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Form 990-PF

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

OMB No 1545-0052

2013

▶ Do not enter Social Security numbers on this form as it may be made public. Department of the Treasury Internal Revenue Service ► Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf. For calendar year 2013, or tax year beginning , 2013, and ending Name of foundation Employer identification number Albert and Margaret Alkek Foundation 76-0491186 Number and street (or P O box number if mail is not delivered to street address) Room/suite Telephone number (see the instructions) 1100 Louisiana St 5250 (713) 652-6601 City or town, state or province, country, and ZIP or foreign postal code C If exemption application is pending, check here. TX 77002 Houston Check all that apply Initial return Initial Return of a former public charity **D** 1 Foreign organizations, check here Final return Amended return 2 Foreign organizations meeting the 85% test, check Address change Name change here and attach computation . . . Check type of organization: X Section 501(c)(3) exempt private foundation Other taxable private foundation Section 4947(a)(1) nonexempt charitable trust Ε If private foundation status was terminated under section 507(b)(1)(A), check here Fair market value of all assets at end of year J Accounting method. X Cash (from Part II, column (c), line 16) Other (specify) If the foundation is in a 60-month termination Ŝ (Part I, column (d) must be on cash basis) 236,421,175. under section 507(b)(1)(B), check here Part I Analysis of Revenue and (b) Net investment (d) Disbursements (a) Revenue and (c) Adjusted net Expenses (The total of amounts in expenses per books income income for charitable columns (b), (c), and (d) may not necespurposes sarily equal the amounts in column (a) (cash basis only) (see instructions)) Contributions, gifts, grants, etc, received (att sch) -1,563,036. 2 if the foundn is not req to att Sch B Interest on savings and temporary 507 507. Dividends and interest from securities -2,949,459. 2,968,383. b Net rental income or (loss) SCANNED 6 a Net gain/(loss) from sale of assets not on line 10 1,991,721 b Gross sales price for all assets on line 6a . . . 31,013,243 Capital gain net income (from Part IV, line 2) . . 1,970,058 Net short-term capital gain 0 10 a Gross sales less returns and allowances . . . **b** Less Cost of c Gross profit/(loss) (att sch) 11 Other income (attach schedule) . . . 773,625 683,159 12 Total. Add lines 1 through 11..... 297,272. 5,603,183. 0. Compensation of officers, directors, trustees, etc. 690,460. 452,044. 238,416. 14 Other employee salaries and wages 17,390. 16,520. 869. 15 Pension plans, employee benefits 36,115. 27,396. 8,719. 16 a Legal fees (attach schedule): W. L. 600,916. 600,916. 0. b Accounting fees (attach-sch) 13,508. Ö 23,049. 6,841. c Other prof fees (attach sch) . 159,702. 1,159,702. 0. 17 32,487. 28,824. Taxes (attach schedule (see instrs)
Depreciation (attach 18 368,982. 68,813. sch) and depletion (0) 43,941 29,170. 9. Occupancy. 6. 3. Travel, conferences, and meetings. 762. 519. 243. 22 Printing and publications . . . 483. 90. 393. 23 Other expenses (attach schedule) 1,072,155. 724,573. 5,493. Total operating and administrative expenses. Add lines 13 through 23 . 4,046,451 3,106,733. 276,325. 11,000,000. 25 Contributions, gifts, grants paid 11,000,000. Total expenses and disbursements. Add lines 24 and 25 15,046,451 3,106,733. 11,276,325. Subtract line 26 from line 12: a Excess of revenue over expenses -7,749,179. b Net investment income (if negative, enter -0-). . 2,496,450

C Adjusted net Income (if negative, enter -0-) . . BAA For Paperwork Reduction Act Notice, see instructions.

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Fgrm 990-PF (2013)

Dar		Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	=	.na oi	r year
r ai	, 	(See instructions)	(a) Book Value	(b) Book Value		(c) Fair Market Value
	1	Cash - non-interest-bearing	306.	30	06.	306.
	2	Savings and temporary cash investments	1,332,137.	665,04	_	665,049.
	3	Accounts receivable	2,002,137.			303,013.
		Less: allowance for doubtful accounts	418.	166,10	13	166,103.
	4	Pledges receivable	110.			100/103.
	•	Less allowance for doubtful accounts				
	5	Grants receivable			\dashv	
	6	Receivables due from officers, directors, trustees, and other		<u> </u>		
	7	disqualified persons (attach schedule) (see instructions)				
Α	<i>'</i>	Less allowance for doubtful accounts				
A S	8	Inventories for sale or use				
S E T	9	Prepaid expenses and deferred charges				
T S	_	· · · · · · · · · · · · · · · · · · ·			\dashv	
3		a Investments — U.S. and state government obligations (attach schedule)				
	1	b Investments — corporate stock (attach schedule)	33,022,651.	35,108,64	18.	56,015,186.
	٠ (c Investments — corporate bonds (attach schedule)				
	11	Investments – land, buildings, and equipment basis				
		Less accumulated depreciation (attach schedule)				
	12			· · · · · · · · · · · · · · · · · · ·		
	13	investments — other (attach schedule)	153,792,851.	144,977,64	12	179,496,700.
	14	Land, buildings, and equipment basis 287, 104.	133,732,031.	134,511,05		113,430,100.
		Less accumulated depreciation (attach schedule)	00 571			53.005
	15		92,571.	55,98	_	57,825.
		Total assets (to be completed by all filers -	0.	19,11		20,006.
_	17	see the instructions. Also, see page 1, item I)	188,240,934.	180,992,84	! ⊥ .	236,421,175.
Ţ	18	Grants payable	· · · · · · · · · · · · · · · · · · ·			
A B	19	Deferred revenue				
ı		l l				
Ļ	20 21	Loans from officers, directors, trustees, & other disqualified persons Mortgages and other notes payable (attach schedule)			\dashv	
T		, , , , , , , , , , , , , , , , , , ,			$-\!\!\!\!-\!\!\!\!\!-$	
E	22	Other liabilities (describe			-	
S	23	Total liabilities (add lines 17 through 22)				
		Foundations that follow SFAS 117, check here X and complete lines 24 through 26 and lines 30 and 31.				
N F E U	24	Unrestricted	188,240,934.	180,992,84	_{11.}	
E U T N	25	Temporarily restricted	·	· · · · · · · · · · · · · · · · · · ·		
D	26	Permanently restricted			\Box	
A B S A E L		Foundations that do not follow SFAS 117, check here . F and complete lines 27 through 31.				
ĔĹ	27	Capital stock, trust principal, or current funds				
SN	28	Paid-in or capital surplus, or land, building, and equipment fund			\dashv	
С	29	Retained earnings, accumulated income, endowment, or other funds		,,-	\dashv	
OE RS	30	Total net assets or fund balances (see instructions)	188,240,934.	180,992,84	, 	
	31	Total liabilities and net assets/fund balances (see instructions)	188,240,934.	180,992,84		
Part	III	Analysis of Changes in Net Assets or Fund Balance		100,002,00		
1	Total	I net assets or fund balances at beginning of year – Part II, column (a), line 30 (must agree w	ıth		
		of-year figure reported on prior year's return)			1	188,240,934.
		r amount from Part I, line 27a			2	-7,749,179.
		increases not included in line 2 (itemize) • See attached s			3	2,822,239.
		lines 1, 2, and 3		⊢	4	183,313,994.
		eases not included in line 2 (itemize) • See attached s			5	2,321,153.
6	ıota	I net assets or fund balances at end of year (line 4 minus line 5) - Pa	art II, column (b), line 30		6	180,992,841.

	(a) List and describe 2-story brick warehouse	D) How acquired P — Purchase D — Donation	(C) Date acquired (month, day, year)	(d) Date sold (month, day, year)		
1 a	Marketable Equity S		various	various		
	US Partnerships, Co	-	various	various		
	Non-US Partnerships		various	various		
	Security Litigation		various	various		
	Xerox Copier		D		12/11/09	01/01/13
	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale		(h) Gain or (e) plus (f) mi	(loss)
a	8,130,764.	0.	6,288,	740		1,842,024.
b	5,445,815.	0.	3,446,			1,999,448.
	17,412,175.	0.	19,284,			1,872,095.
d	1,576.	0.	19,204,	0.		1,576.
e	797.	2,721.	4	413.		-895.
		ng gain in column (h) and owned by the		713.	m Coine (Col	
•	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (ı) over column (ı), ıf any		(f) Gains (Col gaın mınus column (k han -0-) or Losses (frı), but not less
а					1	1,842,024.
b						,999,448.
С						1,872,095.
d						1,576.
е						-895.
	Capital gain net income or (net c	If (loss), ent	enter in Part I, line 7 er -0- in Part I, line 7	2	1	1,970,058.
1	If gain, also enter in Part I, line 8 in Part I, line 8	ess) as defined in sections 1222(5) and solumn (c) (see instructions). If (loss) is section 4940(e) for Reduce	s), enter -0-	nt Incom		0.
If 'Yes	,' the foundation does not qualify	on 4942 tax on the distributable amou	int of any year in the base perio	nd?		
					· · · · Yes	X No
	(a) Base period years Calendar year (or tax year beginning in)	each column for each year, see the ii (b) Adjusted qualifying distributions		entries.	(d) Distribution lumn (b) divided b	ratio
	Calendar year (or tax year beginning in)	each column for each year, see the ii (b) Adjusted qualifying distributions	nstructions before making any e (c) Net value of noncharitable-use assets	entries.	(d) Distribution	ratio y column (c))
	Calendar year (or tax year beginning in)	each column for each year, see the in (b) Adjusted qualifying distributions 10,583,884.	nstructions before making any e (c) Net value of noncharitable-use assets 210,815,	entries. (co	(d) Distribution	ratio y column (c))
	Calendar year (or tax year beginning in) 2012 2011	each column for each year, see the in (b) Adjusted qualifying distributions 10,583,884. 10,744,703.	Net value of noncharitable-use assets 210,815, 213,150,	917. 343.	(d) Distribution	ratio y column (c)) 0.050204 0.050409
	Calendar year (or tax year beginning in) 2012 2011 2010	each column for each year, see the ii (b) Adjusted qualifying distributions 10,583,884. 10,744,703. 10,228,677.	Net value of noncharitable-use assets 210,815, 213,150, 203,946,	917. 343.	(d) Distribution	ratio y column (c)) 0.050204 0.050409 0.050154
	Calendar year (or tax year beginning in) 2012 2011 2010 2009	each column for each year, see the in (b) Adjusted qualifying distributions 10,583,884. 10,744,703. 10,228,677. 9,946,576.	Net value of noncharitable-use assets 210,815, 213,150, 203,946, 190,851,	917. 343. 002. 358.	(d) Distribution	ratio y column (c)) 0.050204 0.050409 0.050154 0.052117
	Calendar year (or tax year beginning in) 2012 2011 2010	each column for each year, see the ii (b) Adjusted qualifying distributions 10,583,884. 10,744,703. 10,228,677.	Net value of noncharitable-use assets 210,815, 213,150, 203,946,	917. 343. 002. 358.	(d) Distribution	ratio y column (c)) 0.050204 0.050409 0.050154
	Calendar year (or tax year beginning in) 2012 2011 2010 2009 2008 Total of line 1, column (d)	each column for each year, see the in (b) Adjusted qualifying distributions 10,583,884. 10,744,703. 10,228,677. 9,946,576. 11,332,673.	nstructions before making any e (c) Net value of noncharitable-use assets 210,815, 213,150, 203,946, 190,851, 233,992,	917. 343. 002. 358. 634.	Distribution (b) divided b	ratio y column (c)) 0.050204 0.050409 0.050154 0.052117
	Calendar year (or tax year beginning in) 2012 2011 2010 2009 2008 Total of line 1, column (d)	each column for each year, see the in (b) Adjusted qualifying distributions 10,583,884. 10,744,703. 10,228,677. 9,946,576. 11,332,673.	nstructions before making any e (c) Net value of noncharitable-use assets 210,815, 213,150, 203,946, 190,851, 233,992,	917. 343. 002. 358. 634.	Distribution (b) divided b	ratio y column (c)) 0.050204 0.050409 0.050154 0.052117 0.048432
3 /	Calendar year (or tax year beginning in) 2012 2011 2010 2009 2008 Total of line 1, column (d)	each column for each year, see the in (b) Adjusted qualifying distributions 10,583,884. 10,744,703. 10,228,677. 9,946,576. 11,332,673.	Net value of noncharitable-use assets 210,815, 213,150, 203,946, 190,851, 233,992, on line 2 by 5, or by the ears	917. 343. 002. 358. 634 2	Distribution (b) divided b	ratio y column (c)) 0.050204 0.050409 0.050154 0.052117 0.048432 0.251316
3 / 4 (Calendar year (of tax year beginning in) 2012 2011 2010 2009 2008 Total of line 1, column (d)	each column for each year, see the in (b) Adjusted qualifying distributions 10,583,884. 10,744,703. 10,228,677. 9,946,576. 11,332,673. 5-year base period — divide the total has been in existence if less than 5 years.	Net value of noncharitable-use assets 210,815, 213,150, 203,946, 190,851, 233,992, on line 2 by 5, or by the ears	917. 343. 002. 358. 634 2	Distribution lumn (b) divided b	ratio y column (c)) 0.050204 0.050409 0.050154 0.052117 0.048432 0.251316 0.050263
3 / 4 5	Calendar year (of tax year beginning in) 2012 2011 2010 2009 2008 Total of line 1, column (d) Average distribution ratio for the number of years the foundation length of the net value of noncharitation.	each column for each year, see the in (b) Adjusted qualifying distributions 10,583,884. 10,744,703. 10,228,677. 9,946,576. 11,332,673.	Net value of noncharitable-use assets 210, 815, 213, 150, 203, 946, 190, 851, 233, 992, on line 2 by 5, or by the ears	917. 343. 002. 358. 634 2 4	Distribution lumn (b) divided b	ratio y column (c)) 0.050204 0.050409 0.050154 0.052117 0.048432 0.251316 0.050263
3 / 4 5 6	Calendar year (or tax year beginning in) 2012 2011 2010 2009 2008 Total of line 1, column (d) Average distribution ratio for the number of years the foundation length of the second of the second of the second of the number of years the foundation length of the second of	each column for each year, see the ii (b) Adjusted qualifying distributions 10,583,884. 10,744,703. 10,228,677. 9,946,576. 11,332,673. 5-year base period — divide the total has been in existence if less than 5 years.	Net value of noncharitable-use assets 210,815, 213,150, 203,946, 190,851, 233,992, on line 2 by 5, or by the ears line 5.	917. 343. 002. 358. 634 2 4 5	Distribution lumn (b) divided b	ratio y column (c)) 0.050204 0.050409 0.050154 0.052117 0.048432 0.251316 0.050263 2,324,491.
3 / 1 4 1 5 1 6 1 7 / 8 1	Calendar year (or tax year beginning in) 2012 2011 2010 2009 2008 Total of line 1, column (d) Average distribution ratio for the number of years the foundation is Enter the net value of noncharitate Multiply line 4 by line 3 Enter 1% of net investment incompleted in the second of the s	each column for each year, see the in (b) Adjusted qualifying distributions 10,583,884. 10,744,703. 10,228,677. 9,946,576. 11,332,673. 5-year base period — divide the total has been in existence if less than 5 years. able-use assets for 2013 from Part X, me (1% of Part I, line 27b)	Net value of noncharitable-use assets 210,815, 213,150, 203,946, 190,851, 233,992, on line 2 by 5, or by the ears	917. 343. 002. 358. 634 2 4 5 6	Distribution lumn (b) divided b	ratio y column (c)) 0.050204 0.050409 0.050154 0.052117 0.048432 0.251316 0.050263 2,324,491. 2,174,696. 24,965.

Part VI Excise Tax Based on Investment Income (section 4940(a), 4940(b), 4940(e), or 4948 — see instructions) 1		n 990-PF (2013) Albert and Margaret Alkek Foundation		0491			F	Page 4
Deleter duling or determination latter b Domestic Oundations that meet the section 4340(6) requirements in Part V, check here, * [X] and enter 1% of Part I, line 27b. All other demotic foundations enter 2% of line 21b Exempt foreign organizations enter 4% of Part I, line 12, column (b). 2 Tax under section 511 (Giomestic section 4347(a)(1) trusts and taxable foundations only. Others enter -0.) 3 Add lines 1 and 2. 4 Subtitle A (Income) tax (domestic section 4347(a)(1) trusts and taxable foundations only. Others enter -0.) 5 Tax based on investment incomes. Subtract line 4 from line 3. If zero or less, enter -0. 5 Tax based on investment incomes. Subtract line 4 from line 3. If zero or less, enter -0. 5 Tax based on investment incomes. Subtract line 4 from line 3. If zero or less, enter -0. 5 Tax based on investment incomes. Subtract line 4 from line 3. If zero or less, enter -0. 5 Tax based on investment incomes. Subtract line 4 from line 3. If zero or less, enter -0. 5 Tax based this application for settlement of them of the file of the settlement of the control of the cont			- see	instr	uction	s)		
b Domesto foundations that meet the section 4940(e) requirements in Part V, check here * X and enter 15 of Part, I in e27b c. All other domestic foundations seler 2% of line 27b Exempl foreign organizations enter 4% of Part, I in e12, column (b) . 2 Tax under section 511 (domestic section 4947(e)(1) trusts and taxable foundations only. Others enter -0. 3 24, 965. 3 Add lines 1 and 2. 3 3 24, 965. 4 Subtille A (incrome) tax (domestic section 4947(e)(1) trusts and taxable foundations only. Others enter -0. 4 3 24, 965. 5 Tax based on Investment Income. Subtract line 4 from line 3. If zero or less, enter -0. 5 5 24, 965. 6 Credistrayments: a 2013 estimated tax prits and 2012 overpayment creded to 2013	1 :		1					
check here, * [X] and enter 1% of Part I, line 27b c. All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b). 2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0. 3 3 24,965. 4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0. 4 0.0. 5 Tax based on Investment Incomes. Subtract line 4 from line 3. If zero or less, enter -0. 5 24,965. 6 Credits/Payments: 2 2 373 estimated by parts and 2012 overpayment credited to 2013. 6 a 105,141. b Exempt foreign organizations — tax withheld at source. 6 a 105,141. b Exempt foreign organizations — tax withheld at source. 6 a 105,141. b Exempt foreign organizations of time to file (Form 8865). 6 a 6 d 7 Total circultis and payments Add lines 6s through 6d. 7 Total circultis and payments Add lines 6s through 6d. 7 Total circultis and payments Add lines 6s through 6d. 8 Enter any panalty for undergrayment of estimated tax. Check here If Form 2220 is attached. 8 Before any panalty for undergrayment of estimated tax. Check here If Form 2220 is attached. 8 Part Add Lines 10 to be Credited to 2014 estimated tax. 9 Tax due If the folial of lines 5 and 8 is more than line 2, enter amount overal. 11 Ester the amount of line 10 to be Credited to 2014 estimated tax. 12 During the tax year, did the fine total enter so and 8, erist he amount overpaid. 13 Loung the tax year, did the foundation attempt to unfluence any national, state, or local legislation or did it. 14 During the tax year, did the foundation attempt to unfluence any national, state, or local legislation or did it. 15 During the tax year, did the foundation attempt to unfluence any national, state, or local legislation or did it. 15 During the tax year, did the foundation attempt to unfluence any national, state, or local legislation or did it. 16 During the tax year, did the foundation attempt to unfluence any national, state, or local l		Date of ruling or determination letter (attach copy of letter if necessary — see instrs)						
c Alloher domestic foundations selete 2% of the 27b Exempl tregin organizations selet 4% of Part I, line 12, column (b)	,		Γ	1		_	24,	<u>965.</u>
2 0.0 3 Add lines 1 and 2. 3 24,965. 4 Subtille A (income) lax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) . 4 0.0 5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0 5 24,965. 6 Creditis/Payments: 5 24,965. 6 Creditis/Payments: 5 24,965. 6 Creditis/Payments: 5 24,965. 6 Creditis/Payments: 6 10 10 10 10 10 10 10 10 10 10 10 10 10			l					
foundations only, Others enter -0-) 2 0, 3 Add lines 1 and 2 2 3 2 4,965. 4 Subtitle A (finctione) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) 4 0, 0, 5 7 ax based on Investment Incomes. Subtract line 4 from line 3. If zero or less, enter -0- 5 24,965. 6 Credits/Payments: a 2013 estimated tax prists and 2012 overpayment credited to 2013 6 a 1 105,141. b Exempt foreign organizations — tax withhold at source 6 b 1	•	-	ļ					
3 Add lines 1 and 2. Subtilla A, (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-). Tax based on investment income. Subtract line 4 from line 3. if zero or less, enter -0- Tax based on investment income. Subtract line 4 from line 3. if zero or less, enter -0- Tax based on investment income. Subtract line 4 from line 3. if zero or less, enter -0- Tax based on investment income. Subtract line 4 from line 3. if zero or less, enter -0- Tax based with application for extension of time to file (Form 8868). Each of the control of the contr	2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable						•
4 Subtille A (Income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	3						<u> </u>	
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- 6 Credits/Payments: a 2013 estimated tax pmis and 2012 overpayment credited to 2013 6 Exempt foreign organizations — tax withheld at source 6 Tax paid with application for extension of time to file (Form 8868) 6 C d Backup withholding erroneously withheld 7 Total credits and payments Add lines 6a through 6d 8 Enter any penalty for underpayment of estimated tax. Check here 9 Tax due if the total of lines 5 and 8 is more than line 7, enter amount owed 9 Tax due if the total of lines 5 and 8 is more than line 7, enter amount owed 9 Tax due if the total of lines 5 and 8 is more than line 7, enter amount owed 9 Tax due if the total of lines 5 and 8 is more than line 7, enter amount owed 10 Overpayment If line 7 is more than line 10, enter amount owed 11 Enter the amount of her 10 to be Credited to 2014 estimated tax. 12 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? 1 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? 1 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? 1 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? 1 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? 1 During the tax year, did the foundation of the activities 2 During the tax year, did the foundation of the activities 3 During the tax year, did the foundation of the activities 4 During the tax year, did the foundation of the activities 5 (2) On foundation managers. 5 2 Last the foundation o	4						24,	
6 Credits/Payments: a 2013 estimated tax prits and 2012 overpayment credited to 2013	5						24 (
a 2012 esimated tay mits and 2012 overpayment cedeted to 2013 b Exempt foreign organizations — tax withheld at source Tax paid with application for extension of time to file (Form 8868) d Backup withholding erroneously withheld Total credits and payments Add lines 6s at brough 6d Beakup withholding erroneously withheld Enter any penalty for underpayment of estimated tax Check here If Form 2220 is attached Beakup withholding erroneously withheld Benter any penalty for underpayment of estimated tax Check here If Form 2220 is attached Beakup organizations—If the 10 into 10 into 5 and 8 is more than 16 into 10 into 2 and 8 is more than 16 into 10 into 2 and 8 is more than 16 into 10 into 2 into 10 into 2 into 10 into 10 into 2 into 10	6						24,	203.
b Exampt foreign organizations — tax withheld at source c Tax paid with application for extension of time to file (Form 8668). d Backup withholding erroneously withheld 7 Total credits and payments Add lines 6a through 6d 8 Enter any penalty for underpayment of setmated tax Check here 9 Tax due if the total of lines 5 and 8 is more than line 7, enter amount owed 9 Tax due if the total of lines 5 and 8 is more than line 7, enter amount owed 10 Overpayment if line 7 is more than line 10 total of lines 5 and 8, enter the amount owerpaid 11 Enter the amount of line 10 to the Credited to 2014 estimated tax 80,176. Refunded 11 Part VII-A Statements Regarding Activities 1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it particularly or individual or intervene in any political campaign? 1 b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? 1 b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? 1 b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? 1 b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? 2 b Did it spend more than \$100 during the year (either directly) for political purposes (see the instructions for for this year) 2 b Did it spend more than \$100 during the year (either directly) for political expenditure than the foundation or connection with the activities 3 b He the manual (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers 5 c Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers 6 c Enter the reimbursement of section 50 feet similar instruments? If Yes, a	á	2012	1 4 1					
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tor calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If Yes,' complete Part XIV	9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(n)(3) or	4942(i)(5)				
and addresses		for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If 'Yes,' complete	Part >	άV.	[9		Х
	10	Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their ne	ames					
BAA Form 990-PF (2013)	BAA		• • •				-PF (

Form **990-PF** (2013)

Form	n 990-PF (2013) Albert and Margaret Alkek Foundation 76-0491	186	P	age 5
Pai	rt 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		Х
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		х
13	and the state of t	13	Х	
	Website address www.alkek.org			
14	The books are in care of ▶ Scott Seaman, Executive Director Telephone no. ▶ (713) Located at ▶ 1100 Louisiana, Ste 5250 Houston TX ZIP+4 ▶ 77002	3 <u>)</u> _652	-660	1
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 — Check here	- -	·	П
	and enter the amount of tax-exempt interest received or accrued during the year			Ш
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			
Par	rt VII-B Statements Regarding Activities for Which Form 4720 May Be Required			<u> </u>
	File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies.		Yes	No
1 a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	s		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	· 1		
	(5) Transfer any income or assets to a disqualified person (or make any of either available			
	for the benefit or use of a disqualified person)?	•		
	(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	. -	-	
b	o 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)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here			
C	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c		Х
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)):			
а	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?	_		
	If 'Yes,' list the years 20, 20, 20	'		;
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)	2 b		
C	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. 20, 20, 20, 20			
_				
3 a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	>		
b	olf '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 penod? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.)	3 b		
4 ~				X
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		_ X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		
BAA		Form 99		X 2013)
				• • •)

Form 990-PF (2013) Albert and Margare	et Alkek Founda	tion	76-04	91186	Page 6
Part VII-B Statements Regarding Activit		n 4720 May Be Red	uired (continued)		
5 a During the year did the foundation pay or incur a	-		О., С	1	
(1) Carry on propaganda, or otherwise attempt to	o influence legislation (s	ection 4945(e))?	···· Yes X	No	
 Influence the outcome of any specific public on, directly or indirectly, any voter registration 	n drive?		1 1	No	
(3) Provide a grant to an individual for travel, stu	idy, or other similar purp	oses?	···· Yes X	No	
(4) Provide a grant to an organization other than in section 509(a)(1), (2), or (3), or section 49	i a chantable, etc, organi 40(d)(2)? (see instruction	zation described	Yes X	No	
(5) Provide for any purpose other than religious, educational purposes, or for the prevention of	, charitable, scientific, lite of cruelty to children or a	erary, or nimals?	Yes X] No	
b If any answer is 'Yes' to 5a(1)-(5), did any of the described in Regulations section 53 4945 or in a (see instructions)?	current notice regarding	disaster assistance		5b	
Organizations relying on a current notice regards			_		
c If the answer is 'Yes' to question 5a(4), does the tax because it maintained expenditure responsib	foundation claim exemp	tion from the	∟ ∏Yes ∏]]No	
If 'Yes,' attach the statement required by Regular	tions section 53 4945-5(d).		1	
6 a Did the foundation, during the year, receive any to on a personal benefit contract?	funds, directly or indirect	ly, to pay premiums	Yes X	No	
b Did the foundation, during the year, pay premium	ns, directly or indirectly, o	on a personal benefit con	tract?	6b	Х
If 'Yes' to 6b, file Form 8870				,	
7 a At any time during the tax year, was the foundati			1 1	No	
b If 'Yes,' did the foundation receive any proceeds Part VIII Information About Officers, D					
and Contractors	irectors, trustees,	roundation Mana	gers, nignly Pald	⊏mpioyees	i,
1 List all officers, directors, trustees, foundatio	n managers and their o	compensation (see inst	ructions).		
(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 other all	account, owances
See attached statement				1	
2 Compensation of five highest-paid employee	s (other than those inc	luded on line 1 – see ii	nstructions) If none e	nter '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	(e) Expense	account, owances
None			compensation	 	
				1	
	-			+	_
	-			 	
					
Total number of other employees paid over \$50,000 .			 	· [None
BAA	TEEA0306 07	7/10/13		Form 990 -	- PF (2013)

Form 990-PF (2013) Albert and Margaret Alkek Foundation 76-0491186 [Partivull Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

3 Five highest-paid independent contractors for profe	essional se	rvices (see	instructions). If none, enter 'NONE.'	
(a) Name and address of each person paid more th	an \$50,000		(b) Type of service	(c) Compensation
Cummings & Lockwood LLC			legal counsel	
Six Landmark Square				
Stamford		06901		483 <u>,32</u> 5.
Wells Capital Management			investment management	
525 Market Street, 10th Floor				
San Francisco		94105		108,679.
Iridian Asset Management LLC		·	investment management	
276 Post Road West				
Westport		06880		106,922.
Eagle Capital Management, LLC		·	investment management	
499 Park Avenue				
New York		10022	1	92,467.
Constellation Investment Consulting	Corpora	ation	litigation consulting	<u></u>
305 Madison Avenue, Suite 2036		-]	
New York	NY	10165	·[89 , 435.
Total number of others receiving over \$50,000 for profession	al services			None
IDSANA Summers of Direct Charitable Acti	vition			
Pant Man Summary of Direct Charitable Acti	vities			
List the foundation's four largest direct charitable activities during the tax y	ear Include re	elevant statistica	al information such as the number of	Expenses
organizations and other beneficiaries served, conferences convened, rese	arch papers p	roduced, etc		
1				
				
2				
		- -		
				
3				
				
4				
				
IDEAN/IDE Summers of Broarem Belated Inve	otmonto.	/aca instr	untiona)	
ParkixeB Summary of Program-Related Inve	sunents	(see msu	uctions)	
Describe the two largest program-related investments made	by the foun	dation during	the tax year on lines 1 and 2	Amount
1				
2				
		- -		
All other program-related investments See instructions				
3				
				
		- 		
Total. Add lines 1 through 3				
ВАА				Form 990-PF (2013)

Page 8

	see instructions.)		
1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes		
а	Average monthly fair market value of securities · · · · · · · · · · · · · · · · · · ·	1 a	48,045,456.
	Average of monthly cash balances	1 b	4,470,397.
	Fair market value of all other assets (see instructions)	1 c	173,194,290.
	Total (add lines 1a, b, and c)	1 d	225,710,143.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c	1	
	(attach detailed explanation)		
2	Acquisition indebtedness applicable to line 1 assets	2_	
3	Subtract line 2 from line 1d	3	225,710,143.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	3,385,652.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4 · · · · · · · · ·	5	222,324,491.
6	Minimum investment return. Enter 5% of line 5	6	11,116,225.
Par		foun	
	and certain foreign organizations check here ► □ and do not complete this part.)		
1	Minimum investment return from Part X, line 6	1	11,116,225.
	Tax on investment income for 2013 from Part VI, line 5	']	
	Income tax for 2013 (This does not include the tax from Part VI)		
C	Add lines 2a and 2b	2 c	224,965.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	10,891,260.
4	Recoveries of amounts treated as qualifying distributions	4_	
5	Add lines 3 and 4	5	10,891,260.
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	10,891,260.
Par	t XII Qualifying Distributions (see instructions)		
1 a	Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes Expenses, contributions, gifts, etc — total from Part I, column (d), line 26 · · · · · · · · · · · · · · · · · ·	1 a	11,276,325.
t	Program-related investments — total from Part IX-B	1 b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out chantable, etc, purposes	2	3,328.
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3 a	
b	Cash distribution test (attach the required schedule)	3 b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4 · · · · · · ·	4	11,279,653.
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	24,965.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	11,254,688.
	Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the fo qualifies for the section 4940(e) reduction of tax in those years	undatio	on
BAA			Form 990-PF (2013)

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 · · · · · · · · · · · · · · · · · ·				10 001 260
2 Undistributed income, if any, as of the end of 2013		-		10,891,260.
a Enter amount for 2012 only			3,740,646.	
b Total for prior years 20 , 20 , 20			3, 140, 040.	
3 Excess distributions carryover, if any, to 2013				
a From 2008				
b From 2009 0 .				
c From 2010 0 .				
d From 2011 0 .				
e From 2012 0 .				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2013 from Part				·
XII, line 4: \$ 11,279,653.				
a Applied to 2012, but not more than line 2a · · ·			3,740,646.	
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				7,539,007.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013	<u> </u>			
(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	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistribut-	<u>- </u>	0.		
ed 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	<u></u>		- .·	
amount — see instructions		0.		
e Undistributed income for 2012 Subtract line 4a from				
line 2a Taxable amount — see instructions			0.	
f Undistributed income for 2013. Subtract lines				
4d and 5 from line 1. This amount must be				
distributed in 2014				3,352,253.
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)	0.			
9 Excess distributions carryover to 2014.	<u> </u>			
Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9 [.]				
a Excess from 2009 . 0.				
b Excess from 2010 0.				
c Excess from 2011 0.				
d Excess from 2012 . 0.				
e Excess from 2013 0 .				

In South (2013) Albert and Margar Int XIV. Private Operating Foundati			VII-A guestion 9	76-0491186	N/A
a If the foundation has received a ruling or determined in the foundation as received a ruling or determined in the foundation has received a ruling or determined in the foundation has received a ruling or determined in the foundation has received a ruling or determined in the foundation has received a ruling or determined in the foundation has received a ruling or determined in the foundation has received a ruling or determined in the foundation has received a ruling or determined in the foundation has received a ruling or determined in the foundation has received a ruling or determined in the foundation has received a ruling or determined in the foundation has received a ruling or determined in the foundation has received a ruling or determined in the foundation has received a ruling or determined in the foundation has received in the ruling of the ruling or determined in the foundation has received in the ruling of the ruling of the ruling or determined in the ruling of the ruling or determined in the ruling of the ruling of the ruling or determined in the ruling of the ruling of the ruling or determined in the ruling of the ruli	mination letter that	it is a private opera	iting foundation, and t		N/A
b Check box to indicate whether the foundation	~			4942(J)(3) or	4942(j)(5)
a Enter the lesser of the adjusted net	Tax year	<u> </u>	Pnor 3 years		1 - 4/(-/
Income from Part I or the minimum Investment return from Part X for each year listed	(a) 2013	(b) 2012	(c) 2011	(d) 2010	(e) Total
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					
Qualifying distributions made directly for active conduct of exempt activities. 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					
: '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()(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					
Supplementary Information (assets at any time during the	Complete this	part only if the	foundation had	\$5,000 or more	in
Information Regarding Foundation Manage List any managers of the foundation who have close of any tax year (but only if they have cor	contributed more t	han 2% of the total \$5,000) (See secti	contributions received on 507(d)(2))	I by the foundation be	efore the
List any managers of the foundation who own a partnership or other entity) of which the foun	10% or more of the	stock of a corporat	tion (or an equally larg	e portion of the owne	ership of
a partnership of other entity) of which the foun	dation has a 10% t	or greater interest			
Information Regarding Contribution, Grant Check here if the foundation only make requests for funds. If the foundation makes gift complete items 2a, b, c, and d	es contributions to ts, grants, etc (see	preselected charita instructions) to indiv	ble organizations and viduals or organization	is under other condition	blicited ons,
The name, address, and telephone number or	e-mail of the perso	n to whom applicat	ions should be addres	sed.	
Charles Williams					
1100 Louisiana St., Suite 5					
Houston	TX 77002		13) 652-6601		
The form in which applications should be subr See guidelines at www.alkek		on and materials the	ey should include:		
Any submission deadlines	_			<u> </u>	
None					
Any restrictions or limitations on awards, such				ons, or other factors:	
Limited to non-profit organ	izatıons in	the State o	of Texas.		

3 Grants and Contributions Paid During the Ye	ar or Approved for Futi	ure Paymen	t	
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)	substantial contributor	recipient		
a Paid during the year				
See attached statement		ļ		ļ
		İ		ļ
		!	\	
]
		}		
		;		
		<u> </u>	<u> </u>	
	<u> </u>			
				11,000,000.
b Approved for future payment				
See attached statement				
		1		
				}
		}		\
T.A.I	L	<u> </u>		1 07 1 11
Total			3b	1.274.000.

Part XVI-A Analysis of Income-Producing Activities

nter gross amounts unless otherwise indicated	Unrelated bu	usiness income	Excluded by	y section 512, 513, or 514	(e)	
Program service revenue	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	Related or exempt function income (See instructions)	
a			ļ			
b			l			
c						
d						
e						
f						
${f g}$ Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments			14	507.		
4 Dividends and interest from securities	523000	18,924.	14	2,949,459.		
5 Net rental income or (loss) from real estate						
a Debt-financed property						
b Not debt-financed property						
6 Net rental income or (loss) from personal property						
7 Other investment income	523000	90,466.	18	683,159.		
8 Gain or (loss) from sales of assets other than inventory	523000	22,116.	18	1,970,058.	-453	
9 Net income or (loss) from special events				2731070001		
O Gross profit or (loss) from sales of inventory		_ -				
1 Other revenue						
a		_				
b				-		
C	-		-			
d						
e	 		 			
2 Subtotal. Add columns (b), (d), and (e)	 	131,506.		5,603,183.	-453	
3 Total. Add line 12, columns (b), (d), and (e)					5,734,236	
see worksheet in line 13 instructions to venfy calculations					5, 134, 236	

Lille No. ▼	accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions)							
8	Realized loss on sale of copier partially allocated to exempt use							
 -								
								
-								

Form 990-PF (2013) Albert and Margaret Alkek Foundation 76-0491186 Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

					_					Yes	No
1 Dr	d the o	rganization directly	y or indirectly eng	age in any of the foll er than section 501(c	owing with an	y other or	rganization	}			
		o political organiza		er triair section 50 i(c	,)(3) Organizar	dons, or i	i section 527,		'	1	.
a Tr	ansfers	s from the reporting	o foundation to a	noncharitable exemp	ot organization	n of					.
		· ·	•		•			<i>.</i>	1 a (1)		X
									1 a (2)		- <u>X</u>
•									1 4 (2)		
		nsactions		-4					4 5 (4)		
• •				pt organization					1 b (1)		<u>X</u>
• •	•			le exempt organization				ŀ	1 b (2)		_X_
• •	,	•	•	issets				ŀ	1 b (3)		_X_
•	•		*					1	1 b (4)		X
(5) Loans or loan guarantees								1 b (5)		_X_	
(6)) Perfo	ormance of service	es or membership	or fundraising solicit	tations				1 b (6)		X
c St	naring o	of facilities, equipn	nent, mailing lists	other assets, or paid	d employees.				1 c		X
d If t	the ans	swer to any of the	above is 'Yes,' co	mplete the following	schedule, Co	lumn (b) :	should always sh	low the fair market v	alue of		
an	y trans	saction or sharing	arrangement, sho	w in column (d) the	value of the g	oods, oth	er assets, or ser	vices received	"		
(a) Line	no	(b) Amount involved	(c) Name	of noncharitable exempt	organization	(d)	Description of trans	sfers, transactions, and sl	haring arran	gements	
(-,	$\neg +$	<u></u>	<u> </u>	'		\ \ \				<u> </u>	
	\neg					 					
	_				-	 					
	+					+					
			 			+					
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	$-\!\!\downarrow$										
						<u> </u>					
										_	
2als	the for	indation directly of	ndirectly affiliate	ed with, or related to,	one or more	tax-exem	nt organizations				
de	scribe	d in section 501(c)	of the Code (oth	er than section 501(c	c)(3)) or in sec	ction 527			. X Yes	; []	No
b If		complete the follow								_	
	(a)	Name of organiza	ation	(b) Type of	organization	.,	(c) Description of relati	onship		
Alke	(& V	Villiams Fo	undation	501 (c) (3)		common directors		ectors			
	Under p	enalues of perjury, I dec	lare that I have examin	ed this return, including according according to all	ompanying sched	ules and stat	ements, and to the be	st of my knowledge and be	lief, it is true,	_	
	correct,	and complete declarati	op of preparer (other th	an taxpayer) is based on all	l information of wh	nch preparer	has any knowledge				
Sign						•			May the this return	n with the	•
Here		197			11-5-14	<u>F</u>	Executive	Director	preparer (see insti	shown b uctions)	elow
	Signa			Da	_	T	tte		x	Yes	No
		Print/Type preparer's	name	Prenarer's signa	ature e)	Date	Check if	PTIN		
Paid		Cynthia G	. Matthews	Carthe	よ フルイ	latthe	110/31/14	self-employed	P00286	5341	
Prepa	rer	Firm's name	STEVENS &				<u> </u>	Firm's EIN ► 26-39	22905		
Use O		Firm's address	1177 WEST	LOOP SOUTH S		0					
J36 U	y		HOUSTON				027	Phone no (713)	621-	1177	
BAA		<u> </u>					<u> , </u>	(/15)	Form 99		2013)
₩									. 5.711 33	(4	-3.5,

Schedule B

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury Internal Revenue Service

Schedule of Contributors

2013

OMB No 1545-0047

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

Name of the organization			Employer identification number
Albert and Margaret Alkek Fo	oundation		76-0491186
Organization type (check one)			
Filers of:	Section:		
Form 990 or 990-EZ	501(c)() (enter num	nber) organization	
	4947(a)(1) nonexempt cha	ritable trust not treated as a privi	ate foundation
	527 political organization		
Form 990-PF	X 501(c)(3) exempt private for	pundation	
	一百	ntable trust treated as a private f	foundation
	501(c)(3) taxable private for	•	• • • • • • • • • • • • • • • • • • •
Check if your organization is covered by the Ge	neral Rule or a Special Rule		
Note. Only a section 501(c)(7), (8), or (10) orga	nization can check boxes for both	the General Rule and a Special	Rule See instructions
General Rule			
X For an organization filing Form 990, 990-EZ contributor (Complete Parts I and II.)	'., or 990-PF that received, during t	ne year, \$5,000 or more (in mon	ey or property) from any one
Special Rules			
For a section 501(c)(3) organization filing Fr 509(a)(1) and 170(b)(1)(A)(vi) and received (2) 2% of the amount on (i) Form 990, Part	from any one contributor, during t	he vear, a contribution of the gre	tions under sections later of (1) \$5,000 or
For a section 501(c)(7), (8), or (10) organizational contributions of more than \$1,000 for unthe prevention of cruelty to children or anim	ise <i>exclusively</i> for religious, charita	t received from any one contribuible, scientific, literary, or educat	itor, during the year, ional purposes, or
For a section 501(c)(7), (8), or (10) organize contributions for use exclusively for religious if this box is checked, enter here the total coupurpose. Do not complete any of the parts or religious, charitable, etc, contributions of \$5	s, charitable, etc, purposes, but the ontributions that were received dur unless the General Rule applies to	ese contributions did not total to l ing the year for an <i>exclusively</i> re this organization because it rec	more than \$1,000 eligious, charitable, etc, eived nonexclusively
Caution: An organization that is not covered by 990-PF) but it must answer 'No' on Part IV, line Part I, line 2, to certify that it does not meet the	2, of its Form 990, or check the be	ox on line H of its Form 990-EZ o	B (Form 990, 990-EZ, or or on its Form 990-PF,
BAA For Paperwork Reduction Act Notice,	see the Instructions for Form 99	J, 990EZ, Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

or 990-PF.

Schedule B	(Form 990.	990-EZ. o	r 990-PF)	(2013)

Page

1 of

1 of Part 1

Name of organization

Albert and Margaret Alkek Foundation

Employer Identification number 76-0491186

Partil Contributors (see instructions)	Use duplicate copies of Part I if additional space is needed.
--	---

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Margaret Alkek Charitable Lead Annuity Trust 1100 Louisiana St., Suite 5250 Houston TX 77002	\$ <u>1,563,036.</u>	Person X Payroll
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person Payroll Complete Part II for noncash contributions.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person Payroll Complete Part II for noncash contributions)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person Payroli Complete Part II for noncash contributions.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person Payroll Oncash Complete Part II for noncash contributions.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person Payroll Complete Part II for noncash contributions)

Albert and Margaret Alkek Foundation TIN: 76-0491186 Form 990-PF Statements

For the Year Ended December 31, 2013

Page 1, Part I, Line 11 - Other Income:

	(a) Revenue and Expenses Per Books	(b) Net investment income
Other Income - US Partnerships, Corporations and Trusts	650,716	665,408
Other Income - Non-US Partnerships and Corporations	13,842	16,850
Other Income – Marketable Equity Securities	108,166	0
Oil and Gas Royalty Income	901	901
	773,625	683,159

Page 1, Part I, Line 16a, b and c - Legal, Accounting & Other Professional Fees:

	(a) Revenue and Expenses Per Books	(b) Net Investment Income	d) Disbursements for Charitable Purposes
16a - Legal Fees			
Legal Fees	600,916	600,916	0
	600,916	600,916	0
16b - Accounting Fees	 -		
Audit Services	19,108	12,685	6,423
Tax Services	3,941	823	418
	23,049	13,508	6,841
16c - Other Professional Fees			
Management Fees	1,113,131	1,113,131	0
Custody Fees	46,571	46,571	0
	1,159,702	1,159,702	0

Page 1, Part I, Line 18 - Taxes:

	(a) Revenue and Expenses Per Books	(b) Net Investment Income
Foreign Taxes	68,946	68,777
Excise Tax Payments (Form 990-PF)	100,000	0
Income Tax Payments (Form 990-T)	200,000	0
Taxes on Oil and Gas Royalty Interest	36	36
	368,982	68,813

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Page 1, Part I, Line 19 - Depreciation:

	(a) Revenue and Expenses Per Books	(b) Net Investment Income	d) Disb for Charitable Purposes
Straight line depreciation on furniture and equipment with 5-7 year life and varied purchase dates	43,941	29,170	0
	43,941	29,170	0

Page 1, Part I, Line 23 - Other Expenses:

	(a) Revenue and Expenses Per Books	(b) Net Investment Income	d) Disb for Charitable Purposes
Deductions – US Partnerships, Corporations and Trusts	921,683	593,122	0
Depletion – US Partnerships, Corporations and Trusts	100,744	87,217	0
Other Expenses – Non-US Partnerships & Corporations	34,538	34,538	0
General and Administrative	15,058	9,564	5,493
Oil and Gas Royalty Interest Expenses	132	132	0
	1,072,155	724,573	5,493

Page 2, Part II, Line 3 - Accounts Receivable

	End of Year	
	Book Value	Fair Market Value
Liquidations receivable from foreign investment fund	165,465	165,465
Expenses paid on behalf of an investment partnership	638	638
	166,103	166,103

Page 2, Part II, Line 10b - Investments - Corporate Stock:

	End of Year		
	Book Value	Fair Market Value	
Directly Held	15,300,143	23,909,503	
Managed Accounts	19,808,505	32,105,683	
	35,108,648	56,015,186	

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Page 2, Part II, Line 13 - Investments - Other:

	End of Year	
	Book Value	Fair Market Value
Non-Marketable Corporate Equity Securities	2,054,374	2,035,374
US Partnerships, Corporations and Trusts	76,779,857	96,178,210
Non-US Partnerships and Corporations	66,143,412	81,283,116
	144,977,643	179,496,700

Page 2, Part II, Line 14 - Description of Land, Buildings, and Equipment

	Cost Basis	Accumulated Depreciation	Book Value	Fair Market Value
Furniture	265,537	219,394	46,143	50,000
Equipment	21,567	11,729	9,838	7,825
	287,104	231,123	55,981	57,825

Page 2, Part II, Line 15 - Other Assets:

	End of Year	
	Book Value	Fair Market Value
Oil and Gas Royalty Interest	0	895
Retainer	19,111	19,111
	19,111	20,006

Page 2, Part III, Line 3 – Other Increases Not Included in Line 2:

Book/tax differences in investments 2,	,822,239
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Page 2, Part III, Line 5 - Other Decreases Not Included in Line 2:

Book/tax differences in investments	2,321,024
Meals expense subject to 50% limitation	129
	2,321,153

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Page 6, Part VIII, Line 1 – Information About Officers and Directors:

	(b) Title and Average Hours		(d) Contributions to Employee
(a) Name and Address	Per Week Devoted to Position	(c) Compensation	Benefit Plans
Bobby R. Alford, MD	Director Periodic Board Meetings	15,000	0
Daniel C. Arnold	Director Periodic Board and Committee Meetings	18,000	0
Sandra K. Bacak	Assistant Secretary and Controller 40 Hours	107,510	13,014
Joe M Bailey	Director Periodic Board and Committee Meetings	18,000	0
Dan B Jones, MD	Director Periodic Board and Committee Meetings	11,250	0
Paul Klotman, MD	Director Periodic Board and Committee Meetings	15,000	0
Scott B Seaman	Treasurer, Executive Director and Director 15 – 40 Hours	322,700	0
Charles A Williams	President and Director 10 - 25 Hours	150,000	0
Margaret Alkek Williams	Director Periodic Board and Committee Meetings	15,000	0
Randa D Williams	Director Periodic Board and Committee Meetings	18,000	0
		690,460	13,014
		 	

Part VIII, Column (a)	1100 Louisiana Street, Suite 5250, Houston, TX 77002
Part VIII, Column (d)	Includes contributions to employee benefit plan and medical insurance premiums.
Part VIII, Column (e)	Payments for expense accounts or other allowances. None

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Page 11, Part XV, Line 3a - Grants and Contributions Paid:

No recipient is an individual and all are public charities as described in Section 509(a) of the Internal Revenue Code of 1986, as amended ("I.R C") and are exempt under I R C section 501(c)(3) or are governmental units described in I.R C. Section 170(c) which are not private foundations.

Recipient Name and Address Medical:	Foundation Status of <u>Recipient</u>	Purpose of Grant or Contribution	<u>Amount</u>
Arthur Nagel Community Clinic, Inc. Bandera, Texas 78003	public charity	Program support	20,000
Baylor College of Medicine Houston, Texas 77030	public charity	Medical research and educational programs	6,350,000
Houston Ear Research Foundation Houston, Texas 77074	public charity	Program support	20,000
The University of Texas M D. Anderson Cancer Center Houston, Texas 77030	govt unit	Neurodegeneration Consortium	1,000,000
United States Fund for UNICEF Houston, Texas 77027	public charity	Baylor International Pediatric AIDS Initiative at Texas Children's Hospital	500,000
		-	7,890,000
Educational:			
All Saints Episcopal School Lubbock, Texas 79423	public charity	Capital campaign	50,000
Episcopal High School Houston, Texas 77277	public charity	Scholarships	48,000
Nehemiah Center, Inc Houston, Texas 78003	public charity	Program support	20,000
Southwestern University Georgetown, Texas 78627	public charity	Science center construction	100,000
St Mary's University San Antonio, Texas 78228	public charity	Science program support	200,000
Rice University Houston, Texas 77005	public charity	Scholarships	50,000
Texas State University-San Marcos San Marcos, Texas 78666	public charity & govt unit	Science center construction	200,000
TMI–The Episcopal School of Texas San Antonio, Texas 78257	public charity	Scholarships	146,500
		-	814,500

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Page 11, Part XV, Line 3a - Grants and Contributions Paid, Continued:

Recipient Name and Address Community:	Foundation Status of <u>Recipient</u>	Purpose of Grant or Contribution	<u>Amount</u>
Amazing Place Houston, Texas 77027	public charity	Program support	10,000
American Red Cross Houston, Texas 77001	public charity	Program support	25,000
Bandera Public Library Corporation Bandera, Texas 78003	public charity	Program support	23,500
Bo's Place Houston, Texas 77054	public charity	Program support	5,000
Buffalo Bayou Partnership Houston, Texas 77002	public charity	Capital campaign	25,000
Depression and Bipolar Support Alliance Houston, Texas 77098	public charity	Program support	10,000
Hermann Park Conservancy Houston, Texas 77030	public charity	Program support	25,000
Lower Rio Grande Valley Nature Center Welasco, Texas 78596	public charity	Program support	20,000
Memorial Park Conservancy Houston, Texas 77219	public charity	Program support	10,000
Pathways for Little Feet Houston, Texas 77046	public charity	Program support	10,000
Pro-Vision Academy Houston, Texas 77021	public charity	Program support	20,000
St. Christopher Episcopal Church Bandera, Texas	public charity	Program support	60,500
St James Episcopal Church La Grange, Texas 78945	public charity	Capital campaign	10,000
St Luke's United Methodist Church Houston, Texas 22013	public charity	Endowment fund	25,000
Sunshine Kids Foundation Houston, Texas 77098	public charity	Program support	10,000
Texas Brigades San Antonio, Texas 78218	public charity	Program support	60,000
YMCA of Greater Houston Houston, Texas 77253	public charity	Capital campaign	100,000
			449,000

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Page 11, Part XV, Line 3a - Grants and Contributions Paid, Continued:

Cultural:

			
Houston Ballet Foundation Houston, Texas 77219	public charity	Capital campaign	1,096,500
Houston Symphony Society Houston, Texas 77002	public charity	Program support	210,000
Independent Arts Collaborative for MATCH Houston, Texas 77098	public charity	Capital campaign	50,000
Museum of Fine Arts, Houston Houston, Texas 77265	public charity	Program support	400,000
River Oaks Chamber Orchestra Houston, Texas 77027	public charity	Program support	50,000
Texas Medical Center Orchestra Houston, Texas 77098	public charity	Program support	40,000
			1,846,500
			11,000,000

Page 11, Part XV, Line 3b - Grants and Contributions Approved for Future Payment:

No recipient is an individual and all are public charities as described in Section 509(a) of the Internal Revenue Code of 1986, as amended ("I.R C.") and are exempt under I.R C section 501(c)(3) or are governmental units described in I.R.C Section 170(c) which are not private foundations.

Recipient Name and Address	Status of Recipient	Purpose of Grant or Contribution	<u>Amount</u>
Houston Ballet Foundation Houston, Texas 77002	public charity	Capital campaign	1,274,000
			1,274,000