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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ 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

Open to Public Inspection

For calendar year 2013 or tax year beginning , and ending

Name of foundation: THE MASTERS FOUNDATION INC

A Employer identification number: 75-2883325

Number and street (or P O box number if mail is not delivered to street address): 4 SAVANNAH CIRCLE | Room/suite

B Telephone number (see instructions): 214-472-5000

City or town, state or province, country, and ZIP or foreign postal code: FRISCO TX 75034

C If exemption application is pending, check here ▶ ☐

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 1,909,548

J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis)

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

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Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue				
1 Contributions, gifts, grants, etc., received (attach schedule)	1,294,216			
2 Check ▶ ☐ if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	828	828	828	
4 Dividends and interest from securities				
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10				
b Gross sales price for all assets on line 6a				
7 Capital gain net income (from Part IV, line 2)		0		
8 Net short-term capital gain			0	
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule) Stmt 1	-25,593		-25,593	
12 **Total.** Add lines 1 through 11	1,269,451	828	-24,765	
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc	0			
14 Other employee salaries and wages	21,132			21,132
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule)				
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see instructions)				
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings	48,284			48,284
22 Printing and publications	1,254			1,254
23 Other expenses (att sch) Stmt 2	47,037			47,037
24 **Total operating and administrative expenses.** Add lines 13 through 23	117,707	0	0	117,707
25 Contributions, gifts, grants paid	953,040			953,040
26 **Total expenses and disbursements.** Add lines 24 and 25	1,070,747	0	0	1,070,747
27 Subtract line 26 from line 12				
a **Excess of revenue over expenses and disbursements**	198,704			
b **Net investment income** (if negative, enter -0-)		828		
c **Adjusted net income** (if negative, enter -0-)			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 (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash – non-interest-bearing	941,271	967,357	967,357
	2	Savings and temporary cash investments	222,529	223,307	223,307
	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 (att schedule) ▶			
		Less allowance for doubtful accounts ▶ 0			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments – U S and state government obligations (attach schedule)			
	b	Investments – corporate stock (attach schedule)			
	c	Investments – corporate bonds (attach schedule)			
	11	Investments – land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach sch) ▶			
	12	Investments – mortgage loans			
	13	Investments – other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ 441,824			
		Less accumulated depreciation (attach sch) ▶ Stmt 3	241,824	441,824	441,824
	15	Other assets (describe ▶ See Statement 4)	180,220	277,060	277,060
	16	**Total assets** (to be completed by all filers – see the instructions Also, see page 1, item I)	1,585,844	1,909,548	1,909,548
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ See Statement 5)		125,000	
	23	**Total liabilities** (add lines 17 through 22)	0	125,000	
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	1,585,844	1,909,548	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds		-125,000	
	30	**Total net assets or fund balances** (see instructions)	1,585,844	1,784,548	
	31	**Total liabilities and net assets/fund balances** (see instructions)	1,585,844	1,909,548	

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	1,585,844
2	Enter amount from Part I, line 27a	2	198,704
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	1,784,548
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	1,784,548

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Part IV Capital Gains and Losses for Tax on Investment Income

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
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

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 (col (b) divided by col (c))
2012	839,982	180,220	4.660870
2011	563,158	180,220	3.124836
2010	147,585	93,459	1.579142
2009	198,143	95,324	2.078627
2008	237,906	104,804	2.270009

2	Total of line 1, column (d)	2	13.713484
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	2.742697
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	239,773
5	Multiply line 4 by line 3	5	657,625
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	8
7	Add lines 5 and 6	7	657,633
8	Enter qualifying distributions from Part XII, line 4	8	1,271,944

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)

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b	1	8
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	8
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	8
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 — 6a		
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	
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	8
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** ▶ **Refunded** ▶	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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		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?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation. ▶ $ ______ **(2)** On foundation managers. ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ TX			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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.GRACEBRIDGE.US & WWW.MASTERCARES.ORG

14 The books are in care of ▶ CAROL LOPER / CARTER MORRIS Telephone no ▶ 214-472-5000

4 SAVANNAH CIRCLE

Located at ▶ FRISCO TX ZIP+4 ▶ 75034

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

			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? See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶	16		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?	☐ 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)?		1b		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?		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? If "Yes," list the years ▶ 20 , 20 , 20 , 20	☐ Yes ☒ No			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement – see instructions)		2b		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20 , 20 , 20 , 20				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ 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)	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)? (see instructions) ☐ Yes ☒ No				
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No				
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?		5b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐				
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No				
	If "Yes," attach the statement required by Regulations section 53 4945–5(d).				
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No				
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b		X
	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?	N/A	7b		

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

1 List all officers, directors, trustees, foundation managers and their compensation (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
CHARLES LOPER JR 4 SAVANNAH CIRCLE	FRISCO TX 75034	CHAIRMAN 20.00	0	0	0
CAROL LOPER 4 SAVANNAH CIRCLE	FRISCO TX 75034	BOARD MEMBER 1.00	0	0	0
CHARLES LOPER III 6 STONEBRIAR WAY	FRISCO TX 75034	CO-CHAIRMAN 1.00	0	0	0
JAMES BRADSHAW 9300 WADE BLVD STE 100	FRISCO TX 75035	CO-CHAIRMAN 1.00	0	0	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
CARTER MORRIS 1336 TIDWELL LN	CELINA TX 75034	MANAGER 35.00	21,132		

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 ▶		

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 See Statement 6	625,977
2 See Statement 7	504,370
3 See Statement 8	41,000
4 See Statement 9	16,033

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 ESCALANTE HOUSTON LLC	92,930
2 ABERDEEN JOINT VENTURE	45,459
All other program-related investments See instructions 3 See Statement 10	62,808
Total. Add lines 1 through 3 ▶	201,197

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	0
b	Average of monthly cash balances			1b	0
c	Fair market value of all other assets (see instructions)			1c	243,424
d	**Total** (add lines 1a, b, and c)			1d	243,424
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	243,424
4	Cash deemed held for charitable activities Enter 1½% of line 3 (for greater amount, see instructions)			4	3,651
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4			5	239,773
6	**Minimum investment return.** Enter 5% of line 5			6	11,989

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	11,989
2a	Tax on investment income for 2013 from Part VI, line 5	2a	8		
b	Income tax for 2013 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	8
3	Distributable amount before adjustments Subtract line 2c from line 1			3	11,981
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	11,981
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	11,981

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	1,070,747
b	Program-related investments – total from Part IX-B	1b	201,197
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	1,271,944
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	8
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,271,936

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					11,981
2 Undistributed income, if any, as of the end of 2013					
a Enter amount for 2012 only					
b Total for prior years 20____ , 20____ , 20____					
3 Excess distributions carryover, if any, to 2013					
a From 2008	289,243				
b From 2009	279,146				
c From 2010	192,886				
d From 2011	253,532				
e From 2012	524,893				
f **Total** of lines 3a through e		1,539,700			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 1,271,944					
a Applied to 2012, but not more than line 2a					
b Applied to undistributed income of prior years (Election required – see instructions)					
c Treated as distributions out of corpus (Election required – see instructions)					
d Applied to 2013 distributable amount					11,981
e Remaining amount distributed out of corpus		1,259,963			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))					
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		2,799,663			
b Prior years' undistributed income Subtract line 4b from line 2b					
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed					
d Subtract line 6c from line 6b Taxable amount – see instructions					
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount – see instructions					
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014					0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)					
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)		289,243			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a		2,510,420			
10 Analysis of line 9					
a Excess from 2009	279,146				
b Excess from 2010	192,886				
c Excess from 2011	253,532				
d Excess from 2012	524,893				
e Excess from 2013	1,259,963				

DAA

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

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

b Check box to indicate whether the 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
2a 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 activties 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))

CHARLES LOPER JR $447,704

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

N/A

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

CHARLES LOPER JR 214-472-5000
4 SAVANNAH CIRCLE FRISCO TX 75034

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

See Statement 11

c Any submission deadlines·

NO SPECIFIC DEADLINE

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

N/A

Form 990-PF (2013) THE MASTERS FOUNDATION INC 75-2883325 Page 11

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE ATTACHED STATEMENT IMMEDIATELY BEHIND THIS PAGE				953,040
Total			▶ 3a	953,040
b Approved for future payment N/A				
Total			▶ 3b	

Part XVI-A. Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See instructions)
1 Program service revenue					
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			14	828	
4 Dividends and interest from securities					
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	211110	1,948			
8 Gain or (loss) from sales of assets other than inventory					
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b See Statement 12					-27,541
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		1,948		828	-27,541

13 **Total.** Add line 12, columns (b), (d), and (e) 13 -24,765

(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)
N/A	

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

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

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

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

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

b If "Yes," complete the following schedule

(a) Name of organization	**(b)** Type of organization	**(c)** Description of relationship
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

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

▶ [signature] | 11/13/14 | ▶ DIRECTOR

Signature of officer or trustee | Date | Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN

Firm's name ▶ | Firm's EIN ▶

Firm's address ▶ | Phone no

DAA

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

Schedule of Contributors

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

OMB No 1545-0047

2013

Name of the organization	Employer identification number
THE MASTERS FOUNDATION INC	75-2883325

Organization type (check one)

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

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

General Rule

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

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use exclusively for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use exclusively for religious, charitable, etc , purposes, but these contributions did not total to more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an exclusively religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of $5,000 or more during the year ▶ $

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

Name of organization: THE MASTERS FOUNDATION INC

Employer identification number: 75-2883325

Part I **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	CHARLES LOPER JR 4 SAVANNAH CIRCLE FRISCO TX 75034	$ 447,704	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
2	FEED THE CHILDREN 333 NORTH MERIDIAN OKLAHOMA CITY OK 73107	$ 513,621	Person [ ] Payroll [ ] Noncash [X] (Complete Part II for noncash contributions)
3	WATERSTONE THE HOPE CENTER 2001 W PLANO PKWY STE 3460 PLANO TX 75075	$ 25,000	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
4	BRIAN & GLORIA ANDING 1401 VINO ROSSO CT SOUTHLAKE TX 76092	$ 36,077	Person [X] Payroll [ ] Noncash [X] (Complete Part II for noncash contributions)
5	MIKE & LYNN RASMUSSEN 8291 CANOPY TER PARKLAND FL 33076	$ 9,925	Person [X] Payroll [ ] Noncash [X] (Complete Part II for noncash contributions)
6	PEGGY ANN TRENHAM 837 CARRINGTON GREENS DR FRISCO TX 75034	$ 16,089	Person [X] Payroll [ ] Noncash [X] (Complete Part II for noncash contributions)

Name of organization: THE MASTERS FOUNDATION INC

Employer identification number: 75-2883325

Part II **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	FOOD BANK SUPPLIES INCLUDING FOOD/DRINK/HYGIENE SUPPLIES RECEIVED SEVERAL SHIPMENTS THROUGHOUT 2013	$ 513,621	
4	EYEGLASS FRAMES FOR FOOD BANK EYE CLINC	$ 36,077	
5	VOLLEYBALLS	$ 9,925	01/15/13
6	CLOTHING KITCHENWARE HOUSEHOLD GOODS AND FURNITURE	$ 16,089	
		$	
		$	

THE MASTER'S FOUNDATION
75-2883327
STATEMENT ATTACHED TO AND MADE PART OF
2013 FORM 990PF

Part XV, Line 3a

Name & Address	Purpose of Contribution	Amount
Baptist General Convention of Oklahoma 3800 North May Avenue, Oklahoma City, OK 73112	This donation was used towards emergency relief after the tornado disaster in Moore, Oklahoma.	$ 1,000
Engage Hope Ministries P.O. Box 250071 Plano, TX 75025	Engage Hope is a community transformation organization that uses the cultural issue of HIV/AIDS to open doors around the world to share the gospel of Jesus Christ.	$ 5,000
Feed The Children PO Box 36, Oklahoma City, OK 73101	Feed The Children is a non-profit relief organization that delivers food, medicine, clothing and other necessities to children By combining cash donations received, corporate sponsorships and other grants they are able to provide food and hygiene supplies to those in need.	$ 41,000
First Baptist Church of Moore 301 NE 27th St , Moore, OK 73160	This donation was used towards emergency relief after the tornado disaster in Moore, Oklahoma	$ 7,000
Grace Bridge Food Bank 319 Walnut St, Celina, TX 75009	The Grace Bridge Food Bank supplies food and non foodstuffs (such as clothing, school supplies, household items, eyeglasses, etc.) to those in need in and around Celina, Texas. In addition, we also provide an on-site eye-care clinic.	$ 560,262
H.I.S. Bridgebuilders P O Box 260434, Plano, TX 75026	Unite and mobilize the body of Christ to bring transformation to cities through salvation and restoration of communities for the glory of God.	$ 16,033
Master Cares (A Ministry of the Master's Foundation, Rakai, Uganda)	Please see Master Cares Rakai, Uganda Statement behind this statement	$ 304,370
Master Cares Foundation Inc 9300 Wade Blvd, Ste 330, Frisco, TX 75035	The Master Cares Foundation is a newly formed Public Charity that will be taking over the operations of the Grace Bridge Food Bank and the Master Cares Ministry project in Rakai, Uganda. This donation was the initial deposit opening the accounts for the Master Cares Foundation Inc.	$ 1,000
Prestonwood Christian Academy 6801 W. Park Boulevard, Plano, TX 75093	Christian School Donation to offset costs for children who would otherwise be unable to attend.	$ 5,675
Prestonwood Pregnancy Center 690 W. Campbell Road, Suite 150, Richardson, TX 75080	Prestonwood Pregnancy Center began as a ministry of Prestonwood Baptist Church in 1991. The Pregnancy Center is a separate nonprofit, providing free and confidential guidance, pregnancy tests, early pregnancy sonograms, educational classes and post-abortion support groups. Our friendly and well-trained client advocates meet with clients individually to offer information and support both during and after an unplanned pregnancy.	$ 5,000
Risk Takers for Christ PO Box 651421, Vero Beach, FL 32965-1421	Risk Takers for Christ is a non-profit ministry that challenges Christians to leave their spiritual "comfort zones" and to be bolder in their faith.	$ 1,000
Grants to Interns	Grants paid to two interns.	$ 5,500
Grants to Others	Grant paid to volunteer.	$ 200
	Total Contribution, Gifts, Grants Paid	**$ 953,040**

THE MASTERS FOUNDATION (75-2883327)
STATEMENT ATTACHED TO AND MADE PART OF 2013 FORM 990PF
PART XV, LINE 3a

THE MASTER CARES, RAKAI, UGANDA IS A MASTER'S FOUNDATION MINISTRY (CBO/NGO IN UGANDA, AFRICA)

The Master Cares Ministry supports the people in and around the village of Rakai, Uganda in many ways including education, discipleship/spiritual development, micro-finance loans, job creation and sanitation and water wells.

The ministry has supported the Nambarizi School in Uganda, which by providing education to the children provides them a greater opportunity to grow and thrive as they reach adulthood. To do more in this area the Masters Foundation purchased a school in 2013 and made the Mater Cares Christian School ready for its February 2014 opening (it opened with over 80 students).

Our Director of Spiritual Development works with area Pastors and their churches to become more familiar with the word of God through one-to-one discipleship and by designing and facilitating small group Bible studies. The aim of the spiritual development ministry is to equip all believers with effective tools to spread the gospel of Christ and to improve the spiritual quality of life for the people in and around Rakai, Uganda.

The ministry's aim is to provide long-term self-sustaining improvement in the lives of those to which we minister. In addition to assisting people with their immediate needs we provide them with vocational training so they will be able to support their families for decades to come. We train them in areas of agriculture, brick-making, construction and facilities management. For those with an entrepreneurial desire, we also train them how to start their own businesses.

Creating jobs is not more important than the spiritual aspect of our ministry, but it enables us to provide lasting change to these people and provides freedom to entrepreneurs so God can freely lead them in His perfect will.

The sanitation in and around the Rakai, Uganda area is extraordinarily bad. Much of this is due to the lack of education and the lack of drinkable water. Children spend a large part of their day seeking out water from any source possible, including water shared with cattle and other animals. Education is a large part of the solution to improve sanitation in this area, thereby decreasing disease, sickness and death. We believe that our education efforts will improve the quality of life for the people in this area and help ameliorate the problems occurring because people do not understand the relationship between sanitation and disease.

Also, to assist with the problem of safe drinking water we have constructed and continue to construct deep-water wells in the communities in and around Rakai, Uganda.

Federal Statements

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

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
SATURN LAND COMPANY 1099	$ 281	$	$ 281
HIGH SIERRA CRUDE OIL & MKTG	1,667		1,667
ABERDEEN JOINT VENTURE	-54,163		-54,163
ESCALANTE HOUSTON LLC	-954		-954
JP-MAC HOLDINGS LLC	5,778		5,778
KEP CEDAR SPRINGS	-3,343		-3,343
VALQUEST CAMP BOWIE LP	5,273		5,273
VALQUEST CAMP BOWIE II LP	19,868		19,868
Total	$ -25,593	$ 0	$ -25,593

Statement 2 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
	$	$	$	$
Expenses				
ADVERTISING	47			47
BANK/CREDIT CARD FEES	1,310			1,310
CELL PHONE - MANAGER	133			133
CHILD CARE	85			85
COMPUTER EXPENSE	183			183
DUES & MEMBERSHIPS	175			175
EDUCATIONAL MATERIALS	5			5
ELECTRONIC EQUIPMENT	58			58
EQUIPMENT RENTAL	430			430
FOREIGN TRANSACTION FEES	25			25
FUEL - MANAGER	4,379			4,379
FUEL - VOLUNTEER	4,015			4,015
FUNDRAISING EXPENSES	9,177			9,177
GIFTS - PASTOR APPRECIATION	130			130
INSURANCE	5,199			5,199
MEALS & ENTERTAINMENT	2,589			2,589
MISCELLANEOUS	146			146
OFFICE EXPENSE	1,856			1,856

Federal Statements

Statement 2 - Form 990-PF, Part I, Line 23 - Other Expenses (continued)

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
OFFICE SUPPLIES	$ 103	$	$	$ 103
POSTAGE & SHIPPING	85			85
RENTS - STORAGE FACILITIES	7,669			7,669
REPAIRS & MAINTENANCE	870			870
SMALL TOOLS & EQUIPMENT	347			347
SUPPLIES	4,233			4,233
UTILITIES	3,516			3,516
WEB SERVICES	272			272
Total	$ 47,037	$ 0	$ 0	$ 47,037

Statement 3 - Form 990-PF, Part II, Line 14 - Land, Building, and Equipment

Description	Beginning Net Book	End Cost / Basis	End Accumulated Depreciation	Net FMV
OFFICES FOR MASTER CARES PROJECT IN RAKAI & BETHLEHEM UGANDA	$ 193,459	$ 193,459	$ 0	$ 193,459
SCHOOL BLDG IN RAKAI UGANDA		160,000	0	160,000
LAND FOR OFFICES FOR MASTER CARES PROJECT IN RAKAI & BETHLEHEM UGANDA	48,365	48,365		48,365
LAND FOR SCHOOL IN RAKAI UGANDA		40,000		40,000
Total	$ 241,824	$ 441,824	$ 0	$ 441,824

Federal Statements

Statement 4 - Form 990-PF, Part II, Line 15 - Other Assets

Description	Beginning of Year	End of Year	Fair Market Value
INVESTMENTS IN PARTNERSHIPS	$ 137,993	$ 201,197	$ 201,197
INVESTMENTS IN OIL & GAS	42,227	42,227	42,227
EQUIPMENT		4,371	4,371
FURNITURE & FIXTURES		69	69
OFFICE EQUIPMENT		1,325	1,325
TRAILER		2,000	2,000
EYEGLASS FRAMES		19,000	19,000
HYGIENE BOXES		2,176	2,176
FOOD BOXES		795	795
SCHOOL SUPPLIES		400	400
CLOTHING		3,000	3,000
HOUSEHOLD GOODS		500	500
Total	$ 180,220	$ 277,060	$ 277,060

Statement 5 - Form 990-PF, Part II, Line 22 - Other Liabilities

Description	Beginning of Year	End of Year
NOTE PAYABLE RAKAIN UGANDA SCHOOL	$	$ 125,000
Total	$ 0	$ 125,000

Statement 6 - Form 990-PF, Part IX-A, Line 1 - Summary of Direct Charitable Activities

Description

GRACE BRIDGE FOOD BANK - CELINA, TEXAS

The Grace Bridge Food Bank is located in Celina Texas. The Master's Foundation has operated the Food bank since 2011 and has increased the services that it provides for each year. In 2013 Grace Bridge has been able to provide food/hygiene supply assistance to more than five thousand people, provided 320 back packs full of school supplies to needy children and provided eye care to 192 people.

In addition, Grace Bridge acts as a conduit by accepting donations of clothing, small furniture items and household goods and making them available to those in need. Grace Bridge holds parenting and job search seminars and strives to offer a "hand-up" to those seeking to better their lives. Grace Bridge proudly proclaims HOPE SERVED HERE!

Statement 7 - Form 990-PF, Part IX-A, Line 2 - Summary of Direct Charitable Activities

Description

THE MASTER CARES, RAKAI, UGANDA IS A MASTER'S FOUNDATION MINISTRY (CBO/NGO IN UGANDA, AFRICA)

The Master Cares Ministry supports the people in and around the village of Rakai, Uganda in many ways including education, discipleship/spiritual development, micro-finance loans, job creation and sanitation and water wells.

The ministry has supported the Nambarizi School in Uganda, which by providing education to the children provides them a greater opportunity to grow and thrive as they reach adulthood. To do more in this area the Masters Foundation purchased a school in 2013 and made the Mater Cares Christian School ready for its February 2014 opening (it opened with over 80 students).

Our Director of Spiritual Development works with area Pastors and their churches to become more familiar with the word of God through one-to-one discipleship and by designing and facilitating small group Bible studies. The aim of the spiritual development ministry is to equip all believers with effective tools to spread the gospel of Christ and to improve the spiritual quality of life for the people in and around Rakai, Uganda.

The ministry's aim is to provide long-term self-sustaining improvement in the lives of those to which we minister. In addition to assisting people with their immediate needs we provide them with vocational training so they will be able to support their families for decades to come. We train them in areas of agriculture, brick-making, construction and facilities management. For those with an entrepreneurial desire, we also train them how to start their own businesses.

Creating jobs is not more important than the spiritual aspect of our ministry, but it enables us to provide lasting change to these people and provides freedom to entrepreneurs so God can freely lead them in His perfect will.

The sanitation in and around the Rakai, Uganda area is extraordinarily bad. Much of this is due to the lack of education and the lack of drinkable water. Children spend a large part of their day seeking out water from any source possible, including water shared with cattle and other animals. Education is a large part of the solution to improve sanitation in this area, thereby decreasing disease, sickness and death. We believe that our education efforts will improve the quality of life for the people in this area and help ameliorate the problems occurring because people do not understand the relationship between sanitation and disease.

Statement 7 - Form 990-PF, Part IX-A, Line 2 - Summary of Direct Charitable Activities (continued)

Description
Also, to assist with the problem of safe drinking water we have constructed and continue to construct deep-water wells in the communities in and around Rakai, Uganda.
The $504,370 listed for this activity, $304,570 was directly spent on program activities and $200,000 was for the school and associated land ($75,000 down payment and $125,000 mortgage).

Statement 8 - Form 990-PF, Part IX-A, Line 3 - Summary of Direct Charitable Activities

Description
FEED THE CHILDREN
Feed The Children is an organization dedicated to providing food and hygiene supplies to those who need assistance. The organization uses donations to help fulfill its goals. The Master's Foundation donation $41,000 in 2013 an in return Feed The Children was able to supply the Grace Bridge Food Bank with over $513,000 in food, bottled water and hygiene supplies.

Statement 9 - Form 990-PF, Part IX-A, Line 4 - Summary of Direct Charitable Activities

Description
H.I.S BRIDGEBUILDERS
H.I.S. BridgeBuilders exists to reconcile lost souls to Jesus Christ. To accomplish their purpose, they unite Christians across cities to restore urban communities through education, health, economic and spiritual development.

Statement 10 - Form 990-PF, Part IX-B, Line 3 - Summary of Program-Related Investments

Description	Amount
JP-MAC HOLDINS LLC	$ 42,534
KEP CEDAR SPRINGS LTD	19,021
VALQUEST CAMP BOWIE II LP	643
VALQUEST CAMP BOWIE LP	610

Form 990-PF, Part XV, Line 1a - Managers Who Contributed Over 2% or $5,000

Name of Manager	Amount
CHARLES LOPER JR	$ 447,704
Total	$ 447,704

Statement 11 - Form 990-PF, Part XV, Line 2b - Application Format and Required Contents

Description

REQUESTS SHOULD BE MADE BY LETTER (BUT MAY BE CONSIDERED VERBALLY) EXPLAINING AMOUNT REQUESTED AND REASON FOR THE NEED.

REQUESTS WILL BE CONSIDERED ON A CASE BY CASE BASIS.

Form 990-PF, Part XV, Line 2c - Submission Deadlines

Description

NO SPECIFIC DEADLINE

Statement 12 - Form 990-PF, Part XVI-A, Line 11 - Other Revenue

Description	Business Code	Unrelated Amount	Exclusion Code	Exclusion Amount	Related Income
ABERDEEN JOINT VENTURE		$		$	$ -54,163
ESCALANTE HOUSTON LLC					-954
JP-MAC HOLDINGS LLC					5,778
KEP CEDAR SPRINGS					-3,343
VALQUEST CAMP BOWIE LP					5,273
VALQUEST CAMP BOWIE II LP					19,868
Total		$ 0		$ 0	$ -27,541