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Form

990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 01-01-2013 , and ending 12-31-2013

Name of foundation THE BRODSKY FOUNDATION		A Employer identification number 74-6089484	
% DONALD W BRODSKY		B Telephone number (see instructions) (713) 751-1600	
Number and street (or P O box number if mail is not delivered to street address) 1000 LOUISIANA Suite 2000		Room/suite	
City or town, state or province, country, and ZIP or foreign postal code HOUSTON, TX 77002		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ☒ \$ 3,400,027		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)			

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	0			
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	1	1		
	4 Dividends and interest from securities.	97,532	97,532		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	61,317			
	b Gross sales price for all assets on line 6a 113,483				
	7 Capital gain net income (from Part IV, line 2) . . .		61,317		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	158,850	158,850		
	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	3,309	1,654	0	1,655
	c Other professional fees (attach schedule)	9,943	9,943		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	2,185	1,233		
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	10			10
	24 Total operating and administrative expenses. Add lines 13 through 23	15,447	12,830	0	1,665
	25 Contributions, gifts, grants paid	172,702			172,702
	26 Total expenses and disbursements. Add lines 24 and 25	188,149	12,830	0	174,367
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-29,299			
	b Net investment income (if negative, enter -0-)		146,020		
	c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	202,668	169,202	169,202
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)	913,161	913,161	950,284
	b	Investments—corporate stock (attach schedule)	578,705	588,745	974,769
	c	Investments—corporate bonds (attach schedule).	1,239,908	1,234,415	1,305,772
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	15	Other assets (describe ▶ _____)			
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	2,934,442	2,905,523	3,400,027
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)	-1,340	-960	
	23	Total liabilities (add lines 17 through 22)	-1,340	-960	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted	2,935,782	2,906,483	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	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 (see page 17 of the instructions)	2,935,782	2,906,483	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	2,934,442	2,905,523	

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	2,935,782
2	Enter amount from Part I, line 27a	2	-29,299
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	2,906,483
5	Decreases not included in line 2 (itemize) ▶ _____	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	2,906,483

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	See Additional Data Table			
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 See Additional Data Table			
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 See Additional Data Table			
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	61,317
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) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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 page 18 of 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	171,115	3,354,300	0 051014
2011	170,212	3,396,966	0 050107
2010	164,446	3,369,683	0 048802
2009	164,588	3,268,842	0 050351
2008	174,587	3,435,775	0 050814

2	Total of line 1, column (d).	2	0 251088
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	0 050218
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	3,387,928
5	Multiply line 4 by line 3.	5	170,135
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	1,460
7	Add lines 5 and 6.	7	171,595
8	Enter qualifying distributions from Part XII, line 4. If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions	8	174,367

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)		
1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1		
Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b	1	1,460
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	
3 Add lines 1 and 2.	3	1,460
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	1,460
6 Credits/Payments		
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	960
b Exempt foreign organizations—tax withheld at source	6b	
c Tax paid with application for extension of time to file (Form 8868)	6c	1,300
d Backup withholding erroneously withheld	6d	
7 Total credits and payments. Add lines 6a through 6d.	7	2,260
8 Enter any penalty for underpayment of estimated tax. Check here ☐ 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	800
11 Enter the amount of line 10 to be Credited to 2014 estimated tax 800 Refunded	11	

Part VII-A Statements Regarding Activities			
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? 	1a	Yes	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
<i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>			
c Did the foundation file Form 1120-POL for this year?	1c		No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ☐ \$ _____ (2) On foundation managers ☐ \$ _____			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ _____			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	2		No
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes.</i> 	3		No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		No
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i> 	5		No
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	Yes	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	7	Yes	
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? <i>If "No," attach explanation.</i>	8b	Yes	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9		No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	10		No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address N/A				
14	The books are in care of DONALD W BRODSKY Telephone no (713) 751-1600 Located at 1000 LOUISIANA SUITE 2000 HOUSTON TX ZIP+4 77002			
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	
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

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? (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? (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)? (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).			
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 page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.	1b		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? If "Yes," list the years 20____, 20____, 20____, 20____			
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).	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 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?			
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.).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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)? (see instructions).

☐ Yes ☒ No

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

☐ Yes ☒ No

b

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

5b

Organizations relying on a current notice regarding disaster assistance check here.

☒

c

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

☐ Yes ☐ No

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

6a

Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b

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

6b

No

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

7a

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

☐ Yes ☒ No

b

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

7b

No

Part VIII

Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1

List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Additional Data Table				

2

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances

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

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Part VIII

Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
Total number of others receiving over \$50,000 for professional services.		

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	
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see instructions)

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 page 24 of the instructions	
3	
Total. Add lines 1 through 3	

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	3,225,447
b	Average of monthly cash balances.	1b	214,074
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	3,439,521
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	3,439,521
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	51,593
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	3,387,928
6	Minimum investment return. Enter 5% of line 5.	6	169,396

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	169,396
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	1,460
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	1,460
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	167,936
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	167,936
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	167,936

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	174,367
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	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	174,367
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	1,460
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	172,907
Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years			

Part XIII

Undistributed Income (see instructions)

		(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1		Distributable amount for 2013 from Part XI, line 7			
2		Undistributed income, if any, as of the end of 2013			
a		Enter amount for 2012 only. 0			
b		Total for prior years 2011 , 2010 , 2009 0			
3		Excess distributions carryover, if any, to 2013			
a		From 2008. 5,944			
b		From 2009. 3,958			
c		From 2010.			
d		From 2011. 2,884			
e		From 2012. 5,304			
f		Total of lines 3a through e. 18,090			
4		Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 174,367			
a		Applied to 2012, but not more than line 2a 0			
b		Applied to undistributed income of prior years (Election required—see instructions).			
c		Treated as distributions out of corpus (Election required—see instructions).			
d		Applied to 2013 distributable amount. 167,936			
e		Remaining amount distributed out of corpus 6,431			
5		Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)			
6		Enter the net total of each column as indicated below:			
a		Corpus Add lines 3f, 4c, and 4e Subtract line 5 24,521			
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.			
d		Subtract line 6c from line 6b Taxable amount—see instructions 0			
e		Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions 0			
f		Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014 0			
7		Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).			
8		Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions). 5,944			
9		Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a 18,577			
10		Analysis of line 9			
a		Excess from 2009. 3,958			
b		Excess from 2010.			
c		Excess from 2011. 2,884			
d		Excess from 2012. 5,304			
e		Excess from 2013. 6,431			

Part XIV

Private Operating Foundations (see instructions and Part VII-A, question 9)

1a

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 organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

☐ 4942(j)(3) or ☐ 4942(j)(5)

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

Part XV

Supplementary Information (Complete this part only if the organization 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))

RUTH W BRODSKY

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

NA

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 of the person to whom applications should be addressed

b

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

c

Any submission deadlines

d

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

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Form **990-PF** (2013)

Enter gross amounts unless otherwise indicated

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

[illegible]

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
116 SHS ALLSTATE CORP		1999-11-22	2013-08-26
500 SHS HEINZ H J CO**MERGER EFF 06/13**		2006-07-05	2013-06-10
2,775 SHS NORSK HYDRO A S NEW NORWAY SPON ADR		1999-11-22	2013-08-26
361 SHS VALIDUS HOLDINGS LTD		1999-11-22	2013-08-26
815 SHS YARA INTL ASA SPON ADR		2004-04-01	2013-08-26
60 SHS STATE OF ISRAEL BOND		2003-10-31	2013-12-01
123 86 SHS GOV'T NAT'L MTGE ASSN POOL		1999-09-10	2013-12-31
CAPITAL GAIN DIVIDENDS	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
5,519		3,849	1,670
36,250		20,984	15,266
11,293		13,116	-1,823
12,499		7,758	4,741
33,519		334	33,185
6,000		6,000	
124		125	-1
			8,279

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			1,670
			15,266
			-1,823
			4,741
			33,185
			-1

Form 990PF Part VIII Line 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
RUTH W BRODSKY	PRESIDENT 2 0	0		
1000 LOUISIANA HOUSTON,TX 77002				
JAMES W BRODSKY M D	VICE-PRES 0	0		
1000 LOUISIANA HOUSTON,TX 77002				
DONALD W BRODSKY	VP/SEC-TRE 0	0		
1000 LOUISIANA HOUSTON,TX 77002				
ELLEN BRODSKY GABER	VICE-PRES 0	0		
1000 LOUISIANA HOUSTON,TX 77002				
HARRIS ELLIOT BRODSKY	DIRECTOR 0	0		
1000 LOUISIANA HOUSTON,TX 77002				
CHARLES ALEXANDER BRODSKY	DIRECTOR 0	0		
1000 LOUISIANA HOUSTON,TX 77002				
LELA ALEXIS BRODSKY	DIRECTOR 0	0		
1000 LOUISIANA HOUSTON,TX 77002				
MAX EMMANUIL SCHNEIDLER BRODKSY	DIRECTOR 0	0		
1000 LOUISIANA HOUSTON,TX 77002				
GREGOR LANG BRODSKY	DIRECTOR 0	0		
1000 LOUISIANA HOUSTON,TX 77002				
LEONORE ELIZABETH BRODSKY	DIRECTOR 0	0		
1000 LOUISIANA HOUSTON,TX 77002				
NATHAN SOLMAN GABER	DIRECTOR 0	0		
1000 LOUISIANA HOUSTON,TX 77002				
ALICIA LEONORE GABER	DIRECTOR 0	0		
1000 LOUISIANA HOUSTON,TX 77002				

TY 2013 Accounting Fees Schedule

Name: THE BRODSKY FOUNDATION

EIN: 74-6089484

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	3,309	1,654		1,655

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2013 Depreciation Schedule

Name: THE BRODSKY FOUNDATION

EIN: 74-6089484

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
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**TY 2013 Investments Corporate
Bonds Schedule****Name:** THE BRODSKY FOUNDATION**EIN:** 74-6089484

Name of Bond	End of Year Book Value	End of Year Fair Market Value
THROUGH BANK OF NEW YORK	1,198,999	1,270,356
ISRAEL BONDS	35,416	35,416

TY 2013 Investments Corporate Stock Schedule

Name: THE BRODSKY FOUNDATION

EIN: 74-6089484

Name of Stock	End of Year Book Value	End of Year Fair Market Value
THROUGH UBS FINANCIAL SERVICES	588,745	974,769

TY 2013 Investments Government Obligations Schedule

Name: THE BRODSKY FOUNDATION

EIN: 74-6089484

**US Government Securities - End of
Year Book Value:**

913,161

**US Government Securities - End of
Year Fair Market Value:**

950,284

**State & Local Government
Securities - End of Year Book
Value:**

**State & Local Government
Securities - End of Year Fair
Market Value:**

TY 2013 Investments - Land Schedule**Name:** THE BRODSKY FOUNDATION**EIN:** 74-6089484

TY 2013 Land, Etc. Schedule**Name:** THE BRODSKY FOUNDATION**EIN:** 74-6089484

TY 2013 Other Expenses Schedule

Name: THE BRODSKY FOUNDATION

EIN: 74-6089484

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
POSTAGE	10			10

TY 2013 Other Liabilities Schedule

Name: THE BRODSKY FOUNDATION

EIN: 74-6089484

Description	Beginning of Year - Book Value	End of Year - Book Value
EXCISE TAX PAYABLE	-1,340	-960

TY 2013 Other Professional Fees Schedule**Name:** THE BRODSKY FOUNDATION**EIN:** 74-6089484

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT FEES	9,937	9,937		
INVESTMENT EXPENSE	6	6		

TY 2013 Taxes Schedule

Name: THE BRODSKY FOUNDATION

EIN: 74-6089484

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXCISE TAX	952			
FOREIGN TAX	1,233	1,233		

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR - 2013

RECIPIENT NAME AND ADDRESS	RELATION TO	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT PAID
	SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		
AMERICAN ASSOC BEN-GURION UNIV P O BOX 170305 MILWAUKEE, WI 53217-9962	N/A PC	RELIGIOUS	500 00
AMERICAN CIVIL LIBERTIES UNION FOUNDATION 125 BROAD STREET 18TH FLOOR NEW YORK, NY 10004	N/A PC	SOCIAL SERVICES	500 00
AMERICAN JEWISH COMMITTEE 165 EAST 56 STREET NEW YORK, NY 01026	N/A PC	RELIGIOUS	500 00
AMERICAN JEWISH COMMITTEE 3355 W ALABAMA #710 HOUSTON, TX	N/A PC	RELIGIOUS	1,100 00
ANSHE CHESED FAIRMOUNT TEMPLE 23737 FAIRMOUNT BLVD BEACHWOOD, OH 44122	N/A PC	RELIGIOUS	100 00
ANTI-DEFAMATION LEAGUE 823 UNITED NATIONAL PLAZA NEW YORK, NY 10017-3560	N/A PC	SOCIAL SERVICES	500 00
ARMY EMERGENCY RELIEF 200 STOVAL ST, ROOM 5-N-13 ALEXANDRIA, VA 22332	N/A PC	SOCIAL SERVICES	1,000 00
B'NAI B'RITH INTERNATIONAL 2020 K STREET, NW, 7TH FLOOR WASHINGTON, D C 20006	N/A PC	RELIGIOUS	200 00
C A M E R A P O BOX 35040 BOSTON, MA 02135-9940	N/A PC	EDUCATIONAL	500 00
CAMP YOUNG JUDEA 9647 HILCROFT HOUSTON, TX 77096	N/A PC	RELIGIOUS	100 00
C A R E P O BOX 1870 MERRIFIELD, VA 22116-9646	N/A PC	SOCIAL SERVICES	100 00
CHILD ADVOCATES 2401 PORTSMOUTH #210 HOUSTON, TX 7709	N/A PC	SOCIAL SERVICES	500 00
CHILD BUILDERS 7000 REGENCY SQUARE #230 HOUSTON, TX 77036	N/A PC	SOCIAL SERVICES	5,000 00
COLLABORATIVE FOR CHILDREN 3800 BUFFALO SPEEDWAY #300 HOUSTON, TX 77098	N/A PC	SOCIAL SERVICES	500 00

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR - 2013

RECIPIENT NAME AND ADDRESS	RELATION TO	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT PAID
	SUBSTANTIAL CONTRIBUTOR		
	AND FOUNDATION STATUS OF RECIPIENT		
CONGREGATION BETH ISRAEL 5600 NORTH BRAESWOOD BLVD HOUSTON, TX 77096	N/A PC	RELIGIOUS	1,800 00
CONGREGATION BRITH SHALOM 4610 BELLAIRE BLVD HOUSTON, TX 77401	N/A PC	RELIGIOUS	100 00
CONGREGATION EMANU EL 1500 SUNSET BLVD HOUSTON, TX 77005	N/A PC	RELIGIOUS	100 00
COVENANT HOUSE TEXAS TEXAS DONATION PROCESSING P O BOX 1863 MERRIFIELD, VA 22116	N/A PC	SOCIAL SERVICES	50 00
CREATIVITY FOR PEACE 369 MONTEZUMA AVE #566 SANTA FE, NM 87501	N/A PC	EDUCATIONAL	500 00
CRISIS INTERVENTION OF HOUSTON INC 3015 RICHMOND #120 HOUSTON, TX 77098	N/A PC	SOCIAL SERVICES	500 00
DALLAS HOLOCAUST MUSEUM 7900 NORTH HAVEN ROAD DALLAS, TX 75230	N/A PC	CULTURAL	1,000 00
DEPELCHIN CHILDREN'S CENTER 4950 MEMORIAL DRIVE HOUSTON, TX 77007	N/A PC	SOCIAL SERVICES	500 00
DOCTORS WITHOUT BORDERS P O BOX 5022 HAGERSTOWN, MD 21741	N/A PC	MEDICAL	500 00
DRESS FOR SUCCESS 3310 EASTSIDE ST HOUSTON, TX 77098	N/A PC	SOCIAL SERVICES	200 00
ELECTRONIC FRONTIER FOUNDATION 454 SHOTWELL STREET SAN FRANCISCO, CA 94110	N/A PC	SOCIAL SERVICES	2,000 00
ERJCC PATRON OF THE ARTS 5601 SOUTH BRAESWOOD HOUSTON, TX 77096-3999	N/A PC	CULTURAL	2,400 00
FISHER HOUSE FOUNDATION 2002 HOLCOMBE HOUSTON, TX 77030	N/A PC	MEDICAL	250 00

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR - 2013

RECIPIENT NAME AND ADDRESS	RELATION TO	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT PAID
	SUBSTANTIAL CONTRIBUTOR		
	AND FOUNDATION STATUS OF RECIPIENT		
FRIENDS OF KIBBUTZ LOTAN 11111 ONTARIO ST OAK PARK, IL 60302	N/A PC	EDUCATIONAL	472 00
GAWAD KALINGA USA 13860 STOWE DR POWAY, CA 92064	N/A PC	SOCIAL SERVICES	100 00
GREENE FAMILY CAMP P O BOX 1468 BRUCEVILLE, TX 76630	N/A PC	RELIGIOUS	150 00
GREENHILL SCHOOL FUND 4141 SPRING VALLEY ROAD ADDISON, TX75001-3683	N/A PC	EDUCATIONAL	200 00
GULF COAST REGIONAL BLOOD CENTER 1400 LA CONCHA LANE HOUSTON, TX 77054	N/A PC	SOCIAL SERVICES	500 00
HARVARD COLLEGE FUND 124 MOUNT AUBURN STREET CAMBRIDGE, MD 01238	N/A PC	EDUCATIONAL	600 00
HEBREW FREE LOAN ASSOC OF HOUSTON 4131 S BRAESWOOD BLVD HOUSTON, TX 77025	N/A PC	SOCIAL SERVICES	100 00
HEBREW UNION COLLEGE 3101 CLIFTON AVE CINCINNATI, OH 45220	N/A PC	RELIGIOUS	500 00
HEIFER INTERNATIONAL P O BOX 1692 MERRIFIELD, VA 22116	N/A PC	SOCIAL SERVICES	500 00
HOLOCAUST EDUCATION MUSEUM 5401 CAROLINE HOUSTON, TX 77004	N/A PC	CULTURAL	1,000 00
HOUSTON ACHIEVEMENT PLACE 245 WEST 17TH STREET HOUSTON, TX 77008	N/A PC	SOCIAL SERVICES	1,000 00
HOUSTON AREA WOMEN'S CENTER 1010 WAUGH DRIVE HOUSTON, TX 77019-9891	N/A PC	SOCIAL SERVICES	1,000 00
HOUSTON BALLET P O BOX 130487 HOUSTON, TX 77219-9983	N/A PC	CULTURAL	5,050 00
HOUSTON FOOD BANK 535 PORTWALL STREET HOUSTON, TX 77029	N/A PC	SOCIAL SERVICES	1,000 00

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR - 2013

RECIPIENT NAME AND ADDRESS	RELATION TO	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT PAID
	SUBSTANTIAL CONTRIBUTOR		
	AND FOUNDATION STATUS OF RECIPIENT		
HOUSTON HILLEL 1700 BISSONET HOUSTON, TX 77005	N/A PC	RELIGIOUS	500 00
HOUSTON HOSPICE 1905 HOLCOMBE BLVD HOUSTON, TX 77030	N/A PC	SOCIAL SERVICES	50 00
HOUSTON HUMANE SOCIETY P O BOX 450528 HOUSTON, TX 77245	N/A PC	SOCIAL SERVICES	100 00
HOUSTON PBS P O BOX 200090 HOUSTON, TX 77216-0090	N/A PC	EDUCATIONAL	750 00
HOUSTON SYMPHONY 615 LOUISIANA ST HOUSTON, TX 77002-9967	N/A PC	CULTURAL	6,000 00
HOUSTON ZOO INC PO BOX 4759 HOUSTON, TX 77210-4759	N/A PC	EDUCATIONAL	300 00
INTERFAITH MINISTRIES 3217 MONTROSE BLVD HOUSTON, TX 77006	N/A PC	SOCIAL SERVICES	300 00
JCC ASSOCIATION 15 EAST 26TH STREET NEW YORK, NY 10010-1579	N/A PC	RELIGIOUS	30,000 00
JEWISH CEMETARY ASSOC OF GREATER BALTIMORE 101 WEST MOUNT ROYAL AVE BALTIMORE, MD 21201	N/A PC	SOCIAL SERVICES	100 00
JEWISH CHILDREN'S REGIONAL SERVICE P O BOX 15225 NEW ORLEANS, LA 70175-5225	N/A PC	SOCIAL SERVICES	700 00
JEWISH COMMUNITY CENTER OF HOUSTON 5601 S BRAESWOOD HOUSTON, TEXAS 77096-3999	N/A PC	RELIGIOUS	6,800 00
JEWISH FAMILY SERVICE - DALLAS 5402 ARAPAHO ROAD DALLAS, TX 75248	N/A PC	SOCIAL SERVICES	1,000 00
JEWISH FAMILY SERVICE - HOUSTON P O BOX 20548 HOUSTON, TX 77225	N/A PC	SOCIAL SERVICES	5,800 00
JEWISH FEDERATION OF GREATER DALLAS 7800 NORTH HAVEN ROAD DALLAS, TX 75230	N/A PC	RELIGIOUS	3,000 00

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR - 2013

RECIPIENT NAME AND ADDRESS	RELATION TO	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT PAID
	SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		
JEWISH FEDERATION OF GREATER HOUSTON P O BOX 200568 HOUSTON, TX 77216-0568	N/A PC	RELIGIOUS	30,000 00
KIPP INC 10711 KIPP WAY HOUSTON, TX 77099	N/A PC	EDUCATIONAL	550 00
KUHF HOUSTON PUBLIC RADIO P O BOX 4878 HOUSTON, TX 77210	N/A PC	CULTURAL	250 00
M A D D 511 EAST JOHN CARPENTER FWY #700 IRVING, TX 75062	N/A PC	EDUCATIONAL	200 00
M D ANDERSON CANCER CENTER 1515 HOLCOMBE BLVD HOUSTON, TX 77030	N/A PC	MEDICAL	150 00
MACULAR DEGENERATION RESEARCH 22512 GATEWAY CENTER DR CLARKSBURG, MD 20871	N/A PC	MEDICAL	500 00
MAIN STREET THEATER 2540 TIMES BLVD HOUSTON, TX 77005	N/A PC	CULTURAL	500 00
MEALS ON WHEELS 3217 MONTROSE BLVD HOUSTON, TX 77006	N/A PC	SOCIAL SERVICES	500 00
MEDIC ALERT FOUNDATION P O BOX 819012 TRUOCK, CA 95381-9012	N/A PC	SOCIAL SERVICES	100 00
MENTAL HEALTH AMERICA OF GREATER HOUSTON 2211 NORFOLK #810 HOUSTON, TX 77098	N/A PC	SOCIAL SERVICES	250 00
METHODIST HOSPITAL FOUNDATION P O BOX 4384 HOUSTON, TX 77210-4384	N/A PC	MEDICAL	100 00
MILITARY RELIGIOUS FREEDOM FOUNDATION 13170-B CENTRAL AVE SE #255 ALBUQUERQUE, NM 87123	N/A PC	RELIGIOUS	500 00
MUSEUM OF FINE ARTS HOUSTON P O BOX 301762 DALLAS, TX 75303-1762	N/A PC	CULTURAL	100 00
NATIONAL COUNCIL OF JEWISH WOMEN 53 WEST 23RD STREET 6TH FLOOR NEW YORK, NY 10010-4204	N/A PC	RELIGIOUS	500 00

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR - 2013

RECIPIENT NAME AND ADDRESS	RELATION TO	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT PAID
	SUBSTANTIAL CONTRIBUTOR		
	AND FOUNDATION STATUS OF RECIPIENT		
NATIONAL MULTIPLE SCLEROSIS SOCIETY P O BOX 1937 HOUSTON, TX 77251-1937	N/A PC	MEDICAL	400 00
NATIONAL OSTEOPOROSIS FOUNDATION 1150 17TH ST NE #850 WASHINGTON, DC 2007	N/A PC	MEDICAL	100 00
NATIONAL PARKINSON FOUNDATION P O BOX 5018 HAGERSTOWN, TX 21741-5018	N/A PC	MEDICAL	100 00
PARTNERS IN HEALTH P O BOX 845578 BOSTON, MA 02284	N/A PC	SOCIAL SERVICES	500 00
PLANNED PARENTHOOD FEDERATION 434 WEST 33RD STREET NEW YORK, NY 10001	N/A PC	SOCIAL SERVICES	1,000 00
PLANNED PARENTHOOD GULF COAST INC 4600 GULF FREEWAY HOUSTON, TX 77023	N/A PC	SOCIAL SERVICES	6,000 00
PLANNED PARENTHOOD OF NORTH TEXAS 7424 GREENVILLE AVENUE, SUITE 206 DALLAS, TX 75231	N/A PC	SOCIAL SERVICES	3,000 00
PROGRESSIVE FORUM P O BOX 1722 HOUSTON, TX 77402	N/A PC	EDUCATIONAL	1,000 00
S E A R C H P O BOX 7969 HOUSTON, TX 77270	N/A PC	SOCIAL SERVICES	7,540 00
SCOTT CARTER FOUNDATION P O BOX 700448 TULSA, OK 74170	N/A PC	MEDICAL	1,000 00
SEVEN ACRES JEWISH SENIOR CARE SERVICES 6200 NORTH BRAESWOOD HOUSTON, TX 77074	N/A PC	SOCIAL SERVICES	1,100 00
SPECIAL OLYMPICS P O BOX 143806 AUSTIN, TX 78714	N/A PC	SOCIAL SERVICES	150 00
SPRINT FOR LIFE UT M D ANDERSON P O BOX 301439 HOUSTON, TX 77230	N/A PC	MEDICAL	200 00

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR - 2013

RECIPIENT NAME AND ADDRESS	RELATION TO		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT PAID
	SUBSTANTIAL CONTRIBUTOR			
	AND FOUNDATION STATUS OF RECIPIENT			
ST JUDE CHILDREN'S RESEARCH HOSPITAL P O BOX 50 MEMPHIS, TN 38101-9929	N/A PC		MEDICAL	700 00
SUSAN G KOMEN FOR THE CURE HOUSTON AFFILIATE P O BOX 4080 HOUSTON, TX 77210	N/A PC		MEDICAL	100 00
TEACH FOR AMERICA ATTN GIFT OPERATIONS 315 W 36TH STREET, 7TH FLOOR NEW YORK, NY 10018	N/A PC		EDUCATIONAL	3,900 00
TEMPLE EMANU-EL 1500 SUNSET BLVD HOUSTON, TX 77005	N/A PC		RELIGIOUS	50 00
TEMPLE EMANU-EL P O BOX 671378 DALLAS, TX 75267	N/A PC		RELIGIOUS	3,000 00
TEXAS CHILDREN'S HOSPITAL P O BOX 2165 HOUSTON, TX 77252	N/A PC		MEDICAL	100 00
TEXAS FREEDOM NETWORK EDUCATION FUND P O BOX 1624 AUSTIN, TX 78767	N/A PC		EDUCATIONAL	1,000 00
THE CENTER FOUNDATION 3550 WEST DALLAS HOUSTON, TX 77019-1702	N/A PC		SOCIAL SERVICES	500 00
THE MENIL COLLECTION 1515 BRANARD HOUSTON, TX 77006	N/A PC		CULTURAL	100 00
TULANE UNIVERSITY LAW SCHOOL P O BOX 61075 NEW ORLEANS, LA 70161-9986	N/A PC		EDUCATIONAL	1,000 00
THE MONARCH INSTITUTE FOR NEUROLOGIAL DIFFERENCES 2815 ROSEFIELD DR HOUSTON, TX 77080	N/A PC		EDUCATIONAL	5,000 00
UNION FOR REFORM JUDAISM 633 THIRD AVENUE NEW YORK, NY 10017	N/A PC		RELIGIOUS	100 00
UNITED WAY P O BOX 924507 HOUSTON, TX 77292	N/A PC		SOCIAL SERVICES	5,000 00

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR - 2013

RECIPIENT NAME AND ADDRESS	RELATION TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT PAID
UNIVERSITY OF TEXAS LAW SCHOOL FOUNDATION P O BOX 7458 AUSTIN, TX 78713	N/A PC		EDUCATIONAL	400 00
UNIVERSITY OF HOUSTON GRADUATE SCHOOL OF SOCIAL WORK 237 SOCIAL WORK BUILDING HOUSTON, TX 77204-4013	N/A PC		EDUCATIONAL	5,000 00
USO - HOUSTON ELLINGTON JOINT RESERVE BASE 14657 SNEIDER ST BLDG 1056 SUITE 109 HOUSTON, TX 77034	N/A PC		SOCIAL SERVICES	250 00
VITA-LIVING FOUNDATION P O BOX 773073 HOUSTON, TX 77215-3073	N/A PC		SOCIAL SERVICES	115 00
WOMEN FOR WOMEN INTERNATIONAL GLOBAL SUPPORT CENTER PO BOX 9224 CENTRAL ISLIP, NY 11722-9224	N/A PC		SOCIAL SERVICES	200 00
WOMEN'S RESOURCE OF GREATER HOUSTON 2200 POST OAK BLVD #50 HOUSTON, TX 77056	N/A PC		SOCIAL SERVICES	1,000 00
WORLD AFFAIRS COUNCIL OF HOUSTON P O BOX 92095 HOUSTON, TX 77292	N/A PC		EDUCATIONAL	250 00
WRITERS IN THE SCHOOLS 1523 WEST MAIN STREET HOUSTON, TX 77006	N/A PC		EDUCATIONAL	75 00
				\$ 172,702 00