Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

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

OMB No 1545 0052

2013

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

Esping Family Foundation
2828 Routh Street #500
Dallas, TX 75201

A Employer identification number 75-2702676

B Telephone number (see the instructions) 214 849-9808

C If exemption application is pending, check here ► ☐

D 1 Foreign organizations, check here ► ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ► ☐

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

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

I Fair market value of all assets at end of year *(from Part II, column (c), line 16)* ► $ 9,574,626.

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 (att sch)				
	2	Ck ► ☒ if the foundn is **not** req to att Sch B				
	3	Interest on savings and temporary cash investments			N/A	
	4	Dividends and interest from securities	500,123.	500,118.		
	5 a	Gross rents				
	b	Net rental income or (loss)				
	6 a	Net gain/(loss) from sale of assets not on line 10	25,279.			
	b	Gross sales price for all assets on line 6a 1,105,181.				
	7	Capital gain net income (from Part IV, line 2)		23,263.		
	8	Net short-term capital gain				
	9	Income modifications				
	10 a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit/(loss) (att sch)				
	11	Other income (attach schedule) See Statement 1	-37,462.	-224,737.		
	12	**Total.** Add lines 1 through 11	487,940.	298,644.		
OPERATING AND ADMINISTRATIVE EXPENSES	13	Compensation of officers, directors, trustees, etc	39,278.			39,278.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits	3,191.			3,191.
	16 a	Legal fees (attach schedule) See St 2	54.			54.
	b	Accounting fees (attach sch) See St 3	6,125.	4,594.		1,531.
	c	Other prof fees (attach sch) See St 4	41,945.	41,720.		225.
	17	Interest				
	18	Taxes (attach schedule)(see instrs) See Stm 5	10,587.	2,027.		60.
	19	Depreciation (attach sch) and depletion See Stmt 6	698.			
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule) See Statement 7	137,114.	127,563.		9,546.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	238,992.	175,904.		53,885.
	25	Contributions, gifts, grants paid Part XV	406,000.			406,000.
	26	**Total expenses and disbursements.** Add lines 24 and 25	644,992.	175,904.		459,885.
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	-157,052.			
	b	**Net investment income** (if negative, enter 0)		122,740.		
	c	**Adjusted net income** (if negative, enter 0)				

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		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		3,759,407.	924,377.	924,377.
	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 sch) ►				
		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) Statement 8		457,569.	550,753.	545,290.
	b	Investments — corporate stock (attach schedule) Statement 9		2,007,195.	2,168,537.	2,661,839.
	c	Investments — corporate bonds (attach schedule) Statement 10		2,433,510.	2,378,822.	2,352,509.
	11	Investments — land, buildings, and equipment basis ►				
		Less accumulated depreciation (attach schedule) ►				
	12	Investments — mortgage loans				
	13	Investments — other (attach schedule) Statement 11		631,127.	3,109,965.	3,088,894.
	14	Land, buildings, and equipment basis ►	8,209.			
		Less accumulated depreciation (attach schedule) See Stmt 12 ►	6,492.	2,415.	1,717.	1,717.
	15	Other assets (describe ►)				
	16	**Total assets** (to be completed by all filers — see the instructions. Also, see page 1, item I)		9,291,223.	9,134,171.	9,574,626.
LIABILITIES	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, & other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ►)				
	23	**Total liabilities** (add lines 17 through 22)		0.	0.	
NET ASSETS OR FUND BALANCES		**Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.** ► ☐				
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ► ☒				
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, building, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds		9,291,223.	9,134,171.	
	30	**Total net assets or fund balances** (see instructions)		9,291,223.	9,134,171.	
	31	**Total liabilities and net assets/fund balances** (see instructions)		9,291,223.	9,134,171.	

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	9,291,223.
2	Enter amount from Part I, line 27a	2	-157,052.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	9,134,171.
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	9,134,171.

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 shares MLC Company)	**(b)** How acquired P — Purchase D — Donation	**(c)** Date acquired (month, day, year)	**(d)** Date sold (month, day, year)
1 a				
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				
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
	(i) Fair Market Value as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of column (i) over column (j), if any	
a				
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	23,263.
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 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 (column (b) divided by column (c))
2012	472,673.	9,496,525.	0.049773
2011	461,007.	9,903,207.	0.046551
2010	540,187.	10,177,054.	0.053079
2009	546,135.	9,543,688.	0.057225
2008	536,201.	10,278,118.	0.052169

2	**Total** of line 1, column (d)	2	0.258797
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	0.051759
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	9,430,467.
5	Multiply line 4 by line 3	5	488,112.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,227.
7	Add lines 5 and 6	7	489,339.
8	Enter qualifying distributions from Part XII, line 4	8	459,885.

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

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

1 a	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 instrs)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► ☐ and enter 1% of Part I, line 27b			1	2,455.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	0.
3	Add lines 1 and 2			3	2,455.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	2,455.
6	Credits/Payments				
a	2013 estimated tax pmts and 2012 overpayment credited to 2013	6 a	9,633.		
b	Exempt foreign organizations — tax withheld at source	6 b			
c	Tax paid with application for extension of time to file (Form 8868)	6 c			
d	Backup withholding erroneously withheld	6 d			
7	Total credits and payments Add lines 6a through 6d			7	9,633.
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	0.
10	**Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ►			10	7,178.
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ► 7,178. **Refunded** ►			11	0.

Part VII-A Statements Regarding Activities

			Yes	No
1 a	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?	1 a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1 b		X
	*If the answer is 'Yes' to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1 c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ► $ 0. **(2)** On foundation managers ► $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If 'Yes,' attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If 'Yes,' attach a conformed copy of the changes*	3		X
4 a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4 a	X	
b	If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	4 b	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If 'Yes,' attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If 'Yes,' complete Part II, column (c), and Part XV*	7	X	
8 a	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*	8 b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If 'Yes,' complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If 'Yes,' attach a schedule listing their names and addresses*	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ► www.espingfamilyfoundation.org

14 The books are in care of ► Heather H. Esping Telephone no ► (214) 849-9808

Located at ► 2828 Routh Street, Ste 500, Dallas, TX ZIP + 4 ► 75201

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** – Check here N/A ► ☐

and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A

			Yes	No
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If 'Yes,' enter the name of the foreign country ►			

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

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

			Yes	No
1 a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is 'Yes' to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1 b		X
	Organizations relying on a current notice regarding disaster assistance check here ► ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1 c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☒ No If 'Yes,' list the years ► 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)	2 b	N/A	
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__			
3 a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If 'Yes,' did it have excess business holdings in 2013 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013)*	3 b	N/A	
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4 b		X

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

5 a 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)? **5 b** N/A

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

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

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

6 a 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? **6 b** No: X

If 'Yes' to 6b, file Form 8870

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

b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction? N/A **7 b**

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 Statement 13		39,278.	3,191.	0.

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
None				

Total number of other employees paid over $50,000 ► 0

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
None		
Total number of others receiving over $50,000 for professional services ►		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 ►	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes.			
a	Average monthly fair market value of securities		1 a	5,276,279.
b	Average of monthly cash balances		1 b	1,898,975.
c	Fair market value of all other assets (see instructions)		1 c	2,398,824.
d	**Total** (add lines 1a, b, and c)		1 d	9,574,078.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e 0.		
2	Acquisition indebtedness applicable to line 1 assets		2	0.
3	Subtract line 2 from line 1d		3	9,574,078.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)		4	143,611.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	9,430,467.
6	**Minimum investment return.** Enter 5% of line 5		6	471,523.

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	471,523.
2 a	Tax on investment income for 2013 from Part VI, line 5	2 a 2,455.		
b	Income tax for 2013 (This does not include the tax from Part VI)	2 b 53,499.		
c	Add lines 2a and 2b		2 c	55,954.
3	Distributable amount before adjustments Subtract line 2c from line 1		3	415,569.
4	Recoveries of amounts treated as qualifying distributions		4	
5	Add lines 3 and 4		5	415,569.
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	415,569.

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	1 a	459,885.
b	Program-related investments — total from Part IX-B	1 b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3 a	
b	Cash distribution test (attach the required schedule)	3 b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	459,885.
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	459,885.

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					415,569.
2 Undistributed income, if any, as of the end of 2013					
a Enter amount for 2012 only				0.	
b Total for prior years 20 __, 20 __, 20 __			0.		
3 Excess distributions carryover, if any, to 2013					
a From 2008					
b From 2009	20,575.				
c From 2010	35,316.				
d From 2011					
e From 2012	1,522.				
f **Total** of lines 3a through e		57,413.			
4 Qualifying distributions for 2013 from Part XII, line 4 ► $ 459,885.					
a Applied to 2012, but not more than line 2a				0.	
b Applied to undistributed income of prior years (Election required — see instructions)			0.		
c Treated as distributions out of corpus (Election required — see instructions)		0.			
d Applied to 2013 distributable amount					415,569.
e Remaining amount distributed out of corpus		44,316.			
5 Excess distributions carryover applied to 2013 *(If an amount appears in column (d), the same amount must be shown in column (a))*		0.			0.
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		101,729.			
b Prior years' undistributed income Subtract line 4b from line 2b			0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			0.		
d Subtract line 6c from line 6b Taxable amount — see instructions			0.		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount — see 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)		0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)		0.			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a		101,729.			
10 Analysis of line 9					
a Excess from 2009	20,575.				
b Excess from 2010	35,316.				
c Excess from 2011					
d Excess from 2012	1,522.				
e Excess from 2013	44,316.				

Part XIV **Private Operating Foundations** (see instructions and Part VII-A, question 9) N/A

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

None

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

None

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

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

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

See Statement 14

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

See Statement for Line 2a

c Any submission deadlines

See Statement for Line 2a

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

See Statement for Line 2a

Part XV **Supplementary Information** (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
See Statement 15				
Total			► **3a**	406,000.
b *Approved for future payment*				
Total			► **3b**	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		**(e)** Related or exempt function income (See instructions.)
1 Program service revenue	**(a)** Business code	**(b)** Amount	**(c)** Exclusion code	**(d)** Amount	
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	500,118.	5.
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory	900099	2,016.	18	23,263.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a BCM High Income Fund K-1	900099	186,691.	14	-222,839.	
b Cain Capital Ptns I K-1	900099	584.	14	2,472.	
c Campbell Trust Fund K-1			14	-1,061.	
d Reg. futures contracts			14	-3,340.	
e Tax reclaims			14	31.	
12 Subtotal Add columns (b), (d), and (e)		189,291.		298,644.	5.
13 **Total.** Add line 12, columns (b), (d), and (e)				**13**	487,940.

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
4	Tax-exempt interest income from pass-through K-1

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1 a (1)		X
	(2) Other assets	1 a (2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1 b (1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1 b (2)		X
	(3) Rental of facilities, equipment, or other assets	1 b (3)		X
	(4) Reimbursement arrangements	1 b (4)		X
	(5) Loans or loan guarantees	1 b (5)		X
	(6) Performance of services or membership or fundraising solicitations	1 b (6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1 c		X

d If the answer to any of the above is 'Yes,' complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

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

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

b If 'Yes,' complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

Heather H. Esping 11/12/14 ▶ President

Signature of officer or trustee Date Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self employed	PTIN
Evelyn H Moses		11/9/14		P01400635

Firm's name ▶ Evelyn H. Moses, CPA

Firm's EIN ▶

Firm's address ▶ 3541 Marquette
Dallas, TX 75225

Phone no (214) 361-2323

12/31/13

2013 Federal Book Summary Depreciation Schedule

Client ESPING **Esping Family Foundation** **75-2702676**

11/09/14 04 11PM

No.	Description	Date Acquired	Date Sold	Cost/ Basis	Bus Pct	Cur 179/ SDA	Prior 179/ SDA/ Depr.	Method	Life	Current Depr.
	Form 990/990-PF									
	Furniture and Fixtures									
1	Credenza and file	7/01/01		1,520			1,520	S/L HY	7	0
	Total Furniture and Fixtures			1,520		0	1,520			0
	Machinery and Equipment									
2	Macbook laptop	7/31/10		1,248			625	S/L HY	5	250
3	iMac desktop computer	12/21/11		1,773			399	S/L MQ	5	355
4	Quickbooks for Mac	1/04/12		464			46	S/L HY	5	93
	Total Machinery and Equipment			3,485		0	1,070			698
	Total Depreciation			5,005		0	2,590			698
	Grand Total Depreciation			5,005		0	2,590			698

Statement 1
Form 990-PF, Part I, Line 11
Other Income

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
BCM High Income Fund K-1	$ -36,148.	$ -222,839.	
Cain Capital Ptns I K-1	3,056.	2,472.	
Campbell Trust Fund K-1	-1,061.	-1,061.	
Reg. futures contracts	-3,340.	-3,340.	
Tax reclaims	31.	31.	
Total	$ -37,462.	$ -224,737.	$ 0.

Statement 2
Form 990-PF, Part I, Line 16a
Legal Fees

	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Legal services	$ 54.			$ 54.
Total	$ 54.	$ 0.		$ 54.

Statement 3
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Tax and accounting services	$ 6,125.	$ 4,594.		$ 1,531.
Total	$ 6,125.	$ 4,594.		$ 1,531.

Statement 4
Form 990-PF, Part I, Line 16c
Other Professional Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Investment management	$ 41,720.	$ 41,720.		
Web design	225.			$ 225.
Total	$ 41,945.	$ 41,720.		$ 225.

Statement 5
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Excise tax paid	$ 8,500.			
Foreign tax withheld	2,027.	$ 2,027.		
Property taxes	60.			$ 60.
Total	$ 10,587.	$ 2,027.		$ 60.

Statement 6
Form 990-PF, Part I, Line 19
Allocated Depreciation

Date Acquired	Cost Basis	Prior Yr Depr	Method	Rate	Life	Current Yr Depr	Net Invest Income	Adjusted Net Income
Macbook laptop								
7/31/10	1,248	625	S/L	0.2		250	0	0
iMac desktop computer								
12/21/11	1,773	399	S/L	0.2		355	0	0
Quickbooks for Mac								
1/04/12	464	46	S/L	0.2		93	0	0

Statement 7
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Bank service charges	$ 230.	$ 230.		
Dues and subscriptions	6,500.			$ 6,500.
Memberships	500.			500.
Miscellaneous	2,546.			2,546.
Partnership deductions from K-1's	127,338.	127,333.		
Total	$ 137,114.	$ 127,563.		$ 9,546.

Statement 8
Form 990-PF, Part II, Line 10a
Investments - U.S. and State Government Obligations

U.S. Government Obligations	Valuation Method	Book Value	Fair Market Value
Statement 16	Cost	$ 550,753.	$ 545,290.
		$ 550,753.	$ 545,290.
Total		$ 550,753.	$ 545,290.

Statement 9
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

Corporate Stocks	Valuation Method	Book Value	Fair Market Value
Statement 16	Cost	$ 2,168,537.	$ 2,661,839.
	Total	$ 2,168,537.	$ 2,661,839.

Statement 10
Form 990-PF, Part II, Line 10c
Investments - Corporate Bonds

Corporate Bonds	Valuation Method	Book Value	Fair Market Value
Statement 16	Cost	$ 2,378,822.	$ 2,352,509.
	Total	$ 2,378,822.	$ 2,352,509.

Statement 11
Form 990-PF, Part II, Line 13
Investments - Other

Other Investments	Valuation Method	Book Value	Fair Market Value
Cain Capital Partners Fund I, LP	Cost	$ 90,469.	$ 62,369.
BCM High Income Fund, LP	Cost	1,025,583.	1,025,760.
Campbell Fund Trust	Cost	497,253.	487,601.
Cion Investment Corporation	Cost	1,000,000.	1,015,979.
Mega Capital LLC	Cost	496,660.	497,185.
	Total	$ 3,109,965.	$ 3,088,894.

Statement 12
Form 990-PF, Part II, Line 14
Land, Buildings, and Equipment

Category	Basis	Accum. Deprec.	Book Value	Fair Market Value
Furniture and Fixtures	$ 1,520.	$ 1,520.	$ 0.	$ 0.
Machinery and Equipment	6,689.	4,972.	1,717.	1,717.
Total	$ 8,209.	$ 6,492.	$ 1,717.	$ 1,717.

Statement 13
Form 990-PF, Part VIII, Line 1
List of Officers, Directors, Trustees, and Key Employees

Name and Address	Title and Average Hours Per Week Devoted	Compen- sation	Contri- bution to EBP & DC	Expense Account/ Other
Rodney Woods 2828 Routh Street, Suite 500 Dallas, TX 75201	Director 1.00	$ 0.	$ 0.	$ 0.
Kathryn Esping Woods 2828 Routh Street, Suite 500 Dallas, TX 75201	Director 1.00	0.	0.	0.
William P. Esping 2828 Routh Street, Suite 500 Dallas, TX 75201	Chairman 1.00	0.	0.	0.
Heather H. Esping 2828 Routh Street, Suite 500 Dallas, TX 75201	President/Dir. 25.00	30,278.	3,191.	0.
Julie E. Blanton 2828 Routh Street, Suite 500 Dallas, TX 75201	VP/Treas./Dir. 1.00	0.	0.	0.
Jennifer E. Kirtland 2828 Routh Street, Suite 500 Dallas, TX 75201	VP/Sec./Dir. 5.00	9,000.	0.	0.
Darren Blanton 2828 Routh Street, Suite 500 Dallas, TX 75201	Director 1.00	0.	0.	0.
John Kirtland 2828 Routh Street, Suite 500 Dallas, TX 75201	Director 1.00	0.	0.	0.
	Total	$ 39,278.	$ 3,191.	$ 0.

Statement 14
Form 990-PF, Part XV, Line 2a-d
Application Submission Information

Name of Grant Program:	
Name:	Esping Family Foundation
Care Of:	Heather H. Esping
Street Address:	2828 Routh Street, Suite 500
City, State, Zip Code:	Dallas, TX 75201
Telephone:	
E-Mail Address:	
Form and Content:	Application should include the following: 1. a brief history of the organization and its work. 2. a description of the proposed program and grant levels. 3. the project budget and specific plans to evaluate the program. 4. a list of trustees or directors and how often the board meets in a year. 5. the organization's current,

Statement 14 (continued)
Form 990-PF, Part XV, Line 2a-d
Application Submission Information

year-to-date financial statements. 6. the last certified audit (or if no audit, the last 990 filed). 7. a copy of the latest verification of tax-exempt status from the IRS under Section 170 of the Code.

For additional information, please visit our website at: www.espingfamilyfoundation.org

Submission Deadlines: See website www.espingfamilyfoundation.org
Restrictions on Awards: See website www.espingfamilyfoundation.org

Statement 15
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
Genesis Women's Shelter Drawer G Dallas, TX 75208	N/A	PC	Towards the Playground for Hope	$ 25,000.
KIPP Truth Academy 3200 S. Lancaster Rd. Dallas, TX 75216	N/A	PC	Towards the Extended Day/Week/Year program	200,000.
Dallas Arboretum & Botanical Society 8617 Garland Road Dallas, TX 75218	N/A	PC	Towards the capital campaign for Rory Meyers Children's Adventure Garden	50,000.
Project Transformation 547 E. Jefferson Dallas, TX 75203	N/A	PC	Towards the Summer Youth Program for children at-risk	10,000.
Real School Gardens 1700 University Ave., Ste. 260 Fort Worth, TX 76107	N/A	PC	Towards the Growing Strong Learners in Dallas Program	25,000.
Equest P. O. Box 192747 Dallas, TX 75219	N/A	PC	Towards repairing and improving the stalls and to procure a therapy horse	20,000.

Statement 15 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
Family Compass 4210 Junius Street Dallas, TX 75246	N/A	PC	Towards the Bringing Families Together program	$ 20,000.
Girls Incorporated-Metropolitan Dallas 2040 Empire Central Drive Dallas, TX 75235	N/A	PC	Towards the Formal Mentoring Program	10,000.
Wilkinson Center P. O. Box 720248 Dallas, TX 75372	N/A	PC	Towards the CLIMB (changing lives, improving minds and bodies) after-school and summer program	10,000.
George Bush Presidential Library 2943 SMU Blvd. Dallas, TX 75205	N/A	PC	Towards the Middle School Matters Program	20,000.
ScholarShot 4413 Larchmont Ave. Dallas, TX 75205	N/A	PC	Towards the Mentoring Program	16,000.
			Total	$ 406,000.

Statement 16
Form 990-PF, Part II, Line 10a, 10b, 10c, and 13
Investments - US and State Government Obligations, Corporate Stocks, Corporate Bonds and Other

Description	Qty	Val. Method	Book Value	Fair Value
RBC Account No. xxx-xx565				
VARIOUS US TREASURY NOTES		Cost	550,752 74	545,290 29
Grand total US Government Obligations			**550,752.74**	**545,290.29**
RBC Account No. xxx-xx558				
SPDR BARCLAYS HIGH YIELD BOND ETF	9,275		376,730 03	376,194 00
Subtotal Corporate Bonds			376,730 03	376,194 00
RBC Account No. xxx-xx565				
NATIONAL RURAL UTIL COOP FIN COLL TRUST CPN 4 750% DUE 03/01/04	27,000 00		27,000 00	27,192 78
FEDERAL NATIONAL MTG ASSN CPN 4 625% DUE 10/15/14	40,000 00		41,193 41	41,397 60
BERKSHIRE HATHAWAY FIN CORP CPN 4 850% DUE 1/15/15	35,000 00		36,173 81	36,635 20
CONOCOPHILLIPS NT CPN 4 600% DUE 1/15/15	35,000 00		36,121 99	36,483 30
FEDERAL HOME LOAN MTG CORP CPN 4 500% DUE 1/15/15	45,000 00		46,686 52	47,001 60
JP MORGAN CHASE & CO CPN 4 750% DUE 3/01/15	20,000 00		20,434 55	20,924 40
PFIZER INC CPN 5 350% DUE 3/15/15	35,000 00		36,646 25	36,982 75
AMERICAN EXPRESS CR CORP CPN 1 750% DUE 6/12/15	35,000 00		35,084 76	35,564 90
CISCO SYS INC CPN 5 500% DUE 2/22/16	35,000 00		37,735 18	38,504 55
INTEL CORP CPN 1 950% DUE 10/01/16	35,000 00		35,330 47	35,980 00
AT&T INC CPN 1 600% DUE 02/15/17	24,000 00		24,003 64	23,966 40
FEDERAL HOME LOAN MTG CORP CPN 1 000% DUE 03/08/17	35,000 00		35,264 52	35,057 05
GENERAL ELECTRIC CAPITAL CORP CPN 5 625% DUE 09/15/17	35,000 00		37,122 53	39,816 00
BAXTER INTERNATIONAL INC CPN 1 850% DUE 06/15/18	25,000 00		24,981 25	24,687 25
U S BANCORP CPN 1 950% DUE 11/15/18	30,000 00		30,131 17	29,839 20
COCA COLA CO SENIOR NOTES CPN 4 875% DUE 03/15/19	15,000 00		17,001 80	16,815 00
JPMORGAN CHASE & CO CPN 6 300% DUE 04/23/19	15,000 00		16,860 65	17,703 75
GOOGLE INC CPN 3 625% DUE 05/19/21	35,000 00		36,863 09	36,494 50
DEERE & COMPANY SR CPN 2 600% DUE 06/08/22	35,000 00		35,715 21	32,727 45

Statement 16
Form 990-PF, Part II, Line 10a, 10b, 10c, and 13
Investments - US and State Government Obligations, Corporate Stocks, Corporate Bonds and Other

Description	Qty	Val. Method	Book Value	Fair Value
Subtotal Corporate Bonds			610,350 80	613,773 68
UNITED TECHNOLOGIES CORP				
CPN 4 500% DUE 04/15/20	35,000 00		37,920 15	38,077 20
PNC FDG CORP				
CPN 4 375% DUE 08/11/20	35,000 00		37,186 02	37,417 80
BANK AMER FDG CORP				
CPN 5 875% DUE 01/05/21	15,000 00		15,789 36	17,240 85
EOG RES INC				
CPN 4 100% DUE 02/01/21	35,000 00		37,727 17	36,561 00
MEDTRONIC INC SR				
CPN 4 125% DUE 03/15/21	35,000 00		37,378 22	36,593 90
WELLS FARGO & CO				
CPN 4 600% DUE 04/01/21	35,000 00		36,942 61	38,368 05
JPMORGAN CHASE & CO				
CPN 4 625% DUE 05/10/21	35,000 00		34,671 70	37,730 00
BANK OF AMERICA CORP SR NOTES				
CPN 5 000% DUE 05/13/21	50,000 00		55,269 38	54,638 50
AT&T INC				
CPN 4 450% DUE 05/15/21	35,000 00		37,286 17	36,849 05
HEWLETT PACKARD CO				
CPN 4 300% DUE 06/01/21	35,000 00		34,576 15	35,474 25
VERIZON COMMUNICATIONS INC				
CPN 3 500% DUE 11/01/21	35,000 00		35,107 29	34,748 35
BECTON DICKINSON & CO				
CPN 3 125% DUE 11/08/21	55,000 00		55,915 85	53,314 80
HALLIBURTON CO SR				
CPN 3 250% DUE 11/15/21	35,000 00		34,884 50	34,625 50
PERKINELMER INC				
CPN 5 000% DUE 11/15/21	45,000 00		46,238 19	45,409 05
QWEST CORP				
CPN 6 750% DUE 12/01/21	65,000 00		76,408 98	71,172 40
STANLEY BLACK & DECKER INC				
CPN 3 400% DUE 12/01/21	35,000 00		34,964 30	34,388 90
CITIGROUP INC				
CPN 4 500% DUE 01/14/22	35,000 00		35,067 13	37,089 85
WELLS FARGO & CO				
CPN 3 500% DUE 03/08/22	30,000 00		31,522 30	30,007 80
WEATHERFORD INTL LTD				
CPN 4 500% DUE 04/15/22	65,000 00		66,125 37	65,409 50
ANHEUSER BUSCH INBEV WORLDWIDE				
CPN 2 500% DUE 07/15/22	65,000 00		66,196 41	60,123 05
U S BANCORP				
CPN 2 950% DUE 07/15/22	65,000 00		65,868 08	60,393 45
NUCOR CORP				
CPN 4 125% DUE 09/15/22	65,000 00		72,381 86	65,276 90
FORD MTR CR CO				
CPN 4 250% DUE 09/20/22	65,000 00		65,164 45	65,299 00

Statement 16
Form 990-PF, Part II, Line 10a, 10b, 10c, and 13
Investments - US and State Government Obligations, Corporate Stocks, Corporate Bonds and Other

Description	Qty	Val. Method	Book Value	Fair Value
JPMORGAN CHASE & CO				
CPN 3 250% DUE 09/23/22	30,000 00		29,817 60	28,749 60
PNC BK N A				
CPN 2 700% DUE 11/01/22	30,000 00		29,997 30	27,194 10
INTEL CORP				
CPN 2 700% DUE 12/15/22	60,000 00		59,085 60	55,308 60
GENERAL ELECTRIC CAP CORP				
CPN 3 100% DUE 01/09/23	35,000 00		34,463 70	33,206 60
MERCK & CO INC				
CPN 2 800% DUE 05/18/23	50,000 00		46,459 05	46,289 00
DUKE ENERGY OHIO INC				
CPN 3 800% DUE 09/01/23	45,000 00		45,238 82	44,977 50
U S AIRWAYS GROUP INC				
CPN 7 125% DUE 04/22/25	35,000 00		30,274 75	35,931 35
CONTINENTAL AIRLS INC				
CPN 4 000% DUE 04/29/26	65,000 00		65,812 50	64,675 00
Subtotal Corporate Bonds			1,391,740 96	1,362,540 90
Grand total Corporate Bonds			**2,378,821.79**	**2,352,508.58**
RBC Account No. xxx-xx558				
ALPS ETF TR ALERIAN MLP	13,808	Cost	217,981 25	245,644 32
ALTRIA GROUP	1,409	Cost	45,960 95	54,091 51
CHEVRON CORP	457	Cost	54,973 64	57,083 87
DARDEN RESTAURANTS INC	1,100	Cost	55,196 25	59,807 00
DIAMOND OFFSHORE DRILLING INC	979	Cost	61,982 52	55,724 68
DOMINION RESOURCES INC	858	Cost	45,052 81	55,504 02
ELI LILLY & CO	1,065	Cost	48,045 49	54,315 00
LOCKHEED MARTIN CORP	517	Cost	47,773 64	76,857 22
LORILLARD INC	1,104	Cost	42,415 62	55,950 72
MERCK & CO	1,102	Cost	47,000 31	55,155 10
MICROCHIP TECHNOLOGIES INC	1,461	Cost	45,439 08	65,379 75
BANK OF MONTREAL	776	Cost	46,630 78	51,728 16
BANK OF NOVA SCOTIA	915	Cost	53,747 10	57,233 25
BCE INC	1,222		53,460 41	52,900 38
ISHARES MSCI EMERGING MKTS ETF	1,309		54,752 17	54,709 66
ANNALY CAPITAL MANAGEMENT INC	8,500		85,887 80	84,745 00
HEALTH CARE REIT INC	961		57,029 79	51,480 77
NATIONAL RETAIL PROPERTIES INC	1,723	Cost	53,802 88	52,258 59
Subtotal Corporate Stocks		Cost	1,117,132 49	1,240,569 00
RBC Account No. xxx-xx559				
COCA COLA ENTERPRISES	347		10,002 89	15,313 11
MERCADOLIBRE INC	62		7,351 41	6,682 98
ACE LIMITED AMR HOLDINGS PLC	180		11,853 08	18,635 40
ARM HOLDINGS PLC ADR	219		5,662 29	11,986 09
ASML HOLDING N V	182		10,826 23	17,053 40

Statement 16
Form 990-PF, Part II, Line 10a, 10b, 10c, and 13
Investments - US and State Government Obligations, Corporate Stocks, Corporate Bonds and Other

Description	Qty	Val. Method	Book Value	Fair Value
ASOS PLC	123		7,896 94	12,475 77
BRF SA	544		9,401 05	11,353 28
CANADIAN NATIONAL RAILWAY	322		12,358 35	18,360 44
CANADIAN PACIFIC RAILWAY	119		14,304 11	18,007 08
CORE LABORATORIES NV	74		8,299 14	14,130 30
COVIDIEN PLC	223		12,458 56	15,186 30
FANUC CORPORATION ADR	442		11,664 41	13,492 05
INDUSTRIA DE DISENO TEXTIL ADR	469		13,003 90	15,484 50
JERONIMO MARTINS SGPS ADR	188		5,934 84	7,364 90
LARARD LTD	373		9,775 19	16,904 36
LVMH MOET HENNESSY LOUIS VUITTON ADR	239		7,558 18	8,733 78
NESTLE SA ADR	220		13,157 91	16,153 28
NOVO NORDISK ADR	90		11,948 82	16,628 40
NOVOZYMES ADR	334		9,776 78	14,121 19
PERRIGO COMPANY PLC	101		15,689 30	15,499 46
SENSATA TECHNOLOGIES HOLDING NV	321		11,199 05	12,445 17
SGS SA ADR	716		12,772 88	16,520 27
SHOPRITE HOLDINGS LTD	526		10,657 51	8,236 11
SUN ART RETAIL GP LTD ADR	892		14,533 36	12,585 23
SVENSKA CELLULOSA AKTIEBOLAGET ADR	485		10,313 92	14,952 07
SYSMEX CORPORATION ADR	293		6,758 88	8,655 81
TAIWAN SEMICONDUCTOR MFG CO ADR	1,177		15,403 26	20,526 88
TENCENT HOLDINGS LIMITED ADR	267		9,290 51	17,031 66
WAL-MART DE MEXICO S A ADR	327		8,387 49	8,553 67
Subtotal Corporate Stocks			308,240 24	403,072 94
RBC Account No. xxx-xx560				
ALTRIA GROUP INC	250		6,913 26	9,597 50
AT&T INC	220		6,440 48	7,735 20
BOEING CO	80		4,989 60	10,919 20
CHEVRON CORPORATION	65		6,461 65	8,119 15
CISCO SYSTEMS INC	335		6,832 86	7,514 05
CONOCOPHILLIPS	135		7,196 73	9,537 75
CORNING	40		680 00	712 80
DIAMOND OFFSHORE DRILLING INC	115		8,124 85	6,545 80
DOMINION RESOURCES INC	90		4,518 90	5,822 10
E I DU PONT DE NEMOURS & CO	145		6,437 00	9,420 65
ELI LILLY & CO	190		7,293 18	9,690 00
GENERAL ELECTRIC CO	365		5,974 50	10,230 95
GENUINE PARTS CO	90		4,937 40	7,487 10
INTEL CORP	340		8,041 33	8,824 70
JOHNSON & JOHNSON	115		7,370 84	10,532 85
JPMORGAN CHASE & CO	100		4,589 78	5,848 00
KIMBERLY CLARK CORP	70		5,020 90	7,312 20
MERCK & CO	180		5,876 98	9,009 00
METLIFE INC	150		6,062 22	8,088 00
MICROSOFT CORP	250		6,789 60	9,352 50
NEXTERA ENERGY INC	125		6,841 24	10,702 50

Statement 16
Form 990-PF, Part II, Line 10a, 10b, 10c, and 13
Investments - US and State Government Obligations, Corporate Stocks, Corporate Bonds and Other

Description	Qty	Val. Method	Book Value	Fair Value
PHILIP MORRIS INTERNATIONAL	90		6,058 80	7,841 70
RAYTHEON CO	130		6,672 91	11,791 00
THE TRAVELERS COMPANIES	110		5,506 33	9,959 40
3M COMPANY	65		4,995 25	9,116 25
ASTRAZENECA PLC	170		7,973 53	10,092 90
BCE INC	175		7,727 53	7,575 75
DIAGEO PLC ADR	75		6,028 50	9,931 50
HSBC HOLDINGS PLC ADR	145		5,968 19	7,993 85
ROYAL DUTCH SHELL PLC ADR	125		8,666 05	9,388 75
UNILEVER NV ADR	195		6,554 03	7,844 85
VODAFONE GROUP PLC ADR	290		8,017 89	11,399 90
HCP INC	165		5,812 40	5,992 80
HEALTH CARE REIT INC	125		5,560 74	6,696 25
Subtotal Corporate Stocks			212,935 45	288,626 90
RBC Account No. xxx-xx561				
ALCOA INC	431		3,824 40	4,581 53
ANALOG DEVICES INC	59		2,055 48	3,004 87
APPLIED MATERIALS INC	125		1,923 41	2,210 00
AVERY DENNISON CORP	52		1,413 28	2,609 88
BABCOCK & WILCOX CO	93		2,137 20	3,179 67
BOSTON SCIENTIFIC CORP	327		2,058 43	3,930 54
BROADBRIDGE FINANCIAL SOLUTIONS	145		3,180 25	5,730 40
CABLEVISION SYSTEMS CORP CL A	94		1,492 03	1,685 42
CHUBB CORP	46		2,865 16	4,444 98
CINEMARK HLDGS INC	95		2,725 20	3,166 35
CLOROX CO	34		2,276 80	3,153 84
COACH INC	36		2,024 63	2,020 68
DIEBOLD INC	64		1,933 04	2,112 64
DUKE ENERGY CORPORATION	42		2,434 33	2,898 42
ENTERGY CORP	34		2,262 57	2,151 18
EXPEDITORS INTERNATIONAL OF WASH	48		2,039 85	2,124 00
FIRST AMERICAN FINANCIAL CORP	175		2,730 06	4,935 00
GENUINE PARTS CO	53		3,034 63	4,409 07
HAEMONETICS CORP-MASS	71		2,208 63	2,991 23
HASBRO INC	94		3,222 06	5,170 94
ITC HOLDINGS CORP	21		1,638 86	2,012 22
JANUS CAPITAL GROUP INC	209		1,931 79	2,585 33
KOHLS CORP	75		3,565 97	4,256 25
LEIDOS HOLDINGS INC	56		1,844 29	2,603 44
M & T BANK CORP	41		3,065 95	4,773 22
MATTEL CORP	107		2,841 11	5,091 06
MCKESSON CORP	35		2,564 10	5,649 00
NATIONAL FUEL GAS CO	61		3,403 07	4,355 40
NEW YORK COMMUNITY BANCORP	236		3,006 69	3,976 60
NISOURCE INC	99		2,137 87	3,255 12
OLD REPUBLIC INTL CORP	282		2,860 99	4,870 14
OMNICOM GROUP INC	45		1,852 35	3,346 65

Statement 16
Form 990-PF, Part II, Line 10a, 10b, 10c, and 13
Investments - US and State Government Obligations, Corporate Stocks, Corporate Bonds and Other

Description	Qty	Val. Method	Book Value	Fair Value
PEABODY ENERGY CORPORATION	104		1,926 92	2,031 12
QUEST DIAGNOSTICS	32		2,000 12	1,713 28
REGAL ENTERTAINMENT GROUP	180		2,545 96	3,501 00
ROCKWELL COLLINS	53		3,189 58	3,917 76
SCIENCE APPLICATIONS INTERNATIONAL	32		841 44	1,058 24
SEMPRA ENERGY	34		1,763 08	3,051 84
SONOCO PRODUCTS CO	80		2,463 82	3,337 60
ST JUDE MEDICAL	89		3,338 86	5,513 55
STAPLES INC	202		2,927 81	3,209 78
SUNTRUST BANKS INC	123		2,330 51	4,527 63
SYSCO CORP	106		3,304 17	3,826 60
TECO ENERGY INC	151		2,639 79	2,603 24
TELEPHONE & DATA SYSTEMS INC	96		1,838 39	2,474 88
VERIFONE SYSTEMS INC	75		2,641 37	2,011 50
W R GRACE & CO-DEL	33		1,509 75	3,262 71
XCEL ENERGY INC	64		1,587 35	1,788 16
XEROX CORP	373		2,779 07	4,539 41
ZIMMER HOLDINGS INC	45		2,474 86	4,193 55
AMDOCS LIMITED	51		2,072 52	2,103 24
ENDURANCE SPECIALTY HOLINDGS LTD	82		2,734 55	4,810 94
INVESCO LTD	152		3,308 93	5,532 80
ULTRA PETROLEUM CORP	91		2,002 47	1,970 15
AMERICAN CAPITAL AGENCY CORP	110		3,126 48	2,121 90
BRANDYWINE REALTY TRUST	160		1,164 34	2,254 40
HCP INC	74		2,673 42	2,687 68
HEALTH CARE REIT INC	59		2,746 08	3,160 63
SUN COMMUNITIES INC	84		3,170 72	3,581 76
Subtotal Corporate Stocks			143,656 84	198,070 42
RBC Account No. xxx-xx563				
A O SMITH CORP	108		2,330 37	5,825 52
ACTUANT CORPORATION	126		2,959 29	4,616 64
AFFILIATED MANAGERS GROUP INC	24		2,256 53	5,205 12
AKORN INC	382		5,558 24	9,404 84
ALIGN TECHNOLOGY INC	60		1,978 92	3,428 40
ANSYS INC	54		3,160 19	4,708 80
APPROACH RESOURCES INC	98		2,553 75	1,891 40
BANKUNITED INC	142		3,256 89	4,674 64
BEACON ROOFING SUPPLY	119		3,652 52	4,793 32
BUFFALO WILD WINGS INC	19		1,625 91	2,796 80
CARDTRONICS INC	109		3,298 55	4,736 05
CLARCOR INC	33		1,543 20	2,123 55
COLFAX CORPORATION	100		2,615 26	6,369 00
DECKERS OUTDOOR CORP	34		2,963 06	2,871 64
DICE HLDGS INC	253		2,296 35	1,834 25
ELLIE MAE INC	61		1,354 57	1,639 07
EPAM SYSTEMS INC	117		3,121 37	4,087 98
FRESH MARKET INC	38		2,049 74	1,539 00

Statement 16
Form 990-PF, Part II, Line 10a, 10b, 10c, and 13
Investments - US and State Government Obligations, Corporate Stocks, Corporate Bonds and Other

Description	Qty	Val. Method	Book Value	Fair Value
GLOBUS MEDICAL INC	188		3,072 84	3,793 84
GROUP 1 AUTOMOTIVE INC	56		4,258 22	3,977 12
GULFPORT ENERGY CORP	96		2,709 33	6,060 48
HALCON RESOURCES CORPORATION	234		1,777 89	903 24
HITTITE MICROWAVE CORP	65		3,465 00	4,012 45
HSN INC	63		3,290 68	3,924 90
INVENSENSE INC	199		3,393 90	4,135 22
KEYW HOLDING CORP	119		1,812 38	1,599 36
LKQ CORPORATION	137		2,338 02	4,507 30
MAXIMUS INC	67		2,422 78	2,947 33
MIDDLEBY CORP	28		2,494 98	6,712 27
MWI VETERINARY SUPPLY INC	36		2,739 02	6,118 78
NPS PHARMACEUTICALS INC	177		1,856 02	5,373 72
OASIS PETROLEUM INC	97		2,714 21	4,556 09
OMNICELL INC	167		2,571 99	4,263 51
PORTFOLIO RECOVERY ASSOCIATES INC	114		3,318 48	6,023 76
PROOFPOINT INC	97		1,935 54	3,217 49
PROSPERITY BANCSHARES INC	34		1,320 06	2,155 26
QUESTCOR PHARMACEUTICALS INC	91		3,459 71	4,954 95
REALPAGE INC	116		2,571 50	2,712 08
SAPIENT CORP	142		2,246 62	2,465 12
SEACHANGE INTERNATIONAL INC	158		1,859 79	1,921 28
SIRONA DENTAL SYSTEMS INC	32		1,501 66	2,246 40
SOLERA HOLDINGS INC	73		3,576 26	5,165 48
SPECTRANETICS CORP	171		3,445 16	4,275 00
SYNCHRONOSS TECHNOLOGIES INC	123		2,648 70	3,821 61
TEXAS ROADHOUSE INC	138		2,435 83	3,836 40
TRIMAS CORP	54		2,253 74	2,154 06
TRIUMPH GROUP INC	57		3,121 52	4,335 99
UNITED NATURAL FOODS INC	34		2,068 75	2,563 26
VIRTUSA CORP	106		1,698 47	4,037 54
VITAMIN SHOPPE INC	64		2,653 96	3,328 64
WAGEWORKS INC	94		1,215 85	5,587 36
WASTE CONNECTIONS INC	122		3,998 49	5,322 86
WATSCO INC	54		4,067 79	5,187 24
WEX INC	77		4,037 53	7,625 31
WOLVERINE WORLD WIDE INC	170		3,259 31	5,773 20
Subtotal Corporate Stocks			148,186 69	224,141 92
RBC Account No. xxx-xx564				
ABBOTT LABORATORIES	521		16,481 61	19,969 93
ALLERGAN INC	183		16,213 28	20,327 64
APPLE INC	22		12,904 22	12,342 44
AUTOMATIC DATA PROCESSING	117		8,578 51	9,453 48
EBAY INC	290		15,261 18	15,910 85
FACEBOOK INC	158		5,779 52	8,634 54
FACTSET RESEARCH SYSTEMS INC	92		9,004 61	9,989 36
FASTENAL CO	107		5,574 94	5,083 57

Statement 16
Form 990-PF, Part II, Line 10a, 10b, 10c, and 13
Investments - US and State Government Obligations, Corporate Stocks, Corporate Bonds and Other

Description	Qty	Val. Method	Book Value	Fair Value
GARTNER INC	160		9,663 86	11,368 00
GOOGLE INC	26		16,343 41	29,138 46
MASTERCARD INCORPORATED	9		5,615 64	7,519 14
NIKE INC CL B	253		12,640 80	19,895 92
ORACLE CORPORATION	522		16,832 31	19,971 72
PRICE T ROWE GROUP INC	248		14,014 98	20,774 96
QUALCOMM INC	285		16,390 87	21,161 25
STARBUCKS CORP	232		10,637 22	18,186 48
TJX COMPANIES INC	99		6,161 06	6,309 27
VISA INC CL A COMMON	108		18,228 64	24,049 44
W W GRAINGER INC	44		10,096 31	11,238 48
ACCENTURE PLC IRELAND	195		11,962 27	16,032 90
Subtotal Corporate Stocks			238,385 24	307,357 83
Grand total Corporate Stocks			**2,168,536.95**	**2,661,839.01**

- 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).

Enter filer's identifying number, see instructions

Type or print File by the extended due date for filing your return See instructions	Name of exempt organization or other filer, see instructions Esping Family Foundation	Employer identification number (EIN) or 75-2702676
	Number, street, and room or suite number If a P O box, see instructions Evelyn H. Moses, CPA 3541 Marquette	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions Dallas, TX 75225	

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

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (section 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 care of ► Heather H. Esping
  Telephone No. ► (214) 849-9808 Fax No. ► (214) 849-9823
- 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 11/15 , 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 Due to circumstances beyond the taxpayer's control, certain partnership tax information needed to file an accurate and complete return is still not available at this date.

8 a	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.	**8 a**	$ 2,363.
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	**8 b**	$ 9,633.
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 .	**8 c**	$ 0.

Signature and Verification must be completed for Part II only.

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

Signature ► Title ► CPA for the taxpayer Date ► 8/12/14

Form **8868**
(Rev January 2014)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

► **File a separate application for each return.**
► **Information about Form 8868 and its instructions is at *www.irs.gov/form8868.***

OMB No 1545 1709

- 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 extention 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 Esping Family Foundation	Employer identification number (EIN) or 75-2702676
	Number, street, and room or suite number If a P O box, see instructions 2828 Routh Street #500	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions Dallas, TX 75201	

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

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-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 (section 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 ► Heather H. Esping

Telephone No ► (214) 849-9808 Fax No ► (214) 849-9823

- 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 8/15, 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

3 a 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	3 a	$ 2,363.
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	3 b	$ 9,633.
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	3 c	$ 0.

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

BAA For Privacy Act and Paperwork Reduction Act Notice, see instructions.