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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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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 HALLIBURTON FOUNDATION INC		A Employer identification number 75-1212458	
% TIM MCKEON		B Telephone number (see instructions) (713) 839-4818	
Number and street (or P O box number if mail is not delivered to street address) Room/suite HALLIBURTON NORTHBELT PLAZA 2 3000 N SAM HOUSTON PARKWAY E Suite			
City or town, state or province, country, and ZIP or foreign postal code HOUSTON, TX 77032		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☒ Address change ☐ Name change			
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16)▶\$ 21,575,387		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐	
J Accounting method ☐ Cash ☒ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (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)	2,000,000			
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities.	159,939	159,939		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	340,908			
	b Gross sales price for all assets on line 6a 7,276,874				
	7 Capital gain net income (from Part IV, line 2) . . .		340,908		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
Operating and Administrative Expenses	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	2,500,847	500,847		
	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule).				
	b Accounting fees (attach schedule).				
	c Other professional fees (attach schedule)	9,364	9,364		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	2,000			
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule).	39,000			
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	50,364	9,364		0
	25 Contributions, gifts, grants paid	3,251,242			3,251,242
	26 Total expenses and disbursements. Add lines 24 and 25	3,301,606	9,364		3,251,242
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-800,759			
	b Net investment income (if negative, enter -0-)		491,483		
	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	599,005	156,434	156,434
	2	Savings and temporary cash investments			
	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)			
	b	Investments—corporate stock (attach schedule)			
	c	Investments—corporate bonds (attach schedule).			
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	16,164,753	15,806,165	21,418,953
	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)	16,763,758	15,962,599	21,575,387
Liabilities	17	Accounts payable and accrued expenses	400		
	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 ▶ _____)			
	23	Total liabilities (add lines 17 through 22)	400	0	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	10,913,764	10,913,764	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	5,849,594	5,048,835	
	30	Total net assets or fund balances (see page 17 of the instructions)	16,763,358	15,962,599	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	16,763,758	15,962,599	

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	16,763,358
2	Enter amount from Part I, line 27a	2	-800,759
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	15,962,599
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	15,962,599

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)
1 a	VANGUARD TOTAL BOND MARKET INDVANGUARD TOT BD MKT I			
b	S&P 500 NON QUALIFIED CTF			
c	VANGUARD TOTAL BOND MARKET INDVANGUARD TOT BD MKT I			
d	VANGUARD TOTAL BOND MARKET INDVANGUARD TOT BD MKT I			
e	VANGUARD TOTAL BOND MARKET INDVANGUARD TOT BD MKT I			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 1,780		1,769	11
b 1,533,624		1,238,797	294,827
c 1,873		1,747	126
d 5,739,597		5,675,252	64,345
e		18,401	-18,401

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) 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			11
b			294,827
c			126
d			64,345
e			-18,401

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	340,908
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	2,660,372	18,160,802	0 14649
2011	2,527,722	16,083,783	0 15716
2010	1,977,409	13,570,436	0 145714
2009	1,855,046	10,718,396	0 173071
2008	2,861,925	11,177,056	0 256054

2 Total of line 1, column (d).	2	0 878489
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 175698
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	20,485,806
5 Multiply line 4 by line 3.	5	3,599,315
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	4,915
7 Add lines 5 and 6.	7	3,604,230
8 Enter qualifying distributions from Part XII, line 4.	8	3,251,242

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See
the Part VI instructions

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1		1	9,830
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			
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	9,830
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	9,830
6 Credits/Payments			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	2,000	
b Exempt foreign organizations—tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	8,000	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d.		7	10,000
8 Enter any penalty for underpayment of estimated tax Check here ☒ if Form 2220 is attached		8	80
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	90
11 Enter the amount of line 10 to be Credited to 2014 estimated tax 90 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)? 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.	1b		No
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? If "Yes," attach a detailed description of the activities.	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? If "Yes," attach a conformed copy of the changes	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? If "Yes," attach the statement required by General Instruction T.	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? If "Yes," complete Part II, col. (c), and Part XV.	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? If "No," attach explanation .	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)? If "Yes," complete Part XIV	9		No
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses.	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				
14	The books are in care of TIM MCKEON Telephone no (281) 575-3674 Located at 3000 N SAM HOUSTON PARKWAY E HOUSTON TX ZIP+4 77032			
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		No
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

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.

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	20,245,374
b	Average of monthly cash balances.	1b	552,399
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	20,797,773
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	20,797,773
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	311,967
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	20,485,806
6	Minimum investment return. Enter 5% of line 5.	6	1,024,290

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	1,024,290
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	9,830
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	9,830
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	1,014,460
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	1,014,460
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	1,014,460

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	3,251,242
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	3,251,242
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	3,251,242
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				1,014,460
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.				
b Total for prior years 2011 , 2010 , 2009				
3 Excess distributions carryover, if any, to 2013				
a From 2008.	2,888,457			
b From 2009.	1,855,046			
c From 2010.	1,977,409			
d From 2011.	2,527,722			
e From 2012.	2,660,372			
f Total of lines 3a through e.	11,909,006			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 3,251,242				
a Applied to 2012, but not more than line 2a				
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.				1,014,460
e Remaining amount distributed out of corpus	2,236,782			
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	14,145,788			
b Prior years' undistributed income Subtract line 4b from line 2b.				
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				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions				
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). . .	2,888,457			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	11,257,331			
10 Analysis of line 9				
a Excess from 2009. . . .	1,855,046			
b Excess from 2010. . . .	1,977,409			
c Excess from 2011. . . .	2,527,722			
d Excess from 2012. . . .	2,660,372			
e Excess from 2013. . . .	2,236,782			

Part XIVPrivate 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 XVSupplementary 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))

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

BRINDA MAXWELL
10200 BELLAIRE BLVD
HOUSTON, TX 77072
(281) 575-3558

b

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

APPLICATION SHOULD BE MADE BY LETTER AND INCLUDE THE AMOUNT AND USE

c

Any submission deadlines

NO DEADLINE APPLICANTS ARE NOTIFIED OF APPROVAL OR DECLINE IN 3 MONTHS

d

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

SEE ATTACHED STATEMENT

Part XV

Supplementary Information (continued)

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

Recipient	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
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	3,251,242
b Approved for future payment INTERNATIONAL SCHOLARSHIP AND TUITION SERVICE INC 1321 MURFREESBORO PIKE STE 800 NASHVILLE,TN 37217			EDUCATION	172,500
Total			3b	172,500

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
D J LESAR	TRUSTEE 0 1	0	0	0
3000 N SAM HOUSTON PKWY E HOUSTON,TX 77032				
LAWRENCE POPE	TRUSTEE 0 1	0	0	0
3000 N SAM HOUSTON PKWY E HOUSTON,TX 77032				
BRINDA MAXWELL	ADMINISTRATOR 0 1	0	0	0
10200 BELLAIRE BLVD HOUSTON,TX 77072				
TIM MCKEON	TREASURER 0 1	0	0	0
3000 N SAM HOUSTON PKWY E HOUSTON,TX 77032				
JEFF MILLER	TRUSTEE 0 1	0	0	0
3000 N SAM HOUSTON PKWY E HOUSTON,TX 77032				
CINDY BIGNER	VP AND SECRETARY 0 1	0	0	0
3000 N SAM HOUSTON PKWY E HOUSTON,TX 77032				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
ALLEY THEATRE 615 TEXAS AVE HOUSTON,TX 77002			EDUCATION	100,000
ATLANTIC UNIVERSITY 215 67TH ST VIRGINIA BEACH,VA 23451			EDUCATION	11,642
AWTY INTERNATIONAL SCHOOL 7455 AWTY SCHOOL LN HOUSTON,TX 77055			EDUCATION	1,000
BAYLOR UNIVERSITY DIR OF GIFTINVESTMENT ACCTG PO BOX 97050 WACO,TX 76798			EDUCATION	40,000
BELOIT COLLEGE 700 COLLEGE ST BELOIT,WI 53511			EDUCATION	11,000
BIG PASTURE ELEMENTARY PO BOX 167 RANDLETT,OK 73562			EDUCATION	50
BRIARWOOD SCHOOL 12207 WHITTINGTON DRIVE HOUSTON,TX 77077			EDUCATION	1,000
CALIF ST POLY UNIV-POMONA DIRECTOR OF DEVELOPMENT 3801 W TEMPLE AVE BLDG 1 211 PONOMA,CA 91768			EDUCATION	1,000
CALIFORNIA INSTITUTE OF TECHNOLOGY ASST TREASURER 1200 E CALIFORNIA BLVD M/S 5- 32 PASADENA,CA 91125			EDUCATION	1,000
CARNEGIE LIBRARY OF PITTSBURGH 4400 FORBES AVE PITTSBURGH,PA 15213			EDUCATION	100,000
CASE WESTERN RESERVE UNIVERSITY DIR-DEVELOPMENT 10950 EUCLID AVE 212 CLEVELAND,OH 44106			EDUCATION	600
CHANDLER PUBLIC SCHOOL 901 S CHS ST CHANDLER,OK 74834			EDUCATION	1,000
COLORADO SCHOOL OF MINES FOUNDATION INC PO BOX 4005 GOLDEN,CO 80401			EDUCATION	296,680
COLORADO STATE UNIVERSITY FOUNDATION 502 UNIVERSITY SERVICES CENTER FORT COLLINS,CO 80523			EDUCATION	25,000
COMANCHE ELEMENTARY 1030 ASH COMANCHE,OK 73529			EDUCATION	1,000
Total  3a				3,251,242

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
CORBELL ELEMENTARY 11095 MONARCH DR FRISCO,TX 75033			EDUCATION	100
CORNELL COLLEGE 600 FIRST ST SW MOUNT VERNON,IA 52314			EDUCATION	30,000
CORNELL UNIVERSITY ALUMNI AFFAIRS AND DEV INFO SVC 130 E SENECA ST STE 400 ITHACA,NY 14850			EDUCATION	2,000
CSTEM TEACHER AND STUDENT SUPPORT SERVICES INC 3226 ALABAMA ST HOUSTON,TX 77004			EDUCATION	15,000
DARTMOUTH COLLEGE GIFT RECORDING ACCOUNTING 6066 DEVELOPMENT OFFICE HANOVER,NH 03755			EDUCATION	20,000
DAVIDSON COLLEGE 209 RIDGE RD DAVIDSON,NC 28035			EDUCATION	500
DICKINSON CATHOLIC SCHOOLS PO BOX 1177 DICKINSON,ND 58602			EDUCATION	1,000
DOUGLAS COUNTY EDUCATIONAL FOUNDATION 620 WILCOX ST CASTLE ROCK,CO 80104			EDUCATION	500
DUCHESNE ACADEMY OF THE SACRED HEART 10202 MEMORIAL HOUSTON,TX 77024			EDUCATION	500
DUKE UNIVERSITY FINANCIAL ANALYST BOX 90581 DURHAM,NC 27708			EDUCATION	5,000
DUNCAN PUBLIC SCHOOLS PO BOX 1548 DUNCAN,OK 73534			EDUCATION	1,080
EAST END CHAMBER OF COMMERCE FOUNDATION 550 GULFGATE CENTER MALL HOUSTON,TX 77087			EDUCATION	15,000
EMERY WEINER SCHOOL 9825 STELLA LINK HOUSTON,TX 77025			EDUCATION	1,000
FALL CREEK ELEMENTARY 14435 MESA DR HUMBLE,TX 77396			EDUCATION	1,000
FARIBAULT LUTHERAN SCHOOL 526 NW FOURTH ST FARIBAULT,MN 55021			EDUCATION	500
Total			3a	3,251,242

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a Paid during the year				
FLORIDA A&M UNIVERSITY FOUNDATION INC 1601 MARTIN LUTHER KING BLVD TALLAHASSEE,FL 32301			EDUCATION	1,000
FOXCROFT SCHOOL 22407 FOXCROFT RD MIDDLEBURG,VA 20117			EDUCATION	1,000
GENESEO FOUNDATION INC 1 COLLEGE CIRCLE ERWIN 202 GENESEO,NY 14454			EDUCATION	6,000
GENESYS WORKS HOUSTON 601 JEFFERSON AVE HOUSTON,TX 77002			EDUCATION	15,000
GEORGETOWN COLLEGE 400 E COLLEGE ST GEORGETOWN,KY 40324			EDUCATION	20,000
GRACELAND UNIVERSITY VP INSTITUTIONAL ADVANCEMENT 1 UNIVERSITY PLACE LAMONI,IA 50140			EDUCATION	4,000
HARVEY MUDD COLLEGE 301 PLATT BLVD CLAREMONT,CA 91711			EDUCATION	50,000
HESSTON COLLEGE DIRECTOR OF DEVELOPMENT BOX 3000 HESSTON,KS 67062			EDUCATION	2,000
HOLY SPIRIT EPISCOPAL SCHOOL 12535 PERTHSHIRE RD HOUSTON,TX 77024			EDUCATION	1,000
HOUSTON CHRISTIAN HIGH SCHOOL 2700 W SAM HOUSTON PKWY N HOUSTON,TX 77043			EDUCATION	2,000
INCARNATE WORD ACADEMY 609 CRAWFORD HOUSTON,TX 77002			EDUCATION	200
INTERNATIONAL SCHOLARSHIP Schlrshp TUITION SERVICE 1321 MURFREESBORO PIKE STE 800 NASHVILLE,TN 37217			EDUCATION	135,000
IOWA STATE UNIVERSITY FOUNDATION 2505 UNIVERSITY BLVD AMES,IA 50010			EDUCATION	17,200
ITHACA COLLEGE ALUMNI HALL RM 245 RT 96B ITHACA,NY 14850			EDUCATION	20,000
JAMES E TAYLOR HIGH SCHOOL 20700 KINGSLAND BLVD KATY,TX 77450			EDUCATION	1,000
Total  3a				3,251,242

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a Paid during the year				
JEWISH THEOLOGICAL SEMINARY 3080 BROADWAY NEW YORK,NY 10027			EDUCATION	500
JOHN PAUL II CATHOLIC SCHOOL 1400 PARKWAY PLAZA DR HOUSTON,TX 77077			EDUCATION	1,000
JUNIOR ACHIEVEMENT OF SOUTHEAST TEXAS INC 2115 E GOVERNERS CIRCLE HOUSTON,TX 77092			EDUCATION	25,000
KANSAS STATE UNIVERSITY FOUNDATION DIR CORPFND RE 2323 ANDERSON AVE STE 500 MANHATTAN,KS 66502			EDUCATION	44,100
KANSAS UNIVERSITY ENDOWMENT ASSOCIATION PO BOX 928 LAWRENCE,KS 66044			EDUCATION	30,000
KINKAID SCHOOL 201 KINCAID SCHOOL DR HOUSTON,TX 77024			EDUCATION	1,000
KIPP HOUSTON 10711 KIPP WAY HOUSTON,TX 77099			EDUCATION	15,000
KNOX COLLEGE ADVANCEMENT OPS COORDINATOR 2 E SOUTH ST GALESBURG,IL 61401			EDUCATION	600
LOUISIANA STATE U FOUNDATION PRESIDENTCEO 3838 W LAKESHORE DR BATON ROUGE,LA 70808			EDUCATION	60,500
MARYMOUNT CALIFORNIA UNIVERSITY 30800 PALOS VERDES DR E RANCHO PALOS VERDES,CA 90275			EDUCATION	50,100
MASSACHUSETTS INSTITUTE OF TECHNOLOGY 238 MAIN ST STE 200 CAMBRIDGE,MA 02142			EDUCATION	22,000
MCCOMBS SCHOOL OF BUSINESS ANNUAL FUND PO BOX 8424 AUSTIN,TX 78713			EDUCATION	300,000
MCNEESE STATE UNIV FOUNDATION EXECUTIVE VICE PRES PO BOX 90775 LAKE CHARLES,LA 70609			EDUCATION	32,000
MEREDITH COLLEGE 3800 HILLSBOROUGH ST RALEIGH,NC 27607			EDUCATION	1,000
MICHIGAN TECHNOLOGICAL UNIVERSITY 1400 TOWNSEND DR HOUGHTON,MI 49931			EDUCATION	500
Total  3a				3,251,242

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a Paid during the year				
MIDWESTERN STATE UNIVERSITY 3410 TAFT BLVD WITCHITA FALLS,TX 76308			EDUCATION	668
MISSOURI S AND T 112 CAMPUS SUPPORT FACILITY ROLLA,MO 65409			EDUCATION	21,500
MONTANA STATE UNIVERSITY FOUNDATION PO BOX 172750 BOZEMAN,MT 59717			EDUCATION	21,000
MONTANA TECH FOUNDATION 1300 W PARK ST BUTTE,MT 59701			EDUCATION	8,000
NEW MEXICO STATE UNIVERSITY FOUNDATION INC PO BOX 3590 LAS CRUCES,NM 88003			EDUCATION	10,000
NORTHWESTERN UNIVERSITY MATCHING GIFTS COORDINATOR 2020 RIDGE AVE RM 230 EVANSTON,IL 60208			EDUCATION	100,000
OFFSHORE ENERGY CENTER 200 N DAIRY ASHFORD STE 6220 HOUSTON,TX 77079			EDUCATION	12,689
OKLAHOMA STATE UNIVERSITY FOUNDATION PO BOX 1749 STILLWATER,OK 74076			EDUCATION	50,800
PENNSYLVANIA STATE UNIVERSITY DIRECTOR-ADM SERVICE ONE OLD MAIN UNIVERSITY PARK,PA 16802			EDUCATION	23,520
PRINCETON UNIVERSITY ONE NASSAU HALL PRINCETON,NJ 08544			EDUCATION	1,000
PURDUE FOUNDATION 101 N GRANT STE B-50 WEST LAFAYETTE,IN 47906			EDUCATION	15,000
REGIS SCHOOL OF THE SACRED HEART 7330 WESTVIEW DR HOUSTON,TX 77055			EDUCATION	500
RICE UNIVERSITY MATCHING GIFT PROGRAM 6100 MAIN ST-MS81 HOUSTON,TX 77005			EDUCATION	14,000
RICHMOND ELEMENTARY 201 W RICHMOND RD STILLWATER,OK 74075			EDUCATION	100
RIVERFIELD COUNTRY DAY SCHOOL 2433 W 61ST ST TULSA,OK 74132			EDUCATION	400
Total  3a				3,251,242

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
SAINT AGNES ACADEMY MATCHING GIFTS 9000 BELLAIRE BLVD HOUSTON,TX 77036			EDUCATION	100
SAINT MARYS COLLEGE 110 LE MANS HALL NOTRE DAME,IN 46556			EDUCATION	1,000
SAM HOUSTON STATE UNIVERSITY BOX 2537 HUNTSVILLE,TX 77341			EDUCATION	500
SECOND BAPTIST SCHOOL FOUNDATION 6410 WOODWAY HOUSTON,TX 77057			EDUCATION	1,000
SOUTH TEXAS COLLEGE OF LAW 1303 SAN JACINTO HOUSTON,TX 77002			EDUCATION	2,050
SOUTHERN METHODIST UNIVERSITY MGR OF GIFT PROCESS PO BOX 750402 DALLAS,TX 75275			EDUCATION	8,100
SOUTHERN NAZARENE UNIVERSITY VP FINANCIAL AFFAIRS 6729 NW 39 EXPWY BETHANY,OK 73008			EDUCATION	3,000
ST CECILIA CATHOLIC SCHOOL 11740 JOAN OF ARC HOUSTON,TX 77024			EDUCATION	100
ST JOHNS COLLEGE PO BOX 2800 ANNAPOLIS,MD 21404			EDUCATION	500
ST JOHNS SCHOOL 2401 CLAREMONT LANE HOUSTON,TX 77019			EDUCATION	500
ST LAURENCE CATHOLIC SCHOOL 2630 AUSTIN PKWY SUGAR LAND,TX 77479			EDUCATION	1,200
ST PIUS X HIGH SCHOOL 811 W DONOVAN HOUSTON,TX 77091			EDUCATION	1,000
STEPHEN F AUSTIN STATE UNIVERSITY PO BOX 13032 SFA STATION NACOGDOCHES,TX 75962			EDUCATION	1,000
STRAKE JESUIT COLLEGE PREPARATORY 8900 BELLAIRE BLVD HOUSTON,TX 77036			EDUCATION	100
SUSQUEHANNA UNIVERSITY 514 UNIVERSITY AVE SELINGROVE,PA 17870			EDUCATION	100,000
Total  3a				3,251,242

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a Paid during the year				
TEXAS A & M FOUNDATION VICE PRESIDENT & CONTROLLER 401 GEORGE BUSH DR COLLEGE STATION,TX 77840			EDUCATION	276,389
TEXAS ALLIANCE FOR MINORITIES IN ENGINEERING (TAME UT PICKLE CAMPUS R9200 AUSTIN,TX 78758			EDUCATION	15,000
TEXAS STATE UNIVERSITY - SAN MARCOS 601 UNIVERSITY D SAN MARCOS,TX 78666			EDUCATION	15,000
TEXAS TECH UNIVERSITY FOUNDATION PO BOX 45025 LUBBOCK,TX 79409			EDUCATION	69,500
TRINITY UNIVERSTIY MATCHING GIFT COORDINATOR ONE TRINITY PLACE 49 SAN ANTONIO,TX 78212			EDUCATION	500
TX A&M HSC FDN RANGEL COLLEGE OF PHARMACY MSC 131 - 1010 W AVE B KINGSVILLE,TX 78363			EDUCATION	1,000
UNIVERSITY OF ARKANSAS FOUNDATION INC MGR OF MATCH 300 UNIVERSITY HOUSE FAYETTEVILLE,AR 72701			EDUCATION	39,790
UNIVERSITY OF COLORADO FDN 4740 WALNUT ST BOULDER,CO 80301			EDUCATION	31,000
UNIVERSITY OF HOUSTON FOUNDATION 4543 POST OAK PLACE STE 250 HOUSTON,TX 77027			EDUCATION	79,126
UNIVERSITY OF IDAHO FOUNDATION INC ADVANCEMENT SVC PO BOX 443147 MOSCOW,ID 83844			EDUCATION	4,000
UNIVERSITY OF ILLINOIS FOUNDATION 1305 W GREEN ST URBANA,IL 61801			EDUCATION	8,000
UNIVERSITY OF KENTUCKY STURGILL DEVELOPMENT BUILDING LEXINGTON,KY 40506			EDUCATION	20,500
UNIVERSITY OF LA AT LAFAYETTE ASST VP FINANCIAL SV PO BOX 40400 LAFAYETTE,LA 70504			EDUCATION	6,000
UNIVERSITY OF MIAMI STE 300 UM GABLES ONE TOWER CORAL GABLES,FL 33146			EDUCATION	3,000
UNIVERSITY OF NEW ORLEANS FOUNDATION 2021 LAKESHORE DR STE 420 NEW ORLEANS,LA 70122			EDUCATION	1,170
Total  3a				3,251,242

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
UNIVERSITY OF NORTH CAROLINA AT CHAPEL HILL PO BOX 309 CHAPEL HILL,NC 27514			EDUCATION	2,000
UNIVERSITY OF NORTH TEXAS FOUNDATION INC 1155 UNION CIRCLE 311250 DENTON,TX 76203			EDUCATION	1,500
UNIVERSITY OF NOTRE DAME VP UNIVERSITY RELATIONS 1100 GRACE HALL NOTRE DAME,IN 46556			EDUCATION	3,000
UNIVERSITY OF OKLAHOMA FOUNDATION INC 100 TIMBERDELL RD NORMAN,TX 73019			EDUCATION	103,224
UNIVERSITY OF PIKEVILLE COLLEGE 147 SYCAMORE ST PIKEVILLE,KY 41501			EDUCATION	6,000
UNIVERSITY OF ROCHESTER DIRECTOR GIFT OFFICE PO BOX 270032 ROCHESTER,NY 14627			EDUCATION	500
UNIVERSITY OF SCRANTON VP OF INSTITUTIONAL ADVANCE PO BOX 1385 SCRANTON,PA 18501			EDUCATION	700
UNIVERSITY OF SOUTHERN MISSISSIPPI FOUNDATION 118 COLLEGE DR 10026 HATTIESBURG,MS 39406			EDUCATION	4,044
UNIVERSITY OF TENNESSEE SR ASSOCIATE VP 600 ANDY HOLT TOWER KNOXVILLE,TN 37996			EDUCATION	16,800
UNIVERSITY OF TEXAS - PAN AMERICAN (UTPA) 1201 W UNIVERSITY DR EDINBURG,TX 78541			EDUCATION	30,000
UNIVERSITY OF TEXAS AT ARLINGTON DEVELOPMENT FUNDS PO BOX 19198 ARLINGTON,TX 76019			EDUCATION	500
UNIVERSITY OF TEXAS AT AUSTIN MGR OF GIFT ADMINIST PO BOX 7458 AUSTIN,TX 78713			EDUCATION	34,720
UNIVERSITY OF TEXAS AT EL PASO ASST VP-INST ADV 500 W UNIVERSITY KELLY HALL 6TH FL EL PASO,TX 79968			EDUCATION	115,600
UNIVERSITY OF TEXAS AT SAN ANTONIO ONE UTSA CIRCLE SAN ANTONIO,TX 78249			EDUCATION	45,000
UNIVERSITY OF TEXAS FOUNDATION EXECUTIVE DIRECTOR PO BOX 250 AUSTIN,TX 78767			EDUCATION	75,000
Total  3a				3,251,242

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a Paid during the year				
UNIVERSITY OF WISCONSIN MADISON FOUNDATION PO BOX 8860 MADISON,WI 53708			EDUCATION	500
UNIVERSITY OF WISCONSIN FOUNDATION 1848 UNIVERSITY AVE MADISON,WI 53708			EDUCATION	100,000
UNIVERSITY OF WYOMING FDN DIR DEVELOPMENT FINANCE 1200 E IVINSON LARAMIE,WY 82070			EDUCATION	30,000
URSULINE ACADEMY OF DALLAS INC 4900 WALNUT HILL LANE DALLAS,TX 75229			EDUCATION	1,000
UWMC FOUNDATION 518 SOUTH 7TH AVE WAUSAU,WI 54401			EDUCATION	500
VILLANOVA UNIVERSITY 800 LANCASTER AVE VILLANOVA,PA 19085			EDUCATION	100,000
WAKE FOREST UNIVERSITY BOX 7227 REYNOLDA STATION WINSTON SALEM,NC 27109			EDUCATION	10,000
WAURIKA PUBLIC SCHOOLS 600 E FLORIDA AVE WAURIKA,OK 73573			EDUCATION	1,000
WAYNE STATE UNIVERSITY 5475 WOODWARD AVE DETROIT,MI 48202			EDUCATION	1,000
WELLESLEY COLLEGE MGR-GIFT ADMINISTRATION 106 CENTRAL ST WELLESLEY,MA 02481			EDUCATION	600
WEST BRIAR MIDDLE SCHOOL 13733 BRIMHURST DR HOUSTON,TX 77077			EDUCATION	500
WEST VIRGINIA UNIVERSITY FDN OPERATIONS MANAGER PO BOX 1650 MORGANTOWN,WV 26507			EDUCATION	35,000
WESTERN ACADEMY 1511 BUTLERCREST ST HOUSTON,TX 77080			EDUCATION	1,000
WESTSIDE HIGH SCHOOL 14201 BRIAR FOREST HOUSTON,TX 77077			EDUCATION	500
WILLOW CREEK ELEMENTARY 2002 WILLOW TERRACE KINGWOOD,TX 77345			EDUCATION	400
Total  3a				3,251,242

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
YALE UNIVERSITY ASSOC DIR- CONTRIBUTIONS PO BOX 2038 NEW HAVEN,CT 06508			EDUCATION	1,700
YELLOWSTONE ACADEMY INC 3000 TRULLEY ST HOUSTON,TX 77004			EDUCATION	15,800
VELMA-ALMA SCHOOL PO BOX 8 VELMA,OK 73491			EDUCATION	1,000
Total  3a				3,251,242

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, 990-EZ, or 990-PF.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013

Name of the organization HALLIBURTON FOUNDATION INC	Employer identification number 75-1212458
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Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	☐ 501(c)() (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust not treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer “No” on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization HALLIBURTON FOUNDATION INC	Employer identification number 75-1212458
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Part I	Contributors (see instructions) Use duplicate copies of Part I if additional space is needed
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(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	HALLIBURTON COMPANY 3000 N SAM HOUSTON PARKWAY E HOUSTON, TX 77032	\$ 2,000,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization HALLIBURTON FOUNDATION INC	Employer identification number 75-1212458
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Part II	Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed		
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____

Name of organization HALLIBURTON FOUNDATION INC	Employer identification number 75-1212458
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Part III

Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **\$1,000 or less** for the year (Enter this information once See instructions) ▶ \$

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee

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

TY 2013 Depreciation Schedule

Name: HALLIBURTON FOUNDATION INC

EIN: 75-1212458

TY 2013 Investments - Land Schedule**Name:** HALLIBURTON FOUNDATION INC**EIN:** 75-1212458

TY 2013 Investments - Other Schedule

Name: HALLIBURTON FOUNDATION INC

EIN: 75-1212458

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
OTHER INVESTMENTS	AT COST	15,806,165	21,418,953

TY 2013 Land, Etc. Schedule**Name:** HALLIBURTON FOUNDATION INC**EIN:** 75-1212458

TY 2013 Other Expenses Schedule

Name: HALLIBURTON FOUNDATION INC

EIN: 75-1212458

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
SCHOLARSHIP ADMINISTRATION FEE	39,000			

TY 2013 Other Professional Fees Schedule

Name: HALLIBURTON FOUNDATION INC

EIN: 75-1212458

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MANAGEMENT FEES	9,364	9,364		

TY 2013 Taxes Schedule

Name: HALLIBURTON FOUNDATION INC

EIN: 75-1212458

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXCISE TAX	2,000			

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

OMB No. 1545-1709

► **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, 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	Employer identification number (EIN) or
	Halliburton Foundation, Inc.	75-1212458
	Number, street, and room or suite no. If a P.O. box, see instructions	Social security number (SSN)
	1900 St James Place, Suite 700	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	Houston, TX 77056	

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

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

- The books are in the care of ► **Tim McKeon, 10200 Bellaire Blvd, Houston, TX 77072**

Telephone No. ► **281.575.3674** 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 **August 15**, 20 **14**, to file the exempt organization return for the organization named above. The extension is for the organization's return for
- ☐ calendar year 20 **13** or

► ☐ tax year beginning _____, 20 _____, and ending _____, 20 _____

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

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	\$	10,000
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	\$	2,000
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	\$	8,000

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 ☐

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).

Type or print File by the due date for filing your return See instructions	Enter filer's identifying number, see instructions	
	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	Number, street, and room or suite no If a P O box, see instructions	Social security number (SSN)
City, town or post office, state, and ZIP code For a foreign address, see instructions		

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

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

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

- The books are in the care of ☐ Telephone No ☐ 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 _____, 20 _____
- 5 For calendar year _____, or other tax year beginning _____, 20 _____, and ending _____, 20 _____
- 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 _____

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	\$
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	\$
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	\$

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

Title

Date

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

OMB No. 1545-1709

▶ **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, 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.	Employer identification number (EIN) or
	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	

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

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

- The books are in the care of ▶ _____

Telephone No. ▶ _____ 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 _____, 20____, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
- ▶ ☐ calendar year 20____ or

▶ ☐ tax year beginning _____, 20____, and ending _____, 20____.

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

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	\$
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	\$
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	\$

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 ☒ **Part II**

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).

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions		Enter filer's identifying number, see instructions	
	Halliburton Foundation, Inc.		Employer identification number (EIN) or	
	Number, street, and room or suite no. If a P.O. box, see instructions		75-1212458	
	1900 St James Place, Suite 700		Social security number (SSN)	
City, town or post office, state, and ZIP code. For a foreign address, see instructions.				
Houston, TX 77056				

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.

• The books are in the care of **Tim McKeon, 2107 Citywest Blvd, Houston, TX 77042**

Telephone No. **281.575.3674** 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**, 20 **14**.

5 For calendar year **2013**, or other tax year beginning , 20 , and ending , 20 .

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 **The return for the Foundation is typically prepared by the internal tax department of**

Halliburton Company. The compliance workload of the department has been significant during this tax preparation season. The personnel responsible for the completion of this return require more time to analyze the 2013 financial data available in order to ensure that the return is completed in a thorough and accurate manner. An extension of time is therefore respectfully requested.

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	\$	9,830
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	\$	10,000
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	\$	NONE

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 ▶

Jim McKeon

Title ▶

Treasurer

Date ▶

8/12/14

HALLIBURTON FOUNDATION, INC.

EIN: 75-1212458

FORM 990-PF, PART XV – SUPPLEMENTARY INFORMATION

LINE 2D, ANY RESTRICTIONS OR LIMITATIONS ON AWARDS, SUCH AS BY GEOGRAPHICAL AREAS, CHARITABLE FIELDS, KINDS OF INSTITUTIONS, OR OTHER FACTORS:

PURPOSE

Established in 1965, the Halliburton Foundation, Inc (the “Foundation”) supports education at all levels and charitable organizations through employee matching gifts, direct grants and scholarships. The Foundation is a domestic foundation.

FOUNDATION GIVING GUIDELINES

The Foundation will accept grant proposals from U.S.-based non-profit organizations that serve the following areas:

- Education
- Health
- Social Services (health-related)

In order to be considered for a corporate grant from the Foundation, an organization must:

- Provide evidence of I.R.C. § 501(c)(3) tax exempt status as granted by the Internal Revenue Service, or of a political subdivision (schools, municipal foundations, etc.)
- Demonstrate that supporting the request will be of benefit to the company, employees, the community and customers
- Indicate how many people will be impacted by the project
- Provide a summary of how the program or project will be accomplished and the expected results
- Provide a timeline for the project
- Provide budget information and other sources of funding for the project
- Provide a list of its Board of Directors noting their business affiliations
- Submit its most recent audited financial statement or Form 990

The Foundation will not consider providing support to the following:

- Individuals
- Organizations that do not have I.R.C. § 501(c)(3) or equivalent status
- Religious, fraternal or veterans organizations
- Athletic organizations
- Trips, sporting events, tours and transportation
- Advertising, film or video projects
- Projects in locations not geographically aligned with Halliburton Company facilities and operations or company goals
- Political or union organizations

POLICY

All grant proposals are subject to approval by the Trustees of the Foundation. The Trustees of the Foundation have sole discretion regarding when, how, if and to whom funds are dispersed. The

Foundation reserves the right to modify or suspend any aid program at any time. The types of aid that may be granted by the Foundation include matching contributions and non-matching grants.

Matching Contributions (Matching Gift Plan)

There are three possible sources of contributions that may be matched by the Foundation:

- (1) Active or retired employees of Halliburton Company or its subsidiaries
- (2) Active or retired Halliburton Company Directors
- (3) Personal Charitable Organizations* established by any of the persons named in (1) or (2) above

For each eligible contribution actually made (not merely pledged) that constitutes a direct personal gift to an accredited U.S. elementary or secondary (public or private) school (K-12) or to an accredited U.S. junior college, college or university (not an alumni association or athletic department/club), or charitable or not-for-profit hospital or medical foundation in the United States, the Foundation makes a contribution in an amount at least 25% the amount contributed by the individual donor or Personal Charitable Organization, subject to the approval of the Trustees and providing the contribution meets the following criteria:

(1) Maximum annual aggregate. Combined contributions by an individual donor and his/her Personal Charitable Organization are eligible for match under this policy up to the following maximum aggregate amount, as applicable, per calendar year:

- For contributions with respect to any active Director, \$50,000, and for contributions with respect to any retired Director, \$20,000
- For contributions with respect to any active employee, \$20,000, and for contributions with respect to any retired employee, \$10,000
- For contributions to U.S. elementary and secondary (K-12) schools, \$500

(2) Contributions must meet/exceed minimum amounts to be considered for a match:

- For contributions to U.S. junior colleges, colleges, and universities, \$250
- For contributions to U.S. elementary and secondary (K-12) schools, \$25
- For contributions to charitable or not-for-profit hospitals or medical foundations in the United States, \$5,000

(3) Contributions may be made in cash or in securities having a quoted market value, or both.

Types of Non-Matching Grants

Educational Institutions and Charitable or Not-for-Profit Hospitals or Medical Foundations Grants

Grants will be made to accredited U.S. junior colleges, colleges, universities, charitable or not-for-profit hospitals or medical foundations, and similar institutions selected on the basis of past and anticipated benefits to society and performance in the fields of education and research beneficial to mankind. These grants may vary in size and duration and may be designated to be used for a particular department or specific purpose consistent with the objective of the Foundation.

Grants to Selected Charities

Grants of a non-routine nature will be made to selected organized U.S.-based charities on the basis of past and anticipated benefits to society. These grants may vary in size and duration and may be designated to be used for a particular purpose consistent with the objectives of the Foundation.

DEFINITIONS

* **Personal Charitable Organizations** are charitable giving vehicles administered by a third party and created for the purpose of managing charitable donations on behalf of an organization, family, or individual