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Return of Private Foundation

OMB No 1545-0052

2013

Department of the Treasury
Internal Revenue Service

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

Open to Public Inspection

For calendar year 2013 or tax year beginning

, and ending

Name of foundation STRAKE FOUNDATION		A Employer identification number 76-0041524
Number and street (or P.O. box number if mail is not delivered to street address) 712 MAIN STREET	Room/suite 3300	B Telephone number 713-216-2400
City or town, state or province, country, and ZIP or foreign postal code HOUSTON, TX 77002-3215		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 74,737,190.	J Accounting method: ☐ Cash ☐ Accrual ☒ Other (specify) MODIFIED CASH	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))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received			N/A	
2 Check ☒ if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments	5.	5.		STATEMENT 2
4 Dividends and interest from securities	1,446,797.	1,449,714.		STATEMENT 3
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	8,099,809.			STATEMENT 1
b Gross sales price for all assets on line 6a	11,808,593.			
7 Capital gain net income (from Part IV, line 2)		7,901,511.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss)				
11 Other income	355,839.	336,568.		STATEMENT 4
12 Total. Add lines 1 through 11	9,902,450.	9,687,798.		
13 Compensation of officers, directors, trustees, etc	54,000.	7,200.		46,800.
14 Other employee salaries and wages	240,458.	108,853.		131,605.
15 Pension plans, employee benefits	87,470.	39,597.		47,873.
16a Legal fees STMT 5	1,740.	870.		870.
b Accounting fees STMT 6	28,700.	19,650.		9,050.
c Other professional fees STMT 7	128,021.	128,021.		0.
17 Interest				
18 Taxes STMT 8	104,184.	1,035.		0.
19 Depreciation and depletion	1,544.	772.		
20 Occupancy	26,055.	13,027.		13,027.
21 Travel, conferences, and meetings	8,773.	1,867.		6,907.
22 Printing and publications				
23 Other expenses STMT 9	56,461.	16,690.		39,599.
24 Total operating and administrative expenses. Add lines 13 through 23	737,406.	337,582.		295,731.
25 Contributions, gifts, grants paid	2,887,400.			2,887,400.
26 Total expenses and disbursements. Add lines 24 and 25	3,624,806.	337,582.		3,183,131.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	6,277,644.			
b Net investment income (if negative, enter -0-)		9,350,216.		
c Adjusted net income (if negative, enter -0-)			N/A	

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LHA For Paperwork Reduction Act Notice, see instructions.

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Part II Balance Sheets		Beginning of year		End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1 Cash - non-interest-bearing	738,812.	856,363.	856,363.	
	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				
	7 Other notes and loans receivable ▶				
	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				
	b Investments - corporate stock STMT 10	6,453,172.	13,501,250.	57,440,864.	
	c Investments - corporate bonds				
	Liabilities	11 Investments - land, buildings, and equipment basis ▶			
Less: accumulated depreciation ▶					
12 Investments - mortgage loans					
13 Investments - other STMT 11		5,360,745.	4,474,304.	16,436,103.	
14 Land, buildings, and equipment basis ▶ 33,139.					
Less: accumulated depreciation ▶ 29,279.		5,404.	3,860.	3,860.	
15 Other assets (describe ▶)					
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)		12,558,133.	18,835,777.	74,737,190.	
17 Accounts payable and accrued expenses					
18 Grants payable					
Net Assets or Fund Balances	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable				
	22 Other liabilities (describe ▶)				
23 Total liabilities (add lines 17 through 22)	0.	0.			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ ☐				
	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	12,558,133.	18,835,777.		
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.		
30 Total net assets or fund balances	12,558,133.	18,835,777.			
31 Total liabilities and net assets/fund balances	12,558,133.	18,835,777.			

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	12,558,133.
2 Enter amount from Part I, line 27a	2	6,277,644.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	18,835,777.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	18,835,777.

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 CAPITAL GAINS (LOSSES) FROM PARTNERSHIPS			P		
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 11,808,593.		3,708,784.	8,099,809.		
b		194,831.	<194,831.>		
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 4,490.	1,023.	3,467.	8,096,342.		
b			<194,831.>		
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	7,901,511.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8			3	N/A	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	3,290,072.	64,718,440.	.050837
2011	2,949,844.	59,322,350.	.049726
2010	2,468,338.	52,268,564.	.047224
2009	2,531,153.	49,966,723.	.050657
2008	3,195,994.	59,377,952.	.053825
2 Total of line 1, column (d)			2 .252269
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 .050454
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 70,718,128.
5 Multiply line 4 by line 3			5 3,568,012.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 93,502.
7 Add lines 5 and 6			7 3,661,514.
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 3,183,131.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	187,004.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	187,004.
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	187,004.
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	47,600.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	150,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	197,600.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	441.	
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	10,155.	
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax ☐ 10,155. Refunded ☐ 0.	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ☐ \$ 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
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	X
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	X
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	5	X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	7	X
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ TX		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	8b	X
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV	9	X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10	X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	X	
14	The books are in care of ► PAUL L. ROBISON, JR Located at ► 712 MAIN STREET, SUITE 3300, HOUSTON, TX Telephone no. ► (713) 216-2415 ZIP+4 ► 77002		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A		
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	Yes	No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ 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)? Organizations relying on a current notice regarding disaster assistance check here ► ☐	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? If "Yes," list the years ► _____, _____, _____	☐ Yes ☒ No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013) N/A	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b	X

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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)? ☐ 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)?

N/A

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?

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

6b

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

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

7b

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 12		175,522.	19,436.	0.

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

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

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

0

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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. If none, enter "NONE."

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

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

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

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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	53,118,976.
b	Average of monthly cash balances	1b	1,401,558.
c	Fair market value of all other assets	1c	17,274,520.
d	Total (add lines 1a, b, and c)	1d	71,795,054.
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	71,795,054.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,076,926.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	70,718,128.
6	Minimum investment return. Enter 5% of line 5	6	3,535,906.

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	3,535,906.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	187,004.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	1,518.
c	Add lines 2a and 2b	2c	188,522.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	3,347,384.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	3,347,384.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	3,347,384.

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	3,183,131.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	3,183,131.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	3,183,131.

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				3,347,384.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008	61,111.			
b From 2009	122,217.			
c From 2010				
d From 2011	18,057.			
e From 2012	177,823.			
f Total of lines 3a through e	379,208.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$ 3,183,131.				
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				3,183,131.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	164,253.			164,253.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	214,955.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	214,955.			
10 Analysis of line 9:				
a Excess from 2009	19,075.			
b Excess from 2010				
c Excess from 2011	18,057.			
d Excess from 2012	177,823.			
e Excess from 2013				

N/A

- 4942(j)(5)

- (4) Gross investment income**

[illegible]

SEE SCHEDULE A

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE SCHEDULE B VARIOUS CITIES AND STATES, TX 77002	NONE	501(C)(3)	PUBLIC CHARITIES	2,887,400.
Total			3a	2,887,400.
b Approved for future payment				
SEE SCHEDULE C VARIOUS CITIES AND STATES, TX 77002	NONE	501(C)(3)	PUBLIC CHARITIES	1,193,500.
Total			3b	1,193,500.

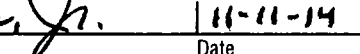
Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

		Yes	No
1	Did the organization directly or indirectly engage in any of the following 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		X
	(2) Other assets		X
b	Other transactions:		
	(1) Sales of assets to a noncharitable exempt organization		X
	(2) Purchases of assets from a noncharitable exempt organization		X
	(3) Rental of facilities, equipment, or other assets		X
	(4) Reimbursement arrangements		X
	(5) Loans or loan guarantees		X
	(6) Performance of services or membership or fundraising solicitations		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees		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.		

[illegible]

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

b If "Yes," complete the following schedule.		
(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.				May the IRS discuss this return with the preparer shown below (see instr.)? ☒ Yes ☐ No		
	 Signature of officer or trustee		11-11-14 Date		PRESIDENT Title		
Paid Preparer Use Only	Print/Type preparer's name		Preparer's signature		Date	Check ☐ if self-employed	PTIN
	GREGORY VAUGHN, CPA				11-11-14	☐	P01302940
	Firm's name ▶ LAPORTE, APAC					Firm's EIN ▶ 72-1088864	
	Firm's address ▶ 1770 ST. JAMES PLACE, SUITE 250 HOUSTON, TX 77056-3432					Phone no. (713) 963-8008	

Form **990-PF** (2013)

FORM 990-PF

GAIN OR (LOSS) FROM SALE OF ASSETS

STATEMENT 1

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PUBLICLY TRADED SECURITIES					
	11,808,593.	3,708,784.	0.	0.	8,099,809.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
CAPITAL GAINS (LOSSES) FROM PARTNERSHIPS					
	0.	0.	0.	0.	0.

CAPITAL GAINS DIVIDENDS FROM PART IV 0.

TOTAL TO FORM 990-PF, PART I, LINE 6A 8,099,809.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 2

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
CASH AND EQUIVALENTS	5.	5.	
TOTAL TO PART I, LINE 3	5.	5.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 3

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
SECURITIES, ETC	1,446,797.	0.	1,446,797.	1,446,797.	
TO PART I, LINE 4	1,446,797.	0.	1,446,797.	1,446,797.	

FORM 990-PF OTHER INCOME STATEMENT 4

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OTHER PARTNERSHIP INCOME	0.	<511,615.>	
ROYALTY INCOME	0.	848,183.	
OTHER PARTNERSHIP INCOME	355,839.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	355,839.	336,568.	

FORM 990-PF LEGAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	1,740.	870.		870.
TO FM 990-PF, PG 1, LN 16A	1,740.	870.		870.

FORM 990-PF ACCOUNTING FEES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	28,700.	19,650.		9,050.
TO FORM 990-PF, PG 1, LN 16B	28,700.	19,650.		9,050.

FORM 990-PF

OTHER PROFESSIONAL FEES

STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT EXPENSE	128,021.	128,021.		0.
TO FORM 990-PF, PG 1, LN 16C	128,021.	128,021.		0.

FORM 990-PF

TAXES

STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
STATE & PROPERTY TAXES	222.	222.		0.
FEDERAL EXCISE	103,149.	0.		0.
FOREIGN TAXES	813.	813.		0.
TO FORM 990-PF, PG 1, LN 18	104,184.	1,035.		0.

FORM 990-PF

OTHER EXPENSES

STATEMENT 9

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MEALS & ENTERTAINMENT	346.	87.		87.
INSURANCE	11,776.	5,888.		5,888.
COMPUTER OPERATIONS	18,993.	1,899.		17,094.
DUES & SUBSCRIPTIONS	4,042.	2,425.		1,617.
OFFICE ADMINISTRATION	21,010.	6,303.		14,707.
TELEPHONE	294.	88.		206.
TO FORM 990-PF, PG 1, LN 23	56,461.	16,690.		39,599.

FORM 990-PF	CORPORATE STOCK	STATEMENT 10
-------------	-----------------	--------------

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
HELD AT U S BANK	0.	0.
HELD AT FIDELITY INVESTMENTS	4,679,323.	29,303,671.
HELD AT UBS	8,821,927.	28,137,193.
TOTAL TO FORM 990-PF, PART II, LINE 10B	13,501,250.	57,440,864.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 11
-------------	-------------------	--------------

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
PRODUCING MINERAL LEASES	COST	1,603.	1,603.
BLACKSTONE ACQUISITION PARTNERS I LP	COST	0.	0.
BLACKSTONE OVERLINE ACQUISITION LP	COST	0.	0.
BLACKSTONE ACQUISITION PARTNERS II LP	COST	0.	0.
HATFIELD ROYALTY LP	COST	0.	0.
O'CONNELL PARTNERS LP	COST	0.	0.
SIP III	COST	0.	0.
THE ENDOWMENT FUND	COST	576,605.	442,289.
BELRIDGE ENERGY ADVISORS LP	COST	124,765.	602,384.
NAVITAS FUND, L.P.	COST	428,829.	774,213.
PELICAN ENERY PARTNERS, LP	COST	236,211.	377,202.
TEXAS REEXPLORATION, LTD. 03	COST	14,549.	10,853.
BLACK STONE MINERALS CO, LP	COST	3,091,742.	14,227,559.
TOTAL TO FORM 990-PF, PART II, LINE 13		4,474,304.	16,436,103.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 12

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
PAUL L. ROBISON, JR. 712 MAIN ST STE 3300 HOUSTON, TX 77002	EXEC. DIR. 30.00	121,522.	19,436.	0.
GEORGE W. STRAKE, JR. 712 MAIN ST STE 3300 HOUSTON, TX 77002	PRESIDENT/TREASURER 5.00	30,000.	0.	0.
ROBERT S. PARSLEY 712 MAIN ST STE 3300 HOUSTON, TX 77002	SECRETARY 2.00	3,000.	0.	0.
DIANA D. HOOVER 712 MAIN ST STE 3300 HOUSTON, TX 77002	VICE-PRESIDENT 2.00	3,000.	0.	0.
GREGORY P. STRAKE 712 MAIN ST STE 3300 HOUSTON, TX 77002	DIRECTOR 2.00	3,000.	0.	0.
SANDRA P. MOFFET 712 MAIN ST STE 3300 HOUSTON, TX 77002	DIRECTOR 2.00	3,000.	0.	0.
KATHY D. COVEY 712 MAIN ST STE 3300 HOUSTON, TX 77002	DIRECTOR 2.00	3,000.	0.	0.
BERTHA HUTCHINSON 712 MAIN ST STE 3300 HOUSTON, TX 77002	DIRECTOR 2.00	3,000.	0.	0.
STEVE HEROD 712 MAIN ST STE 3300 HOUSTON, TX 77002	DIRECTOR 2.00	3,000.	0.	0.
LUPE FRAGA 712 MAIN ST STE 3300 HOUSTON, TX 77002	DIRECTOR 2.00	3,000.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		175,522.	19,436.	0.

GENERAL EXPLANATION

STATEMENT 13

FORM/LINE IDENTIFIER

FORM 8865 - CATEGORY 3 FILER, DOMESTIC PARTNERSHIP EXCEPTION

EXPLANATION:

THE STRAKE FOUNDATION QUALIFIES AS A CATEGORY 3 FILER WITH RESPECT TO CERTAIN FOREIGN PARTNERSHIPS. HOWEVER, THE TAXPAYER IS NOT REQUIRED TO FILE A FORM 8865 PURSUANT TO THE DOMESTIC PARTNERSHIP EXCEPTION. DURING THE CALENDAR YEAR 2013, THE DOMESTIC PARTNERSHIP LISTED BELOW CONTRIBUTED PROPERTY TO A FOREIGN PARTNERSHIP. HOWEVER, THE DOMESTIC PARTNERSHIP FILED FORM 8865 AND PROPERLY REPORTED ALL THE REQUIRED INFORMATION WITH RESPECT TO THE CONTRIBUTION. THEREFORE, THE STRAKE FOUNDATION IS RELIEVED OF ANY FORM 8865 FILING REQUIREMENT.

THE FILING REQUIREMENT FOR FORM 8865 FOR THE CALENDAR YEAR 2013 HAS BEEN SATISFIED BY THE FOLLOWING:

THE ENDOWMENT EXEMPT QP FUND II. L.P.
4265 SAN FELIPE, SUITE 800
HOUSTON, TX 77027
EIN: 20-0955459

FORM 8886 REPORTABLE TRANSACTION DISCLOSURE STATEMENT -- TYPE #1

IRS NOTICE 2006-16 SETS FORTH A SAFE HARBOR FROM DISCLOSURE OBLIGATIONS THAT APPLIES IN CERTAIN CIRCUMSTANCES TO TAXPAYERS INVESTING IN PASS-THROUGH ENTITIES. IN GENERAL, IRS NOTICE 2006-16 PROVIDES THAT A TAXPAYER WHOSE REPORTING OBLIGATION ARISES SOLELY AS A RESULT OF A DIRECT OR INDIRECT INVESTMENT IN A PASS-THROUGH ENTITY IS NOT REQUIRED TO FILE A DISCLOSURE STATEMENT IF THE TAXPAYER RECEIVES A WRITTEN ACKNOWLEDGEMENT THAT THE PASS-THROUGH ENTITY HAS OR WILL COMPLY WITH ITS SEPARATE DISCLOSURE OBLIGATION. THE STRAKE FOUNDATION RECEIVED NOTIFICATION THAT THE DISCLOSURE OBLIGATION WAS SATISFIED BY THE FOLLOWING:

THE ENDOWMENT EXEMPT QP FUND II. L.P.
4265 SAN FELIPE, SUITE 800
HOUSTON, TX 77027
EIN: 20-0955459

FORM 8886 REPORTABLE TRANSACTION DISCLOSURE STATEMENT -- TYPE #2

THE ENDOWMENT EXEMPT QP FUND II, L.P. OWNS A DIRECT INTEREST IN OTHER FUNDS WITH THE RESULT THAT IT MET THE REPORTABLE LOSS THRESHOLD WITH RESPECT TO REPORTABLE TRANSACTIONS. IT HAS FILED A FORM 8886 FOR THE REPORTABLE TRANSACTION DISCLOSURES. AS SUCH, THE STRAKE FOUNDATION, A DOMESTIC LIMITED PARTNER IN THIS FUND, IS NOT REQUIRED TO FILE A FORM

8886 BECAUSE ITS LOSS IS BELOW THE REPORTABLE LOSS THRESHOLD.

FORM 8621 RETURN BY A U.S. SHAREHOLDER OF A PASSIVE FOREIGN INVESTMENT COMPANY OR QUALIFIED ELECTING FUND.

THE ENDOWMENT EXEMPT QP FUND II, L.P. HAS THREE TYPES OF INVESTMENTS IN PASSIVE FOREIGN INVESTMENT COMPANIES ("PFIC"). FOR PFIC TYPE #1 (IRC SECTION 1295 QUALIFIED ELECTING FUND ("QEF")) AND TYPE #2 (MARK TO MARKET ("MTM")) IT HAS MADE A QEF ELECTION AND A MTM ELECTION WITH RESPECT TO ITS INVESTMENTS IN THE PFICS SINCE THE FIRST YEAR EACH WAS HELD AND HAS FILED FORM 8621, AS SUCH, THE STRAKE FOUNDATION IS NOT REQUIRED TO FILE FORM 8621 FOR PFIC TYPE #1 AND PFIC TYPE #2.

FOR PFIC TYPE #3 (EXCESS DISTRIBUTION UNDER IRC SECTION 1291) THE FUND HAS INDIRECTLY INVESTED IN PASSIVE FOREIGN INVESTMENT COMPANIES AND HAS REALIZED GAINS ON EXCESS DISTRIBUTIONS ON CERTAIN PFICS. SUCH GAINS HAVE BEEN TREATED AS EXCESS DISTRIBUTIONS UNDER IRC SECTION 1291 AND ANY TAX DUE HAS BEEN REPORTED AS ADDITIONAL TAXES ON FORM 990-T BY THE STRAKE FOUNDATION. IN ADDITION, A COMPLETED FORM 8621 FOR EACH OF THE PFICS HAS BEEN ATTACHED TO THE STRAKE FOUNDATION'S FORM 990-PF FOR 2013.

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

Department of the Treasury
Internal Revenue Service

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

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on e-file for Charities & Nonprofits.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

		Enter filer's identifying number
Type or print	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
	STRAKE FOUNDATION	76-0041524
File by the due date for filing your return. See instructions	Number, street, and room or suite no. If a P O box, see instructions.	Social security number (SSN)
	712 MAIN STREET, NO. 3300	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	HOUSTON, TX 77002-3215	

Enter the Return code for the return that this application is for (file a separate application for each return) **0 4**

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

PAUL L. ROBISON, JR

- The books are in the care of ► **712 MAIN STREET, SUITE 3300 - HOUSTON, TX 77002**
- Telephone No ► **(713) 216-2415** Fax No ►

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐ . If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2014**, to file the exempt organization return for the organization named above. The extension is for the organization's return for.
► ☒ calendar year **2013** or
► ☐ tax year beginning , and ending .

2 If the tax year entered in line 1 is for less than 12 months, check reason. ☐ Initial return ☐ Final return
☐ Change in accounting period

3a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	151,743.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b	\$	1,743.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c	\$	150,000.

Caution. If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II and check this box ☒ **X**

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions.	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
	STRAKE FOUNDATION	76-0041524
	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)
	712 MAIN STREET, NO. 3300	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	HOUSTON, TX 77002-3215	

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

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

PAUL L. ROBISON, JR

- The books are in the care of **712 MAIN STREET, SUITE 3300 - HOUSTON, TX 77002**
Telephone No. **(713) 216-2415** Fax No.

- If the organization does not have an office or place of business in the United States, check this box ☐
• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until **NOVEMBER 15, 2014.**

5 For calendar year **2013**, or other tax year beginning , and ending .

6 If the tax year entered in line 5 is for less than 12 months, check reason. ☐ Initial return ☐ Final return
☐ Change in accounting period

7 State in detail why you need the extension

ALL INFORMATION NECESSARY TO PREPARE A COMPLETE AND ACCURATE TAX RETURN HAS NOT YET BEEN RECEIVED.

8a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	151,743.
8b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	151,743.
8c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

Signature and Verification must be completed for Part II only.

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

Signature **Bonnie M. Wyllie** Title **DIRECTOR**

Date **8-4-14**

Form 8868 (Rev. 1-2014)

SCHEDULE A

FORM 990-PF, PART XV, LINE 2b-d

STRAKE FOUNDATION

FEIN: 76-0041524

ID # _____
Assigned by SF

STRAKE FOUNDATION
Grant Application Cover Sheet

INSTRUCTIONS – Complete this Cover Sheet and return to Strake Foundation with the five following attachments:

1. Brief cover letter describing current need.
2. Copy of current IRS Determination Letter indicating 501(c)(3) tax exempt status.
3. List of Current Board of Directors.
4. Copy of your most recent 990 Tax Return.
5. Copy of your Annual Budget.

Application Deadlines are BEFORE April 1 or October 1.

Organization's legal name: _____
(Legal name as listed with the Internal Revenue Service and as supplied on IRS Form 990)

Executive Director: _____

Contact person, title & phone: _____
(If different from Executive Director)

Telephone: _____ - _____ - _____ Ext: _____ Fax: _____ - _____ - _____

Mailing Address: _____
(Permanent Mailing Address for Organization's Principal/Administrative Office)

City: _____ State: _____ Zip Code: _____

TAX ID # _____ - _____

TYPE OF ORGANIZATION: (e.g.; hospital, social service, religious, etc.)

BRIEF SUMMARY OF ORGANIZATION'S HISTORY: (include year founded)

BRIEF STATEMENT OF ORGANIZATION'S MISSION & GOALS:

Please complete on Reverse Side

SCHEDULE A

FORM 990-PF, PART XV, LINE 2b-d

STRAKE FOUNDATION

FEIN: 76-0041524

Page 2 – Grant Application Cover Sheet

PREVIOUS SUPPORT FROM STRAKE FOUNDATION

(during past 5 years)

Year Amount \$

Year Amount \$

Year Amount \$

Year Amount \$

Year Amount \$

FUNDRAISING GOAL FOR THIS REQUEST?

\$

HOW MUCH HAS BEEN RAISED?

\$

From whom? _____

(Attach separate sheet if necessary)

AMOUNT REQUESTED FROM STRAKE FOUNDATION? \$ _____

Are these matching funds? ☐ Yes ☐ No

Application submitted by:

Chairperson, Board of Directors

Executive Director

Typed Name & Title (Dated)

Typed Name & Title (Dated)

SUBMIT UNBOUND PROPOSAL, PREFERABLY BY U.S. MAIL, TO:

Strake Foundation
Attn: Mr. George W Strake, Jr.
712 Main St., Suite 3300
Houston, TX 77002-3215

Questions regarding completion of the Application or requested attachments: Please call
713-216-2400.

SCHEDULE A

FORM 990-PF, PART XV, LINE 2b-d

STRAKE FOUNDATION

FEIN: 76-0041524

The Founders

George W. Strake was an oilman and philanthropist who left the majority of his estate to the Foundation when he died in 1969. The Foundation is supported by Mr. Strake's endowment as well as by funds from the estate of Mrs. Susan K. Strake, who died in 1975, and by gifts from the founder's children, George W. Strake, Jr., who serves as president of the Foundation and donor, Susan S. Dilworth, daughter of the founder and donor, who died in 1988, and Georganna S. Parsley, daughter of the founder and donor, who died in 2002.

George Strake was born in St. Louis, Missouri in 1894. His father died before he was two years old and his mother died when he was eight. He was raised by his three older sisters but was soon learning to make his own way in the world. He graduated from St. Louis University in 1917 with a Bachelor of Science degree in Commerce and Finance.

In 1918, after being honorably discharged as a Master Sergeant and wireless instructor from the Army Air Corps, he joined the Mexican-Gulf Oil Co. in Tampico, Mexico where he worked as an accountant for two years. He then resigned from Gulf to go out on his own in the oil leasing and royalty business in Mexico. In 1924 he married Susan Kehoe, a native Houstonian, and returned with his wife to live and work in Mexico. In 1925 the Strakes, with their young daughter, moved to Havana, Cuba where he struggled unsuccessfully for two years in oil and gas leasing and the automobile business. In 1927 he returned to Houston with his family.

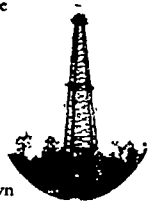
His Catholic Faith meant a great deal to him. His mother's influence and the atmosphere of St. Louis University molded him into a man of strong beliefs. The strength of his faith was borne out in 1931, in the midst of the Great Depression, when he had nothing in the world except his wife, a small daughter, leases on 8500 acres of Montgomery County land that nobody else wanted, and a very limited purse. In the early summer of 1931 he believed it was time to move forward, regardless of

the country's economic uncertainty, and try to drill a well on his prospect.

At a time when East Texas was under martial law, oil was selling for ten cents a barrel, breadlines were in Houston, and bankruptcies and suicides were plaguing Wall Street, George Strake decided to drill a wildcat well. He was alone in believing there was oil in this territory - nine major oil companies refused to join with him in his Conroe wildcat venture, one calling it folly to drill east of Conroe. Only a man of true faith in God, a man with confidence in his own ultimate destiny that such faith brings, would have drilled that well when he did and where he did. On December 13, 1931, he brought in the discovery well of what is now known as the Conroe Oil Field. By December 1933 there were 431 producing wells and 65,102 barrels of oil being produced daily from the Conroe Field.

As an ardent Catholic and outspoken Christian, he made many bequests to his church and to many other charities - most of them privately and without fanfare. He was an active civic leader and served on the boards of numerous social service, youth and Catholic organizations. In 1943 he and Mrs. Strake presented the Boy Scouts of America with a 2400-acre camp four miles south of Conroe that is now called Camp Strake.

In 1952 he and Mrs. Strake established the Strake Charities Trust, which was dissolved in 1982 and all assets of the trust were distributed to the newly created Strake Foundation, a Texas Non-Profit Corporation.



Mr. & Mrs. Strake's three children have given them 19 grandchildren, 62 great grandchildren and 10 great great grandchildren.



Strake Foundation Annual Report

Schedule A

Form 990-PF, Part XV, Line 2b-d

Strake Foundation

FEIN: 76-0041524

YEAR ENDED 12/31	2011	2012
Assets	\$ 60,593,742	\$ 65,994,070
Expenditures	\$ 2,949,844	\$ 3,769,708
(Including Grants)		

Analysis of Grants

Grants Paid	\$ 2,698,750	\$ 3,014,000
Requests Received	553	477
Grants Awarded	363	366
Average Grant	\$ 7,392	\$ 8,360
Range*	\$200 - \$75,000	

* Range is on an annual basis and includes only Year 2012 payments on multi-year pledges

Organization Type**	% of Total Grantees ⁽¹⁾	% of Total Dollars ⁽¹⁾
Within Texas	74.9%	79.8%
Outside Texas	25.1%	20.2%
Educational	12.1%	12.8%
Medical	7.4%	7.7%
Cultural	7.4%	9.0%
Youth	18.5%	19.4%
General	35.8%	35.8%
Catholic	25.9%	23.0%
Other Religious	3.9%	4.9%

⁽¹⁾ Ten year average

** Organization type is considered in multiple grant categories

Application Guidelines

- Submit *only one request within any calendar year*.
- Grants made only to qualified 501(c)(3) non-profit organizations. No grants to individuals or non-qualified organizations.
- Support considered for hospital and medical research, private secondary and higher educational institutions, cultural and social services, including programs for youth (see *Analysis of Giving*).
- Support is considered for operating budgets, capital campaigns, special projects, research, matching funds and general purposes.

Application Process

- One copy of completed Grant Application Cover Sheet.
- Cover letter with *brief* description of need.
- Copy of current IRS Determination Letter indicating 501(c)(3) tax exempt status.
- List of current Board of Directors.
- Copy of Annual Budget.
- Copy of your most recent Form 990 Tax Return.

**Proposal Deadlines: BEFORE April 1
or October 1**

Send Grant Application package via US Mail to:

Strake Foundation
Attn: George W. Strake, Jr., President
712 Main St., Suite 3300
Houston, TX 77002-3215
Telephone: 713-216-2400

STRAKE FOUNDATION

EIN 72-0041524

SCHEDULE B

PART XV GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

STRAKE FOUNDATION**APPROVED GRANTS PAID IN 2013**

Organization	Address	Project Title	Amount
YEAR ENDING DECEMBER 31, 2013	5555 San Felipe, Suite 1750 Houston, TX 77056-9710	general support	\$2,000
100 Club, Inc.	5555 San Felipe, Suite 1750 Houston, TX 77056-9710	for the families of Cpt EMT Matthew Renaud and Engineer Operator EMT Robert Bebee of Station 51; Firefighter EMT Robert Garner and Probationary Firefighter Anne Sullivan of Station 68 who died in the May 31, 2013 5-alarm fire in SW Houston	\$5,000
Acton Institute for the Study of Religion and Liberty	98 E Fulton Street Grand Rapids, MI 49503	to support the upcoming conference for U S. and international bishops	\$5,000
Admiral Nimitz Foundation	328 East Main St. Fredericksburg, TX 78624	to support the National Museum of the Pacific War capital campaign initiatives	\$26,000
Alliance for School Choice	1660 L St., NW, Suite 1000 Washington, DC 20036	to support education, policy and implementation activities	\$2,500
Alzheimer's Disease & Related Disorders Assn.	2242 W. Holcombe Blvd Houston, TX 77030	to support education programs for recently diagnosed individuals and their families	\$5,000
Amazing Place (FORMERLY Seniors Place)	3735 Drexel Houston, TX 77027	to support the 2013 Amazing Place Annual Luncheon on October 9, 2013	\$5,000
American Academy of Distance Learning	4500 NW 27th Avenue, Suite D Gainesville, FL 32606	to support the development courses using new Massive Open Online Course management technologies to enable hundreds of thousands of students to enroll in individual college level courses	\$5,000
American Action Forum, Inc	1401 New York Avenue NW, 12th Floor Washington, DC 20005	to support the development and advocate for conservative, market based immigration solutions ****Stop Payment on Check - Check returned on 8/14/13 - not reissued****	\$0
American Council of Trustees and Alumni	1726 M Street, NW, Suite 802 Washington, DC 20036	operating support	\$5,000
American Diabetes Association	2400 Augusta Dr , Suite 175 Houston, TX 77057	to support Camp Rainbow for the June 24-27, 2013 session	\$2,000
American Enterprise Institute for Public Policy Research	1150 17th St., N.W. Washington, DC 20036	operating support	\$2,500
American Foreign Policy Council	509 C Street NE Washington, DC 20002	to support the work of Dr Christopher Manion, co-founder and Research Fellow, specifically his study entitled 'Charity Under Fire'	\$5,000
American Heart Association - Houston Division	10060 Buffalo Speedway Houston, TX 77054	to support the 'Open Your Heart' and the 'CPR Anytime' programs	\$10,000
American Phoenix Foundation	1108 Lavaca Street, #110-329 Austin, TX 78701	third and final payment of a 3 year \$30,000 total pledge to launch training programs for the newly established American Phoenix Foundation	\$10,000
Americans United for Life	655 15th Street NW, Suite 410 Washington, DC 20005	program support	\$5,000
America's Future Foundation	1513 16th Street NW Washington, DC 20036	to support leadership development programs	\$2,500

STRAKE FOUNDATION

APPROVED GRANTS PAID IN 2013

Organization	Address	Project Title	Amount
Amigas Para Ninos	3753 Sunset Houston, TX 77005	to support the Junior Commercial Steer Feeding and Management program	\$5,000
Amigos de las Americas	5618 Star Lane Houston, TX 77057	scholarship support for AMIGOS 2013 Youth Leadership Program	\$7,500
Archdiocese for the Military Services, USA	1025 Michigan Avenue NE Washington, DC 20017	to support the 2014 Spring Discernment Retreat at St. Patrick's Seminary in Menlo Park, CA	\$7,500
Archdiocese of Galveston- Houston / St Mary's Seminary	9845 Memorial Drive Houston, TX 77024	to support the capital campaign to renovate the Msgr Chester Borski Center **requesting a 3-5 year, \$300,000 pledge** ****GWS Suggested Pledge \$10,000 per year for 3 years, total \$30,000 pledge****	\$10,000
Archdiocese of Galveston- Houston/Correctional Ministries	c/o St Dominic Chancery 2403 Holcombe Blvd. Houston, TX 77021-2098	to provide missalettes and Catholic Bibles for 26 State Prison units and 6 County Jails in the Archdiocese	\$2,500
Archdiocese of Galveston- Houston/Diocesan Services Fund	P O Box 907 Houston, TX 77210-4681	to support the Diocesan Services Fund	\$10,000
Archdiocese of Galveston- Houston/Inner City Catholic Schools	ATTN Dept 116 PO Box 4343 P O Box 907 (current mailing address to Attn: Roz Hill, Director of Development) 77001-0907 Houston, TX 77210-4343	to support the 13 Inner City Catholic Schools	\$15,000
Archdiocese of Galveston- Houston/The Cardinal's Circle	P O Box 4343 Dept 116 Houston, TX 77210-4343	to support The Cardinal's Circle. Mass and Dinner to be held on March 27, 2014	\$5,000
Archdiocese of San Antonio	2718 W. Woodlawn San Antonio, TX 78228	to support the HOPE tuition assistance program for children on the waitlist to attend Catholic school	\$5,000
Archway Academy	6221 Main St Houston, TX 77030	scholarship support	\$5,000
ARISE Support Center	P O. Box 778 Alamo, TX 78516	to help develop and grow the ARISE community and programming through home visits	\$3,000
Arrow Child & Family Ministries	2929 FM 2920 Rd. Spring, TX 77388	to support the Freedom Place Luncheon on November 13, 2013***Yes to Table***	\$15,000
Asia Society Texas Center	1370 Southmore Blvd Houston, TX 77004	to support the 2014 'Tiger Ball' on February 14, 2014	\$5,000
Asian Pacific American Heritage Association	6220 Westpark Drive, Suite 245 C Houston, TX 77057	second and final payment of a 2-year, \$25,000 pledge, to support the Distinguished Speaker Series and the Leadership Training in 2013	\$12,500
Austin Clubhouse, Inc	P.O. Box 300568 Austin, TX 78703	to support new community partnerships and employ additional members through the TE and SE job programs (need all)	\$0
Barbara Bush Foundation for Family Literacy	P. O. Box 131614 Houston, TX 77219-1614	to support the 19th Annual Celebration of Reading on April 18, 2013	\$15,000
Bay Area Rehabilitation Center	5313 Decker Drive Baytown, TX 77520	to support natatorium renovations **a matching grant will be provided by Houston Endowment if funds are given**	\$3,000
Bayou Preservation Association	P O. Box 131563 Houston, TX 77219-1563	to support current ongoing activities	\$5,000

STRAKE FOUNDATION

APPROVED GRANTS PAID IN 2013

Organization	Address	Project Title	Amount
Bellwether Forum	12750 Champion Forest Dr. Houston, TX 77066	to support the 'Politics 101' and 'Policy Fundamentals' programs	\$5,000
Biblica (formerly International Bible Society)	1820 Jet Stream Dr. Colorado Springs, CO 80921-3696	to support Military Outreach, a program that provides appr. 2,500 customized Bibles and New Testaments to soldiers and their families	\$5,000
Big Brothers Big Sisters of Greater Houston	6437 High Star Drive Houston, TX 77074-5005	to support the Big Hope collaboration program	\$15,000
Bill of Rights Institute	200 N. Glebe Road, Suite 200 Arlington, VA 22203	operating support	\$1,000
Bishop Dunne Catholic School	3900 Rugged Dr. Dallas, TX 75224	to support the Annual Fund	\$5,000
Blue Bird Circle	615 West Alabama Street Houston, TX 77006-5003	to support direct patient care and to support research initiatives in pediatric neurology	\$4,000
Bo's Place	10050 Buffalo Speedway Houston, TX 77054	to support the 17th Annual Hearts of Hope Luncheon on February 6, 2014	\$5,000
Boys & Girls Clubs of Greater Houston	1520-A Airline Dr. Houston, TX 77009	to support the 25th Annual Great Futures Dinner on September 5, 2013	\$25,000
Boys & Girls Country of Houston, Inc.	18806 Roberts Road Hockley, TX 77447	operating support	\$10,000
Boys & Girls Harbor, Inc	P. O. Box 848 Houston, TX 77001-0848	operating support for the residential care program	\$3,000
Breakthrough Austin	1050 East Eleventh Street, Suite 350 Austin, TX 78702	to support the summer teaching interns for the 2014 Summer Program	\$12,500
Briarwood School	12207 Whittington Drive Houston, TX 77077	to support the Tuition Assistance Program	\$5,000
Bridge Over Troubled Waters	PO Box 3488 Pasadena, TX 77501	to help finalize the 'Bridge to the Stars - A Brighter Future' capital campaign and to support operating expenses	\$2,500
Bridges to Life	P. O. Box 570895 Houston, TX 77257-0895	operating support for 2013	\$25,000
Buffalo Bayou Partnership	1113 Vine, Suite 215 Houston, TX 77002	to support a capital improvement project for Buffalo Bayou Park between Shepherd Drive and Sabine Street	\$7,500
Buffalo Soldiers National Museum	3816 Caroline Houston, TX 77004	to support the 14th Annual Gala 'Honoring Our Military JAG Corps' on February 28, 2014	\$5,000
Bugle Boy Foundation	1051 N. Jefferson Street La Grange, TX 78945	general support for the 2013-2014 performance season and Artist-led Creative Arts Program for Fayette County public school students	\$2,500
Camp Allen Conference & Retreat Center	18800 FM 362 Navasota, TX 77868	to provide scholarship support for summer camp	\$2,000
Camp Aranzazu, Inc	5420 FM 1781 Rockport, TX 78382-7622	to support Houston area campers to attend Camp Aranzazu	\$5,000
Camp for All Foundation	10500 Northwest Fwy , Suite 220 Houston, TX 77092	camper scholarship support	\$7,500
Capital Research Center	1513 16th St., NW Washington, DC 20036-1480	operating support to continue research studies and distributions	\$5,000

STRAKE FOUNDATION

APPROVED GRANTS PAID IN 2013

Organization	Address	Project Title	Amount
Capitol of Texas Vietnam Veterans Monument, Inc.	400 W. 15th Street, Suite 950 Austin, TX 78701	to support the Houston Welcomes Home Gala on November 22, 2013 ***GWS Suggested Pledge \$25,000 total pledge due over 2 years***	\$12,500
Cardinal Newman Society	9720 Capital Ct , Suite 201 Manassas, VA 20110	to support the work of the Cardinal Newman Society's Center for the Advancement of Catholic Higher Education ****Changed from: to support the collaboration with Dr. Patrick Fagan ... post meeting with GWS approval*****	\$12,500
Casa de Esperanza de Los Ninos, Inc	P. O. Box 66581 Houston, TX 77266-6581	to support the 2013 Gala 'Building Hope for Children' on April 21, 2013	\$20,000
Catholic Charities of the Archdiocese of Galveston-Houston	2900 Louisiana Street Houston, TX 77006	operating support (need all)	\$10,000
Catholic Charities of the Archdiocese of Oklahoma City	1501 N. Classen Blvd. Oklahoma City, OK 73106	Disaster Relief for the tornado impacted communities	\$5,000
Catholic Charities, Diocese of Lubbock	102 Avenue J Lubbock, TX 79401	to support renovations to the facility housing the Resale Center	\$4,000
Catholic Church Extension Society	150 South Wacker Dr., Suite 2000 Chicago, IL 60606	to support the Catholic School Initiative in the Diocese of Beaumont	\$5,000
Catholic University of America	Office of Institutional Advancement 620 Michigan Avenue, NE Washington, DC 20064	to support the Men's Ministry programs and the Faith Development Initiatives ****GWS Suggested Pledge \$45,000 total 3-year pledge - \$15,000 per year****	\$15,000
Cenacle Retreat House	420 N. Kirkwood Road Houston, TX 77079	to support upgrades and improvements to the meeting hall and classrooms as well as replacement of bathroom exhaust fans on the property	\$5,000
Center for Urban Renewal & Education	1317 F Street, NW, Suite 900 Washington, DC 20004	operating support	\$5,000
Change Happens! (formerly FUUSA)	3353 Elgin St Houston, TX 77004-3531	to support after school and summer programs for the youth	\$7,500
Child Advocates, Inc	2401 Portsmouth St , Suite 210 Houston, TX 77098	to provide advocacy services for abused and neglected children	\$5,000
Child Builders	2425 Fountain View Drive, Suite 210 Houston, TX 77057	program support	\$5,000
Children at Risk	2900 Wesleyan, Suite 400 Houston, TX 77027	to support the Center for Parenting and Family Well-Being	\$5,000
Children's Museum of Houston	1500 Binz Houston, TX 77004	to support the EcoStation exhibit	\$15,000
Chinese Community Center	9800 Town Park Drive Houston, TX 77036	to support the At-Risk Youth program	\$5,000
Chinese Professional Club Scholarship Fund, Inc	5030 Indigo Street (Annie's home address) Houston, TX 77096-1517	to support the 60th Diamond Anniversary Scholarship Gala on March 1, 2014	\$2,000
Chinquapin School	2615 E. Wallisville Road Highlands, TX 77562-3199	to support the scholarship fund	\$5,000
Christian Community Service Center	P. O. Box 27924 Houston, TX 77227-7924	to support the Emergency Services program	\$5,000

STRAKE FOUNDATION

APPROVED GRANTS PAID IN 2013

Organization	Address	Project Title	Amount
Christian Renewal Center	PO Box 699 Dickinson, TX 77539	to support a structured relationship management program (need to discuss irs status)	\$8,000
Church of St. Philip and St. James	430 S. Main Street Phillipsburg, NJ 08865	to support Dan Lyons' Catholic Communications project of providing Rosaries to the poor	\$1,000
City Wide Club of Clubs, Inc.	P O. Box 8446 Houston, TX 77288-8446	program support	\$4,000
Clayton Dabney's Foundation for Kids with Cancer	12335 Kingsride, Suite 347 Houston, TX 77024	to support the Medicine of the Heart program	\$10,000
Coalition for the Homeless of Houston/Harris County	600 Jefferson, Suite 2050 Houston, TX 77002	operating and program support	\$5,000
College of Saints John Fisher & Thomas More (FORMERLY The College of St Thomas More)	801 W Shaw Street Fort Worth, TX 76110	tuition support	\$10,000
Communities in Schools	1235 North Loop West, Suite 300 Houston, TX 77008	to support the Dropout Prevention program to at-risk youth	\$7,500
Community of Saint John - Laredo	505 Century Drive South Laredo, TX 78046	to support the Campus Ministry Center, ministry operations and maintenance of the House of Mary	\$15,000
Community of the Streets Outreach	3401 Fannin St Houston, TX 77004	to support the Direct Assistance Program	\$10,000
Council for National Policy	1411 K St., NW, Suite 601 Washington, DC 20005	2013 CNP Membership	\$5,000
Covenant House Texas	1111 Lovett Boulevard Houston, TX 77006	general operating support	\$12,500
Crime Stoppers of Houston, Inc.	P O. Box 541654 Houston, TX 77254-1654	to support the 32nd Annual Crime Stoppers of Houston Gala on October 17, 2013	\$7,500
Crisis Pregnancy Center of Southwest Houston	8300 Bissonnet, Suite 160 Houston, TX 77074	to support the Limited Ultrasound Program	\$10,000
Dallas Children's Theater, Inc.	5938 Skillman St. Dallas, TX 75231	to support the Student Matinee Performance Series	\$5,000
David Horowitz Freedom Center	14148 Magnolia Blvd , Suite 103 Sherman Oaks, CA 91423	operating support (need all)	\$7,000
De Pelchin Children's Center	4950 Memorial Dr Houston, TX 77007	to support the Transitional Living Program for homeless, single young mothers	\$5,000
Defense Forum Foundation	3014 Castle Road Falls Church, VA 22044	operating support	\$5,000
Depression and Bipolar Support Alliance Greater Houston	3800 Buffalo Speedway, Suite 350 Houston, TX 77098	to provide free and confidential support groups for individuals living with depression or bipolar disorder, and their loved ones who are helping them learn to manage their illness	\$3,000
Diocese of Beaumont/Catholic Charities of Southeast Texas	2780 Eastex Freeway Beaumont, TX 77703	to help subsidize health services that comprehensively target the body, mind and spirit	\$5,000
Diocese of Beaumont/Communications Ministry	710 Archie Street (mailing) P. O. Box 3948 Beaumont, TX 77701	to support the Communications Ministry	\$10,000

STRAKE FOUNDATION

APPROVED GRANTS PAID IN 2013

Organization	Address	Project Title	Amount
Diocese of El Paso/Office of Education	499 Saint Matthews St. El Paso, TX 79907	to support the Seminarian Formation Program	\$5,000
Diocese of El Paso/Religious Formation Ministry	499 Saint Matthews Street El Paso, TX 79907	to support the new position of Coordinator of Religious Formation for Rural West Texas in it's second year	\$5,000
Diocese of Lubbock	Box 98700 Lubbock, TX 79499-8700	to support the addition of the 'ARISE Together in Christ' evangelization program by RENEW International to all 62 parishes within the Diocese of Lubbock	\$5,000
Diocese of San Angelo	Box 1829 San Angelo, TX 76902-1829	to complete the new hall and classrooms for the rural parish of St. Ann's in Sonora, Texas	\$5,000
Dominican Sisters of Houston	6501 Almeda Road Houston, TX 77021-2095	for specific medical equipment needs	\$7,500
Duchesne Academy of the Sacred Heart	10202 Memorial Dr. Houston, TX 77024	third and final payment of a 3-year, \$45,000 pledge, to support the 'Reaching Up, Branching Out' capital campaign	\$15,000
Easter Seals Greater Houston (FORMERLY United Cerebral Palsy of Greater Houston, Inc.)	4500 Bissonnet, Suite 340 Bellaire, TX 77401	to support a special one-week camp, Camp Smiles, for children with mobility impairments and neurological disorders	\$2,500
Education Foundation of Harris County	6300 Irvington Blvd., Suite 300 Houston, TX 77022	to support Houston-Harris County area 5th-8th grade students in the All-Earth EcoBot Challenge	\$5,000
Educational Opportunities	3419 Westminister Ave., Suite 218 Dallas, TX 75205	to help fund a one year academic scholarship for an Educational Opportunity scholar	\$6,000
Educational Research Analysts	P. O. Box 7518 Longview, TX 75607-7518	to support the 2013 Texas project, specifically the 8th grade science and high school biology text books	\$10,000
El Centro de Corazon	P.O. Box 230209 Houston, TX 77223	to support the Diabetes Self-Management program	\$5,000
Empower Texans Foundation	P O Box 200248 Austin, TX 78720	to support the Houston Initiative project	\$5,000
Epilepsy Foundation Southeast Texas	2630 Fountainview, Suite 210 Houston, TX 77057	to support the 'Passport to Adventure' Gala on October 17, 2013 at the Houston Zoo	\$10,000
ESCAPE Family Resource Center of The Exchange Clubs of Houston	1721 Pech Road, Ste 300 Houston, TX 77055	to support the Building Confident Families core child abuse and neglect prevention program	\$7,500
Executive Service Corps of Houston	7575 San Felipe Street, Suite 235 Houston, TX 77063-1713	operating support	\$4,000
Eye Care for Kids Foundation	9660 Hillcroft, Suite 325 Houston, TX 77096	to help provide free eye exams and new glasses to low income, uninsured children in the Greater Houston area	\$5,000
Faith in Practice	7500 Beechnut, Suite 205 Houston, TX 77074	second payment of a 4-year, \$120,000 pledge, to support the 'Be The Miracle' capital campaign and for use as operating support. These funds will be divided as follows: \$5,000 for operating support and \$25,000 for the capital campaign (CAPITAL CAMPAIGN)	\$25,000

STRAKE FOUNDATION

APPROVED GRANTS PAID IN 2013

Organization	Address	Project Title	Amount
Faith in Practice	7500 Beechnut, Suite 205 Houston, TX 77074	second payment of a 4-year, \$120,000 pledge, to support the 'Be The Miracle' capital campaign and for use as operating support. These funds will be divided as follows: \$5,000 for operating support and \$25,000 for the capital campaign (OPERATING SUPPORT)	\$5,000
Family Legacy Missions International	5005 W Royal Lane, Suite 252 Irving, TX 75063	to provide education, food, discipleship and care for orphans at the private Christian schools	\$20,000
Family Research Council	801 G St., NW Washington, DC 20001	to support the Washington Scholars Internship Program	\$5,000
Family Services of Greater Houston	2700 Southwest Freeway, Suite 209 Houston, TX 77098-4612	operating support *changed to support the 2014 Celebration of Families Luncheon on Feb 26, 2014 at ROCC*	\$4,000
Father Yermo High School	220 Washington St. El Paso, TX 79905-3898	to fund the purchase and installation of a new security system for the elementary and high school	\$5,000
Federalist Society for Law & Public Policy Studies	1015 18th St., NW, Suite 425 Washington, DC 20036	to support the work with law students at Notre Dame Law School	\$5,000
Fellowship of Catholic University Students / FOCUS	P O. Box 18710 Golden, CO 80402	operating support for new campus teams *requesting a 3-year, \$150,000 pledge* ****GWS Suggests UST \$10,000, UT-A \$10,000, Baylor \$10,000, Texas State \$2,500; U of No Texas \$2,500****	\$35,000
Florida Family Policy Council	4853 S. Orange Ave , Suite C Orlando, FL 32806	to support the short-term nationwide project 'OnMyHonor.Net' a campaign aimed in opposition of the newly proposed membership policy promoting open homosexuality at the Boy Scouts of America	\$10,000
Focus on the Family	8605 Explorer Dr. Colorado Springs, CO 80920	to support the Focus Leadership Institute	\$5,000
Foundation for Christian Values, Inc	336 N Chapel Avenue Alhambra, CA 91801	operating support (budget, 990)	\$3,000
Foundation for Teaching Economics	260 Russell Boulevard, Suite B Davis, CA 95616	to support Cristo Rey students to attend the 'Economics for Leaders' programs in 2013	\$10,000
Foundation of International Freedom	5861 Sugar Hill Drive Houston, TX 77057-2306	operating support	\$2,000
Foundations & Donors Interested in Catholic Activities, Inc	1350 Connecticut Ave , NW, Suite 825 Washington, DC 20036	annual membership support	\$5,000
Franklin Center for Government & Public Integrity	1229 King Street, Floor 3 Alexandria, VA 22314	general operating support	\$2,500
Frassati Catholic High School	P O Box 131645 Spring, TX 77393	second and final payment of a 2-year, \$50,000 pledge, to support phase 1 of the 'A Foundation for the Future' capital campaign	\$25,000
Free Congress Foundation	901 N. Washington Street, Suite 206 Alexandria, VA 22314	program support for 2013	\$7,500

STRAKE FOUNDATION

APPROVED GRANTS PAID IN 2013

Organization	Address	Project Title	Amount
Free Enterprise Institute	9525 Katy Freeway, Suite 303 Houston, TX 77024-1415	to support the 2013 Annual Freedom Fund and the 37th Annual Founder's Day Breakfast on October 31, 2013	\$15,000
Free to Choose Network (FORMERLY Palmer R Chitester Fund)	2002 Filmore Avenue Erie, PA 16506	operating support	\$5,000
Freedom Works Foundation	400 North Capitol, NW Suite 765 Washington, DC 20001	general operating support	\$10,000
Freedoms Foundation at Valley Forge	1601 Valley Forge Road P. O. Box 67 Valley Forge, PA 19481-0067	general youth program support	\$4,000
Friends of the Governor's Mansion	P O Box 2447 Austin, TX 78768	to renew membership in the Sam Houston Society for 2013	\$1,500
Friends of the Texas Historical Commission	P O Box 13497 Austin, TX 78711	to support the capital campaign for restoration of the Fulton Mansion	\$10,000
Fund for American Studies	1706 New Hampshire Ave., NW Washington, DC 20009	scholarship support	\$4,000
Fund for Teachers	2000 Post Oak Blvd., Suite 100 Houston, TX 77056	to support the annual Food for Thought dinner on Wednesday, October 2 at Hotel ZaZa ****GWS. 2 tickets****	\$1,000
Galveston Historical Foundation, Inc.	502 20th St. Galveston, TX 77550	to support the purchase and preservation of the Bishop's Palace	\$4,000
General Tommy Franks Leadership Institute & Museum	P O Box 222 Hobart, OK 73651	scholarship support for high schoolers attending the 4 Star Leadership Camp Summer 2013	\$5,000
Genesys Works	601 Jefferson Ave., Suite 3950 Houston, TX 77002	to support program operations	\$8,000
George Bush Presidential Library Foundation (George H.W. Bush)	Texas A&M University, 1145 TAMU College Station, TX 77843-1145	to support the 2013 Vintner Dinner and Wine Auction on November 14, 2013	\$5,000
Gilder Lehrman Institute of American History	49 West 45th St., 6th Floor New York, NY 10036	to support the 2013 Teacher Seminars with a geographic focus on Houston	\$5,000
Girl Scouts of San Jacinto Council	3110 Southwest Freeway Houston, TX 77098	to support the Gold Award program	\$5,000
Girlstart	1400 W Anderson Lane Austin, TX 78757	to support the After School STEM learning programs in communities throughout Texas	\$3,000
Good Samaritan Foundation of Texas, Inc.	3355 West Alabama Street, Suite 1025 Houston, TX 77098-1867	to support the Baccalaureate Scholarship Program for nursing students in Texas	\$10,000
Good Shepherd Nativity School	353 Baronne St New Orleans, LA 70112	to support the transition of the first president of the school	\$10,000
Greater Houston Hispanic Chamber of Commerce Foundation	1801 Main Street, Suite 890 Houston, TX 77002	to support the Emerging Leaders Institute program	\$7,500
Gregonian University Foundation	106 W 56th St New York, NY 10019	general operating support	\$5,000
Guadalupe Regional Middle School (Formerly Marist Brothers)	1214 E. Lincoln St. Brownsville, TX 78521	to support the Tuition Assistance Program	\$5,000

STRAKE FOUNDATION

APPROVED GRANTS PAID IN 2013

Organization	Address	Project Title	Amount
Hancock Committee for the States (dba Citizens For Self-Governance)	106 East 6th Street, Suite 900 Austin, TX 78701	to support the Citizens for Self-Governance program	\$2,500
Harris County Public Library	8080 El Rio Street Houston, TX 77054	to support the 2013 Summer Reading Program	\$5,000
Harvard Business School Fund	HBS Development Office, Soldiers Field Rd. Boston, MA 02163	to support the Dean's Fund	\$6,000
Harvard Catholic Center	29 Mount Auburn St. Cambridge, MA 02138	to support the ongoing work of FOCUS at the Harvard Catholic Center	\$20,000

STRAKE FOUNDATION
EIN 76-0041524
SCHEDULE C

STRAKE FOUNDATION
GRANTS AND CONTRIBUTIONS APPROVED FOR FUTURE PAYMENTS
DECEMBER 31, 2013

NAME AND ADDRESS	PURPOSE	AMOUNT
BOY SCOUTS OF AMERICA (1) EAGLE SCOUTS SCHOLARSHIP FUND HOUSTON, TEXAS		
NOTRE DAME NAVAL ROTC (2) "STRAKE SWORD" NOTRE DAME, INDIANA		
STRAKE JESUIT COLLEGE PREPARATORY SCHOOL HOUSTON, TEXAS	CAPITAL CAMPAIGN PROGRAM LESS: PREVIOUS PAYMENTS REMAINDER PAYABLE	800,000 675,000 <u>125,000</u>
UNIVERSITY OF ST. THOMAS HOUSTON, TEXAS	CENTER FOR THOMISTIC STUDIES LESS: PREVIOUS PAYMENTS REMAINDER PAYABLE	45,000 15,000 <u>30,000</u>
UTSA - INSTITUTE OF TEXAN CULTURES SAN ANTONIO, TX	TEXAS FUND LESS: PREVIOUS PAYMENTS REMAINDER PAYABLE	25,000 12,500 <u>12,500</u>
NATIONAL WORLD WAR II MUSEUM NEW ORLEANS, LOUISIANA	CAPITAL CAMPAIGN LESS: PREVIOUS PAYMENTS REMAINDER PAYABLE	100,000 25,000 <u>75,000</u>
SAN JACINTO MUSEUM OF HISTORY ASS'N HOUSTON, TEXAS	CAPITAL CAMPAIGN LESS: PREVIOUS PAYMENTS REMAINDER PAYABLE	50,000 25,000 <u>25,000</u>
POPE JOHN XXIII HIGH SCHOOL KATY, TEXAS	CAPITAL CAMPAIGN LESS: PREVIOUS PAYMENTS REMAINDER PAYABLE	50,000 40,000 <u>10,000</u>
CAPITOL TO TEXAS VIETNAM VETERANS MONUMENT AUSTIN, TEXAS	HOUSTON WELCOMES HOME GALA LESS: PREVIOUS PAYMENTS REMAINDER PAYABLE	25,000 12,500 <u>12,500</u>
ST. MARY'S SEMINARY HOUSTON, TEXAS	CAPITAL CAMPAIGN LESS: PREVIOUS PAYMENTS REMAINDER PAYABLE	30,000 10,000 <u>20,000</u>
CHRISTO REY JESUIT COLLEGE PREPARATORY SCHOOL HOUSTON, TEXAS	ACADEMIC CENTER RENOVATION LESS: PREVIOUS PAYMENTS REMAINDER PAYABLE	125,000 - <u>125,000</u>
HOUSTON HOSPICE HOUSTON, TEXAS	OPERATING SUPPORT LESS: PREVIOUS PAYMENTS REMAINDER PAYABLE	30,000 15,000 <u>15,000</u>

STRAKE FOUNDATION
GRANTS AND CONTRIBUTIONS APPROVED FOR FUTURE PAYMENTS
DECEMBER 31, 2013

NAME AND ADDRESS	PURPOSE	AMOUNT
TEXAS STATE HISTORICAL FOUNDATION AUSTIN, TEXAS	OSVN YOUTH CAMP SUPPORT LESS: PREVIOUS PAYMENTS REMAINDER PAYABLE	45,000 15,000 <u>30,000</u>
CATHOLIC UNIVERSITY OF AMERICA WASHINGTON, DC	FAITH DEVELOPMENT INITIATIVES LESS: PREVIOUS PAYMENTS REMAINDER PAYABLE	45,000 15,000 <u>30,000</u>
ST. AGNES ACADEMY HOUSTON, TEXAS	CAPITAL CAMPAIGN LESS: PREVIOUS PAYMENTS REMAINDER PAYABLE	750,000 600,000 <u>150,000</u>
LEADERSHIP HOUSTON, INC. HOUSTON, TEXAS	OPERATING SUPPORT LESS: PREVIOUS PAYMENTS REMAINDER PAYABLE	24,000 8,000 <u>16,000</u>
JOHN PAUL II FORUM HOUSTON, TEXAS	OPERATING SUPPORT LESS: PREVIOUS PAYMENTS REMAINDER PAYABLE	45,000 15,000 <u>30,000</u>
MEMORIAL PARK CONSERVANCY HOUSTON, TEXAS	CAPITAL CAMPAIGN LESS: PREVIOUS PAYMENTS REMAINDER PAYABLE	50,000 37,500 <u>12,500</u>
OFFICERS CHRISTIAN FELLOWSHIP DENVER, COLORADO	CAPITAL CAMPAIGN LESS: PREVIOUS PAYMENTS REMAINDER PAYABLE	25,000 20,000 <u>5,000</u>
SAN JOSE CLINIC HOUSTON, TEXAS	OPERATING SUPPORT LESS: PREVIOUS PAYMENTS REMAINDER PAYABLE	75,000 25,000 <u>50,000</u>
TEXAS A&M HEALTH SCIENCE CENTER FOUNDATION COLLEGE STATION, TEXAS	ENDOWED SCHOLARSHIP LESS: PREVIOUS PAYMENTS REMAINDER PAYABLE	30,000 20,000 <u>10,000</u>
U.S. NAVAL ACADEMY FOUNDATION ANNAPOLIS, MARYLAND	SUPPORT THE CENTER FOR MIDDLE EAST AND ISLAMIC STUDIES LESS: PREVIOUS PAYMENTS REMAINDER PAYABLE	125,000 50,000 <u>75,000</u>
CHRISTO REY JESUIT COLLEGE PREPARATORY SCHOOL HOUSTON, TEXAS	BUILDING CAMPAIGN LESS: PREVIOUS PAYMENTS REMAINDER PAYABLE	225,000 125,000 <u>100,000</u>
ST. PIUS X HIGH SCHOOL HOUSTON, TEXAS	CAPITAL CAMPAIGN LESS: PREVIOUS PAYMENTS REMAINDER PAYABLE	200,000 120,000 <u>80,000</u>
JESUIT SEMINARY AND MISSION FUND NEW ORLEANS, LA	BUILDING RESTORATION FUND LESS: PREVIOUS PAYMENTS REMAINDER PAYABLE	50,000 30,000 <u>20,000</u>
HOUSTON ZOO	AFRICAN FOREST CAMPAIGN	75,000

STRAKE FOUNDATION
GRANTS AND CONTRIBUTIONS APPROVED FOR FUTURE PAYMENTS
DECEMBER 31, 2013

NAME AND ADDRESS	PURPOSE	AMOUNT
HOUSTON, TEXAS	LESS: PREVIOUS PAYMENTS	25,000
	REMAINDER PAYABLE	50,000
FAITH IN PRACTICE	OPERATING SUPPORT	20,000
HOUSTON, TEXAS	LESS: PREVIOUS PAYMENTS	10,000
	REMAINDER PAYABLE	10,000
FAITH IN PRACTICE	CAPITAL CAMPAIGN	100,000
HOUSTON, TEXAS	LESS: PREVIOUS PAYMENTS	50,000
	REMAINDER PAYABLE	50,000
TEXAS CHILDREN'S HOSPITAL	SURGICAL ENTERPRISE PROJECT	50,000
HOUSTON, TEXAS	LESS: PREVIOUS PAYMENTS	25,000
	REMAINDER PAYABLE	25,000
TOTAL FUTURE COMMITMENTS (3)		1,193,500

NOTES: (1) - \$1,000.00 each/per year for 4 Eagle Scouts = \$4,000.00 per year
Program to continue at our option

(2) - \$500.00 each Winter for the Outstanding Cadet Award

(3) - Future Commitments are payable in years.

2014	810,500
2015	270,500
2016	112,500
TOTAL	1,193,500