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Form

990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 01-01-2013 , and ending 12-31-2013

Name of foundation BAXTER TRUST CO PRIVATE FOUNDATION SERVICES		A Employer identification number 76-0174893	
Number and street (or P O box number if mail is not delivered to street address) 4265 SAN FELIPE NO 1100		B Telephone number (see instructions) (713) 960-6166	
City or town, state or province, country, and ZIP or foreign postal code HOUSTON, TX 77027		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) \$ 44,638,735	J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	113	113		
	4 Dividends and interest from securities.	1,073,178	1,073,178		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	1,285,757			
	b Gross sales price for all assets on line 6a 12,817,100				
	7 Capital gain net income (from Part IV, line 2) . . .		1,285,757		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	2,359,048	2,359,048		
	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	8,798	0		8,798
	c Other professional fees (attach schedule)	303,040	191,806		111,234
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	26,133	9,133		0
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings	338	0		338
	22 Printing and publications				
	23 Other expenses (attach schedule)	2,276	151		2,125
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	340,585	201,090		122,495
	25 Contributions, gifts, grants paid	2,041,957			2,041,957
	26 Total expenses and disbursements. Add lines 24 and 25	2,382,542	201,090		2,164,452
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-23,494			
	b Net investment income (if negative, enter -0-)		2,157,958		
	c Adjusted net income (if negative, enter -0-)				

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			
	2	Savings and temporary cash investments	260,827	151,075	151,075
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	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)	16,080,182	18,203,387	21,864,411
	c	Investments—corporate bonds (attach schedule).	19,858,474	18,806,659	18,425,417
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	4,946,357	3,961,225	4,197,832
	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)	41,145,840	41,122,346	44,638,735
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)	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	41,145,840	41,122,346	
	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			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see page 17 of the instructions)	41,145,840	41,122,346	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	41,145,840	41,122,346	

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	41,145,840
2	Enter amount from Part I, line 27a	2	-23,494
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	41,122,346
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	41,122,346

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)
1 a	BRINKER - ST		2013-01-01	2013-12-31
b	UBS - ST		2013-01-01	2013-12-31
c	BRINKER - LT		2012-01-01	2013-12-31
d	UBS - LT		2012-01-01	2013-12-31
e	CAPITAL GAINS DIVIDENDS	P		

(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 1,513,121		1,333,354	179,767
b 2,105		2,092	13
c 7,993,117		7,595,880	397,237
d 2,721,472		2,600,017	121,455
e 587,285			587,285

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			179,767
b			13
c			397,237
d			121,455
e			587,285

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	1,285,757
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

Part V

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

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

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

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

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

1 Enter the appropriate amount in each column for each year, see page 18 of 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	1,730,573	40,479,643	0 042752
2011	1,870,891	40,162,942	0 046583
2010	1,746,766	39,549,670	0 044166
2009	1,381,024	35,798,640	0 038578
2008	761,050	27,520,651	0 027654

2 Total of line 1, column (d).	2	0 199733
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 039947
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	42,366,823
5 Multiply line 4 by line 3.	5	1,692,427
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	21,580
7 Add lines 5 and 6.	7	1,714,007
8 Enter qualifying distributions from Part XII, line 4.	8	2,164,452

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 page 18 of the instructions)			
1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1		1	21,580
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			
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	21,580
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	21,580
6 Credits/Payments			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	16,011	
b Exempt foreign organizations—tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	5,569	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d.		7	21,580
8 Enter any penalty for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	0
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			
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		1a	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?		1b	No
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	No
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?		2	No
If "Yes," attach a detailed description of the activities.			
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	No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?.		4a	No
b If "Yes," has it filed a tax return on Form 990-T for this year?.		4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?		5	No
If "Yes," attach the statement required by General Instruction T.			
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	Yes
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	Yes
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	Yes
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	No
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses.		10	No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address N/A				
14	The books are in care of PRIVATE FOUNDATION SERVICES Telephone no (713) 337-1695 Located at 4265 SAN FELIPE SUITE 1100 HOUSTON TX ZIP+4 77027			
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		
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See 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
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? (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? (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)? (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).			
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 page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.	1b		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c		No
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			
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		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20 , 20 , 20 , 20			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?			
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a

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

(1)

Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

Yes

No

(2)

Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

Yes

No

(3)

Provide a grant to an individual for travel, study, or other similar purposes?

Yes

No

(4)

Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions).

Yes

No

(5)

Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

Yes

No

b

If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

5b

Organizations relying on a current notice regarding disaster assistance check here.

c

If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

Yes

No

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

6a

Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

Yes

No

b

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

6b

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?

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
See Additional Data Table				

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	
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	
2	
All other program-related investments. See page 24 of the 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	42,412,368
b	Average of monthly cash balances.	1b	599,635
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	43,012,003
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	43,012,003
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	645,180
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	42,366,823
6	Minimum investment return. Enter 5% of line 5.	6	2,118,341

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	2,118,341
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	21,580
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	21,580
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	2,096,761
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	2,096,761
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	2,096,761

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	2,164,452
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	2,164,452
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	21,580
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	2,142,872
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				2,096,761
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			1,841,430	
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.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 2,164,452				
a Applied to 2012, but not more than line 2a			1,841,430	
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.				323,022
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).)	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
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				1,773,739
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	0			
10 Analysis of line 9				
a Excess from 2009. . . .				
b Excess from 2010. . . .				
c Excess from 2011. . . .				
d Excess from 2012. . . .				
e Excess from 2013. . . .				

Part XIV

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

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

	Tax year	Prior 3 years			(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt 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 organization had \$5,000 or more in assets at any time during the year—see instructions.)**

1 Information Regarding Foundation Managers:

■ 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))

• 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

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 of the person to whom applications should be addressed

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

c Any submission deadlines

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

Part XV

Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	2,041,957
b Approved for future payment				
Total			3b	0

Enter gross amounts unless otherwise indicated

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Form **990-PF** (2013)

Form 990PF Part VIII Line 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
BLAIR BAXTER	TRUSTEE 1 00	0	0	0
4265 SAN FELIPE SUITE 1100 HOUSTON,TX 77027				
DAVID WELSH	TRUSTEE 1 00	0	0	0
4265 SAN FELIPE SUITE 1100 HOUSTON,TX 77027				
THOMAS G HAMBRICK JR	TRUSTEE 1 00	0	0	0
4265 SAN FELIPE SUITE 1100 HOUSTON,TX 77027				
TOBIAS T MONGAN	TRUSTEE 1 00	0	0	0
4265 SAN FELIPE SUITE 1100 HOUSTON,TX 77027				
DAVID D WELSH	TRUSTEE 1 00	0	0	0
4265 SAN FELIPE SUITE 1100 HOUSTON,TX 77027				
HEIDI KELSEY	TRUSTEE 1 00	0	0	0
4265 SAN FELIPE SUITE 1100 HOUSTON,TX 77027				
DAVID HESSEL	TRUSTEE 1 00	0	0	0
4265 SAN FELIPE SUITE 1100 HOUSTON,TX 77027				
JOHN FENOGLIO	TRUSTEE 1 00	0	0	0
4265 SAN FELIPE SUITE 1100 HOUSTON,TX 77027				
J GREG CROW	TRUSTEE 1 00	0	0	0
4265 SAN FELIPE SUITE 1100 HOUSTON,TX 77027				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ACH CHILD & FAMILY SERVICES 1424 SUMMIT AVENUE FORT WORTH,TX 76102		503(C)(3)	RESIDENTIAL SERVICES EXPANSION	55,000
ADULT READING CENTER 2246 N WASHINGTON AVE PEARLAND,TX 77581		503(C)(3)	GENERAL OPERATING EXPENSES	50,000
AMAZING PLACE 3735 DREXEL HOUSTON,TX 77027		503(C)(3)	MARKETING PROGRAM	80,000
ARCHWAY ACADEMY 6221 MAIN STREET HOUSTON,TX 77030		503(C)(3)	SCHOLARSHIP AID	50,000
BAYLOR COLLEGE OF MEDICINE 1709 DRYDEN RD SUITE 1200 HOUSTON,TX 77008		503(C)(3)	ENHANCING WORKFORCE SUCCESS IN THE UNDEREMPLOYED	99,925
BEL INIZIO 7710 DEL REY LN HOUSTON,TX 77071		503(C)(3)	GENERAL OPERATING EXPENSES	10,000
BRAZOS BEND GUARDIANSHIP SERVICES 10435 GREENBOUGH SUITE 200 STAFFORD,TX 77477		503(C)(3)	GUARDIANSHIP SERVICES	25,000
BUCKNER CHILDREN & FAMILY SERVICES 600 NORTH PEARL STREET DALLAS,TX 75201		503(C)(3)	ALDINE COMMUNITY TRANSFORMATION CENTER	30,000
CARING ADOPTIONS 11601 KATY FREEWAY SUITE 222 HOUSTON,TX 77079		503(C)(3)	LIFE SKILLS AND EMPLOYMENT PREPARATION	47,200
CHILDBUILDERS 2425 FOUNTAIN VIEW DR STE 210 HOUSTON,TX 77057		503(C)(3)	CHILDBUILDERS PROGRAM & TRAINING	50,000
CHILDREN'S PRISON ARTS PROJECT PO BOX 130584 HOUSTON,TX 77219		503(C)(3)	ART BEHIND WALLS	10,000
CHRISTUS FOUNDATION PO BOX 1919 HOUSTON,TX 77251		503(C)(3)	ST MARY'S CLINIC	50,000
CITY OF MIDLAND AQUATICS INC 3003 N A ST MIDLAND,TX 79705		503(C)(3)	FMH FOUNDATION NATATORIUM	50,000
COALITION FOR THE HOMELESS 600 JEFFERSON ST SUITE 2050 HOUSTON,TX 77002		503(C)(3)	FAITH-BASED INITIATIVE TO PREVENT & REDUCE	60,000
COMPASSIONATE HOUSTON 3501 CHEVY CHASE HOUSTON,TX 77019		503(C)(3)	OPERATING FUNDS FOR CAPACITY BUILDING	30,000
Total  3a				2,041,957

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
COSTNER MEDICAL MISSIONS 6305 TULIP LANE DALLAS,TX 75230		503(C)(3)	MEDICAL MISSION TRIP	5,000
DEPRESSION & BIPOLAR SUPPORT ALLIANCE 3800 BUFFALO SPEEDWAY 350 HOUSTON,TX 77098		503(C)(3)	UNIQUE POPULATION SUPPORT GROUP FOR THE	60,000
EL CENTRO DE CORAZON 5001 NAVIGATION HOUSTON,TX 77011		503(C)(3)	RIPLEY PEDIATRIC SUPPORT GROUP FOR THE	75,000
FOGLE'S FUTURE STARS 5503 FM 359 D RICHMOND,TX 77406		503(C)(3)	SCHOLARSHIPS	20,000
GATEWAY ACADEMY 3721 DACOMA STREET HOUSTON,TX 77092		503(C)(3)	FIT CLUB AND STRENGTH PROGRAM	50,000
GOOD NEIGHBOR HEALTHCARE CENTER 190 HEIGHTS BLVD HOUSTON,TX 77007		503(C)(3)	HEALTHCARE SERVICES FOR THE COMMUNITY	50,000
GROWING ROOTS PO BOX 41048 AUSTIN,TX 78704		503(C)(3)	SPECIAL EDUCATION IN THE SCHOOLS PROGRAM	15,000
HARC 3701 BRIAR PARK DRIVE SUITE 310 HOUSTON,TX 77042		503(C)(3)	GENERAL OPERATIONS	10,000
HERITAGE OAKS SCHOOL 2931 W 12TH STREET HOUSTON,TX 77008		503(C)(3)	GENERAL OPERATING EXPENSES	50,000
KIDS4PEACE 3300 CHIMNEY ROCK SUITE 301 HOUSTON,TX 77056		503(C)(3)	DEVELOP SECOND YEAR CONTINUATION PEACE CAMP	35,000
LIFE HOUSE HOUSTON PO BOX 27127 HOUSTON,TX 77227		503(C)(3)	CAPITAL REPAIRS PROJECT	30,000
LIVING FORWARD ALLIANCE 3300 CHIMNEY ROCK 205 HOUSTON,TX 77056		503(C)(3)	REBUILDING WOMEN'S LIVES FOR SUCCESSFUL	25,000
LIVING HOPE WHEELCHAIR ASSOCIATION PO BOX 131875 HOUSTON,TX 772191875		503(C)(3)	MEMBERSHIP SERVICES COORDINATION PROGRAM	25,000
MAKING IT BETTER 3300 S GESSNER STE 251 HOUSTON,TX 77063		503(C)(3)	LITERACY PROGRAM & STEPS 2 SUCCESS PROGRAM	30,000
MS WHEELCHAIR TEXAS FOUNDATION 3015 RICHMOND SUITE 120B HOUSTON,TX 77098		503(C)(3)	ROOM TO GROW PROGRAM	27,600
Total  3a				2,041,957

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
NICK FINNEGAN COUNSELING CENTER 2714 JOANEL ST HOUSTON,TX 77027		503(C)(3)	ANXIETY AND ADHD AWARENESS PROJECT	40,750
ONE VOICE TEXAS 5120 WOODWAY DRIVE SUITE 6000 HOUSTON,TX 77056		503(C)(3)	GENERAL OPERATING EXPENSES	50,000
OUR GLOBAL VILLAGE PO BOX 70443 HOUSTON,TX 77270		503(C)(3)	THE COMMUNITY CLOTH	20,000
PALMER PLACE APARTMENT MINISTRY 6221 MAIN STREET HOUSTON,TX 77030		503(C)(3)	FURNISHING NEW MEDICAL APARTMENT	40,000
PLANT IT FORWARD 6575 WEST LOOP SOUTH THIRD FLOOR HOUSTON,TX 77401		503(C)(3)	PLANT IT FORWARD FARM SPONSORSHIP	22,500
POSITIVE COACHING ALLIANCE 1050 N POST OAK RD SUITE 210 HOUSTON,TX 77055		503(C)(3)	THIRD WARD & CULLEN MIDDLE SCHOOL CHARACTER	30,000
PRISON ENTREPRENEURSHIP PROGRAM 4140 DIRECTORS ROW SUITE B HOUSTON,TX 77092		503(C)(3)	BUILDING THE ROAD TO SUSTAINABLE EXPANSION	100,000
PROJECT JOY AND HOPE PO BOX 5111 PASADENA,TX 77508		503(C)(3)	HOPE SCHOLARSHIP PROGRAM	25,000
SAN JOSE CLINIC 2615 FANNIN ST HOUSTON,TX 77002		503(C)(3)	NURSE PRACTITIONER - PRIMARY CARE CAPACITY	100,000
SCHOOL FOR YOUNG CHILDREN 3808 GARRETT ST HOUSTON,TX 77006		503(C)(3)	IMPROVING ASSESSMENT & INSTRUCTION IN THE AREA	4,565
STONEY CREEK RANCH 510 BERING DRIVE SUITE 100 HOUSTON,TX 77057		503(C)(3)	URBAN INITIATIVE - REACHING MORE	50,000
TEEN & FAMILY SERVICES 9337B KATY FREEWAY PMB314 HOUSTON,TX 77024		503(C)(3)	DIRECTOR OF DEVELOPMENT SUPPORT	80,000
TEXAS CHILDREN'S HOSPITAL 6621 FANNIN ST HOUSTON,TX 77030		503(C)(3)	PRESCRIPTION DRUG ASSISTANCE PROGRAM	25,000
THE JOY SCHOOL ONE CHELSEA BOULEVARD HOUSTON,TX 77006		503(C)(3)	COMMUNITY OUTREACH THROUGH TEACH TRAINING	40,000
THE RISE SCHOOL 5618 H MARK CROSSWELL JR ST HOUSTON,TX 77021		503(C)(3)	RISE SCHOLARSHIP PROGRAM	25,000
Total  3a				2,041,957

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
WESLEY COMMUNITY CENTER 1410 LEE STREET HOUSTON,TX 77009		503(C)(3)	EDUCATION AND WORKFORCE INITIATIVES	75,000
YES PREP PUBLIC SCHOOLS INC 6201 BONNHOMEROAD SUITE 168-N HOUSTON,TX 77036		503(C)(3)	ATHLETIC TRACK & FIELD CONSTRUCTION	87,500
YMCA OF THE ROCKIES PO BOX 20800 ESTES PARK,CO 80511		503(C)(3)	DISASTER RELIEF FROM FLOODS	5,000
ZEPHANIAH COMMUNITY CENTER 9702 OCHILTREE DRIVE AUSTIN,TX 78753		503(C)(3)	PROJECTS ASSISTING LOW INCOME ADULTS	25,000
FOURTH STREET SCHOOL 6409 WEST POLY WEBB ROAD ARLINGTON,TX 76016		503(C)(3)	REPAYMENT OF UNUSED GRANT FUNDS	-8,083
Total  3a				2,041,957

TY 2013 Accounting Fees Schedule

Name: BAXTER TRUST CO PRIVATE FOUNDATION SERVICES

EIN: 76-0174893

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	8,798	0		8,798

**TY 2013 Investments Corporate
Bonds Schedule****Name:** BAXTER TRUST CO PRIVATE FOUNDATION SERVICES**EIN:** 76-0174893

Name of Bond	End of Year Book Value	End of Year Fair Market Value
INVESTMENTS - CORPORATE BONDS	18,806,659	18,425,417

TY 2013 Investments Corporate Stock Schedule

Name: BAXTER TRUST CO PRIVATE FOUNDATION SERVICES

EIN: 76-0174893

Name of Stock	End of Year Book Value	End of Year Fair Market Value
INVESTMENTS - CORPORATE STOCK	18,203,387	21,864,411

TY 2013 Investments - Other Schedule

Name: BAXTER TRUST CO PRIVATE FOUNDATION SERVICES

EIN: 76-0174893

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
INVESTMENTS - OTHER	AT COST	3,961,225	4,197,832

TY 2013 Other Expenses Schedule**Name:** BAXTER TRUST CO PRIVATE FOUNDATION SERVICES**EIN:** 76-0174893

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT INTEREST	139	139		0
INSURANCE	2,125	0		2,125
BANK CHARGES	12	12		0

TY 2013 Other Professional Fees Schedule**Name:** BAXTER TRUST CO PRIVATE FOUNDATION SERVICES**EIN:** 76-0174893

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TRUSTEE FEES	59,583	0		59,583
INVESTMENT FEES	191,806	191,806		0
OTHER PROFESSIONAL FEES	51,651	0		51,651

TY 2013 Taxes Schedule**Name:** BAXTER TRUST CO PRIVATE FOUNDATION SERVICES**EIN:** 76-0174893

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL EXCISE TAXES - CY	17,000	0		0
FOREIGN TAXES	9,133	9,133		0