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Form **990-PF****Return of Private Foundation**

OMB No 1545-0052

2013Department of the Treasury
Internal Revenue Serviceor Section 4947(a)(1) Trust Treated as Private Foundation
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Open to Public Inspection

For calendar year 2013 or tax year beginning

, 2013, and ending

, 20

Name of foundation

THE VAUGHN FOUNDATION P65245006

Number and street (or P.O. box number if mail is not delivered to street address)

10 S DEARBORN IL1-0117

City or town, state or province, country, and ZIP or foreign postal code

CHICAGO, IL 60603

G Check all that apply.

Initial return

Initial return of a former public charity

Final return

Amended return

Address change

Name change

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundation

I Fair market value of all assets at

end of year (from Part II, col. (c), line

16) \$ 8,154,895.

J Accounting method

☒ Cash☐ Accrual☐ Other (specify)

(Part I, column (d) must be on cash basis.)

A Employer identification number

75-6008953

B Telephone number (see instructions)

866-888-5157

C If exemption application is
pending, check here ☐D 1 Foreign organizations check here ☐2 Foreign organizations meeting the
85% test, check here and attach
computation ☐E If private foundation status was terminated
under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination
under section 507(b)(1)(B), check here ☐**Part I Analysis of Revenue and Expenses** (The
total of amounts in columns (b), (c), and (d)
may not necessarily equal the amounts in
column (a) (see instructions).)

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue				
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check ☐ if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	164,703.	159,664.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	204,396.			
b Gross sales price for all assets on line 6a 2,979,302.				
7 Capital gain net income (from Part IV, line 2)		204,396.		
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) (attach schedule)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	369,099.	364,060.		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc.	48,802.	36,601.		12,200.
14 Other employee salaries and wages		NONE	NONE	
15 Pension plans, employee benefits		NONE	NONE	
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule)				
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see instructions) STMT. 1	3,787.	1,191.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings		NONE	NONE	
22 Printing and publications		NONE	NONE	
23 Other expenses (attach schedule)				
24 Total operating and administrative expenses. Add lines 13 through 23	52,589.	37,792.	NONE	12,200.
25 Contributions, gifts, grants paid	449,500.			449,500.
26 Total expenses and disbursements. Add lines 24 and 25	502,089.	37,792.	NONE	461,700.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-132,990.			
b Net investment income (if negative, enter -0-)		326,268.		
c Adjusted net income (if negative, enter -0-)				

JSA For Paperwork Reduction Act Notice, see instructions.

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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 (c) Fair Market Value		
Assets	1	Cash - non-interest-bearing	27,007.	302,630.	302,630.
	2	Savings and temporary cash investments	462,048.		
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less: allowance for doubtful accounts ▶	NONE		
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U.S. and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule) . STMT 2	2,782,461.	3,245,527.	4,100,510.
	c	Investments - corporate bonds (attach schedule) . STMT 3	2,865,154.	1,948,955.	2,016,405.
	11	Investments - land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶ (attach schedule)				
12	Investments - mortgage loans				
13	Investments - other (attach schedule) STMT 4	1,200,452.	1,734,600.	1,735,350.	
14	Land, buildings, and equipment basis ▶				
	Less: accumulated depreciation ▶ (attach schedule)				
15	Other assets (describe ▶)				
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	7,337,122.	7,231,712.	8,154,895.	
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 ▶)			
23	Total liabilities (add lines 17 through 22)		NONE		
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	7,337,122.	7,231,712.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see instructions)	7,337,122.	7,231,712.	
	31	Total liabilities and net assets/fund balances (see instructions)	7,337,122.	7,231,712.	

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	7,337,122.
2	Enter amount from Part I, line 27a	2	-132,990.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 5	3	27,580.
4	Add lines 1, 2, and 3	4	7,231,712.
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	7,231,712.

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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 PUBLICLY TRADED SECURITIES					
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 2,979,302.		2,774,906.	204,396.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a			204,396.		
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	204,396.	
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	413,591.	7,782,373.	0.053145
2011	418,101.	7,894,579.	0.052961
2010	355,393.	7,764,602.	0.045771
2009	332,919.	7,106,056.	0.046850
2008	412,084.	8,198,395.	0.050264
2 Total of line 1, column (d)			2 0.248991
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.049798
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 8,094,513.
5 Multiply line 4 by line 3			5 403,091.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 3,263.
7 Add lines 5 and 6			7 406,354.
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.			8 461,700.

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)		1	3,263.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3 Add lines 1 and 2		3	3,263.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	3,263.
6 Credits/Payments			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	2,584.	
b Exempt foreign organizations - tax withheld at source	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868)	6c	9,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	11,584.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	26.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	8,295.	
11 Enter the amount of line 10 to be Credited to 2014 estimated tax ☒ 3,264. Refunded ☐	11	5,031.	

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
b 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
c 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 ☒ \$ _____ (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		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
b If "Yes," has it filed a tax return on Form 990-T for this year?		
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) ☒ 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).	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 ☐ N/A				
14	The books are in care of ☐ JPMORGAN CHASE BANK NA Telephone no. ☐ (866) 888-5157			
	Located at ☐ 10 S DEARBORN ST; MC: IL1-0117, CHICAGO, IL ZIP+4 ☐ 60603			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ☐	15		
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ☐			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
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? ☐ Yes ☒ 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.) ☐	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. ☐		
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.) ☐	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

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ **5b**Organizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ **6b** 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? ☐ **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
JPMORGAN CHASE BANK, NA 10 S DEARBORN ST; MC: IL1-0117, CHICAGO, IL 60603	TRUSTEE 2	48,802.	-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
NONE		NONE	NONE	NONE

Total number of other employees paid over \$50,000 ☐ **NONE**

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services** (see instructions). If none, enter "NONE."

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

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 NONE

2

3

4

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

Amount

1 NONE

2

All other program-related investments. See instructions

3 NONE

Total. Add lines 1 through 3

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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	7,714,181.
b	Average of monthly cash balances	1b	503,599.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	8,217,780.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	8,217,780.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	123,267.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	8,094,513.
6	Minimum investment return. Enter 5% of line 5	6	404,726.

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	404,726.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	3,263.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	3,263.
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	401,463.
4	Recoveries of amounts treated as qualifying distributions	4	25,000.
5	Add lines 3 and 4	5	426,463.
6	Deduction from distributable amount (see instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	426,463.

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	461,700.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	461,700.
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	3,263.
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	458,437.

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				426,463.
2 Undistributed income, if any, as of the end of 2013.				
a Enter amount for 2012 only			NONE	
b Total for prior years 20 <u>11</u> , 20____, 20____		NONE		
3 Excess distributions carryover, if any, to 2013				
a From 2008	NONE			
b From 2009	NONE			
c From 2010	NONE			
d From 2011	23,974.			
e From 2012	14,638.			
f Total of lines 3a through e	38,612.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ <u>461,700.</u>				
a Applied to 2012, but not more than line 2a . . .			NONE	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2013 distributable amount				426,463.
e Remaining amount distributed out of corpus . .	35,237.			
5 Excess distributions carryover applied to 2013 . (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	73,849.			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b Taxable amount - see instructions		NONE		
e Undistributed income for 2012 Subtract line 4a from line 2a. Taxable amount - see instructions			NONE	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . .	NONE			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions) . . .	NONE			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	73,849.			
10 Analysis of line 9				
a Excess from 2009 . . .	NONE			
b Excess from 2010 . . .	NONE			
c Excess from 2011 . . .	23,974.			
d Excess from 2012 . . .	14,638.			
e Excess from 2013 . . .	35,237.			

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		(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 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).)

N/A

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

SEE STATEMENT 6

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

Part XV **Supplementary Information** (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
VARIOUS CHARITABLE RECIPIENTS SEE ATTACHED LI	NONE	PUBLIC CH	GENERAL	449,500.
Total			▶ 3a	449,500.
b <i>Approved for future payment</i>				
Total			▶ 3b	

[illegible]

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.)
▼	

NOT APPLICABLE

FORM 990PF, PART I - TAXES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FEDERAL TAX PAYMENT - PRIOR YE	12.	
FEDERAL ESTIMATES - INCOME	2,584.	
FOREIGN TAXES ON QUALIFIED FOR	864.	864.
FOREIGN TAXES ON NONQUALIFIED	327.	327.
	-----	-----
TOTALS	3,787.	1,191.
	=====	=====

THE VAUGHN FOUNDATION P65245006

75-6008953

FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION

SEE ATTACHED

TOTALS

THE VAUGHN FOUNDATION P65245006

75-6008953

FORM 990PF, PART II - CORPORATE BONDS
=====

DESCRIPTION

SEE ATTACHED

TOTALS

THE VAUGHN FOUNDATION P65245006

75-6008953

FORM 990PF, PART II - OTHER INVESTMENTS

=====

COST/
FMV
C OR F

DESCRIPTION

SEE ATTACHED

C

TOTALS

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

=====

DESCRIPTION

AMOUNT

PRIOR PERIOD ADJUSTMENT

2,580.

RECOVER AMOUNT TREATED AS QUALIFYING DISTRIBUTION

25,000.

TOTAL

27,580.

=====

THE VAUGHN FOUNDATION P65245006
FORM 990PF, PART XV - LINES 2a - 2d
=====

75-6008953

RECIPIENT NAME:

MARC IRVIN

ADDRESS:

712 MAIN STREET, FL 11

HOUSTON, TX 77002-3201

RECIPIENT'S PHONE NUMBER: 713-216-4515

FORM, INFORMATION AND MATERIALS:

NO PRESCRIBED FORM REQUIRED

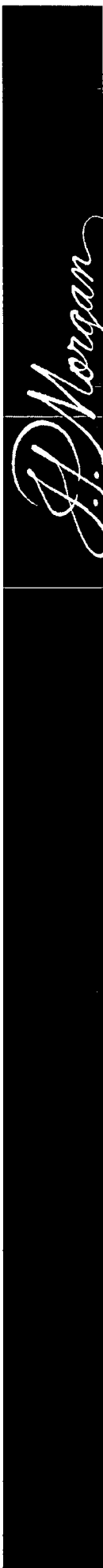
SUBMISSION DEADLINES:

NONE

RESTRICTIONS OR LIMITATIONS ON AWARDS:

NONE

STATEMENT 6



THE VAUGHN FOUNDATION ACCT P65245006
For the Period 12/1/13 to 12/31/13

Account Summary

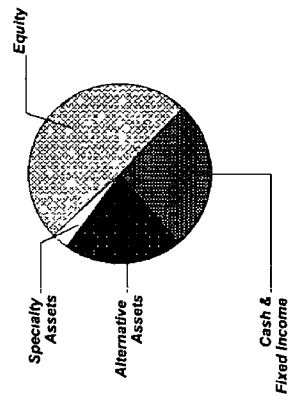
PRINCIPAL

Asset Allocation	Beginning Market Value	Ending Market Value	Change In Value	Estimated Annual Income	Current Allocation
Equity	4,132,388.43	4,100,509.61	(31,878.82)	45,887.68	51%
Alternative Assets	1,828,316.08	1,735,350.31	(92,965.77)	24,763.52	21%
Cash & Fixed Income	2,479,836.97	2,257,254.58	(222,582.39)	68,665.27	27%
Specialty Assets	1.00	1.00	0.00		1%
Market Value	\$8,440,542.48	\$8,093,115.50	(\$347,426.98)	\$139,316.47	100%

INCOME

Cash Position	Beginning Market Value	Ending Market Value	Change In Value
Cash Balance	65,653.47	61,780.40	(3,873.07)
Accruals	2,952.11	3,611.15	659.04
Market Value	\$68,605.58	\$65,391.55	(\$3,214.03)

Asset Allocation





THE VAUGHN FOUNDATION ACCT P65245006
For the Period 12/1/13 to 12/31/13

Account Summary CONTINUED

Portfolio Activity	PRINCIPAL		INCOME	
	Current Period Value	Year-to-Date Value	Current Period Value	Year-to-Date Value
Beginning Market Value	8,440,542.48	7,840,041.26	65,653.47	27,007.44
Additions		52,007.44		20,000.00
Withdrawals & Fees	(364,509.52)	(398,972.96)	(54,593.53)	(149,076.45)
Net Additions/Withdrawals	(\$364,509.52)	(\$346,965.52)	(\$54,593.53)	(\$129,076.45)
Income		2,431.66	50,720.46	163,849.41
Change In Investment Value	17,082.54	597,608.10		
Ending Market Value	\$8,093,115.50	\$8,093,115.50	\$61,780.40	\$61,780.40
Accruals	--	--	3,611.15	3,611.15
Market Value with Accruals	--	--	\$65,391.55	\$65,391.55
Tax Summary				
	Current Period Value	Year-to-Date Value	Current Period Value	Year-to-Date Value
Domestic Dividends/Distributions	50,221.84	158,723.57	82,751.45	88,141.81
Interest Income	11.32	151.95		(18,593.75)
Original Issue Discount		2,431.66	3,174.99	134,802.61
Taxable Income	\$50,233.16	\$161,307.18	\$85,926.44	\$204,350.67
Tax-Exempt Income	487.30	4,973.89		
Tax-Exempt Income	\$487.30	\$4,973.89		
Unrealized Gain/Loss			To-Date Value	
			\$923,183.16	



THE VAUGHN FOUNDATION ACCT P65245006
For the Period 12/1/13 to 12/31/13

Account Summary CONTINUED

Cost Summary	Cost
Equity	3,245,526 93
Cash & Fixed Income	2,189,804 41
Total	\$5,435,331.34

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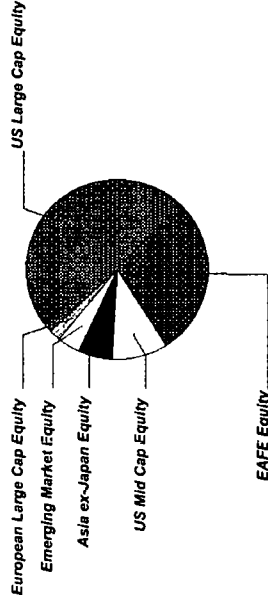


THE VAUGHN FOUNDATION ACCT P65245006
For the Period 12/1/13 to 12/31/13

Equity Summary

Asset Categories	Beginning Market Value	Ending Market Value	Change In Value	Current Allocation
US Large Cap Equity	2,003,432.46	2,002,282.84	(1,149.62)	25%
US Mid Cap Equity	448,271.45	428,187.08	(20,084.37)	5%
EAFE Equity	1,178,137.51	1,174,620.25	(3,517.26)	15%
European Large Cap Equity	101,346.35	102,073.10	726.75	1%
Asia ex-Japan Equity	241,641.63	235,285.85	(6,355.78)	3%
Emerging Market Equity	159,559.03	158,060.49	(1,498.54)	2%
Total Value	\$4,132,388.43	\$4,100,509.61	(\$31,878.82)	51%

Market Value/Cost	Current Period Value
Market Value	4,100,509.61
Tax Cost	3,245,526.93
Unrealized Gain/Loss	854,982.68
Estimated Annual Income	45,887.68
Yield	1.11%



Equity as a percentage of your portfolio - 51 %

Equity Detail

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc Accrued Div	Yield
US Large Cap Equity							
BBH CORE SELECT FUND-N	21.40	12,871.854	275,457.68	225,000.00	50,457.68		
05528X-60-4 BBTE X							

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THE VAUGHN FOUNDATION ACCT P65245006
For the Period 12/1/13 to 12/31/13

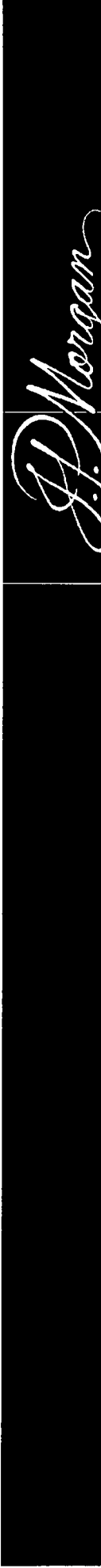
	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc Accrued Div	Yield
US Large Cap Equity							
CULLEN HIGH DIVIDEND EQ-I 230001-40-6 CHDV X	16 73	18,367 347	307,285 72	225,000 00	82,285 72	7,530 61	2 45 %
FMI LARGE CAP FUND LARGE CAP FD 302933-20-5 FMIH X	20 86	14,140 626	294,973 46	160,920 32	134,053 14	2,502 89	0 85 %
JPM LARGE CAP GROWTH FD - SEL FUND 3118 4812C0-53-0 SEEG X	31 78	7,600 184	241,533 85	165,000 00	76,533 85		
JPM US LARGE CAP CORE PLUS FD - SEL FUND 1002 4812A2-38-9 JLPS X	27 74	6,825 305	189,333 96	140,055 25	49,278 71	784 91	0 41 %
SG REN SPX 05/07/14 2 XLEV- 8%CAP- 16%MAXPYMT INITIAL LEVEL-04/19/13 SPX 1555 25 83368W-CL-3	113 38	85,000 000	96,373 00	84,150 00	12,223 00		
SG REN SPX 10/16/14 2 XLEV- 8%CAP- 16%MAXPYMT INITIAL LEVEL-09/27/13 SPX 1691 75 83368W-EU-1	106 73	85,000 000	90,720 50	84,150 00	6,570 50		
SPDR S&P 500 ETF TRUST 78462F-10-3 SPY	184 69	2,743 000	506,604 67	357,994 73	148,609 94	9,191 79	1 81 %
Total US Large Cap Equity			\$2,002,282.84	\$1,442,270 30	\$560,012.54	\$20,010.20	1.00 %

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THE VAUGHN FOUNDATION ACCT P65245006
For the Period 12/1/13 to 12/31/13

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc Accrued Div	Yield
US Mid Cap Equity							
ISHARES CORE S&P MID-CAP ETF 464287-50-7 IJH	133.81	1,701,000	227,610.81	151,420.02	76,190.79	2,939.32	1.29%
PERKINS MID CAP VAL-T 471023-59-8 JMCV X	23.37	8,582,639	200,576.27	175,000.00	25,576.27	3,021.08	1.51%
Total US Mid Cap Equity			\$428,187.08	\$326,420.02	\$101,767.06	\$5,960.40	1.39%
EAFE Equity							
ARTISAN INTL VALUE FUND-INV 04314H-88-1 ARTK X	36.77	2,919,708	107,357.66	80,000.00	27,357.66	2,694.89	2.51%
HSBC BREN MXEA 3/19/14 15XLEV- 7.05%CAP- 10.575%MAXPYMT 10%BUFFER INITIAL LEVEL-3/1/13 MXEA 1654.34 40432X-CC-3	108.01	85,000,000	91,808.50	84,150.00	7,658.50		
HSBC REN MXEA 10/16/14 2XLEV- 10%CAP- 20%MAXPYMT INITIAL LEVEL-09/27/13 MXEA 1835.850 40432X-LA-7	103.65	85,000,000	88,102.50	84,150.00	3,952.50		
ISHARES MSCI EAFE INDEX FUND 464287-46-5 EFA	67.10	2,750,000	184,511.25	179,503.00	5,008.25	4,683.25	2.54%
MFS INTL VALUE-I 55273E-82-2 MINI X	35.18	5,466,472	192,310.48	150,000.00	42,310.48	3,613.33	1.88%
OAKMARK INTERNATIONAL FD-I 413838-20-2 OAKI X	26.32	15,890,781	418,245.36	415,000.00	3,245.36	6,928.38	1.66%



THE VAUGHN FOUNDATION ACCT P65245006
For the Period 12/1/13 to 12/31/13

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc Accrued Div	Yield
EAFE Equity							
SG MARKET PLUS MXEA 05/14/14 87 5% CONTIN BARRIER- 0%CPN ,UNCAPPED INITIAL LEVEL-04/26/13 MXEA 1729 64 83368W-CU-3	108 57	85,000 000	92,284 50	84,150 00	8,134 50		
Total EAFE Equity			\$1,174,620.25	\$1,076,953.00	\$97,667.25	\$17,919.85	1.53 %
European Large Cap Equity							
DB MARKET PLUS SX5E 03/19/14 80% CONTIN BARRIER- 7 6%CPN ,UNCAPPED INITIAL LEVEL-09/14/12 SX5E 2594 56 2515A1-LR-0	120 09	85,000 000	102,073 10	83,937 50	18,135 60		
Asia ex-Japan Equity							
MATTHEWS PACIFIC TIGER FD-IS 577130-83-4 MIPT X	24 97	6,372 437	159,119 75	87,591 59	71,528 16		
T ROWE PRICE NEW ASIA 77956H-50-0 PRAS X	16 01	4,757 408	76,166 10	78,354 52	(2,188 42)	713 61	0 94 %
Total Asia ex-Japan Equity			\$235,285.85	\$165,946.11	\$69,339.74	\$713.61	0.30 %

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THE VAUGHN FOUNDATION ACCT P65245006
For the Period 12/1/13 to 12/31/13

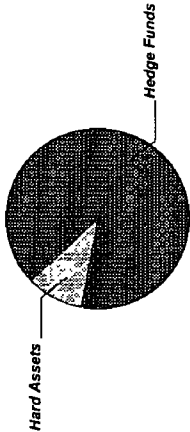
	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc Accrued Div	Yield
Emerging Market Equity							
JPM CHINA REGION FD - SEL FUND 3810 4812A3-52-8 JCHS X	21 24	3,561 644	75,649 32	65,000 00	10,649 32	377 53	0 50 %
VIRTUS EMERGING MKTS OPPOR-I 92828T-88-9 HIEM X	9 55	8,629 442	82,411 17	85,000 00	(2,588 83)	906 09	1 10 %
Total Emerging Market Equity			\$158,060.49	\$150,000.00	\$8,060.49	\$1,283.62	0.81 %

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Alternative Assets Summary

Asset Categories	Beginning Estimated Value	Ending Estimated Value	Change In Value	Current Allocation
Hedge Funds	1,570,453.88	1,557,139.67	(13,314.21)	19%
Hard Assets	257,862.20	178,210.64	(79,651.56)	2%
Total Value	\$1,828,316.08	\$1,735,350.31	(\$92,965.77)	21%

Asset Categories



Alternative Assets as a percentage of your portfolio - 21 %

Alternative Assets Detail

	Price	Quantity	Estimated Value	Cost
Hedge Funds				
EATON VANCE GLOBAL MACRO-I 277923-72-8 EIGM X	9.42	21,655.438	203,994.23	225,000.00
GATEWAY FUND-Y 367829-88-4 GTEY X	28.99	15,985.485	463,419.21	425,000.00



THE VAUGHN FOUNDATION ACCT P65245006
For the Period 12/1/13 to 12/31/13

	Price	Quantity	Estimated Value	Cost
Hedge Funds				
GOLDMAN SACHS TR	10 66	16,682 555	177,836 04	175,000 00
STRG INCM INST				
38145C-64-6 GSZL X				
INV BALANCED-RISK ALLOC-Y	11 89	15,786 789	187,704 92	200,000 00
00141V-69-7 ABRY X				
PIMCO UNCONSTRAINED BOND-P	11 09	21,891 419	242,775 84	250,000 00
72201M-45-3 PUCP X				
THE ARBITRAGE FUND-I	12 86	21,882 537	281,409 43	280,000 00
03875R-20-5 ARBN X				
Total Hedge Funds			\$1,557,139.67	\$1,555,000.00

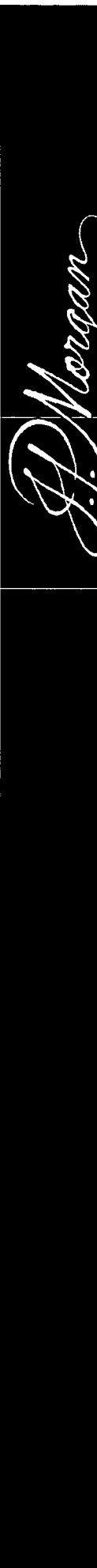
	Price	Quantity	Estimated Value	Cost	Est Annual Income Accrued Income
Hard Assets					
BARC BEN BRENT 09/29/14	101 65	40,000 000	40,660 00	39,600 00	
LNKD TO CO1					
85% BARRIER- 5.47%CPN 15%CAP					
INITIAL LEVEL-09/13/13 112 63					
06741T-K8-9					

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THE VAUGHN FOUNDATION ACCT P65245006
For the Period 12/1/13 to 12/31/13

		Price	Quantity	Estimated Value	Cost	Est Annual Income Accrued Income
Hard Assets						
PIMCO COMMODITYPL STRAT-P		10 67	12,891 344	137,550 64	140,000 00	438 30
72201P-16-7 PCLP X						
Total Hard Assets					\$179,600.00	\$438.30

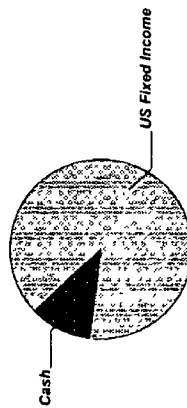


THE VAUGHN FOUNDATION ACCT P65245006
For the Period 12/1/13 to 12/31/13

Cash & Fixed Income Summary

Asset Categories	Beginning Market Value	Ending Market Value	Change In Value	Current Allocation
Cash	440,632.48	240,849.40	(199,783.08)	3%
US Fixed Income	2,039,204.49	2,016,405.18	(22,799.31)	24%
Total Value	\$2,479,836.97	\$2,257,254.58	(\$222,582.39)	27%

Market Value/Cost	Current Period Value
Market Value	2,257,254.58
Tax Cost	2,189,804.41
Unrealized Gain/Loss	67,450.17
Estimated Annual Income	68,665.27
Accrued Interest	3,611.15
Yield	3.04%



Cash & Fixed Income as a percentage of your portfolio - 27 %

SUMMARY BY MATURITY

Cash & Fixed Income	Market Value	% of Bond Portfolio
0-6 months ¹	2,257,254.58	100%

¹ The years indicate the number of years until the bond is scheduled to mature based on the statement end date. Some bonds may be called, or paid in full, before their stated maturity.

SUMMARY BY TYPE

Cash & Fixed Income	Market Value	% of Bond Portfolio
Cash	240,849.40	10%
Mutual Funds	1,814,175.74	82%
Other	202,229.44	8%
Total Value	\$2,257,254.58	100%

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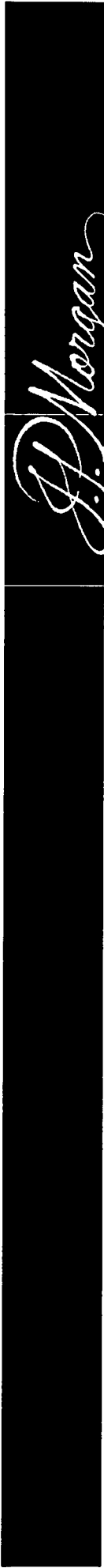
THE VAUGHN FOUNDATION ACCT P65245006
For the Period 12/1/13 to 12/31/13

Note ¹ This is the Annual Percentage Yield (APY) which is the rate earned if balances remain on deposit for a full year with compounding, there is no change in the interest rate and all interest is left in the account

Cash & Fixed Income Detail

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Income Accrued Interest	Yield
Cash							
US DOLLAR PRINCIPAL	1 00	240,849 40	240,849 40	240,849 40		72 25 5 79	0 03 % ¹
US Fixed Income							
HARBOR HIGH YIELD BOND-INST 411511-55-3	10 81	14,326 35	154,867 79	152,289 05	2,578 74	8,968 29	5 79 %
DOUBLELINE TOTAL RET BD-I 258620-10-3	10 78	29,622 21	319,327 40	325,000 00	(5,672 60)	16,499 56	5 17 %
EATON VANCE FLOATING RATE-I 277911-49-1	9 19	17,103 76	157,183 58	150,000 00	7,183 58	6,140 25	3 91 %
JPM STRAT INCOME OPPORT FD - SEL FUND 3844 4812A4-35-1	11 89	32,746 98	389,361 62	375,280 41	14,081 21	10,118 81 884 17	2 60 %
JPM CORE BOND FD - SEL FUND 3720 4812C0-38-1	11 47	69,174 83	793,435 35	747,088 20	46,347 15	21,790 07 2,213 59	2 75 %
JPM TAX AWARE R/R FD - INSTL FUND 993 4812A2-53-8	9 96	20,304 16	202,229 44	199,297 35	2,932 09	5,076 04 507 60	2 51 %
Total US Fixed Income			\$2,016,405.18	\$1,948,955.01	\$67,450.17	\$68,593.02 \$3,605.36	3.40 %

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THE VAUGHN FOUNDATION ACCT P65245006
For the Period 12/1/13 to 12/31/13

Specialty Assets Summary

Asset Categories	Beginning Estimated Value	Ending Estimated Value	Change In Value	Current Allocation
Oil & Gas	1 00	1 00	0 00	1%

Specialty Assets Detail

	Estimated Value Estimated Cost	Gross Income	Production Tax	Expenses	Net Income	Depletion	Net Income After Depletion
Oil & Gas							
YOUNG CO TX	1 00						
YOUNG COUNTY, TEXAS	1 00						
ROYALTY INTEREST							
Bearer							
997547-89-6							

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THE VAUGHN FOUNDATION ACCT P65245006
For the Period 12/1/13 to 12/31/13

Portfolio Activity Summary

	PRINCIPAL		INCOME	
	Current Period Value	Year-To-Date Value*	Current Period Value	Year-To-Date Value*
Transactions				
Beginning Cash Balance	440,632.48	--	65,653.47	--
INFLOWS				
Income				
Contributions		52,007.44	50,720.46	163,849.41
Total Inflows	\$0.00	\$52,007.44	\$50,720.46	\$183,849.41
OUTFLOWS **				
Withdrawals	(362,500.00)	(374,500.00)	(50,000.00)	(122,007.44)
Fees & Commissions	(2,009.52)	(24,472.96)	(2,009.53)	(24,473.01)
Tax Payments			(2,584.00)	(2,596.00)
Total Outflows	(\$364,509.52)	(\$398,972.96)	(\$54,593.53)	(\$149,076.45)
TRADE ACTIVITY				
Settled Sales/Maturities/Redemptions	164,726.44	2,979,296.13		
Settled Securities Purchased		(2,853,529.50)		
Total Trade Activity	\$164,726.44	\$125,766.63	\$0.00	\$0.00
Ending Cash Balance	\$240,849.40	--	\$61,780.40	--

	Current Period Value	Year-To-Date Value*
Cost Adjustments		
Accretion		2,431.66
Total Cost Adjustments	\$0.00	\$2,431.66

J.P.Morgan

ACCT 501G P65245006
PREP JRS ADMN MI2 INV JTJ

JPMORGAN CHASE BANK, NA
TAX TRANSACTION DETAIL

PAGE 10
RUN 10/29/2014
01 08 56 PM

TAX
CODE/DATE TRANSACTIONS

TAXABLE

INCOME

PRINCIPAL

EDIT
NUMBER

45 SHORT-TERM GAIN/LOSS - CURRENT SALES (CONTINUED)
CS REN HSCEI 02/20/14 - 22546TX97 (CONTINUED)

-21972 50

0 00

62177 50

SG QARN PALLADIUM 05/14/14 - 83368WCV1

08/13/13 SG QARN PALLADIUM 05/14/14
100/100/100-80%BARRIER- 14 02%CPN
LNKD TO PLDMLNPM
INITIAL LEVEL-04/26/13
PLDMLNPM 681 00
ENTIRE ISSUE CALLED @ 103 505
TR TRAN#=13080112005040 TR CD=155 REG=66 PORT=PRIN

3378 75

77628 75

1308000001

3378 75

0 00

77628 75

TOTAL CODE 45 - SHORT-TERM GAIN/LOSS - CURRENT SALES

-18593 75

0 00

139806 25

58 FEDERAL TAX PAYMENT - PRIOR YEARS LIABILITY

11/12/13 TRANSFERRED BY WIRE TO
JPMORGAN CHASE BANK NA PRIVATE
990PF TAX DUE FOR 12/31/12
TR TRAN#=13110176551460 TR CD=577 REG=0 PORT=INC

-12 00

-12 00

1311000011

TOTAL CODE 58 - FEDERAL TAX PAYMENT - PRIOR YEARS LIABILITY

-12 00

-12 00

0 00

79 FEDERAL ESTIMATES - INCOME

12/12/13 TRANSFERRED BY WIRE TO
JPMORGAN CHASE BANK NA PRIVATE
990PF QTRLY EST TAX INSTALLMENT
TR TRAN#=13120176664450 TR CD=578 REG=0 PORT=INC

-2584 00

-2584 00

1312000052

TOTAL CODE 79 - FEDERAL ESTIMATES - INCOME

-2584 00

-2584 00

0 00

102 CHARITABLE DEDUCTION - CURRENT INCOME

04/24/13 TRANSFERRED BY WIRE TO
CADENCE BANK, NA
FAO PRESBYTERIAN SCHOOL (HOUSTON, TX)
FOR GENERAL SUPPORT
FOR 00000
TR TRAN#=13040276386060 TR CD=640 REG=0 PORT=INC

-15000 00

-15000 00

1304000015

CHANGED 10/29/14 JR9

08/16/13 PAID SPECIAL OLYMPICS TEXAS, INC
HOUSTON, TX
TO SUPPORT LOCAL COMPETITIONS
TREASURERS CHECK NO 2869721
FOR 00000
TR TRAN#=13080176779950 TR CD=640 REG=0 PORT=INC

-5000 00

-5000 00

1308000017

08/16/13 PAID ST LUKES UNITED METHODIST
CHURCH FOUNDATION
HOUSTON, TX
FOR GENERAL SUPPORT
TREASURERS CHECK NO 2869722
FOR 00000
TR TRAN#=13080176779960 TR CD=640 REG=0 PORT=INC

-5000 00

-5000 00

1308000018

08/16/13 PAID EAST TEXAS FOOD BANK
TYLER, TX
FOR THE GENERAL FUND AT THE
DIRECTION OF BETTE VAUGHN BENTON
TREASURERS CHECK NO 2869723
FOR 00000
TR TRAN#=13080176779970 TR CD=640 REG=0 PORT=INC

-5000 00

-5000 00

1308000019

09/26/13 PAID UNIVERSITY OF TEXAS AT TYLER
TYLER, TX
TOWARDS THE VAUGHN FAMILY SPECIAL
NEEDS SCHOLARSHIP
PAYMENT 5 OF 5
TREASURERS CHECK NO 2910484
FOR 00000
TR TRAN#=13090276320880 TR CD=640 REG=0 PORT=PRIN

-12000 00

-12000 00

1309000016

12/04/13 PAID UNIVERSITY OF TEXAS AT TYLER
TYLER, TX
FOR THE VAUGHN AMPHITHEATRE
PAYMENT 7 OF 10
TREASURERS CHECK NO 2977812
FOR 00000

-50000 00

-50000 00

1312000009

TAX CODE/DATE TRANSACTIONS	TAXABLE	INCOME	PRINCIPAL	EDIT NUMBER
102 CHARITABLE DEDUCTION - CURRENT INCOME (CONTINUED)				
TR TRAN#=13120176246390 TR CD=640 REG=0 PORT=PRIN				
12/04/13 PAID HOUSTON GRAND OPERA ASSOCIATION (HOUSTON, TX) FOR WAGNER RING CYCLE TREASURERS CHECK NO 2977813 FOR 00000 TR TRAN#=13120176246400 TR CD=640 REG=0 PORT=PRIN	-25000 00		-25000 00	1312000010
12/04/13 PAID HOUSTON INTERNATIONAL DANCE COALITION (HOUSTON, TX) FOR DANCE SALAD TREASURERS CHECK NO 2977814 FOR 00000 TR TRAN#=13120176246410 TR CD=640 REG=0 PORT=PRIN	-15000 00		-15000 00	1312000011
12/04/13 PAID HOUSTON BALLET FOUNDATION HOUSTON, TX CHARITABLE CONTRIBUTION IN MEMORY OF ANN FARRISH TREASURERS CHECK NO 2977815 FOR 00000 TR TRAN#=13120176246420 TR CD=640 REG=0 PORT=PRIN	-15000 00		-15000 00	1312000012
12/04/13 PAID DUCHESNE ACADEMY OF THE SACRED HEART (HOUSTON, TX) FOR GENERAL SUPPORT TREASURERS CHECK NO 2977816 FOR 00000 TR TRAN#=13120176246430 TR CD=640 REG=0 PORT=PRIN	-15000 00		-15000 00	1312000013
12/04/13 PAID ALLEY THEATRE HOUSTON, TX FOR GENERAL SUPPORT TREASURERS CHECK NO 2977817 FOR 00000 TR TRAN#=13120176246440 TR CD=640 REG=0 PORT=INC	-15000 00	-15000 00		1312000014
12/04/13 PAID BROACH FOUNDATION FOR BRAIN CANCER RESEARCH (HOUSTON, TX) FOR GENERAL SUPPORT TREASURERS CHECK NO 2977818 FOR 00000 TR TRAN#=13120176246450 TR CD=640 REG=0 PORT=INC	-15000 00	-15000 00		1312000015
12/04/13 PAID DA CAMERA SOCIETY OF TEXAS HOUSTON, TX \$10,000 FOR GENERAL SUPPORT, \$5,000 FOR ARTISTIC DEVELOPMENT FUND TREASURERS CHECK NO 2977819 FOR 00000 TR TRAN#=13120176246460 TR CD=640 REG=0 PORT=INC	-15000 00	-15000 00		1312000016
12/04/13 PAID MUSEUM OF FINE ARTS HOUSTON HOUSTON, TX CHARITABLE GIFT IN MEMORY OF ISABELLE WILSON TREASURERS CHECK NO 2977820 FOR 00000 TR TRAN#=13120176246470 TR CD=640 REG=0 PORT=PRIN	-15000 00		-15000 00	1312000017
12/04/13 PAID RONALD MCDONALD HOUSE OF HOUSTON (HOUSTON, TX) FOR GENERAL SUPPORT TREASURERS CHECK NO 2977821 FOR 00000 TR TRAN#=13120176246480 TR CD=640 REG=0 PORT=PRIN	-15000 00		-15000 00	1312000018
12/04/13 PAID SOCIETY FOR THE PERFORMING ARTS (HOUSTON, TX) FOR GENERAL SUPPORT TREASURERS CHECK NO 2977822 FOR 00000 TR TRAN#=13120176246490 TR CD=640 REG=0 PORT=PRIN	-15000 00		-15000 00	1312000019
12/04/13 PAID PRESBYTERIAN SCHOOL HOUSTON, TX FOR GENERAL SUPPORT TREASURERS CHECK NO 2977823 FOR 00000 TR TRAN#=13120176246500 TR CD=640 REG=0 PORT=PRIN	-15000 00		-15000 00	1312000020
12/04/13 PAID UNIVERSITY MEDICAL BRANCH GALVESTON, TX FOR GENERAL SUPPORT TREASURERS CHECK NO 2977824 FOR 00000 TR TRAN#=13120176246510 TR CD=640 REG=0 PORT=PRIN	-15000 00		-15000 00	1312000021
12/04/13 PAID RIVER OAKS BAPTIST SCHOOL	-10000 00		-10000 00	1312000022

TAX CODE/DATE TRANSACTIONS	TAXABLE	INCOME	PRINCIPAL	EDIT NUMBER
102 CHARITABLE DEDUCTION - CURRENT INCOME (CONTINUED)				
HOUSTON, TX FOR GENERAL SUPPORT TREASURERS CHECK NO 2977825 FOR 00000 TR TRAN#-13120176246520 TR CD=640 REG=0 PORT=PRIN				
12/04/13 PAID THE UNIVERSITY OF TEXAS MD ANDERSON CANCER CTR (HOUSTON, TX) FOR AMY HEIMBERGER'S GBM RESEARCH THROUGH THE DEPARTMENT OF NEUROSURGERY TREASURERS CHECK NO 2977826 FOR 00000 TR TRAN#-13120176246530 TR CD=640 REG=0 PORT=PRIN	-12000 00		-12000 00	1312000023
12/04/13 PAID RIVER OAKS BAPTIST SCHOOL ENDOWMENT FUND (HOUSTON, TX) FOR GENERAL SUPPORT TREASURERS CHECK NO 2977827 FOR 00000 TR TRAN#-13120176246540 TR CD=640 REG=0 PORT=PRIN	-10000 00		-10000 00	1312000024
12/04/13 PAID SUSAN SMITH BLACKBURN PRIZE, INC (HOUSTON, TX) FOR GENERAL SUPPORT TREASURERS CHECK NO 2977828 FOR 00000 TR TRAN#-13120176246550 TR CD=640 REG=0 PORT=PRIN	-10000 00		-10000 00	1312000025
12/04/13 PAID ST LUKES METHODIST CHURCH FOUNDATION, INC (HOUSTON, TX) FOR THE WHAT IF CAPITAL CAMPAIGN TREASURERS CHECK NO. 2977829 FOR 00000 TR TRAN#-13120176246560 TR CD=640 REG=0 PORT=PRIN	-10000 00		-10000 00 **CHANGED** 06/12/14 JR9	1312000026
12/04/13 PAID MUSIC IN A CONTEXT HOUSTON, TX FOR GENERAL SUPPORT TREASURERS CHECK NO 2977830 FOR 00000 TR TRAN#-13120176246570 TR CD=640 REG=0 PORT=PRIN	-10000 00		-10000 00	1312000027
12/04/13 PAID MAIN STREET THEATER AT AUTRY HOUSE (HOUSTON, TX) FOR GENERAL SUPPORT TREASURERS CHECK NO 2977831 FOR 00000 TR TRAN#-13120176246580 TR CD=640 REG=0 PORT=PRIN	-10000 00		-10000 00	1312000028
12/04/13 PAID HOUSTON SYMPHONY SOCIETY HOUSTON, TX FOR GENERAL SUPPORT TREASURERS CHECK NO 2977832 FOR 00000 TR TRAN#-13120176246590 TR CD=640 REG=0 PORT=PRIN	-10000 00		-10000 00	1312000029
12/04/13 PAID HOUSTON FRIENDS OF CHAMBER MUSIC (HOUSTON, TX) FOR GENERAL SUPPORT TREASURERS CHECK NO 2977833 FOR 00000 TR TRAN#-13120176246600 TR CD=640 REG=0 PORT=PRIN	-10000 00		-10000 00	1312000030
12/04/13 PAID MEALS ON WHEELS MINISTRY TYLER, TX FOR GENERAL SUPPORT TREASURERS CHECK NO 2977834 FOR 00000 TR TRAN#-13120176246610 TR CD=640 REG=0 PORT=PRIN	-5000 00		-5000 00	1312000031
12/04/13 PAID UNIVERSITY OF HOUSTON FBO MOORE SCHOOL OF MUSIC HOUSTON, TX FOR THE MOORE SCHOOL OF MUSIC TREASURERS CHECK NO 2977835 FOR 00000 TR TRAN#-13120176246620 TR CD=640 REG=0 PORT=PRIN	-5000 00		-5000 00	1312000032
12/04/13 PAID STAGES, INC HOUSTON, TX FOR GENERAL SUPPORT TREASURERS CHECK NO 2977837 FOR 00000 TR TRAN#-13120176246640 TR CD=640 REG=0 PORT=PRIN	-5000 00		-5000 00	1312000034
12/04/13 PAID GLENWOOD CEMETERY HISTORIC PRESERVATION FOUNDATION HOUSTON, TX FOR GENERAL SUPPORT TREASURERS CHECK NO 2977838	-5000 00	-5000 00		1312000035

TAX CODE/DATE TRANSACTIONS -----	TAXABLE -----	INCOME -----	PRINCIPAL -----	EDIT NUMBER -----
102 CHARITABLE DEDUCTION - CURRENT INCOME (CONTINUED)				
FOR 00000				
TR TRAN#-13120176246650 TR CD=640 REG=0 PORT=INC				
12/04/13 PAID AMERICAN CANCER SOCIETY, INC (HOUSTON, TX) TO SUPPORT THE 2014 TRUE GRIT CATTLE BARRON'S BALL TO BE HELD ON SATURDAY, APRIL 26, 2014 TREASURERS CHECK NO 2977839 FOR 00000 TR TRAN#-13120176246660 TR CD=640 REG=0 PORT=PRIN	-5000 00		-5000 00	1312000036
12/04/13 PAID ARROW CHILD AND FAMILY MINISTRIES (SPRING, TX) FOR FREEDOM PLACE TREASURERS CHECK NO 2977840 FOR 00000 TR TRAN#-13120176246670 TR CD=640 REG=0 PORT=PRIN	-5000 00		-5000 00	1312000037
12/04/13 PAID CLASP INTERNATIONAL DALLAS, TX FOR GENERAL SUPPORT TREASURERS CHECK NO 2977841 FOR 00000 TR TRAN#-13120176246680 TR CD=640 REG=0 PORT=PRIN	-5000 00		-5000 00	1312000038
12/04/13 PAID HOUSTON FOOD BANK HOUSTON, TX FOR GENERAL SUPPORT TREASURERS CHECK NO 2977842 FOR 00000 TR TRAN#-13120176246690 TR CD=640 REG=0 PORT=PRIN	-5000 00		-5000 00	1312000039
12/04/13 PAID FOUNDATION FOR TOMORROW DBA YELLOWSTONE ACADEMY HOUSTON, TX FOR GENERAL SUPPORT TREASURERS CHECK NO 2977843 FOR 00000 TR TRAN#-13120176246700 TR CD=640 REG=0 PORT=PRIN	-2500 00		-2500 00	1312000040
12/04/13 PAID W OSCAR NEUHAUS MEMORIAL FOUNDATION DBA NEUHAUS EDUC CENTER BELLAIRES, TX FOR GENERAL SUPPORT TREASURERS CHECK NO 2977844 FOR 00000 TR TRAN#-13120176246710 TR CD=640 REG=0 PORT=PRIN	-2500 00		-2500 00	1312000041
12/04/13 PAID HOUSTON PARKS BOARD HOUSTON, TX FOR GENERAL SUPPORT TREASURERS CHECK NO 2977845 FOR 00000 TR TRAN#-13120176246720 TR CD=640 REG=0 PORT=PRIN	-2500 00		-2500 00	1312000042
12/04/13 PAID CENTER FOR HEARING AND SPEECH HOUSTON, TX FOR GENERAL SUPPORT TREASURERS CHECK NO 2977846 FOR 00000 TR TRAN#-13120176246730 TR CD=640 REG=0 PORT=PRIN	-2500 00		-2500 00	1312000043
12/04/13 PAID JOY DEVELOPMENT SCHOOL HOUSTON, TX FOR GENERAL SUPPORT TREASURERS CHECK NO 2977847 FOR 00000 TR TRAN#-13120176246740 TR CD=640 REG=0 PORT=PRIN	-2500 00		-2500 00	1312000044
12/04/13 PAID HOUSTON ZOO HOUSTON, TX FOR GENERAL SUPPORT TREASURERS CHECK NO 2977848 FOR 00000 TR TRAN#-13120176246750 TR CD=640 REG=0 PORT=PRIN	-2000 00		-2000 00	1312000045
12/04/13 PAID ALZHEIMERS DISEASE AND RELATED DISORDERS ASSOCIATION HOUSTON, TX FOR GENERAL SUPPORT TREASURERS CHECK NO 2977849 FOR 00000 TR TRAN#-13120176246760 TR CD=640 REG=0 PORT=PRIN	-2000 00		-2000 00	1312000046
12/04/13 PAID HOUSTON SOCIETY FOR THE PREVENTION OF CRUELTY TO ANIMALS HOUSTON, TX FOR GENERAL SUPPORT TREASURERS CHECK NO 2977850 FOR 00000	-2000 00		-2000 00	1312000047

TAX CODE/DATE TRANSACTIONS	TAXABLE	INCOME	PRINCIPAL	EDIT NUMBER
102 CHARITABLE DEDUCTION - CURRENT INCOME (CONTINUED)				
TR TRAN#=13120176246770 TR CD=640 REG=0 PORT=PRIN				
12/04/13 PAID HOUSTON AMAZING PLACE, INC HOUSTON, TX FOR GENERAL SUPPORT TREASURERS CHECK NO 2977851 FOR 00000 TR TRAN#=13120176246780 TR CD=640 REG=0 PORT=PRIN	-1000 00		-1000 00	1312000048
12/04/13 PAID ORANGE SHOW FOUNDATION HOUSTON, TX FOR GENERAL SUPPORT TREASURERS CHECK NO 2977852 FOR 00000 TR TRAN#=13120176246790 TR CD=640 REG=0 PORT=PRIN	-1000 00		-1000 00	1312000049
12/04/13 PAID CHO-YEH CAMP AND CONFERENCE CENTER (LIVINGSTON, TX) FOR GENERAL SUPPORT TREASURERS CHECK NO 2977856 FOR 00000 TR TRAN#=13120176246830 TR CD=640 REG=0 PORT=PRIN	-2500 00		-2500 00	1312000050
12/04/13 PAID TEXAS CHILDRENS HOSPITAL HOUSTON, TX FOR THE CANCER CENTER PAYMENT 2 OF 2 TREASURERS CHECK NO 2978297 FOR 00000 TR TRAN#=13120176246990 TR CD=640 REG=0 PORT=PRIN	-12500 00		-12500 00	1312000051
TOTAL CODE 102 - CHARITABLE DEDUCTION - CURRENT INCOME	-449500 00	-80000 00	-369500 00	
110 LONG-TERM 28% CAPITAL GAIN DIV/DISTRIB				
PIMCO COMMODITYPL STRAT-P - 72201P167				
12/31/13 MUTUAL FUND EARNINGS	22 35			
TOTAL CODE 110 - LONG-TERM 28% CAPITAL GAIN DIV/DISTRIB	22 35	0 00	0 00	
124 EXEMPT DIVIDENDS SUBJECT TO AMT - STATES				
*** NS - NO STATE				
JP MORGAN TAX AWARE REAL RETURN FUND - 4812A2538 - MINOR = 08030				
12/31/13 MUTUAL FUND EARNINGS	1 35			
	1 35	0 00	0 00	
JP MORGAN TAX AWARE REAL RETURN FUND - 4812A2546 - MINOR = 61				
12/31/13 MUTUAL FUND EARNINGS	0 63			
	0 63	0 00	0 00	
	1 98	0 00	0 00	
*** TX - TEXAS				
JP MORGAN TAX AWARE REAL RETURN FUND - 4812A2538 - MINOR = 08030				
12/31/13 MUTUAL FUND EARNINGS	0 16			
	0 16	0 00	0 00	
JP MORGAN TAX AWARE REAL RETURN FUND - 4812A2546 - MINOR = 61				
12/31/13 MUTUAL FUND EARNINGS	0 07			
	0 07	0 00	0 00	
	0 23	0 00	0 00	
TOTAL CODE 124 - EXEMPT DIVIDENDS SUBJECT TO AMT - STATES	2 21	0 00	0 00	
169 OID INCOME				
BARC 93% PPN CURRENCY BASKET 9/13/13 - 06738KUP4				
01/31/13 BARC 93% PPN CURRENCY BASKET 9/13/13 LNKED TO 3 CURRENCY BSKTS 50% 35% & 15% WEIGHT, UNCAPPED 9/9/11 CORPORATE BOND OID TR TRAN#=13015293111890 TR CD=059 REG=66 PORT=PRIN	113 46			1301000017
02/28/13 BARC 93% PPN CURRENCY BASKET 9/13/13 LNKED TO 3 CURRENCY BSKTS	102 12			1302000014