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Department of the Treasury
Internal Revenue Service

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**2013****Open to Public Inspection**

For calendar year 2013 or tax year beginning

, 2013, and ending

, 20

Name of foundation EULA MAE AND JOHN BAUGH FOUNDATION		A Employer identification number 76-0457820
Number and street (or P O box number if mail is not delivered to street address) 15329 CLEVEDON LANE		B Telephone number (see instructions) (713) 466-4945
City or town state or province country and ZIP or foreign postal code HOUSTON, TX 77040		C If exemption application is pending check here <input type="checkbox"/>
G Check all that apply	Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/>	D 1 Foreign organizations check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test check here and attach computation <input type="checkbox"/>
Initial return of a former public charity <input type="checkbox"/> Amended return <input checked="" type="checkbox"/> Name change <input type="checkbox"/>		E If private foundation status was terminated under section 507(b)(1)(A) check here <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		F If the foundation is in a 60-month termination under section 507(b)(1)(B) check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 171,565,477.		
J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		
(Part I, column (d) must be on cash basis)		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b) (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc. received (attach schedule)		100,000.			
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		1,550,174.	1,550,174.		ATCH 1
4 Dividends and interest from securities		2,512,666.	2,512,666.		ATCH 2
5a Gross rents		10,020.	10,020.		
b Net rental income or (loss)		10,020.			
6a Net gain or (loss) from sale of assets not on line 10		3,749,920.			
b Gross sales price for all assets on line 6a		35,700,403.			
7 Capital gain net income (from Part IV, line 2)			3,749,920.		
8 Net short-term capital gain				82,189.	
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other Income (attach schedule) ATCH 3		-58,080.	-58,080.		
12 Total. Add lines 1 through 11		7,864,700.	7,764,700.	82,189.	
13 Compensation of officers, directors, trustees, etc.		232,025.	154,683.		77,342.
14 Other employee salaries and wages					
15 Pension plans employee benefits					
16a Legal fees (attach schedule) ATCH 4		754.	754.		
b Accounting fees (attach schedule) ATCH 5		3,649.			3,649.
c Other professional fees (attach schedule) *		362,627.	362,627.		
17 Interest					
18 Taxes (attach schedule) (see instructions) ATCH 7		76,995.	4,769.		
19 Depreciation (attach schedule) and depletion					
20 Occupancy					
21 Travel, conferences and meetings		16,900.			16,900.
22 Printing and publications					
23 Other expenses (attach schedule) ATCH 8		19,223.	19,223.		
24 Total operating and administrative expenses. Add lines 13 through 23		712,173.	542,056.		97,891.
25 Contributions, gifts, grants paid		7,259,690.			7,259,690.
26 Total expenses and disbursements. Add lines 24 and 25		7,971,863.	542,056.	0	7,357,581.
27 Subtract line 26 from line 12		-107,163.			
a Excess of revenue over expenses and disbursements			7,222,644.		
b Net investment income (if negative enter -0-)				82,189.	
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	4,626,598.	3,220,749.	3,220,749.
	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			
	10 a	Investments - U.S. and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule) ATCH 9	102,715,433.	113,717,480.	142,991,703.
	c	Investments - corporate bonds (attach schedule) ATCH 10	27,659,884.	17,906,875.	19,804,932.
	Liabilities	11	Investments - land, buildings and equipment, basis		
		Less accumulated depreciation (attach schedule)			
12		Investments - mortgage loans			
13		Investments - other (attach schedule) ATCH 11	5,521,020.	5,521,020.	5,521,020.
14		Land, buildings and equipment, basis			
		Less accumulated depreciation (attach schedule)			
15		Other assets (describe ATCH 12)	44,299.	27,073.	27,073.
16		Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	140,567,234.	140,393,197.	171,565,477.
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 (attach schedule)			
	22	Other liabilities (describe ATCH 13)	176,903.	110,028.	
	23	Total liabilities (add lines 17 through 22)	176,903.	110,028.	
Foundations that follow SFAS 117, check here	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	524,713.	524,713.	
	28	Paid-in or capital surplus or land, bldg. and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	139,865,618.	139,758,456.	
	30	Total net assets or fund balances (see instructions)	140,390,331.	140,283,169.	
	31	Total liabilities and net assets/fund balances (see instructions)	140,567,234.	140,393,197.	

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	140,390,331.
2	Enter amount from Part I, line 27a	2	-107,163.
3	Other increases not included in line 2 (itemize) ATCH 14	3	1.
4	Add lines 1, 2, and 3	4	140,283,169.
5	Decreases not included in line 2 (itemize)	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	140,283,169.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock 200 shs MLC Co.)			(b) How acquired P Purchase D Donation	(c) Date acquired (mo. day yr.)	(d) Date sold (mo., day yr.)
1a SEE PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) 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					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	3,749,920.	
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	82,189.	

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	7,177,766.	144,327,263.	0.049733
2011	7,193,769.	143,360,219.	0.050180
2010	4,560,751.	138,375,478.	0.032959
2009	3,182,730.	113,529,174.	0.028034
2008	2,622,665.	48,727,209.	0.053823
2 Total of line 1, column (d)			2 0.214729
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 0.042946
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 156,348,255.
5 Multiply line 4 by line 3			5 6,714,532.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 72,226.
7 Add lines 5 and 6			7 6,786,758.
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 7,357,581.

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	72,226.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2	3	72,226.
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	72,226.
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	99,299.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d. O.R. OVERPAYMENT -18,116.	7	81,183.
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" 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	8,957.
11	Enter the amount of line 10 to be Credited to 2014 estimated tax 0 Refunded	11	8,957.

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation \$ _____ (2) On foundation managers \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		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) 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

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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).	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes" attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address N/A				
14	The books are in care of DOUG CHILES Telephone no 713-466-4945			
Located at 15329 CLEVEDON LANE HOUSTON, TX ZIP+4 77040				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> 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 X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes" enter the name of the foreign country ▶				

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

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

	Yes	No
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)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here <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? <input type="checkbox"/>	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) <input type="checkbox"/>	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) <input type="checkbox"/>	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/>	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? <input type="checkbox"/>	4b	X

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

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

(1) Carry on propaganda or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable etc organization described in section 509(a)(1) (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary or educational purposes or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ No

Organizations relying on a current notice regarding disaster assistance check here ☒ **X**

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? ☐ 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

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
ATCH 15		232,025.	0	0

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

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

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
ATCH 16		336,333.
Total number of others receiving over \$50,000 for professional services		

Part IX-A Summary of Direct Charitable Activities

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

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments. See instructions	
3 NONE	
Total. Add lines 1 through 3	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	146,643,286.
b	Average of monthly cash balances	1b	6,241,275.
c	Fair market value of all other assets (see instructions)	1c	5,844,632.
d	Total (add lines 1a, b, and c)	1d	158,729,193.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	158,729,193.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	2,380,938.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	156,348,255.
6	Minimum investment return. Enter 5% of line 5	6	7,817,413.

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	7,817,413.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	72,226.
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	72,226.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	7,745,187.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	7,745,187.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	7,745,187.

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	7,357,581.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	7,357,581.
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	72,226.
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	7,285,355.

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				7,745,187.
2 Undistributed income if any as of the end of 2013				
a Enter amount for 2012 only			4,253,608	
b Total for prior years 20 11, 20 10, 20 09				
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 ▶ \$ 7,357,581.				
a Applied to 2012 but not more than line 2a			4,253,608.	
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2013 distributable amount				3,103,973.
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
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				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				4,641,214.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)				
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 Private Operating Foundations (see instructions and Part VII-A, question 9)

NOT APPLICABLE

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

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or

4942(j)(5)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . .

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

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers**

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

ATTACHMENT 17

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

N/A

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

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

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

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 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				
ATCH 18				
Total			3a	7,259,690.
b Approved for future payment				
Total			3b	

Enter gross amounts unless otherwise indicated

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

Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		Yes	No
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

**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.

Signature of officer or trustee

Date _____

8/31/15

► EXECUTIVE DIRECTOR

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

**Paid
Preparer
Use Only**

Print/Type preparer's name

NANCY L BAILEY

Preparer's signature

Preparer's signature Nancy L Bailey, CPA

Date _____

Date 8/26/15

Check		if	PTIN
-------	--	----	------

self-employed

P00958207

Firm's name ► EEPB PC

Firm's address ► 2950 NORTH LOOP W. SUITE 1200
HOUSTON, TX

77092

Firm's EIN

76-0222094

Phone no 713-622-0016

Form 990-PF (2013)

Schedule B

(Form 990, 990-EZ,
or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

OMB No 1545-0047

2013

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF

▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990

Name of the organization

EULA MAE AND JOHN BAUGH FOUNDATION

Employer identification number

76-0457820

Organization type (check one)

Filers of

Section

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust not treated as a private foundation☐ 527 political organization

Form 990-PF

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

Check if your organization is covered by the General Rule or a Special Rule

Note Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

Caution An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization EULA MAE AND JOHN BAUGH FOUNDATION

Employer identification number
76-0457820**Part I** Contributors (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	BARBARA BAUGH CHARITABLE LEAD TRUST 40 HIGH CRESCENT SAN ANTONIO, TX 78257	\$ 100,000.	Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization **EULA MAE AND JOHN BAUGH FOUNDATION**

Employer identification number

76-0457820**Part II** Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----
(a) No from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----
(a) No from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----
(a) No from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----
(a) No from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----

Name of organization EULA MAE AND JOHN BAUGH FOUNDATION

Employer identification number

76-0457820

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry.

For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ▶ \$

Use duplicate copies of Part III if additional space is needed.

(a) No from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
---	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----		----- ----- -----
(a) No from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
---	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----		----- ----- -----
(a) No from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
---	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----		----- ----- -----
(a) No from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
---	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----		----- ----- -----

ATTACHMENT 1FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
CASH AND EQUIVALENT ACCOUNTS	1,548,579.	1,548,579.
SYSO DEFERRED COMP PLAN	1,595.	1,595.
TOTAL	<u>1,550,174.</u>	<u>1,550,174.</u>

ATTACHMENT 2FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
DIVIDEND INCOME	2,512,666.	2,512,666.
TOTAL	<u>2,512,666.</u>	<u>2,512,666.</u>

Taxpayer's Name EULA MAE AND JOHN BAUGH FOUNDATION							Identifying Number 76-0457820			
DESCRIPTION OF PROPERTY PASTURE RENT										
<input type="checkbox"/> Yes <input type="checkbox"/> No Did you actively participate in the operation of the activity during the tax year?										
TYPE OF PROPERTY										
REAL RENTAL INCOME							10,020.			
OTHER INCOME										
TOTAL GROSS INCOME									10,020.	
OTHER EXPENSES										
DEPRECIATION (SHOWN BELOW)										
LESS Beneficiary's Portion										
AMORTIZATION										
LESS Beneficiary's Portion										
DEPLETION										
LESS Beneficiary's Portion										
TOTAL EXPENSES										
TOTAL RENT OR ROYALTY INCOME (LOSS)							10,020.			
Less Amount to										
Rent or Royalty										
Depreciation										
Depletion										
Investment Interest Expense										
Other Expenses										
Net Income (Loss) to Others										
Net Rent or Royalty Income (Loss)							10,020.			
Deductible Rental Loss (if Applicable)										
SCHEDULE FOR DEPRECIATION CLAIMED										
(a) Description of property	(b) Cost or unadjusted basis	(c) Date acquired	(d) ACRS des	(e) Bus %	(f) Basis for depreciation	(g) Depreciation in prior years	(h) Method	(i) Life or rate	(j) Depreciation for this year	
Totals										

RENT AND ROYALTY SUMMARY

<u>PROPERTY</u>	<u>TOTAL INCOME</u>	<u>DEPLETION/ DEPRECIATION</u>	<u>OTHER EXPENSES</u>	<u>ALLOWABLE NET INCOME</u>
PASTURE RENT	10,020.			10,020.
TOTALS	<u>10,020.</u>			<u>10,020.</u>

ATTACHMENT 3FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
SECURITIES TRADING INCOME FROM PSHIPS		
SPECIAL SITUATIONS TECHNOLOGY FUND II	-29,387.	-29,387.
SPECIAL SITUATIONS FUND III QP, LP	-24,689.	-24,689.
ALKEON GROWTH RJ PARTNERS LP	29,368.	29,368.
ALLIANCEBERNSTEIN DBT-EUROPEAN OPPOR	-33,372.	-33,372.
TOTALS	<u>-58,080.</u>	<u>-58,080.</u>

ATTACHMENT 4

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES	754.	754.		
TOTALS	<u>754.</u>	<u>754.</u>		

ATTACHMENT 5

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
ACCOUNTING FEES	3,649.			3,649.
TOTALS	<u>3,649.</u>			<u>3,649.</u>

ATTACHMENT 6

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
MONEY MANAGEMENT FEES	362,627.	362,627.
TOTALS	<u>362,627.</u>	<u>362,627.</u>

ATTACHMENT 7

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
FEDERAL INCOME TAX	72,226.	
PROPERTY TAX	4,769.	4,769.
TOTALS	<u>76,995.</u>	<u>4,769.</u>

ATTACHMENT 8

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
BANK FEES & MISCELLANEOUS	1,834.	1,834.
FOREIGN TAX WITHHELD	13,949.	13,949.
INSURANCE	3,440.	3,440.
TOTALS	<u>19,223.</u>	<u>19,223.</u>

ATTACHMENT 9FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SYSCO CORPORATION	41,727,105.	31,387,055.	33,970,100.
INTERNATIONAL MUTUAL FUNDS	16,007,280.	26,973,632.	31,359,348.
OTHER STOCKS	38,000.		
MANAGED EQUITIES	34,666,694.	44,337,716.	64,002,487.
KINDER MORGAN ENERGY PTRS	425,098.	276,698.	1,067,638.
FANNIE MAE PFD	397,500.	397,500.	135,100.
HEDGE FUNDS	9,453,756.	10,344,879.	12,457,030.
TOTALS	<u>102,715,433.</u>	<u>113,717,480.</u>	<u>142,991,703.</u>

ATTACHMENT 10

FORM 990PF, PART II - CORPORATE BONDS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
BONDS	27,621,602.	17,881,727.	19,600,402.
ACCRUED INTEREST	38,282.	25,148.	204,530.
TOTALS	<u>27,659,884.</u>	<u>17,906,875.</u>	<u>19,804,932.</u>

ATTACHMENT 11FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
LOCKHART REAL ESTATE	5,521,020.	5,521,020.	5,521,020.
TOTALS	<u>5,521,020.</u>	<u>5,521,020.</u>	<u>5,521,020.</u>

ATTACHMENT 12FORM 990PF, PART II - OTHER ASSETS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
PREPAID FEDERAL EXCISE TAX FIT RECEIVABLE	44,299.	18,116. 8,957.	18,116. 8,957.
TOTALS	<u>44,299.</u>	<u>27,073.</u>	<u>27,073.</u>

ATTACHMENT 13FORM 990PF, PART II - OTHER LIABILITIES

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>
UNEXPIRED OPTIONS	176,903.	110,028.
TOTALS	<u>176,903.</u>	<u>110,028.</u>

ATTACHMENT 14FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCESDESCRIPTIONAMOUNT

ROUNDING

1.

TOTAL

1.

FORM 990PF, PART VII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 15

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
BARBARA N BAUGH 40 HIGH CRESCENT SAN ANTONIO, TX 78257	PRESIDENT 4.00	0	0	0
JACQUELINE B MOORE 40 HIGH CRESCENT SAN ANTONIO, TX 78257	VICE PRESIDENT 2.00	0	0	0
JULIA B CLOUD 40 HIGH CRESCENT SAN ANTONIO, TX 78257	SECRETARY 2.00	0	0	0
DOUGLAS C CHILES 15329 CLEVEDON LANE HOUSTON, TX 77040	TREASURER, EXEC DIR. 20.00	232,025.	0	0
GRAND TOTALS		232,025.	0	0

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 16

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
BARCLAY'S WEALTH MANAGEMENT 1301 MCKINNEY STREET, SUITE 400 HOUSTON, TX 77010	INVESTMENT FEES	336,333.
TOTAL COMPENSATION		<u>336,333.</u>

ATTACHMENT 17FORM 990PF, PART XV - INFORMATION REGARDING FOUNDATION MANAGERS

JOHN F. BAUGH AND EULA MAE BAUGH WERE PREVIOUSLY MANAGERS AND CONTRIBUTED MORE THAN 2% OF TOTAL CONTRIBUTIONS. BOTH JOHN BAUGH AND EULA MAE BAUGH ARE NOW DECEASED. THE FOUNDATION WAS THE BENEFICIARY OF JOHN BAUGH'S DEFERRED COMPENSATION PLAN AND RECEIVED FUNDS FROM THE PLAN. EULA MAE BAUGH'S ESTATE ALSO MADE CONTRIBUTIONS IN 2008, 2009 AND 2010. THE BARBARA BAUGH CHARITABLE LEAD TRUST CONTRIBUTED FUNDS IN 2010-2013.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 18

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
----------------------------	--	----------------------------------	--------

SEE ATTACHED SCHEDULE 15329 CLEVEDON LANE HOUSTON, TX 77040	NONE PUBLIC	OPERATING FUND	7,259,690
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TOTAL CONTRIBUTIONS PAID 7,259,690

Eula Mae & John Baugh Foundation					
2013 Foundation Grants					
	Name and Address	Relationship	Status	Purpose of grant or contribution	Amount
19	Baptist Theological Seminary at Richmond 3400 Brook Road Richmond, VA 23227	None	Public charity	operating funds	200,000 00
20	Cooperative Baptist Fellowship 2930 Flowers Road South Atlanta, GA 30341	None	Public charity	operating funds	300,000 00
21	Mercer University 1400 Coleman Avenue Macon GA 30341	None	Public charity	Baugh Leadership Center	500,000 00
22	Religious Herald 2828 Emerywood Parkway, Richmond, VA 23294	None	Public charity	operating funds	250,000 00
23	Wake Forest University 1834 Wake Forest Road, Winston-Salem, NC 27106	None	Public charity	James Dunn Chair	250,000 00
24	Baylor University Alumni Assoc One Bear Place, #97116 Waco, TX 76798-7116	None	Public charity	Moot Court	3,000 00
25	Christian Ethics Today Box 1238, Banner Elk, NC 28604	None	Public charity	operating funds	10,000 00
26	Associated Baptist Press P O Box 23769 Jacksonville, FL 32241-3769	None	Public charity	operating funds	250,000 00
27	Baylor University Alumni Assoc One Bear Place, #97116 Waco, TX 76798-7116	None	Public charity	operating funds	200,000 00
28	Baptist Women in Ministry Attn Pamela Durso P O Box 941294 Atlanta, GA 31141-1294	None	Public charity	operating funds	50,000 00
29	Baylor University Alumni Assoc One Bear Place, #97116 Waco, TX 76798-7116	None	Public charity	Acapella choir sponsorship	50,000 00
30	East Texas Baptist University One Tiger Dr , Marshall, TX 75670	None	Public charity	operating funds	50,000 00
31	Windermere Baptist Conference Center P O Box 458 Roach, MO 65787	None	Public charity	operating funds	50,000 00
32	Youth Choirs, Inc PO Box 781663 San Antonio TX 78278	None	Public charity	operating funds	30,000 00
33	Baptist University of the Americas 8019 S Pan Am Expressway San Antonio, TX 78224	None	Public charity	operating funds	240,000 00
34	Central Baptist Theological Seminary 6601 Monticello Shawnee, KS 66226	None	Public charity	operating funds	250,000 00
35	Associated Baptist Press P O Box 23769 Jacksonville, FL 32241-3769	None	Public charity	website development	250,000 00
36	BH Carroll Theological Institute 120 E Abram Arlington, Texas 76010	None	Public charity	operating funds	125,000 00

Eula Mae & John Baugh Foundation 2013 Foundation Grants
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[illegible]

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 19

<u>DESCRIPTION</u>	<u>BUSINESS CODE</u>	<u>AMOUNT</u>	<u>EXCLUSION CODE</u>	<u>RELATED OR EXEMPT FUNCTION INCOME</u>	
				<u>AMOUNT</u>	<u>AMOUNT</u>
SECURITY TRADING INCOME FROM PSHIPS			18	-58,080.	
TOTALS				<u>-58,080.</u>	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL SHORT-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					82,189.	
		TOTAL LONG-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					217,614.	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					568,596.	
34832004.		PUBLICLY TRADED SECURITIES PROPERTY TYPE: SECURITIES 31950483.				P	2,881,521.	
TOTAL GAIN(LOSS)							<u>3,749,920.</u>	

EULA MAE AND JOHN BAUGH FOUNDATION
EXPLANATION OF 2013 AMENDED RETURN

76-0457820

The return is being amended for the following reasons

Capital gain and dividend distributions from hedging funds were included twice

Artisan Fund CG	483,559 90
Artisan Fund dividend	244,818 25
Matthews Pac Fund CG	10,030 14
Matthews Pac Fund div	9,989 61
Harding Loevner Fd div	41,849 81
Driehaus Fd CG	73,577 88

Schedule K-1 from Alliance Bernstein was omitted from the original return 2013 was the initial year this investment was owned and the return was prepared before the K-1 arrived.

Dividend income	1,546
Net S-T capital gain	515
Other portfolio loss	(33,372)
Other portfolio deduct	(153)
Foreign tax withheld	(403)

The effect of these items is summarized below

	As Orig Filed	Change in Amount	As Amended
Part I, Line 4 Dividends	2,807,778	(295,112)	2,512,666
Part I, Line 7 Capital gain	4,316,573	(566,653)	3,749,920
Part 1, Line 11 Other income	(24,708)	(33,372)	(58,080)
Part 1, Line 23 Other expenses	(18,667)	(556)	(19,223)

Total Decrease in income		(895,693)	
Tax to be Refunded		(8,957)	
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