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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 separate instructions is at www.irs.gov/form990pf.

For calendar year 2013 or tax year beginning

, and ending

Name of foundation THE HEVRDEJS FOUNDATION		A Employer identification number 76-0267717
Number and street (or P O box number if mail is not delivered to street address) 9 GREENWAY PLAZA, SUITE 2400		B Telephone number 713-961-5110
City or town, state or province, country, and ZIP or foreign postal code HOUSTON, TX 77046		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 1,997,645.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>		(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			N/A	
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	333.	333.		STATEMENT 1
	4 Dividends and interest from securities	46,283.	42,839.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	39,254.			
	b Gross sales price for all assets on line 6a	590,628.			
	7 Capital gain net income (from Part IV, line 2)		62,924.		
	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	16,348.	298.		STATEMENT 3	
12 Total. Add lines 1 through 11	102,218.	106,394.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees	23,140.	11,570.		11,570.
	c Other professional fees				
	17 Interest				
	18 Taxes	3,410.	194.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses	9,468.	8,571.		785.
	24 Total operating and administrative expenses. Add lines 13 through 23	36,018.	20,335.		12,355.
	25 Contributions, gifts, grants paid	75,000.			75,000.
26 Total expenses and disbursements. Add lines 24 and 25	111,018.	20,335.		87,355.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-8,800.				
b Net investment income (if negative, enter -0-)		86,059.			
c Adjusted net income (if negative, enter -0-)			N/A		

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1 Cash - non-interest-bearing		66,605.	63,679.	63,679.	
	2 Savings and temporary cash investments		26,764.	54,455.	54,455.	
	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 7	1,172,305.	1,161,600.	1,103,934.	
	c Investments - corporate bonds					
	11 Investments - land, buildings, and equipment: basis					
Less: accumulated depreciation						
12 Investments - mortgage loans						
13 Investments - other	STMT 8	-35,186.	-62,994.	775,577.		
14 Land, buildings, and equipment: basis	9,211.					
Less: accumulated depreciation	STMT 9	9,211.				
15 Other assets (describe)						
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)		1,230,488.	1,216,740.	1,997,645.		
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					
	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 <input type="checkbox"/>					
	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 <input checked="" type="checkbox"/>					
	and complete lines 27 through 31.					
	27 Capital stock, trust principal, or current funds		912,458.	912,458.		
28 Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.			
29 Retained earnings, accumulated income, endowment, or other funds		318,030.	304,282.			
30 Total net assets or fund balances		1,230,488.	1,216,740.			
31 Total liabilities and net assets/fund balances		1,230,488.	1,216,740.			

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,230,488.
2 Enter amount from Part I, line 27a	2	-8,800.
3 Other increases not included in line 2 (itemize)	3	0.
4 Add lines 1, 2, and 3	4	1,221,688.
5 Decreases not included in line 2 (itemize) PRIOR PERIOD ADJUSTMENT	5	4,948.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,216,740.

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				
b	SEE ATTACHED STATEMENT			
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e	590,628.	527,704.	62,924.	
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				
b				
c				
d				
e			62,924.	
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	62,924.
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	79,273.	1,882,448.	.042112
2011	66,060.	1,775,438.	.037208
2010	60,582.	1,690,077.	.035846
2009	66,052.	1,400,867.	.047151
2008	66,180.	1,661,616.	.039829

2	Total of line 1, column (d)	2	.202146
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	.040429
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	2,003,810.
5	Multiply line 4 by line 3	5	81,012.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	861.
7	Add lines 5 and 6	7	81,873.
8	Enter qualifying distributions from Part XII, line 4	8	87,355.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	861.
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	861.
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	861.
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	1,339.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	1,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	2,339.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1,478.	
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax <input checked="" type="checkbox"/> 1,478. Refunded <input type="checkbox"/>	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
2 Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 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.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> TX		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)			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 ► DALE BARNES Telephone no. ► 713-341-5711 Located at ► 9 GREENWAY PLAZA, SUITE 2400, HOUSTON, TX ZIP+4 ► 77046			
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 N/A <input type="checkbox"/>	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	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ►		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b	X

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

5a During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? 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)? Yes No **N/A**

Organizations relying on a current notice regarding disaster assistance check here

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

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? Yes 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? Yes No **N/A**

5b Yes No **N/A**

6b Yes No

7b Yes No **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
FRANK J. HEVRDEJS 9 GREENWAY PLAZA #2400 HOUSTON, TX 77046	CHAIRMAN & TRUSTEE 1.00	0.	0.	0.
MICHELLE HUBBARD HEVRDEJS 9 GREENWAY PLAZA #2400 HOUSTON, TX 77046	TRUSTEE 1.00	0.	0.	0.
KENDAL ROTAN 9 GREENWAY PLAZA #2400 HOUSTON, TX 77046	SECRETARY 5.00	0.	0.	0.
DALE E. BARNES 9 GREENWAY PLAZA #2400 HOUSTON, TX 77046	TRUSTEE 5.00	0.	0.	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 Yes No **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. 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 NONE	
	0.
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 NONE	
	0.
2	
All other program-related investments. See instructions.	
3 NONE	
	0.
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	1,991,962.
b	Average of monthly cash balances	1b	42,363.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	2,034,325.
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	2,034,325.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	30,515.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,003,810.
6	Minimum investment return. Enter 5% of line 5	6	100,191.

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	100,191.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	861.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	2,853.
c	Add lines 2a and 2b	2c	3,714.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	96,477.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	96,477.
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	96,477.

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	87,355.
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	87,355.
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	861.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	86,494.

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				96,477.
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				
b From 2009	1,334.			
c From 2010	22,608.			
d From 2011				
e From 2012				
f Total of lines 3a through e	23,942.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$ 87,355.				
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				87,355.
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))	9,122.			9,122.
6 Enter the net total of each column as indicated below:	14,820.			
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
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	14,820.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010	14,820.			
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling ▶
 b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

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

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

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

FRANK J. HEVRDEJS

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

NONE

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**
 Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

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

c Any submission deadlines:
SEE ATTACHED STATEMENT

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

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				
COMMUNITIES IN SCHOOLS HOUSTON, INC. 1235 NORTH LOOP WEST, SUITE 300 HOUSTON, TX 77008	NONE	PC	SUPPORT OF CIS PROGRAMS	15,000.
KIPP HOUSTON 10711 KIPP WAY HOUSTON, TX 77099	NONE	PC	CHARITABLE	15,000.
PROJECT GRAD 3000 RICHMOND AVE, SUITE 400 HOUSTON, TX 77098	NONE	PC	SUPPORT OF PROJECT GRAD FINE ARTS PROGRAM	15,000.
TEACH FOR AMERICA 4669 SOUTHWEST FREEWAY, SUITE 600 HOUSTON, TX 77027	NONE	PC	CHARITABLE	15,000.
THE CHINQUAPIN SCHOOL 2615 E. WALLISVILLE RD. HIGHLANDS, TX 77562-3199	NONE	PC	CHARITABLE	15,000.
Total				75,000.
b Approved for future payment				
NONE				
Total				0.

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 - ML #83V-04070- ST	P	VARIOUS	VARIOUS
b	PUBLICLY TRADED SECURITIES - ML #83V-04070- LT	P	VARIOUS	VARIOUS
c	1200 SHS KINDER MORGAN MANAGEMENT LLC	P	08/11/08	12/16/13
d	FROM K-1: KINDER MORGAN	P	VARIOUS	VARIOUS
e	FROM K-1: PLAINS ALL AMERICAN (PAA)	P	VARIOUS	VARIOUS
f	ML #83V-04070 - CAPITAL GAIN DISTRIBUTION	P	VARIOUS	VARIOUS
g	SECTION 731 GAIN- KINDER MORGAN	P	VARIOUS	VARIOUS
h				
i				
j				
k				
l				
m				
n				
o				

	(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	131,457.		134,621.	-3,164.
b	347,673.		348,363.	-690.
c	87,839.		44,720.	43,119.
d	-380.			-380.
e	-79.			-79.
f	448.			448.
g	23,670.			23,670.
h				
i				
j				
k				
l				
m				
n				
o				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(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			-3,164.
b			-690.
c			43,119.
d			-380.
e			-79.
f			448.
g			23,670.
h			
i			
j			
k			
l			
m			
n			
o			

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	62,924.
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

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
INTEREST FROM PARTNERSHIPS MERRILL LYNCH BANKING ADVANTAGE	317.	317.	
	16.	16.	
TOTAL TO PART I, LINE 3	333.	333.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
DIVIDENDS FROM PARTNERSHIPS	356.	0.	356.	356.	
ML #83V-04070	30,327.	0.	30,327.	26,883.	
ML #83V-04G63	15,600.	0.	15,600.	15,600.	
TO PART I, LINE 4	46,283.	0.	46,283.	42,839.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
KINDER MORGAN - UBTI ORDINARY INCOME	-6,147.	0.	
PLAINS ALL AMERICAN PIPELINE (PAA) - UBTI ORDINARY INCOME	66.	0.	
PLAINS ALL AMERICAN PIPELINE (PNG) - UBTI ORDINARY INCOME	21,760.	0.	
PLAINS ALL AMERICAN PIPELINE (PAA) - UBTI ORDINARY INCOME	371.	0.	
PASSTHROUGH ROYALTY INCOME	298.	298.	
TOTAL TO FORM 990-PF, PART I, LINE 11	16,348.	298.	

FORM 990-PF	ACCOUNTING FEES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	23,140.	11,570.		11,570.
TO FORM 990-PF, PG 1, LN 16B	23,140.	11,570.		11,570.

FORM 990-PF	TAXES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ESTIMATED TAX	3,216.	0.		0.
FOREIGN TAXES	194.	194.		0.
TO FORM 990-PF, PG 1, LN 18	3,410.	194.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK SERVICES CHARGES	295.	148.		148.
TRUST FEES	5,728.	5,728.		0.
KINDER MORGAN K-1 EXPENSES	375.	326.		0.
PLAINS K-1 EXPENSES	1,795.	1,731.		0.
INSURANCE	1,275.	638.		637.
TO FORM 990-PF, PG 1, LN 23	9,468.	8,571.		785.

FORM 990-PF	CORPORATE STOCK	STATEMENT	7
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
KINDER MORGAN MGMT. LLC	91,658.	184,913.
GPC BIOTECH AGENNIX	230,774.	4,215.
ML #04070 - MUT FUNDS/CEF/UIT - SEE ATTACHMENT	539,168.	554,806.
KINDER MORGAN INC. DEL	300,000.	360,000.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,161,600.	1,103,934.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	8
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
KINDER MORGAN ENERGY	COST	-100,877.	362,970.
PLAINS ALL AMERICAN PIPELINE	COST	37,883.	412,607.
TOTAL TO FORM 990-PF, PART II, LINE 13		-62,994.	775,577.

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT	STATEMENT	9
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DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
ORGANIZATION COSTS	4,743.	4,743.	0.
COMPUTER PRINTER	438.	438.	0.
DESK	65.	65.	0.
COMPUTER EQUIPMENT	2,265.	2,265.	0.
COMPUTER EQUIPMENT	1,264.	1,264.	0.
COMPUTER EQUIPMENT	436.	436.	0.
TOTAL TO FM 990-PF, PART II, LN 14	9,211.	9,211.	0.

FORM 990-PF

OTHER REVENUE

STATEMENT 10

DESCRIPTION	BUS CODE	UNRELATED BUSINESS INC	EXCL CODE	EXCLUDED AMOUNT	RELATED OR EXEMPT FUNC- TION INCOME
PLAINS ALL AMERICAN PIPELINE (PNG) - UBTI ORDINARY INCOME	525990	21,760.			
PLAINS ALL AMERICAN PIPELINE (PAA) - UBTI ORDINARY INCOME	525990	371.			
PASSTHROUGH ROYALTY INCOME			15	298.	
TOTAL TO FORM 990-PF, PG 12, LN 11		22,131.		298.	

2013 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990-PF

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
1	ORGANIZATION COSTS	010192	200DE	5.00	17	4,743.			4,743.	4,743.		0.
2	COMPUTER PRINTER	021996	200DE	5.00	17	438.			438.	438.		0.
3	DESK	013196	200DE	5.00	17	65.			65.	65.		0.
4	COMPUTER EQUIPMENT	020195	200DE	5.00	17	2,265.			2,265.	2,265.		0.
5	COMPUTER EQUIPMENT	011102	200DE	5.00	17	1,264.			1,264.	1,264.		0.
6	COMPUTER EQUIPMENT	020702	200DE	5.00	17	436.			436.	436.		0.
	* TOTAL 990-PF PG 1 DEPR					9,211.		0.	9,211.	9,211.	0.	0.

The Hevrdejs Foundation
 2013 990-PF
 Attachment to Part II, Line 10b

76-0267717

WCMA Fiscal Statement

Merrill Lynch
 Wealth Management
 Bank of America Corporation

HEVRDEJS FOUNDATION

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/13	Unrealized Gain or (Loss)	Est Accrued Interest	Est Annual Income
Cash and Money Funds							
	CASH		1,481.41	1,481.41			
6,149	ML BANK DEPOSIT PROGRAM	07/17/12	6,149.00	6,149.00			3.07
	Total Cash and Money Funds		7,630.41	7,630.41			3.07

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/13	Unrealized Gain or (Loss)	Est Annual Income
Mutual Funds/Closed End Funds/UIT						
629	ISHARES SELECT DIVIDEND ETF	12/02/12	44,247.27	44,879.15	631.88	1,375.00
1,506	ISHARES INTL SELECT DIVIDEND ETF	10/15/13	55,824.53	57,137.64	1,313.11	2,558.00
2,101	FIRST TR EXCHANGE-TRADED FD II	10/16/13	55,676.36	56,916.09	1,239.73	2,568.00
154	ISHARES JP MORGAN EM BON	12/09/13	16,644.32	16,656.64	12.32	792.00
1,607	ALPS ALERIAN MLP ETF	11/29/10	24,198.30	28,588.53	4,390.23	1,717.00
417	SPDR S&P EMERGING MRKTS DIVID ETF	10/15/13	17,435.21	16,288.02	(1,147.19)	835.00

PLEASE SEE REVERSE SIDE

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 Statement Period Year Ending 12/31/13
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The Hevrdejs Foundation
 2013 990-PF
 Attachment to Part II, Line 10b

76-0267717

WCMA Fiscal Statement

HEVRDEJS FOUNDATION

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/13	Unrealized Gain or (Loss)	Est Annual Income
Mutual Funds/Closed End Funds/UIT						
1,976	MARKET VECTORS MORTGAGE REIT INCOME ETF	12/09/13	45,146.65	43,807.92	(1,338.73)	4,717.00
1,568	ALLIANZGI NFJ DIVID INTEREST AND PREMIU	10/15/13	27,405.93	27,769.28	363.35	2,823.00
2,066	PRUDENTIAL SHRT DURATION HIGH YIELD FD INC	10/15/13	36,455.05	35,927.74	(527.31)	3,038.00
3,067	RIDGEWORTH SEIX FLOATING RATE HI INC FD CL I	03/20/12	27,312.01	27,787.02	475.01	1,160.00
	.8880 Fractional Share	03/20/12	7.83	8.05	0.22	1.00
2,723	JP MORGAN INCOME BUILDER FUND CL SELECT	02/24/11	26,000.99	28,046.90	2,045.91	1,294.00
	.8050 Fractional Share	12/02/13	8.30	8.29	(0.01)	1.00
1,731	COHEN & STEERS PREFERRED SEC & INCOME FD CL I	07/20/12	22,514.71	22,295.28	(219.43)	1,475.00
2,169	DRIEHAUS SELECT CREDIT FUND	10/15/13	21,950.28	22,058.73	108.45	660.00
	.9060 Fractional Share	10/15/13	9.16	9.21	0.05	1.00
2,292	FAMCO MLP & ENERGY INCOME FUND CL I	11/26/12	25,681.54	28,810.44	3,128.90	1,543.00
	0120 Fractional Share	12/09/13	0.15	0.15		1.00
1,962	PRUDENTIAL SHORT DUR HIGH YLD INCOME FD CL Z	12/09/13	19,443.42	19,423.80	(19.62)	1,164.00
	.5070 Fractional Share	12/09/13	5.02	5.02		1.00

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The Hevrdejs Foundation
 2013 990-PF
 Attachment to Part II, Line 10b

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WCMA Fiscal Statement


 **Merrill Lynch**
 Wealth Management
 Bank of America Corporation

HEVRDEJS FOUNDATION

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/13	Unrealized Gain or (Loss)	Est Annual Income
Mutual Funds/Closed End Funds/UIT						
4.748	ALLIANZGI INCOME AND GROWTH FUND CL P	01/11/12	56,756.34	61,629.04	4,872.70	1,705.00
	.7740 Fractional Share	01/11/12	9.16	10.05	0.89	1.00
1,024	LOOMIS SAYLES STRATEGIC INC FD CL Y	10/15/13	16,435.20	16,742.40	307.20	735.00
	.0120 Fractional Share	10/15/13	0.19	0.20	0.01	1.00
	Total Mutual Funds/Closed End Funds/UIT		539,167.92	554,805.59	15,637.67	30,166.00

PLEASE SEE REVERSE SIDE

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Education *provides* HOPE, *prom*

GRANT GUIDELINES

The Foundation encourages applications on behalf of projects which will improve the quality of teaching and learning at all levels. Special consideration will be given to elementary and secondary educational programs which emphasize academic skills, employment skills, and/or enhance opportunities for further education. In order to create the maximum possible multiplier effect for our limited funds, we will give priority to such factors as innovation, the testing of new ideas and the potential for replication. We embrace successful

It is on the sound education of the people that the security and destiny of every nation chiefly rest. ~Kossuth

programs needing funds and we encourage and help programs with potential for success

DEADLINES

Because our grant review process is comprehensive, and because we wish to afford your application as much of our time and attention as possible, our deadlines for final proposals are set approximately three months prior to Board of Trustees meetings, as follows

DEADLINE FOR FINAL PROPOSAL

January 31	July 31
April 30	October 31

Page 1 of 3

BOARD OF TRUSTEES MEETING

March	September
June	December

Preliminary proposals are welcome at any time

RESTRICTIONS

Before submitting a grant request, a prospective applicant is advised to first view the proposal in light of the Foundation's interests and purposes. In general, the Foundation will not consider requests related to:

- medical research or health related activities
- organizations whose activities or policies include specific political purpose
- capital improvement projects/building funds

otes SKILLS *and* encourages^g

- grants for individuals
- fund-raising drives, testimonial dinners, or advertising

Neither piety, virtue, nor liberty can long flourish in a community where the education of youth is neglected. ~Cooper

- sectarian or denominational religious activities (although academic programs offered by religious institutions are not excluded)

APPLICATION PROCEDURE

A request for funding is considered in two stages, a preliminary proposal stage and a final proposal stage. A preliminary proposal may take the form of a letter or concept paper no more than three pages in length. The preliminary proposal should be

concise, clearly written, and include the following.

- statement of need for the project

its specific purpose, and a description of those whom it will serve

- summary of the proposed project or activities, how the project is an improvement upon present practice, and outcomes of the proposed project
- amount of the grant being requested, and other sources of funds to

be committed to the project

- brief description of the applicant, organization, its objectives, activities, and

- scope (this may be appended)
- verification of tax-exempt status

The Foundation relies on the information and the quality of the preliminary proposal to determine if further interest in the proposed project is warranted. If the proposed project is of interest to the Foundation, the applicant will be invited to submit in writing a more detailed proposal for formal consideration and final decision, the final proposal must include the following.

- detailed explanation of the purpose

All who have meditated on the art of governing mankind have been convinced that the fate of empires depends on the education of youth. ~Aristotle

Good CITIZENSHIP

- and objectives of the proposed project activity
- detailed narrative of the activities involved in achieving project goals
- description of the personnel or other organizations involved with the project
- description of activities to expand the project to a broader audience, and description of how the project will continue after funding (if appropriate)
- itemized budget for the project for which funding is requested
- current, itemized budget for the organization, including sources of revenue and expenses and other sources of financial support committed or pending for the project

Education is our
only political safety.
~H. Mann

- schedule for the completion of the project
- brief history of the organization list of its governing board.
- detailed statement of its purpose, and description of those whom it serves
- copy of the organization's 501(c)(3) tax exempt letter from the Internal Revenue Service

Letters of inquiry and proposals should be addressed to:

THE HEVRDEJS
FOUNDATION



*Eight Greenway Plaza, Suite 702
Houston, Texas 77046*