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Return of Private Foundation

2013

Department of the Treasury
Internal Revenue Service

or Section 4947(a)(1) Trust Treated as Private Foundation
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Open to Public Inspection

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

For calendar year 2013 or tax year beginning

, and ending

Name of foundation THE NEW COVENANT FOUNDATION		A Employer identification number 75-2820210
Number and street (or P O box number if mail is not delivered to street address) 1901 N. AKARD STREET	Room/suite	B Telephone number 214-522-5160
City or town, state or province, country, and ZIP or foreign postal code DALLAS, TX 75201		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 12,020,745	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)	
Revenue	1 Contributions, gifts, grants, etc., received			N/A		
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
	3 Interest on savings and temporary cash investments	37,197.	37,197.		STATEMENT 1	
	4 Dividends and interest from securities	326,381.	326,381.		STATEMENT 2	
	5a Gross rents	458.	458.		STATEMENT 3	
	b Net rental income or (loss)	458.				
	6a Net gain or (loss) from sale of assets not on line 10	280,902.				
	b Gross sales price for all assets on line 6a	1,811,467.				
	7 Capital gain net income (from Part IV, line 2)		280,902.			
	8 Net short-term capital gain					
	9 Income modifications					
	10a Gross sales less returns and allowances					
b Less Cost of goods sold						
c Gross profit or (loss)						
11 Other income	141,333.	141,333.		STATEMENT 4		
12 Total. Add lines 1 through 11	786,271.	786,271.				
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.	
	14 Other employee salaries and wages					
	15 Pension plans, employee benefits					
	16a Legal fees					
	b Accounting fees					
	c Other professional fees					
	17 Interest					
	18 Taxes	STMT 5	18,893.	7,036.		0.
	19 Depreciation and depletion					
	20 Occupancy		10,603.	0.		0.
	21 Travel, conferences, and meetings					
	22 Printing and publications					
	23 Other expenses	STMT 6	137,929.	137,926.		3.
	24 Total operating and administrative expenses. Add lines 13 through 23		167,425.	144,962.		3.
	25 Contributions, gifts, grants paid		803,164.			803,164.
26 Total expenses and disbursements. Add lines 24 and 25		970,589.	144,962.		803,167.	
27 Subtract line 26 from line 12		-184,318.				
a Excess of revenue over expenses and disbursements			641,309.			
b Net investment income (if negative, enter -0-)						
c Adjusted net income (if negative, enter -0-)				N/A		

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	58,889.	20,463.	20,463.
	2 Savings and temporary cash investments	397,754.	180,759.	180,759.
	3 Accounts receivable			
	Less allowance for doubtful accounts			
	4 Pledges receivable			
	Less allowance for doubtful accounts			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable			
	Less allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	6,537.		
	10a Investments - U S and state government obligations			
	b Investments - corporate stock STMT 7	4,537,065.	4,507,343.	5,100,690.
	c Investments - corporate bonds STMT 8	2,544,495.	2,444,305.	2,393,064.
	11 Investments - land, buildings, and equipment basis			
Less accumulated depreciation				
12 Investments - mortgage loans				
13 Investments - other STMT 9	3,315,403.	3,522,955.	3,677,554.	
14 Land, buildings, and equipment basis STMT 9	133,929.			
Less accumulated depreciation				
15 Other assets (describe STATEMENT 10)	514,286.	514,286.	514,286.	
16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item 1)	11,508,358.	11,324,040.	12,020,745.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe)			
23 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. <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.	
29 Retained earnings, accumulated income, endowment, or other funds	11,508,358.	11,324,040.		
30 Total net assets or fund balances	11,508,358.	11,324,040.		
31 Total liabilities and net assets/fund balances	11,508,358.	11,324,040.		

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	11,508,358.
2 Enter amount from Part I, line 27a	2	-184,318.
3 Other increases not included in line 2 (itemize)	3	0.
4 Add lines 1, 2, and 3	4	11,324,040.
5 Decreases not included in line 2 (itemize)	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	11,324,040.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a			
b SEE ATTACHED STATEMENT			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 1,811,467.		1,530,565.	280,902.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			
b			
c			
d			
e			280,902.

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	280,902.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8		3	N/A

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
 If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries	(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
	2012	184,100.	10,547,148.	.017455
	2011	428,696.	9,137,858.	.046914
	2010	128,420.	5,673,375.	.022636
	2009	23,502.	248,813.	.094456
	2008	1,426,616.	1,508,768.	.945550
2 Total of line 1, column (d)				2 1.127011
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 .225402
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5				4 10,322,687.
5 Multiply line 4 by line 3				5 2,326,754.
6 Enter 1% of net investment income (1% of Part I, line 27b)				6 6,413.
7 Add lines 5 and 6				7 2,333,167.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions				8 803,167.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)		1	12,826.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0.
3 Add lines 1 and 2		3	12,826.
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	12,826.
6 Credits/Payments			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	11,857.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d	7	11,857.	
8 Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	969.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be Credited to 2014 estimated tax <input type="checkbox"/> Refunded <input checked="" type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 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.		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
4b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		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?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> 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	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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)			X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	X		
14	The books are in care of ▶ NANCY C. SEAY Telephone no ▶ 214-522-5160 Located at ▶ 1901 N. AKARD STREET, DALLAS, TX ZIP+4 ▶ 75201			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A			
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶		Yes	No X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here N/A	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	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b	X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No
 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? Yes No
 If "Yes" to 6b, file Form 8870

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

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

	5b	X
	6b	X
	7b	

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NANCY C SEAY 1901 N. AKARD STREET DALLAS, TX 75201	TRUSTEE 5.00	0.	0.	0.
GEORGE E. SEAY, III 325 N. ST. PAUL, SUITE 3500 DALLAS, TX 75201	TRUSTEE 2.00	0.	0.	0.
GEORGE E. SEAY, JR. 1901 N. AKARD STREET DALLAS, TX 75201	TRUSTEE 0.00	0.	0.	0.
PAULINE S. NEUHOFF 1901 N. AKARD STREET DALLAS, TX 75201	TRUSTEE 0.00	0.	0.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

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

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services 0

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

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

Part X

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

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	6,725,966.
b	Average of monthly cash balances	1b	342,738.
c	Fair market value of all other assets	1c	3,411,181.
d	Total (add lines 1a, b, and c)	1d	10,479,885.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	10,479,885.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	157,198.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	10,322,687.
6	Minimum investment return. Enter 5% of line 5	6	516,134.

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	516,134.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	12,826.
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	1,550.
c	Add lines 2a and 2b	2c	14,376.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	501,758.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	501,758.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	501,758.

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	803,167.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	803,167.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	803,167.

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				501,758.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2013				
a From 2008	1,150,757.			
b From 2009	11,061.			
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	1,161,818.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$	803,167.			
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				501,758.
e Remaining amount distributed out of corpus	301,409.			
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:	1,463,227.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	1,150,757.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	312,470.			
10 Analysis of line 9				
a Excess from 2009	11,061.			
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013	301,409.			

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

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

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

NANCY C SEAY
 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
 N/A

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

c Any submission deadlines

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors
CONTRIBUTIONS ARE GENERALLY MADE TO CHARITABLE ORGANIZATIONS WITHIN THE STATE OF TEXAS

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				
AMERICAN FOUNDATION FOR THE BLIND 11030 ABLES LANES DALLAS, TX 75229	NONE	PUBLIC CHARITY	COMMUNITY SERVICE	5,000.
BRAVELOVE 3100 MONTICELLO, STE. 860 DALLAS, TX 75205	NONE	PUBLIC CHARITY	FAMILY SERVICES	1,000.
CAPE 180 3315 S. BROADWAY ENGLEWOOD, CO 80113	NONE	PUBLIC CHARITY	FAMILY SERVICES	10,000.
CRU PO BOX 628222 ORLANDO, FL 32832	NONE	PUBLIC CHARITY	RELIGIOUS	1,200.
DALLAS THEOLOGICAL SEMINARY 3909 SWISS AVE. DALLAS, TX 75204	NONE	PUBLIC CHARITY	RELIGIOUS	5,000.
Total SEE CONTINUATION SHEET(S) ▶ 3a				803,164.
b Approved for future payment				
NONE				
Total				0.

THE NEW COVENANT FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a CREDIT SUISSE ENDING 8638 - SEE ATTACHED		VARIOUS	06/04/13
b CHARLES SCHWAB ENDING 3181 - SEE ATTACHED		VARIOUS	12/31/13
c CHARLES SCHWAB ENDING 3181 - SEE ATTACHED		VARIOUS	12/31/13
d CHARLES SCHWAB ENDING 8252 - SEE ATTACHED		VARIOUS	12/31/13
e CHARLES SCHWAB ENDING 8252 - SEE ATTACHED		VARIOUS	12/31/13
f ASHMORE LOCAL CURRENCY FUND	P		
g ANNANDALE GLOBAL SELECT STRATEGIES FUND, LP			
h ANNANDALE GLOBAL SELECT STRATEGIES FUND, LP			
i ANNANDALE PARTNERS LP			
j ANNANDALE PARTNERS LP			
k			
l			
m			
n			
o			

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	607,408.		566,683.	40,725.
b	196,900.		192,654.	4,246.
c	672,715.		577,428.	95,287.
d	52,223.		47,233.	4,990.
e	160,387.		146,567.	13,820.
f	153.			153.
g	1,065.			1,065.
h	122,681.			122,681.
i	2.			2.
j	-2,067.			-2,067.
k				
l				
m				
n				
o				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			40,725.
b			4,246.
c			95,287.
d			4,990.
e			13,820.
f			153.
g			1,065.
h			122,681.
i			2.
j			-2,067.
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	280,902.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8	3	N/A

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
ETHICS AND PUBLIC POLICY CENT 1730 M ST. NW STE. 910 WASHINGTON, DC 20036	NONE	PUBLIC CHARITY	PUBLIC POLICY	25,000.
HIGHLAND PARK ISD EDUCATION FOUNDATION 4201 GRASSMERE LANE DALLAS, TX 75205	NONE	PUBLIC CHARITY	EDUCATIONAL	5,000.
HIGHLAND PARK PRESBYTERIAN CHURCH 3821 UNIVERSITY BOULEVARD DALLAS, TX 75205	NONE	PUBLIC CHARITY	RELIGIOUS	65,000.
INTERVARSITY CHRISTIAN FELLOWSHIP/USA P.O. BOX 7895 MADISON, WI 53707	NONE	PUBLIC CHARITY	RELIGIOUS	1,000.
JUNIOR LEAGUE OF DALLAS 8003 INWOOD ROAD DALLAS, TX 75209	NONE	PUBLIC CHARITY	COMMUNITY SERVICE	1,000.
LANGHAM PARTNERSHIP USA PO BOX 189 CAVE CREEK, AZ 85327	NONE	PUBLIC CHARITY	RELIGIOUS	174,689.
M.D. ANDERSON CANCER CENTER 1515 HOLCOMBE BLVD. HOUSTON, TX 77030	NONE	PUBLIC CHARITY	MEDICAL	10,000.
MAYO FOUNDATION 200 FIRST ST. SW ROCHESTER, MN 55905	NONE	PUBLIC CHARITY	MEDICAL	10,000.
MIRACLE SAT PO BOX 1532 COLORADO SPRINGS, CO 80901	NONE	PUBLIC CHARITY	RELIGIOUS	4,200.
PARKINSON VOICE PROJECT 646 COIT RD. #2250 RICHARDSON, TX 75080	NONE	PUBLIC CHARITY	MEDICAL	11,975.
Total from continuation sheets				780,964.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
PAY IT FORWARD 1 HAVEN FOR HOPE WAY, BLDG 3, STE. 2,455 SAN ANTONIO, TX 78207	NONE	PUBLIC CHARITY	RELIGIOUS	38,500.
PRACTICE MINISTRIES 8117 PRESTON ROAD, SUITE 300W DALLAS, TX 75225	NONE	PUBLIC CHARITY	RELIGIOUS	500.
PRESBYTERIAN CHILDREN'S HOME AND SERVICES 4407 BEE CAVE RD, STE. 520 AUSTIN, TX 78746	NONE	PUBLIC CHARITY	FAMILY SERVICES	100.
S.M. WRIGHT FOUNDATION 2201 MAIN STREET, SUITE 805 DALLAS, TX 75201	NONE	PUBLIC CHARITY	COMMUNITY SERVICE	1,000.
SKY RANCH KENYA SCHOOL 600 N. PEARL ST., STE. 600, LB 148 DALLAS, TX 75201	NONE	PUBLIC CHARITY	EDUCATIONAL	12,000.
TEXAS EXES SCHOLARSHIP FOUNDATION UNIVERSITY OF TEXAS AT AUSTIN, PO BOX 7278 AUSTIN, TX 78713	NONE	PUBLIC CHARITY	EDUCATIONAL	100,000.
TEXAS SCOTTISH RITE HOSPITAL FOR CHILDREN 2222 WELLBORN STREET DALLAS, TX 75219	NONE	PUBLIC CHARITY	MEDICAL	1,000.
THE STEWPOT ALLIANCE 4516 LOVERS LANE, SUITE 229 DALLAS, TX 75225	NONE	PUBLIC CHARITY	COMMUNITY SERVICE	2,000.
THOMAS JEFFERSON ALUMNI ASSOCIATION 6750 BRADBURY LANE DALLAS, TX 75230	NONE	PUBLIC CHARITY	EDUCATIONAL	3,500.
TROPICAL HEALTH ALLIANCE FOUNDATION PO BOX 1270 LOMA LINDA, CA 92354	NONE	PUBLIC CHARITY	COMMUNITY SERVICE	2,000.
Total from continuation sheets				

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
ANNANDALE GLOBAL SELECT STRATEGIES FUND	37,129.	37,129.	
ANNANDALE PARTNERS, LP	68.	68.	
TOTAL TO PART I, LINE 3	37,197.	37,197.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
AMERICAN NATIONAL BANK	1,157.	0.	1,157.	1,157.	
ANNANDALE GLOBAL SELECT STRATEGIES FUND	45,722.	0.	45,722.	45,722.	
ANNANDALE PARTNERS, LP	81.	0.	81.	81.	
CREDIT SUISSE SCHWAB INSTITUTIONAL	1,391.	0.	1,391.	1,391.	
TO PART I, LINE 4	278,030.	0.	278,030.	278,030.	
	326,381.	0.	326,381.	326,381.	

FORM 990-PF RENTAL INCOME STATEMENT 3

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
ANNANDALE PARTNERS, LP	1	
DENTON FARM LEASE	2	458.
TOTAL TO FORM 990-PF, PART I, LINE 5A		458.

FORM 990-PF	OTHER INCOME		STATEMENT	4
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	
ANNANDALE PARTNERS, LP - ORDINARY INCOME	977.	977.		
ANNANDALE PARTNERS, LP - ORDINARY INCOME	26.	26.		
ANNANDALE GLOBAL SELECT STRATEGIES FUND - ORDINARY INCOME	14,521.	14,521.		
ANNANDALE GLOBAL SELECT STRATEGIES FUND - ORDINARY INCOME	40,202.	40,202.		
DEVON ENERGY PRODUCTION CO LP	85,603.	85,603.		
ANNANDALE GLOBAL SELECT STRATEGIES FUND - ORDINARY INCOME	4.	4.		
TOTAL TO FORM 990-PF, PART I, LINE 11	141,333.	141,333.		

FORM 990-PF	TAXES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
SEVERANCE TAXES	3,102.	3,102.		0.	
PROPERTY TAXES	3,934.	3,934.		0.	
FEDERAL TAXES	11,857.	0.		0.	
TO FORM 990-PF, PG 1, LN 18	18,893.	7,036.		0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
MONEY MANAGEMENT FEES	73,720.	73,720.		0.	
BANK FEES	90.	90.		0.	
OTHER ROYALTY DEDUCTIONS	10,081.	10,081.		0.	
BOOKEEPING EXPENSE	2,128.	2,128.		0.	
FOREIGN TAXES	1,577.	1,577.		0.	
INVESTMENT INTEREST EXPENSE	17,498.	17,498.		0.	
OTHER INVESTMENT EXPENSE	10,371.	10,371.		0.	
CHARITABLE CONTRIBUTIONS	3.	0.		3.	

OTHER PASSTHROUGH DEDUCTIONS	15,743.	15,743.	0.
MISCELLANEOUS	103.	103.	0.
SALARIES	6,013.	6,013.	0.
UTILITIES	352.	352.	0.
POSTAGE	46.	46.	0.
DELIVERY	204.	204.	0.
TO FORM 990-PF, PG 1, LN 23	137,929.	137,926.	3.

FORM 990-PF CORPORATE STOCK STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
INVESTMENT IN AMERICAN NATIONAL BANK STOCK	770,400.	770,400.
INVESTMENT IN STOCK - CREDIT SUISSE BROKERAGE ACCOUNT	0.	0.
INVESTMENT IN STOCK - CHARLES SCHWAB 3181 BROKERAGE ACCOUNT	3,487,076.	4,027,321.
INVESTMENT IN STOCK - CHARLES SCHWAB 8252 BROKERAGE ACCOUNT	249,867.	302,969.
TOTAL TO FORM 990-PF, PART II, LINE 10B	4,507,343.	5,100,690.

FORM 990-PF CORPORATE BONDS STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
INVESTMENT IN BONDS - CHARLES SCHWAB 3181 BROKERAGE ACCOUNT	2,444,305.	2,393,064.
TOTAL TO FORM 990-PF, PART II, LINE 10C	2,444,305.	2,393,064.

FORM 990-PF OTHER INVESTMENTS STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
INVESTMENT IN ANNANDALE PARTNERS, LP	COST	18,138.	827.
INVESTMENT IN ANNANDALE GLOBAL SELECT STRATEGIES FUND	COST	3,232,911.	3,404,821.
INVESTMENT IN ASHMORE FUND	COST	271,906.	271,906.
TOTAL TO FORM 990-PF, PART II, LINE 13		3,522,955.	3,677,554.

FORM 990-PF	OTHER ASSETS		STATEMENT 10
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ROYALTY INTEREST - DENTON COUNTY	514,286.	514,286.	514,286.
TO FORM 990-PF, PART II, LINE 15	514,286.	514,286.	514,286.

990-PF Attachment

New Covenant Foundation
E.I.N. # 75-2820210
ATTACHMENT TO 2012 FORM 990-PF
RETURN OF PRIVATE FOUNDATION

STATEMENT REQUIRED BY REG. §53.4945-5(d)

INFORMATION WITH RESPECT TO EXPENDITURE RESPONSIBILITY GRANTS

(1) Grantee: The Ute Trail Ranch Foundation, 325 N. St. Paul, Suite 3500, Dallas, TX 75201

(2) Date Paid in Current Tax Year: Total of \$302,000 received on June 25, 2013 (\$20,000), August 1, 2013 (\$175,000) and November 29, 2013 (\$107,500)

(3) Purpose: \$302,000 designated for improvements to Grantee's property used for Christian youth camp (\$4,726.67 for water treatment plant improvements, \$87,468.57 for construction of the chapel building, and 209,804.76 provided for future improvements)

(4) Amount of Grant Spent by Grantee: \$92,195.24

(5) Diversion:

The remaining \$209,804.76 is being held for additional improvements to be made to the camp grounds.

(6) Date of Report(s) Received from Grantee:

November 13, 2014

(7) Verification (Optional and when applicable)

The New Covenant Foundation shares board members with The Ute Trail Ranch Foundation and all books and records have been made available.