Form **990-PF**

Department of the Treasury
Internal Revenue Service

Notice 2008-6 Status Change

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

► **Do not enter Social Security numbers on this form as it may be made public.**
► Information about Form 990-PF and its separate instructions is at *www.irs.gov/form990pf.*

OMB No 1545-0052

2013

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

Hodges Texas Charitable Trust
6335 West Northwest Hwy. #1214
Dallas, TX 75225

A Employer identification number
75-6463677

B Telephone number (see the instructions)

C If exemption application is pending, check here ► ☐

D 1 Foreign organizations, check here ► ☐

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

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

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

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

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

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

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

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)*	**(a)** Revenue and expenses per books	**(b)** Net investment income	**(c)** Adjusted net income	**(d)** Disbursements for charitable purposes (cash basis only)
REVENUE 1 Contributions, gifts, grants, etc, received (att sch)				
2 Ck ► ☒ if the foundn is **not** req to att Sch B				
3 Interest on savings and temporary cash investments	20.	20.	20.	
4 Dividends and interest from securities				
5a Gross rents				
b Net rental income or (loss)				
6a Net gain/(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)				
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/(loss) (att sch)				
11 Other income (attach schedule) See Statement 1	271,733.	271,733.		
12 **Total.** Add lines 1 through 11	271,753.	271,753.	20.	
OPERATING AND ADMINISTRATIVE EXPENSES 13 Compensation of officers, directors, trustees, etc	0.			
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule) See St 2	6,339.	6,339.		
b Accounting fees (attach sch) See St 3	1,950.	1,950.		
c Other prof fees (attach sch)				
17 Interest				
18 Taxes (attach schedule)(see instrs) See Stm 4	24,392.	24,392.		
19 Depreciation (attach sch) and depletion	40,760.	40,760.		
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) See Statement 5	46,645.	46,645.		
24 **Total operating and administrative expenses.** Add lines 13 through 23	120,086.	120,086.		
25 Contributions, gifts, grants paid Part XV	110,881.			110,881.
26 **Total expenses and disbursements.** Add lines 24 and 25	230,967.	120,086.	0.	110,881.
27 Subtract line 26 from line 12:				
a **Excess of revenue over expenses and disbursements**	40,786.			
b **Net investment income** (if negative, enter -0-)		151,667.		
c **Adjusted net income** (if negative, enter -0-)			20.	

RECEIVED
APR 04 2014
OGDEN, UT
E2-657
IRS-OSC

SCANNED APR 22 2014

90.14

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1	Cash — non-interest-bearing	45,090.	126,637.	
	2	Savings and temporary cash investments			
	3	Accounts receivable ►			
		Less: allowance for doubtful accounts ►			
	4	Pledges receivable ►			
		Less: allowance for doubtful accounts ►			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach sch) ►			
		Less: allowance for doubtful accounts ►			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments — U S. and state government obligations (attach schedule)			
	b	Investments — corporate stock (attach schedule)			
	c	Investments — corporate bonds (attach schedule)			
	11	Investments — land, buildings, and equipment: basis ►			
		Less: accumulated depreciation (attach schedule) ►			
	12	Investments — mortgage loans			
	13	Investments — other (attach schedule)	801,000.	481,772.	
	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)	846,090.	608,409.	0.
LIABILITIES	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ►)			
	23	**Total liabilities** (add lines 17 through 22)	0.	0.	
NET ASSETS OR FUND BALANCES		**Foundations that follow SFAS 117, check here ► ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here. ► [X] and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	846,090.	608,409.	
	30	**Total net assets or fund balances** (see instructions)	846,090.	608,409.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	846,090.	608,409.	

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	846,090.
2	Enter amount from Part I, line 27a	2	40,786.
3	Other increases not included in line 2 (itemize) ► See Statement 6	3	40,760.
4	Add lines 1, 2, and 3	4	927,636.
5	Decreases not included in line 2 (itemize) ► See Statement 7	5	319,227.
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	608,409.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a 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) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (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.) N/A

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☐ No

If 'Yes,' the foundation does not qualify under section 4940(e). Do not complete this part

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2012			
2011			
2010			
2009			
2008			

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

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ► ☐ and enter 'N/A' on line 1. Date of ruling or determination letter: ________ (attach copy of letter if necessary — see instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here. ► ☐ and enter 1% of Part I, line 27b		1	3,033.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0.
3 Add lines 1 and 2		3	3,033.
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	3,033.
6 Credits/Payments:			
a 2013 estimated tax pmts 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	0.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☒ if Form 2220 is attached		8	44.
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ►		9	3,077.
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
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see the instructions for 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 ► $ 0. **(2)** On foundation managers ► $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If 'Yes,' attach a detailed description of the activities.*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If 'Yes,' attach a conformed copy of the changes*	3		X
4 a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If 'Yes,' attach the statement required by General Instruction T.*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6		X
7 Did the foundation have at least $5,000 in assets at any time during the year? *If 'Yes,' complete Part II, column (c), and Part XV*	7	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ► NA			
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* See Statement 8	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 ► N/A

14 The books are in care of ► Harold Curtis Telephone no. ►

Located at ► 6335 W Northwest Hwy. #1214 Dallas TX ZIP + 4 ► 75225

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** – Check here ► [X]

and enter the amount of tax-exempt interest received or accrued during the year ► 15 | 0.

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

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

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

				Yes	No
1 a	During the year did the foundation (either directly or indirectly):				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	[ ] Yes [X] No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	[ ] Yes [X] No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	[ ] Yes [X] No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	[ ] Yes [X] 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 [X] 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 [X] No			
b	If any answer is 'Yes' to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		1 b	N/A	
	Organizations relying on a current notice regarding disaster assistance check here ► [ ]				
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?		1 c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):				
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__ .	[ ] Yes [X] 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	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ► 20__ , 20__ , 20__ , 20__ .				
3 a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	[ ] Yes [X] 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	N/A	
4 a	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** N/A

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

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

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

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 (No)

If 'Yes' to 6b, file Form 8870.

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

b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction? 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
Harold R. Curtis 6335 W. Northwest Hwy. #1214 Dallas, TX 75225	Trustee 0	0.	0.	0.
June Yeager Martin 3439 West Lawther Dr. Dallas, TX	Trustee 0	0.	0.	0.
Mary Ann Lawhorn 5114 McKinney Ave. # 206 Dallas, TX	Trustee 0	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
None				

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes:		
a	Average monthly fair market value of securities	1a	
b	Average of monthly cash balances	1b	92,140.
c	Fair market value of all other assets (see instructions)	1c	481,772.
d	**Total** (add lines 1a, b, and c)	1d	573,912.
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	573,912.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	8,609.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	565,303.
6	**Minimum investment return.** Enter 5% of line 5	6	28,265.

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	28,265.
2a	Tax on investment income for 2013 from Part VI, line 5 2a 3,033.		
b	Income tax for 2013. (This does not include the tax from Part VI) 2b		
c	Add lines 2a and 2b.	2c	3,033.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	25,232.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	25,232.
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	25,232.

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	110,881.
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	
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	110,881.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	110,881.

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					25,232.
2 Undistributed income, if any, as of the end of 2013:					
a Enter amount for 2012 only				0.	
b Total for prior years: 20 __, 20 __, 20 __			0.		
3 Excess distributions carryover, if any, to 2013:					
a From 2008					
b From 2009					
c From 2010					
d From 2011					
e From 2012	156,890.				
f **Total** of lines 3a through e		156,890.			
4 Qualifying distributions for 2013 from Part XII, line 4: ► $ 110,881.					
a Applied to 2012, but not more than line 2a				0.	
b Applied to undistributed income of prior years (Election required — see instructions)			0.		
c Treated as distributions out of corpus (Election required — see instructions)		0.			
d Applied to 2013 distributable amount					25,232.
e Remaining amount distributed out of corpus		85,649.			
5 Excess distributions carryover applied to 2013 *(If an amount appears in column (d), the same amount must be shown in column (a).)*		0.			0.
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5		242,539.			
b Prior years' undistributed income Subtract line 4b from line 2b			0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			0.		
d Subtract line 6c from line 6b. Taxable amount — see instructions			0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount — see instructions				0.	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014					0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)		0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)		0.			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a		242,539.			
10 Analysis of line 9:					
a Excess from 2009					
b Excess from 2010					
c Excess from 2011					
d Excess from 2012	156,890.				
e Excess from 2013	85,649.				

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

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

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

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

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

1 Information Regarding Foundation Managers:

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

None

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

None

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

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

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

See Statement 9

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

See Statement for Line 2a

c Any submission deadlines:

See Statement for Line 2a

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

See Statement for Line 2a

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
Abilene Christian University Abilene, TX			Scholarship	10,449.
Dallas Christian School Dallas, TX			Scholarships	62,992.
Baylor University Waco, TX			Scholarships	26,000.
Heritage Christian Rockwall, TX			Scholarships	11,440.
Total ► **3a**				110,881.
b *Approved for future payment*				
Total ► **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
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		20.			
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					
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 Royalties	211110	271,733.			
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		271,753.			

13 **Total.** Add line 12, columns (b), (d), and (e) 13 271,753.

(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	1 a (1)		X
	(2) Other assets	1 a (2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1 b (1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1 b (2)		X
	(3) Rental of facilities, equipment, or other assets	1 b (3)		X
	(4) Reimbursement arrangements	1 b (4)		X
	(5) Loans or loan guarantees	1 b (5)		X
	(6) Performance of services or membership or fundraising solicitations	1 b (6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1 c		X

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

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

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

H R Curtis 3/25/14 ▶ Trustee

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
ROBERT L. WARD	ROBERT L. WARD Robert Ward	3/21/14		P00022591

Firm's name ▶ WARD, ASEL & ASSOCIATES, P.C. Firm's EIN ▶ 75-2747768

Firm's address ▶ 5485 BELT LINE RD STE 290
DALLAS, TX 75254-7658 Phone no 469 726-3819

TEEA0503L 07/11/13

Hodges Texas Charitable Trust

75-6463677

Form **990-W** (Worksheet)

Department of the Treasury Internal Revenue Service

For Form 990-PF Purposes

Estimated Tax on Unrelated Business Taxable Income for Tax-Exempt Organizations

(and on Investment Income for Private Foundations)

(Keep for your records. Do not send to the Internal Revenue Service.)

OMB No 1545-0976

2014

1	Unrelated business taxable income expected in the tax year	1	
2	**Tax on the amount on line 1.** See instructions for tax computation	2	
3	Alternative minimum tax (see instructions)	3	
4	Total. Add lines 2 and 3	4	
5	Estimated tax credits (see instructions)	5	
6	Subtract line 5 from line 4	6	
7	Other taxes (see instructions)	7	
8	Total. Add lines 6 and 7	8	
9	Credit for federal tax paid on fuels (see instructions)	9	
10a	Subtract line 9 from line 8 **Note.** If less than $500, the organization is not required to make estimated tax payments. Private foundations, see instructions — 10a: 3,036.		
b	Enter the tax shown on the 2013 return (see instructions) **Caution.** If zero or the tax year was for less than 12 months, skip this line and enter the amount from line 10a on line 10c — 10b:		
c	**2014 Estimated Tax.** Enter the smaller of line 10a or line 10b. If the organization is required to skip line 10b, enter the amount from line 10a on line 10c	10c	3,036.

			(a)	(b)	(c)	(d)
11	**Installment due dates** (see instructions)	11	5/15/14	6/16/14	9/15/14	12/15/14
12	**Required installments.** Enter 25% of line 10c in columns **(a)** through **(d)** unless the organization uses the annualized income installment method, the adjusted seasonal installment method, or is a 'large organization.' (see instructions)	12	759.	759.	759.	759.
13	**2013 Overpayment.** (see instructions)	13	0.	0.	0.	0.
14	**Payment due.** (Subtract line 13 from line 12.)	14	759.	759.	759.	759.

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

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
Royalties	$ 271,733.		
Total	$ 271,733.	$ 0.	$ 0.

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

	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Legal	$ 6,339.	$ 6,339.		
Total	$ 6,339.	$ 6,339.	$ 0.	$ 0.

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
accounting fees	$ 1,950.	$ 1,950.		
Total	$ 1,950.	$ 1,950.	$ 0.	$ 0.

Statement 4
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Ad Valorem Taxes	$ 24,392.	$ 24,392.		
Total	$ 24,392.	$ 24,392.	$ 0.	$ 0.

Statement 5
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Production Expenses	$ 46,645.	$ 46,645.		
Total	$ 46,645.	$ 46,645.	$ 0.	$ 0.

Statement 6
Form 990-PF, Part III, Line 3
Other Increases

	$ 40,760.
Total	$ 40,760.

Statement 7
Form 990-PF, Part III, Line 5
Other Decreases

ad valorem tax valuation	$ 319,227.
Total	$ 319,227.

Statement 8
Form 990-PF, Part VII-A, Line 8b
Copies of Form 990-PF to State Officials

This is a non-exempt 4947 (a)91) charitable trust.

Statement 9
Form 990-PF, Part XV, Line 2a-d
Application Submission Information

Name of Grant Program:	Hodges Texas Charitable Trust
Name:	
Care Of:	
Street Address:	3014 Skillman
City, State, Zip Code:	Dallas, TX 75206
Telephone:	
E-Mail Address:	
Form and Content:	
Submission Deadlines:	
Restrictions on Awards:	

Support Schedule

Supplemental Information to Form 990-PF Year 2013

Hodges Texas Charitable Trust Fed ID # 75-6463677

Statement 1 - Part 1- *Line 11*	*Royalties from Gas Wells*	$271,753
Statement 2 - Part 1- *Line 16a*	*Legal fees*	*$ 6,339*
Statement 3 - Part 1- *Line 16b*	*Accounting Fees Paid*	$1,950
Statement 4 - Part 1- *Line 18*	*Ad valorem, excise and Production taxes*	$24,392
Statement 5 - Part 1- *Line 23*	*Production expenses XTO, and Miscellaneous*	$46,645

Statement 6 - Part 1- *Line 25* ***and*** **Part XV** *Contributions and Grants Paid:*

a) Abilene Christian University
Abilene TX
Scholarships $10,449

b) Dallas Christian School
Dallas TX
Contribution—General Fund $37,000
Scholarships $25,992

c) Baylor University
Waco, TX
Scholarships $26,000

d) Heritage Christian
Rockwall, TX
Scholarship $11,440

Total Part 1 Line 25 and Part XV $110,881

The majority of payments to Colleges and Secondary schools (all of whom are 501(c)(3) organizations) were made on behalf of student scholarships awarded by the Trust. None of the awards were made to students who were related to, or had any association with the Trustees in 2013.

Support Schedule

Supplemental Information to Form 990PF-Year 2013

Hodges Texas Charitable Trust – Fed ID # 75-6463677

Statement 7- Part III- *Line 3 and* ***Part 1*** *line 19 Depletion Allowance* $40,760

Statement 8 - Part III- *Line 5 Change in Ad Valorem Tax Valuation* ($319,228)

Statement 9 - Part VII-A *– Line 8b* ***–Copies of Form 990PF to State Officials:***

This is a non-exempt Texas Charitable Trust and is not registered as a Corporation or LLC

Statement 10 - *Part VIII - List of officers and Trustees:*

These Trustees were appointed by Dallas County Probate Court in May of 2013.

1) Harold R Curtis Trustee Dallas TX

   6335 W Northwest Hwy Unit 1214

2) June Yeager Martin Trustee Dallas TX

   3439 West Lawther Drive

3) Mary Ann Lawhorn Trustee Abilene TX

   1250 EN 10th Street Apartment 310

Statement 11 – Part XV

2a – Qualified Applications should be addressed to the Trustees of the Hodges Texas Charitable Trust at 3014 Skillman Street, Dallas TX 752069. Primary contact is Harold R Curtis, Trustee. Phone is 214.750.7134

2b – Attached to this supporting schedule are our eligibility requirements, and our scholarship application form which lists the required submission information.

2c – Our submission deadline is March 31st of each year.

Support Schedule

Supplemental Information to Form 990PF Year-2013

Hodges Texas Charitable Trust – Fed ID # 75-6463677

2d – The Trust limits its scholarship grants to no more than 5 students per year and concentrates on the graduating seniors at two East Dallas High Schools (Woodrow Wilson and Emmett J Conrad). We coordinate with the respective counseling offices, asking them to submit candidates each year if we notify them funds are available. We also consider other qualified applications sponsored by members of the Skillman church depending on the availability of funds. These are Financial Need based Scholarships and further require a record of academic excellence and proof of active involvement in a church. Funds are distributed directly to the Universities and we require that the recipient "reapply" each year.

3 – The purpose of the disbursements for contributions or scholarships is represented in Statement 6 on page 1 of this supporting schedule and reflects the total reported on Line 25, Part 1 of this 990PF.

THE HODGES TEXAS CHARITABLE TRUST

Eligibility Requirements for Applicants

Applications should be submitted no later than March 31st

The Trustees of the Hodges Texas Charitable Trust desire to grant college scholarships for deserving students who can demonstrate financial need, have a record of academic achievement and show a devotion to a Christian life style. This year we plan to grant 3 scholarships (each not to exceed $10,000) for the college school year beginning in the Fall. These scholarships will be renewable. The Trust will grant:

- One scholarship at Emmett J Conrad High School – Dallas, Texas *
- One scholarship at Woodrow Wilson High School – Dallas, Texas *
- One "At Large" scholarship to a graduating senior or currently eligible college student who must be sponsored through a former or present member of the Skillman Church of Christ – Dallas, Texas**

*Applications from students at Woodrow Wilson High School or Conrad High School are to be **submitted through their counseling offices.**
** "At Large" applications are to be submitted ***with a recommendation letter from a Skillman sponsor*** through the Church office at Skillman Church of Christ, 3014 Skillman - Dallas, Texas 75206. Members of the Skillman youth group who are students at Woodrow or Conrad, meet the requirements and desire to apply, must either present a "sponsored application" for the "at large" scholarship ***OR*** submit an application through the counseling office at their school—they cannot do both.

Requirements

Applicant **must prepare a personal essay of 500 words** stating your plans for college and your future, how you believe a college education will impact your Christian maturity and how you plan to serve the community in which you live and the people with whom you come in contact.

Applicant **must have a minimum grade point average of 3.0 on a 4.0 scale**, and must provide a current transcript of high school grades.

Applicant **must aspire to a Christian life style and have demonstrated leadership abilities through regular participation in Church activities,** and must provide a recommendation letter from a minister or pastor.

Applicant **must show financial need and submit a FAFSA** (Free Application for Federal Student Aid--The form is available at fafsaonline.com.) A recommendation letter from a personal reference who can attest to your character and financial need is required.

Applicant **must have applied to a college or university.** The applicant's letter of acceptance should be forwarded to the Trust when received.

APPLICATION DEADLINE IS MARCH 31ST
Recipients Announced No Later Than April 30th

THE HODGES TEXAS CHARITABLE TRUST

Scholarship Application Form

Applications should be submitted no later than March 31st

Date Submitted ____________________

Name ____

Permanent Address ____

E: mail address ____________________ High School ____________________

Telephone ______________________ Cell Phone ______________________

Colleges or Universities where you have applied:

____

____

I. Application Information to be provided by applicant:

- Copy of your High School Transcript through the most recent semester. We require a minimum GPA of 3.0 (on a GPA scale of 4.0).
- Proof of application and/or acceptance at your College or University
- Provide a list of school clubs, awards, honors, leadership offices
- Provide a list of Church activities, honors, leadership experiences and include a Letter of Recommendation from your Minister or Pastor.
- Provide a list of civic activities, honors, leadership experiences
- Provide a personal essay of 500 words stating your plans for college and your future, how you believe your college education will impact your Christian maturity, how you plan to serve the community in which you live and the people with whom you come in contact.
- A completed FAFSA (Free Application for Federal Student Aid, available at fafsaonline.com) to demonstrate financial need. Provide a recommendation letter from a personal reference who can attest to your character and financial need.

II. I certify that all the information provided is complete and accurate to the best of my knowledge.

Signature of Applicant ________________________________

III. Information to be completed by counselor after review of the application.

Name of Applicant______________________
Rank in Class___________ Grade Point Average_____________
SAT Score _____________ ACT Score _______________

Counselor's Signature __________________________

Checklist for submitting this application—Did you attach?
*Official Transcript of your Grades*______
*Financial Information – Form FAFSA*________
Personal 500 word essay _________
Letters of Recommendation (2)
*A letter from your Minister or Pastor*____
*A reference who can testify to your character and financial need*____
Lists requested:
List of school clubs, awards, honors, leadership _____
*List of Church activities, honors, leadership experiences*_____
*List of any Civic activities, honors, leadership experiences*_____

****Students at Conrad and Woodrow should submit this Application Form and attachments through your School's Counseling office. "At Large" applications are to be submitted through the Church office of Skillman Church of Christ, 3014 Skillman, Dallas, Texas 75206 accompanied by a recommendation letter from your Skillman sponsor. Incomplete Applications will not be considered.**