant	Recipient Status	Amount
Alley Theatre 615 Texas Avenue Houston, TX 77002-2710	Towards support the capital campaign.	PC	\$50,000.00
Houstons Amazing Place Inc. 3735 Drexel Houston, TX 77027	Towards support of general operations.	PC	\$7,500.00
American Enterprise Institute For Public Policy Research 1150 Seventeenth Street, N.W. Washington, DC 20036	Towards support of general operations.	PC	\$4,000.00
American Festival for the Arts 1718A Lubbock Street Houston, TX 77007	Towards support of the Scholarship Enrichment Fund and to offer Community Partnership initiatives in area schools.	PC	\$2,500.00
American Heart Association, Inc. 10060 Buffalo Speedway Houston, TX 77054	Towards support of the CPR Anytime program in schools.	PC	\$2,500.00
The American Spectator Foundation Inc 1611 N Kent St Ste 901 Arlington, VA 22209	Towards support of the publications and media that strive to combat the government's abuses of power and to defend America's freedoms, prosperity, rule of law and civil society.	PC	\$5,000.00
Americans for Prosperity Foundation 2111 Wilson Boulevard Ste 350 Arlington, VA 22201	Towards support of the Economic Freedom Initiative.	PC	\$12,500.00
Amigos de las Americas 5618 Star Lane Houston, TX 77057	Towards support of assisting disadvantaged youth with the opportunity to participate in Amigos Youth leadership program.	PC	\$10,000.00
Anti-Defamation League of B'nai B'rith Southwest Regional Office 4635 Southwest Freeway, Suite 400 Houston, TX 77027	Towards support for the Miller Early Childhood Initiative of A World of Difference Institute.	PC	\$5,000.00
National Arbor Day Foundation National Programs and Partnerships 211 North 12th Street Lincoln, NE 68508	Towards support of the Lost Pines Forest Recovery Campaign in Central Texas.	PC	\$15,000.00

Recipient Name & Address	Purpose of Grant	Recipient Status	Amount
Archdiocese of Galveston-Houston 1700 San Jacinto Street P. O. Box 907 Houston, TX 77001	Towards support of the Inner City Catholic Schools Funding Initiative.	PC	\$20,000.00
Archdiocese of Galveston-Houston 1700 San Jacinto Street P. O. Box 907 Houston, TX 77001	Towards support of the Inner City Catholic Schools Initiative.	PC	\$15,000.00
Archway Academy c/o Palmer Episcopal Church 6221 Main Street Houston, TX 77030	Towards support of general operations.	PC	\$10,000.00
The Ark Church 450 Humble Tank Road Conroe, TX 77304	Towards support of the Ark Kids Park.	PC	\$25,000.00
Ars Lyrica Houston 4807 San Felipe, Suite 202 Houston, TX 77056	Towards support of George Fredric Handel's oratorio Susanna on March 29-30, 2014 in Zilkha Hall at the Hobby Center.	PC	\$15,000.00
ArtBridge 3311 Richmond Ste 212 Houston, TX 77098	Towards support of general operations.	PC	\$10,000.00
Barbara Bush Foundation for Family Literacy, Inc. PO Box 131614 Houston, TX 77219-1614	Towards support of the Houston Celebration of Reading on Thursday, April 18, 2013.	PC	\$10,000.00
Bastrop County Long Term Recovery Team 1106 C College Street Bastrop, TX 78602	Towards support the rebuilding of single family homes or to finish out homes already under construction.	PC	\$25,000.00
Baylor College of Medicine One Baylor Plaza Houston, TX 77030	Towards support of the Alzheimer's Disease and Memory Disorders Center.	PC	\$25,000.00
Bayou Land Conservancy 10330 Lake Road-Bldg. J Houston, TX 77070	Towards support of the "Making the C.A.S.E. for Watershed Protection" project.	PC	\$5,000.00
Bayou Preservation Association, Inc. P.O. Box 131563 Houston, TX 77219-1563	Towards support of the Eyes on the Bayou Program.	PC	\$5,000.00
Bel Inizio Inc 7710 Del Rey Lane Houston, TX 77071	Towards support of general operations.	PC	\$5,000.00

Recipient Name & Address	Purpose of Grant	Recipient Status	Amount
Bellaire Jewish Center 5200 W Loop S Fwy #200 Bellaire, TX 77401	Towards support of general operations.	PC	\$10,000.00
Big Brothers Big Sisters Lone Star 6437 High Star Houston, TX 77074	Towards support of the Mentor2.0 program.	PC	\$15,000.00
Bill of Rights Institute 200 North Glebe Road, Suite 200 Arlington, VA 22203	Towards support of the Constitutional Seminar for teachers in the Houston area.	PC	\$10,000.00
Blue Bird Circle 615 West Alabama Houston, TX 77006-5003	Towards support of care and research to families affected by neurological conditions.	PC	\$10,000.00
Bo's Place 10050 Buffalo Speedway Houston, TX 77054	Towards support of general operations.	PC	\$10,000.00
Boys and Girls Clubs of Greater Houston Inc. 1520-A Airline Drive Houston, TX 77009-3606	Towards support of the Academic Success Programs at Harvard Club.	PC	\$25,000.00
Boys and Girls Clubs of Greater Houston Inc. 1520-A Airline Drive Houston, TX 77009-3606	Towards support of general operations.	PC	\$5,000.00
Boys and Girls Country of Houston Inc 18806 Roberts Road Hockley, TX 77447	Towards support of the Extending Educational Boundaries program.	PC	\$15,000.00
Boys and Girls Harbor, Inc. P.O. Box 848 Houston, TX 77001-0848	Towards support of the Adopt-A-Cottage program.	PC	\$20,000.00
Brazos Valley Museum of Natural History 3232 Briarcrest Drive Bryan, TX 77802	Towards support of teachers and educational support staff as they upgrade and develop new programming and exhibits.	PC	\$5,000.00
St. Johns School 2401 Claremont Lane Houston, TX 77019	Towards support of general operations and program expenses.	PC	\$7,500.00
Bridges to Life P.O. Box 570895 Houston, TX 77257-0895	Towards support of general operations.	PC	\$20,000.00
Buffalo Bayou Partnership 1113 Vine Street, Suite 200 Houston, TX 77002	Towards support of the Buffalo Bayou Park Shepherd to Sabine Project.	PC	\$15,000.00

Recipient Name & Address	Purpose of Grant	Recipient Status	Amount
Bugle Boy Foundation 1051 North Jefferson Street La Grange, TX 78945	Towards support of the 2013-2014 performance season.	PC	\$5,000.00
Camp Allen-Camp and Conference Center 18800 FM 362 Navasota, TX 77868	Towards support of the Kids4Peace program.	PC	\$15,000.00
Camp Aranzazu Inc. 5420 FM 1781 Rockport, TX 78323-7622	Towards support of special needs campers from the Houston area.	PC	\$5,000.00
Camp for All Foundation 10500 NW Freeway Ste 220 Houston, TX 77092	Towards support of general operations.	PC	\$5,000.00
Camp Young Judaea, Inc. 5410 Bellaire Blvd. Suite 207 Bellaire, TX 77401	Towards support of the Forward Together Expansion Plan.	PC	\$20,000.00
Casa de Esperanza de los Ninos Incorporated P.O. Box 66581 Houston, TX 77266-6581	Towards support of the Casa de Esperanza Academy.	PC	\$5,000.00
Catholic Charities of the Archdiocese of Galveston-Houston 2900 Louisiana Street Houston, TX 77006	Towards support of general operations.	PC	\$15,000.00
Catholic Charities of the Archdiocese of Galveston-Houston 2900 Louisiana Street Houston, TX 77006	Towards support of general operations in memory of Mr. Lawrence A. Viator.	PC	\$5,000.00
Cavalla Historical Foundation 601 Tremont Street Galveston, TX 77550	Towards support of the educational audio-touring system.	PC	\$10,000.00
Cenikor Foundation Inc. 4524 Glenwood Ave. Deer Park, TX 77536	Towards support of medical care at the facility.	PC	\$10,000.00
Center for African American Military History, Inc. 3816 Caroline Street Houston, TX 77004	Towards support of Phase II to include the official dedication of the Albert and Ethel Herzstein Gallery	PC	\$125,000.00
Center for Hearing and Speech 3636 West Dallas Houston, TX 77019	Towards support of the Herzstein Audiology Fund.	PC	\$25,000.00

Recipient Name & Address	Purpose of Grant	Recipient Status	Amount
Chaucer Drive Study Center Inc. 5505 Chaucer Drive Houston, TX 77005	Towards support of the Expansion Project.	PC	\$15,000.00
Child Advocates Incorporated 2401 Portsmouth Street, Suite 210 Houston, TX 77098	Towards support of the 2013 Court Services Program.	PC	\$10,200.00
Chinese Community Center Inc 9800 Town Park Houston, TX 77036	Towards support of the "Pathways to Self-Sufficiency Project".	PC	\$5,000.00
Chinese Professional Club Scholarship Fund Inc. 11302 Fallbrook Dr., Suite 304 Houston, TX 77065	Towards support of scholarships.	PC	\$2,500.00
The Georgetown Area Community Foundation 116 W 8th Street Georgetown, TX 78626	Towards support of the Breakfast with Santa project through the Rotary Club of Georgetown.	PC	\$6,500.00
Christian Community Service Center, Inc. P.O. Box 27924 Houston, TX 77227-7924	Towards support of the Jobnet program.	PC	\$2,500.00
Creative Alternatives Inc 1330-R Wirt Road Houston, TX 77055	Towards support of visual arts instruction and supplies for students in low income communities.	PC	\$3,000.00
Classical Theatre Company Administrative Office P.O. Box 541324 Houston, TX 77254	Towards support of the 2013-2014 performance season.	PC	\$3,000.00
Colonial Williamsburg Foundation P.O. Box 1776 Williamsburg, VA 23187-1776	Towards support of three teachers from Houston to attend the Teacher Institute.	PC	\$7,500.00
Communities in Schools of Houston, Inc. 1235 North Loop West, Suite 300 Houston, TX 77008	Towards support of Nursing Externship opportunities for at-risk students, dental health services on the school campus and school based mental health service.	PC	\$10,000.00
Conference of Southwest Foundations Inc 624 N. Good Latimer Expressway, Suite 100 Dallas, TX 75204	Towards support of membership renewal.	PC	\$2,000.00

Recipient Name & Address	Purpose of Grant	Recipient Status	Amount
Conference of Southwest Foundations Inc 624 N. Good Latimer Expressway, Suite 100 Dallas, TX 75204	Towards support of the 2013 Conference October 24-26, 2013.	PC	\$1,000.00
The Conservation Fund A Nonprofit Corporation 101 West 6th Street, Suite 601 Austin, TX 78701	Towards support of the purchase of 2,614 acres of wetlands on Bolivar Peninsula (Cade Ranch).	PC	\$15,000.00
Covenant House Texas 1111 Lovett Boulevard Houston, TX 77006	Towards support of general operations.	PC	\$15,000.00
Crime Stoppers of Houston, Inc. P.O. Box 541654 Houston, TX 77254-1654	Towards support of general operations.	PC	\$10,000.00
Jesuit Cristo Rey High School of Houston 6700 Mount Carmel Street Houston, TX 77087	Towards support of general operations to grow the student body.	PC	\$60,000.00
Woodlands Center For The Performing Arts 2005 Lake Robbins Drive The Woodlands, Texas 77380	Towards support of the 18th Annual Children's Festival.	PC	\$5,000.00
Da Camera Society of Texas 1427 Branard Houston, TX 77006	Towards support of the organization's expanded Education and Community Initiatives.	PC	\$5,000.00
Depression & Bipolar Support Alliance DBSA Greater Houston 3800 Buffalo Speedway, Suite 350 Houston, TX 77098-3706	Towards support of general operations.	PC	\$10,000.00
Dimmit County Junior Livestock Show Associates Inc P.O. Box 236 Carrizo Springs, TX 78834	Towards support for general operations.	PC	\$5,000.00
Diocese of Beaumont PO Box 3948 Beaumont, TX 77704-3948	Towards support of tuition assistance for students from St. Catherine of Siena Catholic School.	PC	\$20,000.00
Discovery Green Conservancy 1500 McKinney Houston, TX 77010	Towards support of capital improvements and renovations.	PC	\$10,000.00
Ensemble Theatre 3535 Main Street Houston, TX 77002	Towards support of the 2012-2013 performance season.	PC	\$5,000.00

Recipient Name & Address	Purpose of Grant	Recipient Status	Amount
Exchange Club of Quail Valley P.O. Box 1205 Missouri City, TX 77459	Towards support of scholarships for students.	PC	\$10,000.00
Executive Service Corps of Houston 7575 San Felipe Street, Suite 235 Houston, TX 77063-1713	Towards support of general operations.	PC	\$10,000.00
Express Theatre 446 Northwest Mall Houston, TX 77092	Towards support of the 2012-2013 Season, A Cultural Journey.	PC	\$5,000.00
James Dick Foundation for the Performing Arts Drawer 89 Round Top, TX 78954	Towards support of general operations.	PC	\$7,000.00
Free Enterprise Institute 9600 Long Point Ste 300 Houston, TX 77055	Towards support of general operations.	PC	\$20,000.00
Free Enterprise Institute 9600 Long Point Ste 300 Houston, TX 77055	Towards support of general operations.	PC	\$5,000.00
Friends of Texas Holocaust and Genocide Commission 6219 Paisley Houston, TX 77096	Towards support of the completion of the teacher training modules.	PC	\$5,000.00
Fort Bend Family Promise 1424 FM 1092 Missouri City, TX 77459	Towards support of the construction of a new facility to serve homeless families in Ft. Bend County.	PC	\$5,000.00
The Fund for American Studies 1706 New Hampshire Avenue NW Washington, DC 20009	Towards support of scholarships for applicants from Houston or Texas.	PC	\$10,000.00
Galveston Bay Foundation 17330 Highway 3 Webster, TX 77598	Towards support of the wetlands education programs.	PC	\$10,000.00
Genesys Works 601 Jefferson Avenue, Suite 3950 Houston, TX 77002	Towards support of general operations.	PC	\$15,000.00
Friends of the Georgetown Animal Shelter P.O. Box 409 Georgetown, TX 78627	Towards general operating support	PC	\$2,500.00

Recipient Name & Address	Purpose of Grant	Recipient Status	Amount
Friends of the Georgetown Animal Shelter P.O. Box 409 Georgetown, TX 78627	Towards support of general operations.	PC	\$2,500.00
Georgetown Palace Theatre, Inc. 810 S. Austin Avenue Georgetown, TX 78626	Towards support of the replacement of the carpeting in the historic theatre.	PC	\$5,000.00
Gilbert & Sullivan Society of Houston P.O. Box 741267 Houston, TX 77274	Towards support of the 2013 production of H.M.S. Pinafore.	PC	\$5,000.00
Girls Incorporated of Greater Houston 1235 North Loop West, Suite 118 Houston, Texas 77008	Towards support of After School Programming.	PC	\$5,000.00
The Navigators 3820 N. 30th St. Colorado Springs, CO 80904	Towards support of the remodeling of the Pink House.	PC	\$50,000.00
Glenwood Cemetery Historic Preservation Foundation 2525 Washington Avenue Houston, TX 77007	Towards support for general operations.	PC	\$15,000.00
Glenwood Cemetery Historic Preservation Foundation 2525 Washington Avenue Houston, TX 77007	Towards support of general operations.	PC	\$10,000.00
Good Samaritan Foundation of Texas Inc. 3355 West Alabama Street, Suite 1025 Houston, TX 77098-1867	Towards support of the Baccalaureate Scholarship Program for Nursing Students.	PC	\$10,000.00
Goodwill Industries of Houston 1140 West Loop North Houston, TX 77055	Towards support of the Power of Work Campaign.	PC	\$10,000.00
1894, Inc. 2020 Postoffice Street Galveston, TX 77550	Towards support of the programming for the 2013-2014 performing arts season.	PC	\$10,000.00
Greater Houston Community Foundation 4550 Post Oak Place, Suite 317 Houston, TX 77027-3106	Towards support of the Atlas Scholars Program.	PC	\$15,000.00
Gulf Coast Bird Observatory, Inc. 103 Highway 332 West Lake Jackson, TX 77566	Towards support of the construction of the Avian Conservation Science Center.	PC	\$10,000.00

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Habitat for Humanity International Inc Northwest Harris County P.O. Box 682785 Houston, TX 77268-2785	Towards support of their annual Youth Built Home.	PC	\$5,000.00
Healthcare for the Homeless-Houston P.O. Box 66690 Houston, TX 77266	Towards support of the integrated primary and behavioral healthcare, outreach initiatives and supportive services.	PC	\$5,000.00
Heritage Foundation 214 Massachusetts Avenue, NE Washington, DC 20002-4999	Towards support of general operations.	PC	\$150,000.00
Hermann Park Conservancy 6201-A Hermann Park Drive Houston, TX 77030	Towards support of the Centennial Gardens project.	PC	\$125,000.00
Heroes for Children 9039 Katy Freeway, Suite 212 Houston, TX 77024	Towards support of the Financial and Social Assistance Program for children with cancer.	PC	\$5,000.00
Houston Upstairs Theatre School 311 West 18th Street Houston, TX 77008-3903	Towards support of the 2013 Miller Outdoor Production of Thoroughly Modern Millie.	PC	\$5,000.00
Holocaust Museum Houston Morgan Family Center 5401 Caroline Street Houston, TX 77004	Towards support of the Curriculum Trunk Program.	PC	\$30,000.00
Hood College of Frederick MD 401 Rosemont Avenue Frederick, MD 21701-8575	(Named Endowment) Towards support of the Albert and Ethel Herzstein Charitable Foundation Scholarship	PC	\$5,000.00
Leland Stanford University Stanford University Stanford, CA 94305-6010	Towards support of general operations.	PC	\$15,000.00
Houston Aphasia Recovery Center 3701 Briarpark Drive, Suite 310 Houston, TX 77042	Towards support of general operations.	PC	\$25,000.00
Houston Area Parkinson Society 2700 SW Fwy Ste 296 Houston, TX 77098	Towards support of general operations.	PC	\$25,000.00
Houston Ballet Foundation 601 Preston St. Houston, TX 77002	Towards support of the education and community outreach programs for the 2013-2014 artistic season.	PC	\$15,000.00
Houston Center for Literacy 2401 Portsmouth #230 Houston, TX 77098	Towards support of the move of the Demonstration Learning Center to the new location in the Magnolia Multiservice Center.	PC	\$10,000.00

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Houston Christian High School 2700 West Sam Houston Parkway North Houston, TX 77043	Towards support of need based tuition assistance.	PC	\$5,000.00
Houston Community College Foundation 3100 Main, Suite 12B12, MC 1148 Houston, TX 77002-9312	Towards support of the Opportunity 14 Endowed Scholarships.	PC	\$25,000.00
Houston Compass Inc 1117 Texas Avenue Houston, TX 77002	Towards support of general operations.	PC	\$10,000.00
Houston Ear Research Foundation 7737 Southwest Freeway, Suite 630 Houston, TX 77074	Towards support of education and mentoring to children with hearing loss.	PC	\$7,500.00
Houston Eye Associates Foundation 7155 Old Katy Rd Ste N100 Houston, TX 77024	Towards support of medical and surgical eye care services for adults and children.	PC	\$7,500.00
Houston Friends of Chamber Music, Inc. Rice University MS 532 P.O. Box 1892 Houston, TX 77251-1892	Towards support of the Academy of St. Martin in the Fields Ensemble on November 7, 2013.	PC	\$5,000.00
Houston Grand Opera Association Inc 510 Preston Street Houston, TX 77002-1504	Towards support of the 2013-2014 performance season.	PC	\$10,000.00
Houston Hillel Inc Ida & William Zinn Building 1700 Bissonnet Houston, TX 77005	Towards support of the Graduate School Ethics Seminars.	PC	\$5,000.00
Houston Hospice 1905 Holcombe Boulevard Houston, TX 77030	Towards support of the capital campaign.	PC	\$10,000.00
Houston Humane Society P.O. Box 450528 Houston, TX 77245-0528	Towards support of general operations.	PC	\$2,500.00
Houston Junior Womans Club Charitable Fund P.O. Box 19684 Houston, TX 77224-9684	Towards support of the 30th Annual Holiday Happening "Angels Among Us" on October 28, 2013.	PC	\$1,500.00
Houston Masterworks Chorus, Inc. 4119 Montrose Boulevard, Suite 260 Houston, TX 77006-4964	Towards support of the 2013 performance season.	PC	\$2,500.00

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Houston Metropolitan Dance Center Inc. PO Box 980457 Houston, TX 77098	Towards support of the build out of the new facility at 2808 Caroline.	PC	\$3,000.00
Houston Museum of Natural Science One Hermann Circle Drive Houston, TX 77030-1799	(NAMING of the Foucault Pendulum). Towards support of the capital campaign	PC	\$400,000.00
Houston Parks Board 300 North Post Oak Lane Houston, TX 77024	Towards support of general operations.	PC	\$10,000.00
Houston Public Library Foundation Inc. 550 McKinney Houston, TX 77002	Towards support of general operations.	PC	\$10,000.00
Association for Community Broadcasting 4343 Elgin Houston, TX 77204-0008	Towards support of the broadcast of the NOVA program.	PC	\$25,000.00
Houston Symphony Society 615 Louisiana Street, Suite 102 Houston, TX 77002-2715	Towards support of the underwriting for orchestra costs.	PC	\$15,000.00
The Houston TSCPA Foundation 777 Post Oak Blvd Ste 500 Houston, TX 77056-3212	Towards support of one student scholarship for the 2013-2014 academic year.	PC	\$5,000.00
The Houston TSCPA Foundation 777 Post Oak Blvd Ste 500 Houston, TX 77056-3212	Towards support of scholarships.	PC	\$10,000.00
Houston Wilderness, Inc. 550 Westcott St Ste 305 Houston, TX 77007	Towards support of the Get Outdoors Houston Website.	PC	\$5,000.00
Incarnate Word Academy 609 Crawford Street Houston, TX 77002-3668	Towards support of the Spirit of the Word Annual Fund.	PC	\$10,000.00
Independent Women's Forum 1875 I street, NW , Suite 500 Washington, DC 20006	Towards support of their educational efforts.	PC	\$2,500.00
Inprint Inc. 1520 West Main Houston, TX 77006	Towards support of general operations.	PC	\$10,000.00
Institute of World Politics 1521 16th Street, NW Washington, DC 20036	Towards support of general operations.	PC	\$5,000.00

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Intercollegiate Studies Institute, Inc. 3901 Centerville Road Wilmington, DE 19807-1938	Towards support of the ISI's Leadership for America's Future Campaign in the Houston area.	PC	\$10,000.00
Interfaith CarePartners, Inc. 701 N. Post Oak Road, Suite 330 Houston, TX 77024	Towards support of the caregiving programs of Interfaith CarePartners.	PC	\$5,000.00
Interfaith Ministries For Greater Houston 3303 Main Street Houston, TX 77002	Towards support of the capital campaign.	PC	\$100,000.00
Interfaith Ministries For Greater Houston 3303 Main Street Houston, TX 77002	Towards support of the "Meals on Wheels for Greater Houston" program.	PC	\$10,000.00
The James Phillips Williams Memorial Foundation 403 W. Washington Dr. San Angelo, TX 76903	Towards support of the installation of a digital sign to advertise services.	PC	\$2,000.00
Jewish Ethics Institute 5200 West Loop South, Suite 211 Bellaire, TX 77401	Towards support of general operations.	PC	\$5,000.00
Jewish Family Service 4131 S. Braeswood Blvd. Houston, TX 77025	Towards support of Phase II of the Employment Service program.	PC	\$25,000.00
Jewish Institute for National Security Affairs 1307 New York Ave. NW, Suite 200 Washington, DC 20005	Towards support of the Military Forum.	PC	\$15,000.00
Joy Development School One Chelsea Boulevard Houston, TX 77006	Towards support of the Key to the Future Capital Campaign.	PC	\$25,000.00
Junior Achievement of Southeast Texas, Inc. 2115 East Governors Circle Houston, TX 77092	Towards support of the JA Leadership Program.	PC	\$20,000.00
JDRF International 2425 Fountain View, Suite 280 Houston, TX 77057	Towards support of research for the cure and treatment of Type I Diabetes.	PC	\$5,000.00
Houston Clean City Commission Inc. 3000 Richmond Avenue, Suite 350 Houston, TX 77098-3188	Towards support of general operations of the neighborhood volunteer cleanup and beautification program and replenishment of the Tool Warehouse for the 2013-2014 fiscal year.	PC	\$10,000.00

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Kick Drugs out of America Foundation 3800 N. Shepherd, Suite 3800B Houston, TX 77018-6411	Towards support of general operations.	PC	\$5,000.00
KIPP, Inc. 10711 Kipp Way Houston, TX 77099	Towards support of the Teacher Recruitment Fund and/or general operations.	PC	\$15,000.00
Community Kollel of Houston 7530 Coachwood Lane Houston, TX 77071	Towards general operating support.	PC	\$5,000.00
The Lazarus House A Center for Wellness 4106 Austin Houston, TX 77004	Towards support of the wellness program.	PC	\$2,500.00
The Learning Planet Inc. 7807 Prestwood Drive Houston, TX 77036	Towards support of the 13th production of Rima, Fuego and the Children.	PC	\$5,000.00
Literacy Advance of Houston, Inc. 2424 Wilcrest Drive, Suite 120 Houston, TX 77042	Towards support of the expanded services.	PC	\$10,000.00
Texas Aviation Hall of Fame P.O. Box 3099 Galveston, TX 77552-0099	Towards support of the capital campaign.	PC	\$150,000.00
Main Street Theater at Autry House 2540 Times Boulevard Houston, TX 77005-3225	Towards support of Phase Two of No Place Like Home, the capital campaign to acquire and renovate the Times Boulevard theater.	PC	\$25,000.00
University of Texas at Austin 2515 Speedway, Stop C1402 Austin, TX 78712-1206	Towards support of the Las Cumbres Observatory Global Telescope Network workshop for the summer of 2013.	PC	\$15,000.00
Memorial Assistance Ministries Inc. 1625 Blalock Road Houston, TX 77080	Towards support of the Employment Services Program.	PC	\$5,000.00
Memorial Hermann Foundation 929 Gessner, Suite 2650 Houston, TX 77024	Towards support of the capital improvements at TIRR (The Institute for Rehabilitation and Research) Memorial Hermann.	SO I	\$25,000.00
Memorial Park Conservancy Inc 6501 Memorial Drive Houston, TX 77007	Towards support of the forestry initiatives.	PC	\$20,000.00
The Mercury Baroque Ensemble 2311 Canal St Ste 202 Houston, TX 77003	Towards support of general operations and the new neighborhood concert series.	PC	\$7,500.00

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Mexican Institute of Greater Houston Inc. 4601 Caroline Street Houston, TX 77004	Towards support of education programs for adults	PC	\$5,000.00
Missions of Yahweh, Inc 10247 Algiers Houston, TX 77041	Towards support of the commercial kitchen renovation.	PC	\$10,000.00
The Monarch School Inc. 2815 Rosefield Dr Houston, TX 77080	Towards support of the capital campaign.	PC	\$20,000.00
Montefiore Cemetery Association Inc. Post Office Box 2727 Las Vegas, NM 87701	Towards support of the drilling of a well and to build a small pump house.	NC	\$5,000.00
Morality in Media 1100 G Street NW #1030 Washington, DC 20005	Towards support of general operations to oppose pornography and indecency through public education and the application of the law.	PC	\$10,000.00
Museum of Fine Arts Houston P.O. Box 6826 Houston, TX 77265-6826	Towards support of the William J. Hill Texas Artisans and Artists Archive at Bayou Bend Collection and Gardens.	PC	\$10,000.00
Musiqua 1119 Waugh Dr Apt 1 Houston, TX 77019-3915	Towards support of Musiqua's Education Programming.	PC	\$2,500.00
National Center for Policy Analysis 14180 Dallas Parkway, Suite 350 Dallas, TX 75254-4369	Towards support of general operations.	PC	\$5,000.00
The Mounted Warfare Foundation 215 West Avenue D Killeen, TX 76541	Towards support of the establishment of a Mounted Warrior Museum to honor all soldiers.	PC	\$50,000.00
Nature Conservancy 1800 Augusta Ste 240 Houston, TX 77057-3131	Towards support of the Texas City Prairie Preserve	PC	\$10,000.00
The Nature Discovery Center, Inc. Hana and Arthurt Ginzburg Nature Discovery Center 7112 Newcastle Bellaire, TX 77401-5225	Towards support of the Educator Training Program.	PC	\$10,000.00
Nehemiah Center Inc 5015 Fannin Street Houston, TX 77004	Towards support of the Pre-Kindergarten program.	PC	\$10,000.00
New Ulm Volunteer Fire Department P.O. Box 14 New Ulm, TX 78950	Towards support of general operations.	NC	\$5,000.00

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Nihonmachi Little Friends 1830 Sutter Street San Francisco, CA 94115	Towards support of the capital campaign.	PC	\$5,000.00
Open Door Mission Foundation P.O. Box 9356 Houston, TX 77261	Towards support of the underwriting of educational materials for residents.	PC	\$10,000.00
Opera in the Heights P.O. Box 7887 Houston, TX 77270	Towards support of the Herzstein Artistic Administration Chair.	PC	\$15,000.00
Pacific Legal Foundation 930 G Street Sacramento, CA 95814	Towards support of general operations.	PC	\$5,000.00
Palmer Drug Abuse Program-Houston Inc. c/o Cabot Oil & Gas Corporation Three Memorial City Plaza 840 Gessner, Suite 1300 Houston, TX 77024	Towards support of general operations.	PC	\$5,000.00
Pathways for Little Feet 8 Greenway Plaza, Suite 1000 Houston, TX 77046	Towards support of financial assistance for families adopting children.	PC	\$10,000.00
Patriot Paws Service Dogs 254 Ranch Trail Rockwall, TX 75032	Towards support of the training of service dogs for disabled veterans.	PC	\$25,000.00
The Periwinkle Foundation 3400 Bissonnet, Suite 185 Houston, TX 77005	Towards support of general operations.	PC	\$5,000.00
Philanthropy Roundtable 1730 M St. NW Suite 601 Washington, DC 20036	Towards support of general operations.	PC	\$5,000.00
Presbyterian Children's Homes and Services 4407 Bee Cave Road, Suite 520 Austin, TX 78746	Towards support of the construction of the new Single Parent Residential campus in Houston.	PC	\$5,000.00
Prevent Blindness Texas 2202 Waugh Drive Houston, TX 77006	Towards support of the "Star Pupils" Program which provides a full continuum of vision care for children in Texas.	PC	\$5,000.00
Prison Entrepreneurship Program P.O. Box 926274 Houston, TX 77292-6274	Towards support of general operations.	PC	\$15,000.00

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Project Grad Houston 3000 Richmond Avenue, Suite 400 Houston, TX 77098	Towards support of the scholarship program over a four year period.	PC	\$25,000.00
William Marsh Rice University PO Box 1892 Houston, TX 77251-1892	Towards support of the construction of a water storage and distribution system in Matagalpa, Nicaragua, the implementation of a water purification and distribution system in Los Alas, El Salvador and Wiscoyol, Nicaragua.	PC	\$15,000.00
The Brenda and John H Duncan Rise School of Houston 5618 H. Mark Crosswell Jr. Street Houston, TX 77021-1079	Towards support of the Tuition Scholarship Program	PC	\$15,000.00
The Rose 12700 N. Featherwood, Suite 260 Houston, TX 77034	Towards support of the Empower Her Sponsorship Program.	PC	\$7,500.00
Service of the Emergency Aid Resource Center for the Homeless 2505 Fannin Houston, TX 77002	Towards support of the maintenance costs and repairs of the main facility.	PC	\$25,000.00
Sailing Angels Foundation 1714 Festival Drive Houston, TX 77062	Towards support of general operations.	PC	\$5,000.00
San Jacinto Community College Foundation Pasadena Texas 4624 Fairmont Parkway Suite 200 Pasadena, TX 77504	Towards support of nursing scholarships.	PC	\$10,000.00
Girl Scouts of San Jacinto Council 3110 Southwest Freeway Houston, TX 77098-4508	Towards support of Girl Scouting in the School Day.	PC	\$15,000.00
San Jacinto Museum Of History Association One Monument Circle La Porte, TX 77571-9585	Towards support for software and hardware conversion of the museum's show Texas Forever!	PC	\$24,000.00
San Jose Clinic 2615 Fannin Street Houston, TX 77002	Towards support of general operations.	PC	\$7,500.00
San Juan County Historical Society PO Box 154, Courthouse Square Silverton, CO 81433	Towards support of general operations.	PC	\$3,000.00
Santa Maria Hostel Inc. 2605 Parker Road Houston, TX 77093	Towards support of the Child Care program.	PC	\$5,000.00

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Second Mile Mission Center 1135 Hwy 90 A Missouri City, TX 77489	Towards support of a matching grant from the Gulf Coast Medical Foundation to support a part-time clinic director and contract labor.	PC	\$5,000.00
Shalom Center Inc. 13516 Morgan Drive Splendora, TX 77372	Towards support of the construction of two additional cottages for their residents.	PC	\$10,000.00
The Shumla School Inc P.O. Box 627 Comstock, TX 78837	Towards support of the two part education program with the Houston Museum of Natural Science.	PC	\$5,000.00
Sire Inc. 24161 Spring Drive Hockley, TX 77447	Towards support of general operations.	PC	\$12,000.00
Southmore Foundation Inc. 2011 Sheridan Street Houston, TX 77030	Towards support of the expansion of their facilities.	PC	\$12,500.00
Southwestern Diabetic Foundation, Inc. P.O. Box 918 Gainsville, TX 76241	Towards support of the Campership Program	PC	\$3,000.00
Manned Space Flight Education Foundation, Inc. 1601 NASA Parkway Houston, TX 77058	Towards support of the capital campaign to provide the facility improvements for the shuttle.	PC	\$25,000.00
Spark P.O. Box 1562 Houston, TX 77251	Towards support of park construction at a Harris county school.	PC	\$5,000.00
Spaulding for Children 8582 Katy Freeway, Suite 100 Houston, TX 77024	Towards support of post adoption services in the Greater Houston area.	PC	\$7,500.00
Spay-Neuter Assistance Program, Inc. P.O. Box 70286 Houston, TX 77270	Towards support of general operations.	PC	\$5,000.00
Special Olympics Texas, Inc. 7715 Chevy Chase Drive, Suite 120 Austin, TX 78752	Towards support of local training and competitions for athletes.	PC	\$10,000.00
Special Pals Incorporated 3830 Greenhouse Road Houston, TX 77084	Towards support of general operations.	PC	\$5,000.00
Spring Branch Community Health Center 1615 Hillendahl Blvd., Suite 100 Houston, TX 77055	Towards support of the healthcare services at the Pitner Clinic.	PC	\$5,000.00

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Spring Branch Baseball Program Inc P.O. Box 550549 Houston, TX 77255-0549	Towards support of general operations.	PC	\$10,000.00
St. Agnes Academy 9000 Bellaire Boulevard Houston, TX 77036	Towards support of an academic scholarship for a student from KIPP Academy to go towards their tuition and a laptop.	PC	\$17,300.00
St. Dominic Village 2401 Holcombe Blvd. Houston, TX 77021	Towards support of the dining room refurbishment.	PC	\$7,500.00
St. John Bosco School 5630 West Commerce Street San Antonio, TX 78237	Towards supporting tuition assistance.	PC	\$10,000.00
St. Mary, Church of the Assumption P.O. Box 276 West, TX 76691	Towards support of the community of West, Texas following the West Fertilizer disaster of April 17, 2013.	PC	\$15,000.00
St. Pius X High School Foundation, Inc. 811 W. Donovan St. Houston, TX 77091	Towards support of the Set the World Ablaze campaign in honor of Anna Maria and Harold Hidalgo, Sr.	PC	\$10,000.00
St. Thomas High School 4500 Memorial Drive Houston, TX 77007-7332	Towards general operating support.	PC	\$5,000.00
Stages, Inc. 3201 Allen Parkway, Suite 101 Houston, TX 77019	Towards support of general operations.	PC	\$5,000.00
The Summerhouse 1814 Columbia Houston, TX 77008	Towards support of general operations.	PC	\$3,000.00
Sunshine Kids Foundation 2814 Virginia Street Houston, TX 77098	Towards support of the Local Activities Program.	PC	\$5,000.00
Taping for the Blind Inc. dba Sight Into Sound 3935 Essex Lane Houston, TX 77027	Towards support of general operations.	PC	\$7,500.00
Teach for America Inc 2 Greenway Plaza Suite 500 Houston, TX 77046	Towards support of Houston Corps members.	PC	\$50,000.00
Teen and Family Services 9337 B Katy Freeway, PMB 314 Houston, TX 77024	Towards support of scholarships for low socioeconomic families and those in need of financial assistance.	PC	\$5,000.00

Recipient Name & Address	Purpose of Grant	Recipient Status	Amount
Texas A & M Foundation 110 Joe H. Reynolds Medical Building College Station, TX 77843-1114	Towards support of the Herzstein Foundation Scholarships for the 2013-2014 academic year.	PC	\$10,000.00
Texas A & M University Corpus Christi Foundation 6129 Ennis Joslin Road Corpus Christi, TX 78412-5741	Towards support of scholarships for undergraduate students in the College of Nursing and Health Sciences.	PC	\$10,000.00
Center for the Missing dba Texas Center for the Missing 3311 Richmond Avenue, Suite 315 Houston, TX 77098	Towards support of the Missing Child Victim and Family Assistance Program.	PC	\$2,500.00
Hillel: The Foundation For Jewish Campus Life 2105 San Antonio Street Austin, TX 78705-5521	Towards support of the Tzedek Engagement Initiatives.	PC	\$25,000.00
Houston Academy of Medicine 1133 John Freeman Blvd. Houston, TX 77030	Towards support of the capital improvements.	PC	\$20,000.00
Texas Medical Center Orchestra P.O. Box 980983 Houston, TX 77098	Towards support of the 2013-2014 performance season.	PC	\$5,000.00
Texas Public Policy Foundation 900 Congress Ave., Ste. 400 Austin, TX 78701	(Naming of the Library in honor of AEH) Towards support the Capital Freedom Fund, which will support the purchase and renovation of 916 Congress Avenue as a permanent home.	PC	\$150,000.00
Texas State History Museum Foundation PO Box 12456 Austin, TX 78711	Towards support of the La Salle Shipwreck Project.	PC	\$100,000.00
Theatre Under the Stars, Inc. 800 Bagby, Suite 200 Houston, TX 77002	Towards support of the Musicals for Young Audiences and the Zilka Series inaugural series.	PC	\$15,000.00
Therapy Pet Pals of Texas Inc. 3930 Bee Cave Road, Suite C Austin, TX 78746	Towards support of the Pet Visitation Program.	PC	\$5,000.00
Thomas Aquinas College 10,000 Ojai Rd Santa Paula, CA 93060	Towards support of providing financial aid for a Texas student at the college.	PC	\$5,000.00
Institute for Rehabilitation & Research Foundation 4605 Post Oak Place, Suite 222 Houston, TX 77027	Towards support of a spinal cord injury research project called the Research Priority Award.	PC	\$10,000.00

Recipient Name & Address	Purpose of Grant	Recipient Status	Amount
TORCH Torah Outreach Resource Center of Houston 10101 Fondren Dr. Suite 515 Houston, TX 77096	Towards support of general operations.	PC	\$5,000.00
Trees for Houston PO Box 270477 Houston, TX 77277-0477	Towards support of the maintenance and replanting of trees.	PC	\$7,500.00
Union County Historical Society P.O. Box 75 Clayton, NM 88415-0075	Towards support of the Union County Historical Society Endowment Fund for general operations of the Herzstein Memorial Museum and for support of services of a CPA for the preparation of the tax return and other accounting needs.	PC	\$50,000.00
United Negro College Fund, Inc. 723 Main Street Ste 1010 Houston, TX 77002	Towards support of the Campaign for Emergency Student Aid for students from Texas.	PC	\$5,000.00
University of Houston 400 E Cullen Building Houston, TX 77204-2013	(named endowment) Towards support of the Albert and Ethel Herzstein Tier One Scholarship that will be matched dollar-for-dollar by an anonymous donor.	PC	\$85,000.00
University of Houston 400 E Cullen Building Houston, TX 77204-2013	Towards support of the Pollack-Wexler Scholarship Endowment at the Moores School of Music.	PC	\$5,000.00
University of Houston One Main Street, Suite 990-S Houston, TX 77002-1001	Towards support of scholarships for transfer students.	PC	\$10,000.00
The University of Texas Health Science Center at Houston 7000 Fannin Street 17th Floor Houston, TX 77030	Towards support of the Junior Faculty Geriatric Studies Program.	PC	\$10,000.00
UOS Goldberg Montessori School 9001 Greenwillow Houston, TX 77096-3599	Towards support of the Playground Project.	PC	\$12,500.00
Urban Harvest Inc. 2311 Canal St. Suite 200 Houston, TX 77003	Towards support of the gardening programs.	PC	\$10,000.00
Houston Community Health Centers Inc 424 Hahlo Street Houston, TX 77020	Towards support of the expansion of the Denver Harbor and Airline locations.	PC	\$10,000.00
VH1 Save The Music Foundation 1515 Broadway, 20th Floor New York, NY 10036	Towards support of the restoration of an instrumental music education program in HISD.	PC	\$20,000.00

Recipient Name & Address	Purpose of Grant	Recipient Status	Amount
The Village Learning Center, Inc. 3819 Plum Valley Drive Kingwood, TX 77339	Towards support of general operations.	PC	\$5,000.00
Virtuosi of Houston 2121 Kirby Drive #117 Houston, TX 77019-6035	Towards support of general operations and the small ensemble workshop.	PC	\$15,000.00
Volunteer Interfaith Caregivers Southwest 5001 Bellaire Blvd. Bellaire, TX 77401	Towards support of the expansion their program in assisting more seniors.	PC	\$5,000.00
What About Remembering Me Center, Inc. 809 Lipscomb Street Ft. Worth, TX 76104-3121	Towards support of the new Monthly Sibling Loss Group.	PC	\$5,000.00
Wellsprings Village Inc Post Office Box 311017 Houston, TX 77231	Towards support of services that will provide intensive case management, housing, healthcare, job and life skills training to Houston's homeless women.	PC	\$7,500.00
Westside Homeless Partnership P.O. Box 55607 Houston, TX 77255-5607	Towards support of general operations.	PC	\$3,500.00
The Westview School Inc 1900 Kersten Drive Houston, TX 77043	Towards support of the Westview School Scholarship Fund.	PC	\$7,500.00
Wildlife Rescue and Rehabilitation Inc. P.O. Box 369 Kendalia, TX 78027	Towards support of the expansion of the environmental education outreach program.	PC	\$5,000.00
The Women's Home 607 Westheimer Road Houston, TX 77006-3915	Towards support of general operations.	PC	\$10,000.00
Woods Project Inc 2700 Southwest Freeway, Suite B Houston, TX 77098	Towards support of general operations.	PC	\$10,000.00
Workshop Houston PO Box 88365 Houston, TX 77288	Towards support of the Middle School Program, the High School Program and the Summer Leadership Institute.	PC	\$5,000.00
World Affairs Council of Houston Post Office Box 920905 Houston, TX 77292-0905	Towards support of the educational programs of the Council.	PC	\$7,500.00
Wreaths Across America 4582 Kingwood Drive #247 Kingwood, TX 77345	Towards support of Boy Scout Troop 993 in sponsoring Wreaths for gravesites at the Houston National Cemetery.	PC	\$2,500.00

Recipient Name & Address	Purpose of Grant	Recipient Status	Amount
Writers in the Schools 1523 West Main Street Houston, TX 77006-4709	Towards support of a professional writer into classrooms for the 2012-2013 school year.	PC	\$2,500.00
Yellowstone Academy Inc 3000 Trulley Street Houston, TX 77004	Towards support of the educational budget.	PC	\$15,000.00
Yellowstone Park Foundation Inc 222 East Main Street, Suite 301 Bozeman, Montana 59715	Towards support of the Yellowstone Conservation Core Program.	PC	\$10,000.00
Yes Prep Public Schools Inc 6201 Bonhomme, Suite 168N Houston, TX 77036	Towards support of the renovations of the school at 5620 West Tidwell Road in Northwest Houston.	PC	\$20,000.00
Young Audiences Inc of Houston 4550 Post Oak Place, Suite 230 Houston, TX 77027	Towards support of the 2013-2014 performance season.	PC	\$5,000.00
Montgomery County Performing Arts Society 1608 Pine Oak Drive Conroe, TX 77304	Towards support of the 2013 Young Texas Artists Music Competition.	PC	\$2,500.00
Zina Garrison All Court Tennis Academy 12335 Kingsride 106 Houston, TX 77024-4116	Towards support of general operations.	PC	\$5,000.00
Grand Totals			\$4,136,500.00

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

Department of the Treasury
Internal Revenue Service

► File a separate application for each return.
► Information about Form 8868 and its instructions is at 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 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
Type or print	Name of exempt organization or other filer, see instructions. ALBERT & ETHEL HERZSTEIN CHARITABLE FOUNDATION	Employer identification number (EIN) or 74-6070484
File by the due date for filing your return. See instructions	Number, street, and room or suite no. If a P.O. box, see instructions. 6131 WESTVIEW	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. HOUSTON, TX 77055	

Enter the Return code for the return that this application is for (file a separate application for each return) **07**

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

L. MICHAEL HAJTMAN

- The books are in the care of ► **6131 WESTVIEW - HOUSTON, TX 77055**

Telephone No. ► **713-681-7868**

Fax No. ►

- 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 **NOVEMBER 15, 2014**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
► ☒ calendar year **2013** or
► ☐ tax year beginning _____, and ending _____

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

3a 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.	3a	\$	16,000.
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.	3b	\$	0.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	16,000.

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 ☒ **X**

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).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions. ALBERT & ETHEL HERZSTEIN CHARITABLE FOUNDATION	Employer identification number (EIN) or 74-6070484
	Number, street, and room or suite no. If a P.O. box, see instructions. 6131 WESTVIEW	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. HOUSTON, TX 77055	

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-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.

L. MICHAEL HAJTMAN

• The books are in the care of **6131 WESTVIEW - HOUSTON, TX 77055**

Telephone No. **713-681-7868**

Fax No.

• 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.

4 I request an additional 3-month extension of time until **NOVEMBER 15, 2014.**

5 For calendar year **2013**, or other tax year beginning , and ending .

6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period

7 State in detail why you need the extension

ALL INFORMATION NECESSARY TO PREPARE A COMPLETE AND ACCURATE TAX RETURN HAS NOT YET BEEN RECEIVED.

8a 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	8a	\$	102,071.
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.	8b	\$	102,071.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	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 **Bonnie M. Whyte** Title **DIRECTOR**

Date **8-4-14**

Form 8868 (Rev. 1-2014)